



**STATUTES AND BY-LAWS
INTERNATIONAL FEDERATION OF CONSULTING ENGINEERS**

(English)

September 2020

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STATUTES

Adopted by the General Assembly in session in Beijing on September 7th, 2005 as the new FIDIC Statutes, incorporating all changes adopted up to and including that date. Revised by the General Assembly in session in Budapest on September 27th, 2006, in session in Singapore on September 12th, 2007 and in session in Québec City on September 10th, 2008 and adopted by the General Assembly in session in Québec City on September 10th, 2008, as the new FIDIC Statutes, incorporating all changes adopted up to and including that date. Revised in session in London on September 16th, 2009, in session in New Delhi on 22nd September 2010; in Seoul on September 12th, 2012; and in Rio de Janeiro on 1st October 2014. Further modifications adopted by the General Assembly in Marrakesh on 25th September 2016. Modifications were made and adopted in Berlin on 11th September 2018.

Replacing Statutes that were adopted by the General Assembly in session in Paris on June 3rd, 1955; revised consecutively by the General Assembly in session in Zürich on May 24th, 1961, in session in Paris on May 20th, 1964, in session in Cape Town on October 1st, 1974, in session in Helsinki on June 8th, 1977, in session in Copenhagen on June 13th, 1979, in session in Florence on June 8th, 1983, in session in Lausanne on September 9th, 1987, in session in Dublin on September 14th, 1988, in session in Washington on September 27th, 1989, in session in Tokyo on September 18th, 1991, in session in Madrid on June 3rd, 1992, in session in Munich on June 16th, 1993, in session in Istanbul on August 30th, 1995, in session in Cape Town on October 2nd, 1996, in session in Edmonton on September 9th, 1998, in session in Montreux on September 5th, 2001, in session in Acapulco on October 2nd, 2002, in session in Copenhagen on September 25th, 2004, and in session in Beijing on September 7th, 2005 and in session in Berlin on 11th September, 2018 and in online session in Geneva on September 15th, 2020.

NAME AND DOMICILE

Article 1

A Federation styled:

Fédération Internationale des Ingénieurs-Conseils (FIDIC)
Internationale Vereinigung Beratender Ingenieure (FIDIC)
International Federation of Consulting Engineers (FIDIC)
Federación Internacional de Ingenieros Consultores (FIDIC)

has been constituted with domicile in the Canton of Geneva, Switzerland.

VISION

OBJECTS

Article 2

The objectives of the Federation are:

1. Represent the consulting engineering industry globally,
2. Enhance the image of consulting engineers,
3. Be the authority on issues relating to business practice,
4. Advocate for the viability of the global consulting engineering industry
5. Drive excellence in quality, risk and project management and leadership
6. Combat and condemn bribery and corruption and promote ethics, integrity and transparency in the industry
7. Promote safe, sustainable and resilient development
8. Promote diversity, equal opportunity and inclusiveness
9. Stimulate development of talent, skill and future leaders for the consulting engineering industry

The Federation may, in order to achieve these objectives, undertake, in Switzerland or abroad, any commercial and financial activities, associate with third parties and acquire holdings or establish holding and subsidiary companies or other entities. In general, it may undertake any operations directly or indirectly related to its objectives.

MEMBERSHIP

Article 3

1. Full voting membership of the Federation shall comprise the duly elected Member Associations or Federations of Consultants rendering technology based intellectual services for the built and natural environment, representative of the Industry in their respective countries, subject to Article 8.5. Such membership shall be restricted to one Association or Federation in each country. Non-voting membership classifications are listed in Article 3.3. All references to membership or to Member Associations in these Statutes and By-Laws are references to the full voting membership described in this Article. For the purposes of these Statutes, the word "Association(s)" will be deemed to include the term "Federation(s)" for the members representing countries, referred to in this clause.
2. To qualify for membership of the Federation an Association must demonstrate that its Statutes, By-Laws and regulations ensure that its members comply with the FIDIC Statutes, By-Laws and Code of Ethics.

The following criteria should be met to be eligible for FIDIC membership:

- a) Members of FIDIC shall only be Associations representing suitably qualified and experienced individuals and firms who derive a substantial portion of their income from the provision of impartial consulting services to a client for a fee.
- b) The members of the Member Associations should be faced with the pressures and discipline of the relevant consultancy market. Members shall:

- (i) be properly constituted as business enterprises or employees of such enterprises,
 - (ii) operate as financially independent entities, free from subsidies or preferences, and
 - (iii) subscribe to the FIDIC principles and policies.
- c) FIDIC strives for a high standard of competence and professional performance of its membership. Member Associations in their statutes shall define the professional qualifications and experience which are required as a prerequisite for membership.
- d) Member Associations may require stricter membership criteria which exceed the basic requirements set out by FIDIC.
3. In addition to the full (voting) membership of the Federation, there shall be other non-voting classifications of membership as follows:
- (i) **Honorary Membership:**

A person who has rendered outstanding service to the Federation may be elected as an Honorary Member by the General Assembly.
 - (ii) **Affiliate Membership:**

Any individual, association, organisation, firm or groups of firms which is based in a country having or not having a Member Association, and which supports the objectives of the Federation.
 - (iii) **Associate Membership:**

Any individual, organisation, association, firm or groups of firms which is based in a country not having a Member Association, and which has a major part of its activity in the engineering consulting industry.

ADMISSION OF MEMBER ASSOCIATIONS, ASSOCIATE MEMBERS AND AFFILIATE MEMBERS

Article 4

1. Any party to be admitted into the Federation shall submit its application for membership in writing to the Secretariat, together with a copy of its Statutes, Code of Ethics, By-laws and Regulations, as well as a list of its Members, where applicable. An applicant for membership as a Member Association shall be required to provide a statement or evidence that the applicant is the largest association of firms providing technology-based intellectual consulting services for the built and natural environment in its country.
2. The Board, after examination of the application, shall submit it with its recommendation to the General Assembly for decision.

