

INTERNATIONAL FEDERATION OF CONSULTING ENGINEERS (FIDIC)

ASIA-PACIFIC MEMBER ASSOCIATIONS (ASPAC)

CONSTITUTION

NAME

Article 1

The name of the Asia and Pacific regional grouping of national associations of consulting engineers shall be the "International Federation of Consulting Engineers (FIDIC) Group of Asia and Pacific Member Associations" (hereinafter referred to as "ASPAC").

OBJECTIVES

Article 2

The objectives of ASPAC are to undertake the following activities:

- 2.1 Represent the consulting engineering industry in Asia and the Pacific as a regional grouping of FIDIC member associations
- 2.2 Encourage regional co-operation between member associations.
- 2.3 Provide assistance to individual member associations where necessary to build their capacity to deliver private consulting services.
- 2.4 Provide assistance to member associations with a view to ensuring reasonable access to opportunities of work in their Countries.
- 2.5 Encourage meaningful and sustainable technology transfer and capacity building.
- 2.6 Co-ordinate training programmes.
- 2.7 Encourage of the formation of local associations of consulting engineers where these do not exist.
- 2.8 Promote and enhance the status of the national associations of consulting engineers in the region.

- 2.9 Encourage the attainment and maintenance of high standards of professional practice and ethics of member consulting engineers.
- 2.10 Make known the common opinions of member associations to such bodies as it is deemed from time to time to be necessary and to make or support representation to governments and other appropriate bodies on matters affecting the interests of member associations, or that are in the public interest.
- 2.11 Encourage good relations and understanding between member associations, their clients and the public.
- 2.12 Develop and maintain co-operation with other similar groupings of associations or with other professional associations and learned bodies.

MEMBERSHIP

Article 3

- 3.1 Subject to the approval of the General Assembly, membership of ASPAC is open to those national associations of consulting engineers which are members of FIDIC and which represent private consulting engineers in a country in the broad Asia-Pacific.
- 3.2 Membership applications will consist of a covering letter and proof of membership from FIDIC.
- 3.3 The category of Sustaining and Affiliate Member, as provided for in the FIDIC Statutes and as amended from time to time, shall be recognised by ASPAC in those instances where a regional Member Association has yet to be established.
- 3.4 ASPAC shall compile and maintain a Register of its members.
- 3.5 Notice of withdrawal from ASPAC must be given by registered letter addressed to the Secretariat of ASPAC.
- 3.6 Such notice shall become effective six months after the date of receipt by the Secretariat of ASPAC, but any annual subscription shall be paid for the financial year in which the membership withdrawal notice is issued.

ADMINISTRATION OF ASPAC

Article 4

Administration of the functions of ASPAC shall be carried out by one or all of the following bodies:

- a General Assembly
- an Executive Committee
- a Secretariat

GENERAL ASSEMBLY

Article 5

- 5.1 The General Assembly shall consist of two delegates from each member association, who shall be nominated by their respective associations. Member associations may appoint alternates from time to time, provided that the ASPAC Secretariat is informed in writing.
- 5.2 Ordinary meetings of the General Assembly of ASPAC will be held annually during the FIDIC or ASPAC Conference at a time that is suitable to the FIDIC or ASPAC programme.
- 5.3 Only the nominated delegates shall have voting power and each delegate has only one vote but in the event of a member association being represented by only one delegate present at a meeting, this delegate shall have two votes. An Executive Member of the ASPAC committee can be a delegate for a Member Association and able to exercise its votes at the General Assembly.
- 5.4 Any member association more than one year in arrears with the payment of any debt to the Group, shall not be entitled to vote at a General Assembly.
- 5.5 A quorum at a General Assembly meeting shall be at least one half of existing Member Associations in good standing, made up of a minimum of one third present in person plus any valid proxy. In the event of an

insufficient number of attendees, the meeting shall be adjourned to another day. The quorum for such adjourned meeting shall be one third of its members of those entitled to vote including any valid proxy.

