

## **INTERNATIONAL FEDERATION OF CONSULTING ENGINEERS (FIDIC)**

### **ASIA-PACIFIC MEMBER ASSOCIATIONS (ASPAC)**

#### **BY-LAWS**

##### **ADMISSION OF MEMBER ASSOCIATIONS**

###### **By-Law 1**

- 1.1 Any application for membership of ASPAC as required by Article 3 of the Constitution, shall be submitted in English.
- 1.2 An Association having applied for membership may be requested by the Executive Committee to provide additional information.
- 1.3 The notice of the Executive Committee's recommendations regarding the nomination of an Association shall be forwarded to all Member Associations at least 60 days before the date of the next General Assembly meeting where membership will be considered.
- 1.4 Members Associations of ASPAC may have to pay membership fees as determined by the General Assembly from time to time. A payment will be deemed due on the first day of January each year and overdue on the first day of July of the same year.

##### **GENERAL ASSEMBLY MEETINGS**

###### **By-Law 2**

- 2.1 A formal notice convening a General Assembly Meeting, the time and venue of which have been fixed at a preceding meeting shall be sent out no later than 60 days prior to the date of that Meeting.
- 2.2 In the case of an Extraordinary Meeting, a notice convening the meeting shall be sent out no later than 60 days prior to the date of that meeting.
- 2.3 Non-receipt of a notice of a meeting by a Member Association shall not invalidate the proceedings at such meeting.

- 2.4 Before each meeting, Member Associations shall nominate to the Secretariat, the names of their respective delegates, otherwise the Secretariat will assume the names currently held in its Register will be so nominated.
- 2.5 The Chairman of ASPAC shall preside as Chairman at its meetings but if the Chairman is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to preside, the Vice-Chairman shall preside, but if he/she too is absent or declines to preside, delegates present shall choose a member of the Executive Committee, but if no such Member is present, or if all the Members of the Executive Committee present decline to take the chair, the delegates shall choose any other representative who is present, to preside as Chairman.
- 2.6 The Chairman of the General Assembly shall, while presiding, remain impartial and shall call on other members of the Executive Committee to speak on behalf of the Committee when so required.
- 2.7 The Chairman of the General Assembly Meeting may, with the consent of the delegates present (and shall if so directed by the meeting), adjourn a meeting from time to time, but no business shall be transacted at the reassembled meeting other than business which might have been transacted at the meeting from which the adjournment took place.
- 2.8 At all General Assembly meetings a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman of the Meeting or by at least three delegates present and entitled to vote. Unless a poll be so demanded, a declaration by the Chairman of the meeting, that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the Minutes of the Meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn at any time during the discussion. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 2.9 Subject to the provisions of By-Law 2.10, if a poll be demanded in the manner aforesaid, it shall be taken in such manner as the Chairman of the meeting shall direct, but shall normally be in the following manner:-

The Chairman shall appoint from those present at the meeting (other than delegates entitled to vote) two tellers who shall be called upon to distribute to each delegate entitled to vote, one voting paper, unless the delegate is a single representative for a Member Association, in which case he or she will receive two voting papers. Delegates shall mark their paper(s) with the word "Yes" if in favour of the resolution, or "No" if against the resolution. They may, if they wish, return their paper(s) without recording a vote.

The tellers shall forthwith collect and count the voting papers and shall report the voting figures to the Chairman who shall so inform the meeting.

- 2.10 No poll shall be demanded on the election of a Chairman of a Meeting, or on any question of adjournment.
- 2.11 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the Meeting shall be entitled to a casting vote.
- 2.12 The demand for a poll shall not prevent the continuance of a Meeting for the transaction of any business other than the question on which a poll has been demanded.

## **ELECTION OF EXECUTIVE COMMITTEE**

### **By-Law 3**

- 3.1 The Secretariat of ASPAC shall at least 60 days before a General Assembly Meeting, inform the Member Associations in writing of the number of vacancies to be filled in the Executive Committee and of the names of the Executive Committee members continuing in office. Member Associations shall be invited to submit a nomination for each vacancy, whether such nomination be a member of their own Association or of another Member Association, and subject always to the provisions of Article 7 of the Constitution. All nominations shall be accompanied by correspondence from an Association proposing the nomination and from the nominee agreeing to serve if so elected.
- 3.2 If the number of nominations exceeds the number of vacancies to be filled, the Secretariat of ASPAC shall make available to each Member Association entitled to vote, a complete list of all such nominations on ballot forms, which shall show by whom the nomination was made, and such ballot forms shall be made available to such Member Associations at least 60 days before a General Assembly meeting.