3. A resolution on the admission of a new Member Association shall be adopted only if two-thirds of the votes cast by Member Associations represented at the meeting of the General Assembly and entitled to vote are in favour of the resolution.
4. Admission into the Federation automatically implies acceptance by the new Member Association of the Statutes, By-laws and Code of Ethics of the Federation.
5. Any modification to the Statutes of Member Associations shall be brought to the notice of the Board who shall decide on the continued compatibility of these modified Statutes with those of the Federation.
6. Applications for Associate Membership shall be submitted through the FIDIC Secretariat to the Board. After approval and recommendation by the Board, such applications shall be adopted only if two-thirds of the votes cast by the Member Associations at a meeting of the General Assembly and entitled to vote are in favour of the resolution.
7. Applications for Affiliate Membership from candidates based in countries where there is a FIDIC Member Association must demonstrate one of the following: that the Candidate is a full member or affiliate member of that National Member Association; or that the Candidate has obtained the approval of the National Member Association when not a member of that National Association. Applications for Affiliate Membership from candidates based in countries where there is no FIDIC Member Association and applications for international organisations, may be submitted to FIDIC for consideration. Applications for Affiliate Membership shall be decided upon by the Board.
8. Each Associate Member and Affiliate Member shall request the renewal of its membership every five years, following the same procedure.

WITHDRAWAL OF MEMBER ASSOCIATIONS, ASSOCIATE MEMBERS AND AFFILIATE MEMBERS

Article 5

1. Notice of withdrawal from the Federation must be given in writing in accordance with the By-Laws to the Secretariat of the Federation.
2. Such notice shall become effective six months after the date of receipt by the Secretariat of the Federation, but the annual subscription shall be paid for the financial year in which the membership expires.

EXCLUSION OF MEMBER ASSOCIATIONS, ASSOCIATE MEMBERS AND AFFILIATE MEMBERS

Article 6

1. Any Member Association not observing the Statutes and By-laws of the Federation or the resolutions of the General Assembly, or failing to pay the requisite subscriptions, shall be warned by the President.

2. Any Member Association which seriously prejudices the interests of the Federation, fails to heed the President's warning, or does not meet its financial obligations towards the Federation, may be excluded from the Federation by resolution of the General Assembly.
3. Two-thirds of the votes cast by Member Associations represented at the meeting of the General Assembly and entitled to vote must be cast in favour of a resolution on the exclusion of a Member Association for it to be adopted.
4. The exclusion of a Member Association may be decided by the General Assembly without disclosing the reasons to other than the duly appointed delegates of the Member Associations.
5. The exclusion of a Member Association may be decided by the General Assembly in spite of this Member Association having already given notice of withdrawal from the Federation.
6. Recommendations for the exclusion of Associate Members shall be made by the Board, for decision by the General Assembly.
7. Decisions on the exclusion of Affiliate Members shall be made by the Board.
8. The Member Association, Associate Member or Affiliate Member remains liable for the subscriptions due during the period of their membership.

CONSTITUTION OF THE FEDERATION

Article 7

The Federation shall comprise:

- 1) the General Assembly
- 2) the Board of Directors ("Board")
- 3) the Auditor(s)
- 4) the Secretariat
- 5) the Companies and Entities owned by FIDIC.

THE GENERAL ASSEMBLY

Article 8

1. The General Assembly Meeting of Members is the supreme governing body of the Federation.
2. The Member Associations entitled to attend and vote may be represented at the General Assembly Meeting and may exercise their voting rights either:
 - i. by Delegate/s
 - ii. by Proxy/Proxies

duly appointed by the Member Associations.

3. Each Member Association shall be entitled to two Delegates, but if it reports more than 5000 staff within its membership it shall be entitled to one extra Delegates, or if it reports more than 10,000 staff it shall be entitled to two extra Delegates, or if it reports more than 20,000 staff it shall be entitled to three extra Delegates, or if it reports more than 50,000 staff, it shall be entitled to have four extra Delegates.

4. Each delegate has one vote but in the event of a Member Association being represented by only one Delegate this Delegate shall have the number of votes equal to the number of Delegates to which the Member Association they represent is entitled.

A Member Association may exercise its voting rights by Proxy. A duly appointed Proxy shall be entitled to exercise the number of votes equal to the number of Delegates to which the Member Association would be entitled.

5. Any Member Association more than one year in arrears with the payment of its annual subscription to the Federation shall not be entitled to vote in any election or on any question at any General Assembly Meeting.

6. Member Associations may appoint their Delegates from amongst the individual members or representatives of member firms or staff of their own Association or from amongst those of another Member Association. No Member Association may represent more than its own and one other Member Association.

7. Where a Member Association may appoint a Proxy, not otherwise being a Delegate, to hold their votes, that person may be chosen from amongst the individual members or representatives of member firms or staff of their own Association or from amongst those of another Member Association. No Delegate may represent more than its own and one other Member Association for which it holds a Proxy.

The Chair may nominate a person, being the GAM Proxy Holder, chosen from amongst the individual members or representatives of member firms or Member Associations to hold the Proxies.

Where a Member Association indicates its voting intention by Proxy, it shall do so in writing in accordance with the By Laws.

8. An ordinary meeting of the General Assembly shall be held annually.

9. Extraordinary General Assembly meetings may be convened whenever the President or the Board may decide or on a written requisition filed with the Board by not less than one-fifth of the number of the Member Associations.