- 5.6 A member association whose nominated representatives to the General Assembly absent themselves without acceptable reasons for three consecutive General Assembly meetings shall cease to be a member of ASPAC.
- 5.7 An Extraordinary General Assembly may be convened at any time and shall be convened at the request of at least one third of the member associations of ASPAC or at the request of ASPAC Executive Committee. Such request must state the purpose for which such a meeting is required. Notice for an Extraordinary General Assembly shall be at least 60 days.

FUNCTIONS OF THE GENERAL ASSEMBLY

Article 6

- 6.1 The powers and duties of the ASPAC General Assembly shall be:
- 6.1.1 To set the Constitution and By-Laws of ASPAC and to make policies for the management and administration of its affairs.
 - 6.1.2 To determine if annual membership subscriptions should be paid by member associations to ASPAC and how such subscriptions should be determined.
 - 6.1.3 To create and promote alternate sources of income.
 - 6.1.4 To appoint committees and sub-committees from amongst nominated representatives from time to time.
 - 6.1.5 Representatives to the General Assembly shall act in that capacity until a replacement is nominated by their member association.
 - 6.1.6 The General Assembly may at its discretion recognise an individual or member association for their extraordinary contribution or service in support of ASPAC.

- 6.2 At a General Assembly meeting, the following business shall be conducted:
- 6.2.1 The Chairman, failing which the Vice Chairman of ASPAC, shall preside at all meetings, but if they are not present within fifteen minutes after the appointed time for the meeting or if they have signified their inability to be present at the meeting, the representatives present shall choose one of their own to be Chairman for the meeting.
 - 6.2.2 Read and confirm the Minutes of the preceding General Assembly meeting and matters arising therefrom.
 - 6.2.3 Receive reports.
 - 6.2.4 Present for approval any financial statements or management accounts for the preceding period.
 - 6.2.5 Deal with matters communicated to the Secretariat not later than 60 days prior to the meeting and included in the notice of the meeting sent to the members.
 - 6.2.6 Elect the members of the Executive Committee, and appoint a Chairman, Vice Chairman and/or a Chairman-Elect.
 - 6.2.7 Deal with any other general business with the permission of the chair.
 - 6.2.8 Decide on admission and exclusion of members
 - 6.2.9 Determine the date and place of future meetings.
 - 6.2.10 Give direction to the Executive Committee as to the future of ASPAC

EXECUTIVE COMMITTEE

Article 7

- 7.1 The Executive Committee shall comprise of 7 members each of whom shall be elected by the General Assembly under the provisions of Article 6.1.4 and all of whom shall act in an honorary capacity.
- 7.2 The Chairman or the Vice-Chairman shall be nominated by the Executive Committee from among its own number and approved by the General Assembly. The Chairman shall hold office for a term of three years and shall not be eligible for re-election to the Executive Committee after completion of this term of office. When the Chairman assumes office, a Vice-Chairman shall be elected for a period of two years.
- 7.3 The Executive Committee shall be responsible for the day to day running of ASPAC and the implementation of policies determined by General Assembly from time to time.
- 7.4 Each member of the Executive Committee must be a member of a Member Association, but at any time not more than one member of any one Member Association may be a member of the Executive Committee. Executive Committee members shall remain impartial in their role on the Committee and are not considered to be representing their respective member associations. They will however, be *ex-officio* members of the General Assembly and entitled to exercise votes or proxies for any member association.
- 7.5 The members of the Executive Committee shall be elected by the General Assembly for a term of office of three years, eligible for extension if elected to be Chairman. In addition, the Executive Committee may nominate Executive Committee members to have his/her term extended by one year in order to alleviate the transition where more than four members are due to retire in the same year. A member of the Executive Committee who has completed his/her term of office (except the Chairman, see Article 7.8) shall be eligible for re-election at any General Assembly subsequent to the termination of his/her period of office.
- 7.6 Election of members of the Executive Committee shall be carried out by vote of the General Assembly following a sixty day notice period with candidates being nominated by their respective Member Association.