- 3.3 Member Associations shall mark the ballot form with a cross against the name(s) of the person(s) they wish to fill a vacancy on the Executive Committee.
- 3.4 The completed ballot forms shall be forwarded to the Secretariat or deposited in a box provided for that purpose at the meeting venue, no later than two hours before the commencement of the General Assembly meeting. Alternatively, Member Associations may send their completed ballot form to the Secretariat in a sealed envelope marked "EC Ballot" so as to reach the Secretariat not less than 14 days before the day of the General Assembly meeting. The Secretariat shall arrange for such sealed envelopes to be deposited in the box aforesaid.
- 3.5 The Chairman shall appoint two delegates from among those Associations which do not have a nominee on the ballot form to count the votes. The person(s) who receive(s) the highest number of votes shall be deemed to be duly elected. The result of the ballot shall be announced during the General Assembly meeting. In the event that the first ballot does not decide the election because of an equal number of votes, the names of the candidates with a tie shall be submitted to a further ballot by the delegates during the General Assembly meeting.
- 3.6 If the number of persons nominated does not exceed the number of vacancies to be filled, then they shall be deemed to be elected automatically, unless an objection to the election of any candidate is made by a Member Association not less than 4 hours before a General Assembly Meeting. In the event of an objection, the Member Association making the objection shall propose an appropriate resolution at the General Assembly meeting. If necessary, the matter shall be put to a vote to be decided by a simple majority of all those present and qualified to vote.

## **THE EXECUTIVE COMMITTEE**

### **By-Law 4**

- 4.1 The Chairman or (in the Chairman's absence) the Chairman-Elect or the ViceChairman shall take the chair at every meeting of the Executive Committee. In case both are absent, the members of the Executive Committee present shall choose one of their number to be chairman of the meeting.

- 4.2 The Treasurer shall be responsible to the Executive Committee for the administration of the Finances and the property of ASPAC.
- 4.3 The quorum at meetings of the Executive Committee shall be a majority of the elected members. If this quorum shall be present the Executive Committee shall be competent to exercise its statutory authority.
- 4.4 The Executive Committee may also adopt resolutions by any form of correspondence. Such resolutions shall be adopted when a majority of the elected members of the Executive Committee have replied in favour of the resolutions.
- 4.5 The Executive Committee shall record minutes of the proceedings of the ordinary and extraordinary meetings of the General Assembly. These minutes shall be distributed to all members of the Executive Committee and all Member Associations for comment or amendment within 60 days. They shall subsequently be accepted as approved and presented to the next succeeding meeting of the General Assembly where they shall be signed by the Chairman of that meeting.
- 4.6 With regard to its own meetings, the Executive Committee shall record minutes which may be condensed reports of these meetings in the form of summaries of conclusions.

## **WORKING COMMITTEES**

### **By-Law 5**

- 5.1 Working Committees shall be distinguished as follows:
  - (i) Standing or Liaisons Committees  
These Committees shall apply themselves to certain tasks for an extended and unspecified period of time.
  - (ii) Task Committees  
These Committees shall be appointed to achieve specific assignment of limited scope before a set date.
- 5.2 The Chairmen of the Working Committees shall be appointed and relieved of their duties by the Executive Committee.

- 5.3 The Executive Committee, after consultation with the Chairman of a Working Committee, shall appoint the members of such Working Committee. For a Standing or Liaison Committee the Executive Committee may establish a system of rotation for the members of such a committee. The term appointment shall be fixed by the Executive Committee.
- 5.4 Normally, each member of a Working Committee should be from a different Member Association. Members of Working Committees shall act as individual experts in an honorary capacity and shall not be considered as representing their respective Associations.
- 5.5 Members of the Executive Committee shall normally not be members of Working Committees.
- 5.6 The terms of reference of Working Committees shall be determined by the Executive Committee.
- 5.7 Working Committees shall act as advisers to the Executive Committee and report their findings to this Committee only.
- 5.8 Working Committees shall not enter into commitments of any kind on behalf of ASPAC, unless authorised by the Executive Committee in writing.
- 5.9 Time schedules to be observed by Working Committees shall be determined by the Executive Committee after consultation with the Chairman of the respective Working Committee.

## **SUSTAINING AND AFFILIATE MEMBER CORRESPONDENTS**

### **By-Law 6**

- 6.1 An application for election as a Correspondent should be addressed to the Secretariat of ASPAC together with a "curriculum vitae" containing information in accordance with a format to be issued by ASPAC on the education and professional activity of the applicant. The application should be accompanied by a list of references.
- 6.2 The Secretariat shall submit the application to the Executive Committee who, after examination of the documents, shall present its recommendation to Member Associations not less than 60 days before the date of the meeting at which the General Assembly shall vote upon such recommendation.

- 6.3 Before election, Correspondents shall sign statements to be drafted by the Executive Committee that they shall do their utmost to promote the establishment in their countries of associations of consulting engineers which would be eligible for membership of FIDIC and therefore ASPAC in due course, and that personally they shall observe the requirements of the Statutes and By-Laws of FIDIC and ASPAC.
- 6.4 The Executive Committee shall submit a motion to the General Assembly should they consider it necessary to revoke the election of a Correspondent.

## **PAST CHAIRMAN COUNCIL**

### **By-law 7**

- 7.1 To provide ASPAC with continuing benefit from the experience of its Chairmen the Executive Committee shall create a Past Chairmen Council.
- 7.2 The Past Chairmen Council shall comprise all surviving past Chairmen of ASPAC.
- 7.3 The Chairperson of the Past Chairmen Council shall be the member who most recently held the office of Chairmen.
- 7.4 The function of the Past Chairmen Council shall be to provide advice to the Executive Committee on matters referred to it by the Executive Committee or to make suggestions to the Executive Committee on questions it considers to be of importance to ASPAC.