10. The time and place of the ordinary General Assembly Meeting shall be decided in advance by the Board.

11. The Board shall call, organise, hold and attend the meetings of the General Assembly and these meetings may be attended by the Honorary, Associate and Affiliate Members of the Federation. The Board shall determine the proposed agenda and motions of the General Assembly meeting and shall include any motions from the Member Associations received in accordance with this Statutes and By-laws.

12. The Board may call a General Assembly Meeting to be held using any technology that gives the Member Associations a reasonable opportunity to participate in the General Assembly Meeting and to exercise their voting rights by show of hands or online Poll. If a meeting is so called and the Delegates of the Member Associations participate in the General Assembly Meeting from more than one place, Delegates of the Member Association present at a place other than the determined place of the General Assembly Meeting are considered to be present at the meeting.

A Poll proposed by the Board or demanded in a General Assembly Meeting, may be conducted before, during or after the General Assembly Meeting and will be considered to be part of the meeting and recorded in the Minutes of Meeting accordingly.
13. Individual members and representatives of member firms, Affiliate Members, staff of the Member Associations and Associate Members of the Federation may attend the meetings of the General Assembly as observers. The Board may invite persons from outside the Federation to attend the meetings of the General Assembly as observers.
14. The General Assembly shall be competent to exercise its power when at least half of the number of Member Associations are represented at the meeting.
15. Subject to the exceptions provided by law or specified in these Statutes, the General Assembly shall pass its resolution by a majority of votes.

FUNCTIONS OF THE GENERAL ASSEMBLY

Article 9

It shall be incumbent upon the General Assembly, in particular, to:

- (1) fix the number of members of the Board in office and define its composition;
- (2) elect the members of the Board, the President, the Vice- Presidents and the President-Elect;
- (3) authorise the Board to co-opt individuals who meet the requirements of Art 11 (2), as new members of the Board for an approved period to achieve specific objectives, to provide specific skills or to achieve appropriate composition;
- (4) elect the Auditor(s);
- (5) note the appointment of Affiliates; elect and revoke Associate Members;
- (6) elect Honorary members;
- (7) decide on the admission of new Member Associations;
- (8) decide on the exclusion of Member Associations;
- (9) decide on appeals against resolutions of the Board;

- (10) receive the annual report and the auditor's report and approve the annual accounts;
- (11) adopt the budget and fix the rates of Member Associations' subscriptions;
- (12) modify the Statutes;
- (13) ratify By-laws formulated or modified by the Board;
- (14) give directions to the Board as to future activities of the Federation;
- (15) discuss any other business included in the notice convening the General Assembly;
- (16) decide on the dissolution of the Federation and appoint the liquidators.

RESOLUTIONS BY CORRESPONDENCE

Article 10

1. On a motion by the Board the Member Associations may also adopt resolutions by correspondence with the exception of the following matters on which the General Assembly may only decide in a meeting:
 - i. elections and revocations referred to in Article 9;
 - ii. admission or exclusion of Member Associations;
 - iii. modifications of the Statutes;
 - iv. ratification of By-laws formulated or modified by the Board;
 - v. dissolution of the Federation.
2. Resolutions by correspondence shall be adopted when a majority of all the Member Associations entitled to vote have replied in favour of the resolution.

BOARD

Article 11

1. The Board shall consist of the President, two Vice-Presidents or a Vice President and a President-Elect, and other members, the number of whom shall be determined under the provisions of Article 9 (1), all of whom shall act in an honorary capacity. The Board must reflect as much as possible diversity in gender, geography, culture and professional background.
2. Each member of the Board must be an individual member of the Member Association or an individual from a member firm of the Member Association, in whose country they or the firm are licensed and / or registered to provide the services described in Art 3.1 and satisfies the criteria set out in Art 3.2, but at any

time not more than one individual of any one Member Association, including from its member firm, may be a member of the Board. Board members shall not be considered as representing their respective Member Associations. For the avoidance of doubt, the individual member or member firm referred to in this Article must be a full-voting member of the Member Association and not an affiliate, associate or honorary member without full voting rights.

Each member of the Board must have been a member of the Board of the Member Association or have the necessary qualifications to meet the eligibility criteria to have become a member of the Board of the Member Association at the time of his or her nomination for election to the FIDIC Board.

3. The members of the Board shall be elected by the General Assembly for a term of office of four years, eligible for extension if elected to be President, Vice-President or President-Elect. In addition, the Board may nominate a Board member to have his or her term extended by one year in order to alleviate the transition where more than two members are due to retire in the same year or to maintain diversity in the Board. A member of the Board who has completed his term of office (except the President see Article 11.7) shall be eligible for re-election at any General Assembly Meeting subsequent to the termination of his or her period of office.
4. In the event of a member of the Board being unable for any reason to complete his term of office, the Board may co-opt a substitute member for the period until the resulting vacancy can be filled.
5. In defining the period of service of the members of the Board, a year starts and ends at the termination of each General Assembly Meeting.
6. The President, Vice-Presidents or the President-Elect shall be nominated by the Board from among its own number and elected by the General Assembly.
7. The President shall hold office for a term of two years and shall not be eligible for re-election to the Board after completion of this term of office. The term of a Vice President should continue through one nomination of a President Elect. One year prior to the end of the term of the President, one of the Vice-Presidents shall be nominated President Elect. The second Vice President will continue to hold office until the end of his term as member of the Board (unless his term is extended in accordance with Article 11.3).
8. One year before the end of the President's term of office, the General Assembly shall elect a President-Elect who shall assume the office of President after the following year's General Assembly Meeting.
9. In the event of the President, the Vice-Presidents or the President-Elect being unable for any reason to complete a term of office, the Board shall as soon as possible elect one of its own number to fill the vacancy. The replacement member shall hold office until the termination of the next General Assembly Meeting but shall be eligible for nomination by the Board and election by the General Assembly in the same or some other office for the full term of the office if available and willing.
10. The Board shall define and establish a corporate governance framework to support it in the execution of its duties and responsibilities, to promote the development of the Federation and to protect the Federation from undue risk.