The process for the election shall be approved by the General Assembly and contained in ASPAC's By-Laws

- 7.7 In the event of a member of the Executive Committee being unable for any reason to complete his/her term of office, the Executive Committee may co-opt a substitute member for the period until the resulting vacancy can be filled.
- 7.8 In defining the period of service of the members of the Executive Committee, a year starts and ends at the termination of the General Assembly Meeting held in conjunction with the annual FIDIC or ASPAC Conference.
- 7.9 One year before the end of the Chairman's term of office, the General Assembly shall elect a Chairman-Elect who shall assume the office of Chairman after the following year's General Assembly.
- 7.10 In the event of the Chairman, the Vice-Chairman/Chairman-Elect being unable for any reason to complete a term of office, the Executive Committee shall as soon as possible elect one from among its own number to fill the vacancy. The replacement member shall hold office until the termination of the next General Assembly but shall be eligible for nomination by the Executive Committee and election by the General Assembly in the same or some other office for the full term of the office if available and willing.
- 7.11 The Executive Committee may either appoint from among its own number an Honorary Secretary who will be directly responsible for the operations of the Secretariat, or the Chairman may use the resources of his/her own Member Association
- 7.12 The Executive Committee may either appoint from among its own number an Honorary Treasurer who will be directly responsible for the finances of the Secretariat or the Chairman may use the resources of his/her own Member Association
- 7.13 Authority to sign documents on behalf of the ASPAC is limited to the Chairman and the Vice-Chairman/Chairman-Elect, the Treasurer and any other person duly authorized in writing by the Chairman.

THE SECRETARIAT

Article 8

- 8.1 The member association of the current Chairman may act as the Secretariat for ASPAC but the General Assembly at any time may appoint and provide for the funding of a permanent Secretariat on an agency basis which body shall serve the General Assembly for a period determined from time to time by General Assembly.
- 8.2 The Secretariat shall be responsible for preparing and submitting an annual budget (if required) and associated business plan for approval by the General Assembly.
- 8.3 The Secretariat shall follow due process to manage the election of the members of the Executive Committee
- 8.4 The Secretariat shall give each member association a 60 days notice of any General Assembly meeting comprising an Agenda and matters to be discussed.

DUTIES OF THE EXECUTIVE COMMITTEE

Article 9

- 9.1 The Executive Committee shall be responsible for all matters which are not explicitly referred to in these Articles as being within the competence of the General Assembly.
- 9.2 The Executive Committee shall be responsible for the carrying out of the resolutions of the General Assembly, and shall prepare and submit an annual report to the General Assembly.
- 9.3 The Executive Committee shall administer the assets/property of ASPAC and shall be responsible for the preparation of annual accounts and their submission to the General Assembly.
- 9.4 The Executive Committee shall formulate or recommend modification of the Constitution and By Laws or bring forward any business or matter for ratification by the General Assembly provided sufficient prior written notice has been given in accordance with sub-clause 6.2.4.

- 9.5 The Executive Committee shall appoint at its discretion, Standing or Task Committees to assist in the execution of its tasks. These Committees shall be responsible to the Executive Committee.
- 9.6 The Executive Committee shall be responsible for all its activities to the General Assembly.

AMENDMENT OF CONSTITUTION

Article 10

- 10.1 The constitution can be amended and such alteration shall take effect only after it has been confirmed with a two thirds majority of member associations present and voting at a General Assembly meeting
- 10.2 All member associations must be giving 60 days notice of the intention to change the constitution. This notice should include the proposed amendments and an explanation for those proposed amendments.
- 10.3 Proxy votes will be accepted in voting procedures related to changes in the constitution.

DISSOLUTION

Article 11

- 11.1 If at any General Assembly meeting, a resolution for the dissolution of ASPAC shall be passed by a majority of three-quarters of the members present and voting thereon, the Executive Committee shall thereupon or at any such future date as shall be specified in such resolution, proceed to dissolve ASPAC.
- 11.2 The vote specified in 11.1 above shall take place only after a minimum six month notice to the Member Associations.
- 11.3 Following dissolution as per 11.1 above, any assets of ASPAC shall be granted to non-profit making charities at the discretion of the Executive Committee.