The framework shall include a code of conduct for Board members, definition of matters reserved for the Board, the delegation of authority to the Chief Executive Officer, the use of Board Committees and their terms of reference. The corporate governance framework shall be reviewed and updated by the Board, at least biennially. To achieve transparency and accountability to Member Associations, the Board shall publish its corporate governance framework annually to Member Associations and make it available to stakeholders as may be agreed by the Board or the General Assembly.

11. To the extent of any statutory or legal obligations assigned under law to a treasurer, the Board shall mandate the Chair of the Board's Risk and Audit Committee to assume these responsibilities.
12. Authority to sign singly on behalf of the Federation is limited to the President, the Vice-Presidents or the President-Elect, the Chair of the Risk and Audit Committee, the Chief Executive Officer, and any other person duly authorized in writing by the President.

DUTIES OF THE BOARD

Article 12

1. The Board shall be responsible for all matters which are not explicitly referred to in these Statutes as being within the competence of the General Assembly.
2. The Board shall be responsible for the carrying out of the resolutions of the General Assembly, and shall prepare and submit the annual report to the General Assembly.
3. The Board shall administer the property of the Federation and shall be responsible for the preparation of the annual accounts and their submission to the General Assembly.
4. The Board shall formulate or modify the By-Laws for ratification by the General Assembly.
5. The Board shall appoint Board Committees, from amongst its members, to advise the Board on specific matters including operations oversight, risk and audit. The Board, at its discretion, may also appoint Board Committees, from amongst its members, to advise the Board on matters including, but not limited to, governance, nominations and remuneration. These Committees shall report to the Board on their activities at each Board meeting. Charters for Board Committees shall be determined by the Board.
6. The Board shall appoint, at its discretion, Working Committees to assist in the achievement of the Federation's objectives. These Committees shall be responsible to the Board. Working Committees shall be chaired by person other than Board members and, through the Secretariat, report to the Board on their activities at each Board meeting. These Committees may appoint Task Groups to achieve the objectives. Terms of reference for the Committees shall be determined by the Board. Terms of reference for the Task Groups shall be determined by the Committees and approved by the Board.

7. The Board shall appoint, at its discretion, various Councils or other bodies to lead or to provide advice to the Board on any matters relating to the composition and constituency of the Federation. These Councils or bodies shall be responsible to the Board. They shall be chaired by person other than Board members and, through the Secretariat, report to the Board on their activities at each Board meeting. Terms of reference for the Councils or bodies shall be determined by the Board.
8. The Board, at its discretion, may invite the Chairs of FIDIC Councils to attend Board Meetings and participate fully in any meeting, except in so far as any matters described in Art 11 (6), 11(9), 11(11) and 11(12).
9. The Board shall establish and oversee the operations of the Federation through its Secretariat and Chief Executive Officer, who will report to the Board.
10. The Board shall be responsible for all its activities to the General Assembly.

LIMITATION OF POWERS OF THE BOARD

Article 13

1. The resolution of the Board shall be binding upon Member Associations which, however, shall have the right to:
 - i. protest in writing, giving full reasons, and in the event of the Board persisting in its attitude,
 - ii. to appeal to the General Assembly.
2. In the event of an appeal to the General Assembly the resolution of the Board shall only be adopted when a majority of the votes cast by delegates of the Member Associations represented at a meeting of the General Assembly and entitled to vote have voted in favour of the resolution.

DISPUTES

Article 14

Any dispute on professional problems arising between Member Associations and any dispute between individual members or member firms of different Member Associations may be submitted to the Board for an opinion.

THE SECRETARIAT

Article 15

1. The Board shall appoint a Chief Executive Officer to manage the Secretariat and operations of the Federation.

2. The primary functions of the Secretariat and any commercial activities of the Federation and changes to any company or corporate ownership of the Federation shall be defined by or approved by the Board. The Chief Executive Officer shall be solely responsible for and to report the activities of the Secretariat, any holding or subsidiary companies and the commercial operations to the Board.

AUDITOR(S)

Article 16

Every four years one or two Auditors shall be elected by the General Assembly. Such Auditors shall inspect annually the accounts of the Federation and submit to the General Assembly a written report on the audit.

REVENUES

Article 17

1. The revenues of the Federation shall comprise the following:
 - i. Annual subscriptions paid by Member Associations, Associate Members and Affiliate Members.
 - ii. Proceeds of the sale of publications by the Federation.
 - iii. Proceeds of seminars and other events organised by, or on behalf of, the Federation.
 - iv. Proceeds of other commercial activities and events.
 - v. Dividends and profits of its subsidiaries.
 - vi. Donations and sponsorship from private persons, corporate bodies or public institutions.
 - vii. Proceeds of the property of the Federation.
2. The income and property of the Federation shall be applied solely towards the activities of the Federation and promoting of its objectives.

FINANCIAL YEAR

Article 18

1. The financial year begins on 1st January and ends on 31st December of the same year.
2. The annual subscriptions to be paid by the Member Associations shall be fixed by the General Assembly. They shall become effective as from 1st January in the following year and shall be payable in January of that year.

3. Every new Member Association shall, on election, pay the appropriate proportion of the subscription for the current year. No election shall become effective until the subscription has been paid.
4. Honorary Members shall pay no subscriptions.
5. Subscriptions for Affiliate Members and Associate Members shall be fixed by the Board.

LIABILITY FOR DEBTS

Article 19

In the case of indebtedness of the Federation, financial contributions for the settlement of these debts shall be shared by Member Associations, Affiliate Members and Associate Members in proportion to their average annual subscriptions over the preceding past five years.

MODIFICATION OF THE STATUTES

Article 20

Any modification of these Statutes shall require the affirmative votes of two-thirds of the votes cast by Member Associations represented at the meeting of the General Assembly and entitled to vote.

DISSOLUTION AND LIQUIDATION OF THE FEDERATION

Article 21

1. The dissolution and liquidation of the Federation may be proposed by the Board, or by not less than one-third of the number of the Member Associations.
2. Two-thirds of the votes cast by Member Associations represented at the meeting of the General Assembly and entitled to vote must be cast in favour of a resolution on the dissolution and liquidation of the Federation for it to be adopted.
3. In the event of a resolution on the dissolution of the Federation having been passed, the last Board or a liquidation committee appointed by the General Assembly, shall be responsible for the liquidation.
4. In case of dissolution of the Federation, the current administration expenses shall be paid first, then the liquidation expenses and after those such remaining expenses as may have been agreed.
5. The General Assembly shall dispose of any assets left after all the liabilities of the Federation shall have been met. Such assets shall be refunded to the Member Associations, Affiliate Members and Associate Members in proportion to their average annual subscriptions over the preceding past five years.

LANGUAGE

Article 22

These statutes shall be published in English, which shall be the working language of the Federation for regulatory and statutory matters. For all other matters the working language shall include French, German and Spanish. In case of discrepancy between these different versions, the English shall prevail.

GOVERNING LAW

Article 23

These statutes shall in all respects be read and construed in conformity with the laws of Switzerland.

BY-LAWS

I. ADMISSION OF MEMBER ASSOCIATIONS

1. The application for membership in the Federation as well as the attached documents, required by Article 4, paragraph 1 of the Statutes, shall be submitted in the working language of the Federation, in accordance with Art 22 of the Statutes.
2. An Association having applied for membership may be requested by the Board to provide additional information.
3. The notice of the Board's recommendations regarding the nomination of an Association shall be forwarded to all Member Associations not less than 60 days before the date of the meeting at which the General Assembly shall vote upon such recommendations.

II. EXCLUSION OF MEMBER ASSOCIATIONS

1. A motion regarding the exclusion of any Member Association from the Federation shall be submitted to the General Assembly by the Board either on its own behalf or at the request of a Member Association. Upon receipt of such a motion from the Board, the General Assembly shall appoint a special committee of three chosen from among members of different Member Associations who shall be responsible for submitting to the next meeting of the General Assembly a report on the facts relating to the motion for exclusion.
2. Any Member Association threatened with exclusion may submit, if it so wishes, a statement or explanation in writing for consideration by the Board and by the special committee appointed by the General Assembly. This statement or explanation shall be attached to the report mentioned in paragraph 1.

III. GENERAL ASSEMBLY MEETINGS

1. The formal notice convening a General Assembly Meeting, the time, place, venue and technology, which have been fixed in accordance with Article 8.10, 8.11 and 8.12, shall be sent out no later than 30 days prior to the date of that Meeting.
2. In the case of an Extraordinary General Assembly Meeting, the notice convening the Meeting shall be sent out no later than 30 days prior to the date of that Meeting.
3. Non-receipt of a notice of a Meeting by a Member Association shall not invalidate the proceedings at such Meeting.
4. Not less than 7 days before a General Assembly Meeting all Member Associations shall notify the Secretariat of the Federation in writing in a form determined by the Secretariat of the names of their respective delegates or appoint a Proxy.

A Member Association wishing to be represented by a Proxy, shall submit to the Secretariat of the Federation an instrument appointing a Proxy, not less than 7 days before a General Assembly Meeting.

The instrument appointing a Proxy shall be in writing signed by or on behalf of the Member Association and shall contain the following:

- i. the name and address of the Member Association appointing Proxy;
 - ii. Country of the Member Association;
 - iii. the name of the Proxy or indication that the GAM Proxy Holder nominated in accordance with Statutes Article 8 (8) is appointed as a Proxy;
 - iv. the General Assembly Meeting at which the proxy can be used.
5. Member Associations shall dispatch formal motions for the General Assembly Meetings in writing in time to reach the Secretariat of the Federation not less than 60 days before the date of the Meetings.

All formal motions shall be required to have a proposer and a seconder and the names of the Member Associations whose Delegates are to fill these roles shall be notified to the Secretariat with the notification of the motion itself.

6. If a Member Association wishes the General Assembly to consider an amendment to a formal motion then such request shall be dispatched in writing in time to reach the Secretariat of the Federation not less than 15 days before the date of the General Assembly Meeting.

If the Board either on its own behalf or at the request of a Member Association wishes the General Assembly to consider an amendment to a formal motion then such amendment shall be circulated in writing to all Member Associations and those intending or expecting to be present at the General Assembly Meeting as Delegates and Proxies, so that they receive it at least two days before the General Assembly Meeting.

7. The President of the Federation shall preside as Chairperson at every General Assembly Meeting, but if there is no President of the Federation, or if at any Meeting the President is not present within fifteen minutes after the time appointed for holding the Meeting, or is unwilling to preside, the President-Elect or one of the Vice-Presidents shall preside, but if either is absent or declines to preside, delegates present shall choose a Member of the Board, but if no such Member is present, or if all the Members of the Board present decline to take the chair, the delegates shall choose some Member of the Federation who is present to preside as Chairperson.
8. The Chairperson of the General Assembly shall, while presiding, remain impartial and shall call on other members of the Board to speak on behalf of the Board when so required.
9. The Chairperson 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.

10. 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 demanded.

A Poll may be demanded by the Chairperson of the Meeting or by at least three Delegates present and entitled to vote, before or upon the declaration of the result of the show of hands.

The demand for a poll may be withdrawn.

Unless a poll be so demanded, a declaration by the Chairperson of the Meeting, that a resolution has been made and an entry to that effect in the Minutes of the Meeting shall be conclusive evidence of the fact.

Resolutions may be carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority and shall, subject to the above, stand without proof of the number or proportion of the votes recorded in favour of or against that resolution.

The result of a Poll shall be deemed to be the resolution of the Meeting at which the poll was demanded.

11. Subject to the provisions of Statutes Articles 8 (3) and 8 (4) and By-Law III(10), if a poll be demanded in the manner aforesaid, it shall be taken in such manner as the Chairperson of the Meeting shall direct, but shall normally be in one of the following manners:

- (a) The Chairperson shall appoint from those present at the Meeting (other than Delegates or Proxies 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 a number of voting papers equal to the number of Delegates to which the Member Association is entitled. If a Member Association is represented by a Proxy, the two tellers shall distribute to each Proxy (or a GAM Proxy Holder) a number of voting papers equal to the number of Delegates to which the Member Association(s) represented by a Proxy would be entitled. Delegates and Proxies 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 Chairperson who shall so inform the meeting.

- (b) The Chairperson shall appoint from those present at the Meeting (other than Delegates entitled to vote) two tellers who shall be called upon to invite the delegates and the Proxies to cast their votes through an online platform established by the Secretariat of the Federation prior to the General Assembly Meeting.

The tellers shall forthwith collect and count the results of the online poll and shall report the voting figures to the Chairperson who shall so inform the meeting.

- (c) The Chairperson shall appoint from those present at the Meeting (other than Delegates entitled to vote) two Tellers who shall be called upon to invite the Delegates at a General Assembly Meeting to participate in a Poll to be carried out after the General Assembly Meeting at which a Poll has demanded.

The Delegates and the Proxies who attended the General Assembly Meeting will be invited to cast their votes through an online platform established by the Secretariat of the Federation after the General Assembly Meeting.

The Tellers shall count the votes of such Poll and report the voting figures to the Chairperson who shall declare the result of the Poll and inform the Member Associations, Delegates and Proxies by correspondence.

The General Assembly Meeting is deemed adjourned until the result of the Poll is declared. The Minutes of the General Assembly shall include the adjournment, the conduct of the Poll and the result of the Poll declared by the Chairperson.

12. No poll shall be demanded on the election of a Chairperson of a Meeting, or on any question of adjournment.
13. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the Meeting shall not be entitled to a casting vote and the motion or resolution put to the General Assembly Meeting shall not be considered carried.
14. 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.

IV. ELECTION OF BOARD

1. Not less than eight months before a General Assembly Meeting, the Secretariat of the Federation shall inform the Member Associations in writing of the vacancy(ies) to be filled in the Board and of the names of the Board members continuing in office. Member Associations shall be invited to submit a nomination for each vacancy to be filled, whether such nomination be a member of their own Association or of another Member Association, and subject always to the provisions of Article 11.2 of the Statutes.

All nominations by Member Associations, which shall be sent to the Secretariat of the Federation not less than five months before a General Assembly Meeting, shall be accompanied by letters from the persons nominated agreeing to serve if elected and from their Associations agreeing to their nominations.

Nominations may also be made by the Board.

2. The Secretariat shall investigate and assess candidates against the eligibility criteria set out in the Statutes and recommend to the Board candidates to be included in or excluded from the election process. The Board shall make a decision on the ineligibility of any candidates and advise the nominating Member Association accordingly.

Where a nominating Member Association disagrees with the Board's decision and wishes to appeal it, the nominating Member Association may request a review of the decision in writing no later than 4 months before a General Assembly Meeting. An independent review will be conducted by an Appeal Committee, comprising two Past Presidents and the Chairperson (or alternatively the Deputy Chairperson) of the D&S Advisory Council.

No person with conflict of interest may be a member of the Appeals Committee.

The Appeals Committee shall consider the Appeal and in its absolute discretion determine the outcome of the Appeal. Its determination shall be advised to the Board, the Secretariat and the nominating Member Association within 14 days of the receipt of the notice requesting a review.

The Board may appoint a Committee or assign to one of its Committees to interview the nominated candidates and submit its recommendations regarding attributes, skills, value and fit of eligible candidates to the Board.

Through the Secretariat, the Committee shall then submit its recommendations on each eligible candidate to the Member Associations three months before a General Assembly Meeting.

3. If the number of persons nominated exceeds the number of vacancies to be filled, the Secretariat of the Federation shall send to each Member Association entitled to vote a list of all such nominations, relevant information about the candidates and by whom the nomination was made. Such information shall be dispatched to the Member Associations not less than three months before a General Assembly Meeting.

Each Member Association is entitled to vote a number of ballot forms equal to the number of Delegates the Member Association is entitled to have, according to the provisions of Article 8.3 of the Statutes.

Ballot forms may be provided in paper, electronic form or by an online platform established by the Secretariat of the Federation. Each ballot form shall show the complete list of all such nominations, and by whom the nomination was made.

4. Member Associations shall select on each ballot form the name(s) of the person(s) they wish to fill the vacancy(ies) on the Board, in accordance with instructions for voting. The number of selected candidates on each ballot form shall not exceed the number of vacancy(ies).
5. Instructions for voting, whether election is to be carried out in person, in writing and/or online, shall be established by the Board and notified to the Member Associations at the time when ballot forms are issued to the Member Associations.
6. The completed ballot forms shall be deposited by the Member Association in one or in a combination of the following ways as directed in the instructions for voting:
 - i. For voting in person, the ballot forms shall be deposited in a box provided by the Secretariat for that purpose no later than 17.00 hours on the day preceding the day of the General Assembly Meeting;

- ii. For voting in writing, the ballot forms shall be sent in a sealed envelope marked “ballot forms” or as a scanned attachment to a designated email address established for that purpose to reach the Secretariat not less than 10 days before the day of the General Assembly Meeting;
 - iii. For voting online, the ballot lodgment process provided for that purpose shall be completed no later than 17:00 hours on the day preceding the day of the General Assembly Meeting.
7. The President shall appoint two persons from among those Associations or from among its members 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.
8. In the event that the first ballot does not decide the election of one or more Board member(s) to fill all the vacancies because of an equality of votes the names of those persons who received equal votes shall be submitted to a further ballot by the delegates during the General Assembly Meeting.
9. 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 or the Board not less than one month before a General Assembly Meeting. In the event of an objection, the Member Association or the Board 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 entitled votes.

V. THE BOARD

1. The President or (in the President's absence) the President-Elect or one of the two Vice- Presidents shall take the chair at every meeting of the Board. In case both are absent, the members of the Board present shall choose one of their number to be the Chairperson of the meeting.
2. The Board is responsible for the overall supervision of the persons entrusted with managing the Federation, in particular with regard to compliance with the law, Statutes and By-Laws, operational regulations and directives.
3. The quorum at meetings of the Board shall be a majority of the Board members. If this quorum shall be present the Board shall be competent to exercise its statutory authority.
4. The Board may also adopt resolutions by correspondence. Such resolutions shall be adopted when a majority of the Board members have replied in favour of the resolutions.
5. Members of the Board and the Chief Executive Officer must provide a disclosure of interests which is specific and detailed to the Secretariat in a format determined by the Secretariat. Board Members are required to update the Secretariat with any changes as they occur and at least annually.

The Secretariat shall maintain a record of these disclosures in the form of a Conflict of Interests (Col) Register.

The register of Col Interests shall be shared with the whole Board annually and at any significant change notification, so that all are informed of matters which may impact decision-making and behaviours.

A person with a conflict, potential conflict or material interest for a matter about which they may be conflicted, to raise the conflict, potential conflict or material interest with other participants in a meeting and to advise their intention to recuse themselves and to leave the meeting or discussion. The chair and the meeting may then consider when the meeting wishes to recall the potentially conflicted person.

A person who has a Conflict of Interest must not be present while the matter about which they are conflicted is being considered at a Board meeting and must not vote on the matter.

A conflicted person is excluded from participation in, negotiation on and execution of any transactions about which they may be conflicted.

6. The Board shall appoint a Risk and Audit Committee to advise the Board on the adequacy and integrity of risk management, the effectiveness of the internal control system and the audit of the Federation's accounts.

The Risk and Audit Committee shall be responsible on behalf of the Board for the oversight and control of the finances and the property of the Federation.

The Chief Executive Officer shall be responsible for the management, administration and reporting of the finances and property of the Federation.

The Board shall appoint Board Committees to assist and advise, including:

- i. Operations Oversight Committee
- ii. Risk and Audit Committee

The Board may appoint Board Committees to assist and advise it, including:

- iii. Governance Committee
- iv. Nominations Committee.

The Board shall cause to have prepared Charters which set out the operational requirements of these Board Committees.

All Board Members are entitled to attend any Board Committee Meetings.

The Secretariat shall cause Minutes of all Committee meetings to be prepared, reviewed, approved and retained as may be required by the Swiss Civil Code or any other applicable law.

7. The Board shall cause Minutes to be made of the proceedings of the ordinary and extraordinary meetings of the General Assembly. These Minutes shall be submitted by correspondence to the members within 90 days and, following the correction of any errors and if there are no objections made by one third of the Member Associations within 30 days when the minutes were notified, it shall be signed by the Chairperson of the meeting.

With regard to its own meetings, the Board shall cause Minutes to be prepared which may be condensed reports of these meetings in the form of summaries of conclusions. These summaries shall be submitted for approval to the next succeeding meeting of the Board and, when approved, shall be signed by the Chairperson of that meeting.

VI. WORKING COMMITTEES

1. Working Committees shall include and 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.

2. The Chairperson of the Working Committees shall be appointed and relieved of their duties by the Board. The term of appointment shall be for a fixed period of four years and may be extended by one year by the Board.

3. The Board, after consultation with the Chairperson of a Working Committee and seeking nominations from all Member Associations, shall appoint the members of such Working Committee. For a Standing or Liaison Committee the Board shall establish a system of rotation for the members of such a committee. The term of appointment shall be for a fixed period of three years and may be extended by one year by the Board if considered to be in FIDIC's best interest or if a member advances to chair of the committee.

4. Each member of a Working Committee shall 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.

The Board has the discretion to vary this requirement, where it deems necessary.

The Board may appoint persons with special expertise who may not be members of FIDIC or a Member Association to be members of FIDIC Working Committees.

5. Except where specifically approved by the Board, members of the Board shall not be members of Working Committees.

6. The Board may determine eligibility criteria and policy compliance requirements which apply to all members of Working Committees, Task Committees and Task Groups.

7. The Terms of Reference of Working Committees shall be determined by the Board.

8. Working Committees shall act as advisers to the Board and report their findings to the Board only.

9. Working Committees may appoint Task Groups to address specific areas of the Committee's work in accordance with its Terms of Reference.

Terms of reference for the Task Groups shall be prepared by the Committees and approved by the Board.

10. Working Committees shall not enter into commitments of any kind on behalf of the Federation.
11. Time schedules to be observed by Working Committees shall be determined by the Board after consultation with the Chairperson of the respective Working Committee.
12. Any member of a Working Committee may be relieved of their duties by the Board Committee before the expiration of their term of service.
13. The President may appoint Board members as a Liaison and Secondary Liaison to each Working Committee.

VII. PAST PRESIDENTS COUNCIL

1. To provide the Federation with continuing benefit from the experience of its Presidents the Board shall create a Past Presidents Council.
2. The Past Presidents Council shall comprise all surviving past Presidents of the Federation.
3. The Chairperson of the Past Presidents Council shall be the member who most recently held the office of President.
4. The function of the Past Presidents Council shall be to provide advice to the Board on matters referred to it by the Board or to make suggestions to the Board on questions it considers to be of importance to the Federation.
5. The Chairperson of Past Presidents Council shall liaise with the Board through the FIDIC President.

VIII. ADVISORY COUNCILS

1. The Federation's Advisory Councils may include the following:
 - i. Directors and Secretaries Advisory Council
 - ii. Regional Advisory Council
 - iii. Future Leaders Advisory Council
 - iv. Diversity and Inclusion Advisory Council
 - v. FIDIC Advisory Council

The Advisory Councils shall be appointed by the Board to provide advice to the Board on any matters relating to the composition and constituency of the Federation.

2. The Chairperson of the Advisory Councils shall be appointed and relieved of their duties by the Board. The term of appointment shall be for a fixed period of four years and may be extended by one year by the Board.
3. The Board, after consultation with the Chairperson of a Advisory Councils and seeking nominations from all Member Associations, shall appoint the members of such Advisory Councils. For Advisory Councils the Board shall establish a system of rotation for the members of such a Council. The term of appointment shall be for a fixed period of three years and may be extended by one year by the Board if considered to be in FIDIC's best interest or if a member advances to chair of the committee.
4. Normally, each member of an Advisory Council should be from a different Member Association. Members of Advisory Councils shall act as individuals in an honorary capacity and shall not be considered as representing their respective Associations.
5. Members of the Board shall normally not be members of Advisory Councils.
6. The Board may determine eligibility criteria and policy compliance requirements which apply to all member of Advisory Councils.
7. The terms of reference of Advisory Councils shall be determined by the Board.
8. Advisory Councils shall act as advisers to the Board and report their findings to the Board only.
9. Advisory Councils shall not enter into commitments of any kind on behalf of the Federation.
10. Time schedules to be observed by Advisory Councils shall be determined by the Board after consultation with the Chairperson of the respective Advisory Council.
11. Any member of an Advisory Council may be relieved of their duties by the Board before the expiration of their term of service.
12. The President may appoint Board members as a Liaison and Secondary Liaison to each Advisory Council.

IX. HONORS AND AWARDS

The Board is responsible for monitoring the appropriateness and initiating the processes of determining the bestowal of Honours and Awards by the Federation.

1. Honorary Membership

Article 3.3(1) provides for the election of Honorary Members by the General Assembly, the highest honour within the purview of the Federation.

The following procedures shall apply:

- (i) The Board shall consider and make written nomination of a person for Honorary Membership, together with supporting information concerning the nominee, to the Past Presidents Council.

- (ii) The Past Presidents Council shall consider the proposal of the Board and if in agreement shall advise the Board of its endorsement.
- (iii) The Board shall arrange for the nomination for election to Honorary Membership, together with supporting information concerning the nominee, to be placed on the notice paper convening the next General Assembly Meeting.
- (iv) Upon election, an Honorary Member shall be presented with a citation together with a suitably inscribed plaque by the President, or his designate, at a General Assembly Meeting or an alternative appropriate occasion as soon as practicable after the election has been confirmed.

2. **Louis Prangey Award**

The Louis Prangey Award has been established to be presented from time to time to a person who has rendered significant service to the Federation and/or to the profession of independent consulting engineering, and who exemplifies the objectives of the Federation.

The following procedures shall apply to this Award:

- I. The Award shall be available both to members of Member Associations and to distinguished non-members, but serving members of the Board shall be ineligible.
- II. The Board shall consider and make written nomination of a candidate for the Award, together with supporting information concerning the nominee, to the Past Presidents Council.
- III. The Past Presidents Council shall consider and advise the Board concerning each such nomination.
- IV. The Award citation, together with a suitably inscribed plaque, shall be presented to the Awardee, preferably by the President, at a General Assembly Meeting or an alternative appropriate occasion, as soon as practicable after the Award has been decided.

X. NOTICES AND COMMUNICATION

- 1. Where the Statutes and By-Laws provide for a notice, application, protest or appeal, statement or explanation, formal motion, amendment to a formal motion, or any other communication to be given, submitted, provided or otherwise made in writing by the Federation, a Member Association, a member, or other person, it shall be:
 - a) In a paper form signed by an individual or an authorised representative of the entity issuing such communication; and
 - (i) delivered by hand (against receipt); or
 - (ii) sent by mail or courier (against receipt) to the recipients' legal address, unless other address is authorised in accordance with the By-Law X (2);

or

- b) sent as a scanned document by email if an email address is authorised in accordance with the By-Law X (2); or
 - c) transmitted through website or using any other electronic transmission means authorised in accordance with the By-Law X (2).
2. For the purposes of By-Law X (1) and for other purposes of communication a member shall notify the Federation:
- a) its registered address
 - b) an alternative address for communication (if any)
 - c) authorised email address
 - d) a website address that facilitates direct communication with the member
 - e) name and details of approved individual/s to send and receive communication on behalf of the member if a member is an entity.
3. For the purposes of By-Law X (1) and for other purposes of communication to the Federation
- a) address of the Federation shall be its registered address at the time of communication
 - b) Federations' website address shall be its official website address at the time of communication
 - c) email address of the Federation shall be the email address/es published on the Federations' official website for that purpose at the time of communication
 - d) any other means for electronic communication shall be the means published on the Federations' official website at the time of communication or the means otherwise communicated by the Federation.