

# CONSTITUTION AND BYLAWS OF THE INTERNATIONAL COST ENGINEERING COUNCIL

(As amended through September 2006)

## CONSTITUTION

### Article I - Nature and Purpose

**Section 1:** The name of this organization is "The International Cost Engineering Council," and its abbreviated name is "ICEC."

**Section 2:** This Council has been created with the objective of promoting cooperation among national and multi-national cost engineering, quantity surveying and project management organizations worldwide for their mutual well-being and that of their individual members.

**Section 3:** ICEC is a nonprofit organization of international character whose objectives are to encourage, promote, and develop the science and art of cost engineering, quantity surveying and project management, hereinafter collectively referred to as the cost management profession, for the public good, worldwide. Specifically, ICEC will:

- a. Coordinate and sponsor International Congresses on a global scale.
- b. Support and encourage International Symposia on a continental scale.
- c. Promote mutual cooperation between national and international organizations, which serve the cost management profession.
- d. Encourage cost management professionals in countries where no formal association or organization exists to join together to form a group with objectives compatible with those of ICEC and its Members and Associate Members.
- e. Participate in international events related to the practice of cost management sponsored by governmental and private organizations, national or international, whether Members or Associate Members of ICEC or not, provided that these events are in keeping with the objectives of ICEC.
- f. Promote:
  1. Individual or collective visits among individual members of ICEC Members and Associate Members.
  2. Interchange of professors, lecturers, engineers, and students among universities, colleges, and Members and Associate Members.

g. Organize:

1. Administrative relations among national and multi-national associations of cost management professionals.
2. Technical, economic, and social interchange among the Members and Associate Members, individually and collectively.
3. Technical contests and competitions among cost management professionals and students.

h. Promote the study of cost management problems of worldwide or multi-national character.

**Section 4:** ICEC may be dissolved only by unanimous resolution taken by the Delegates present at any regular meeting of the Council or at an extraordinary meeting summoned by two-thirds of the Members for that purpose. Such a resolution shall be submitted to the Members for confirmation in accord with the Bylaws. In case of dissolution, the assets of ICEC, real and monetary, shall be disposed of in the manner provided for in the Bylaws.

**Section 5:** For the purposes of this Article, the functions of cost engineering, quantity surveying, and project management, hereinafter collectively referred to as cost management, encompass:

Providing of independent, objective, accurate, and reliable capital and operating cost assessments usable for investment funding and project control decisions

Analyzing investment and development for the guidance of owners and contractors

With respect to cost management matters, setting project objectives in line with the purpose(s) set up by general management and managing the resources necessary to meet the objectives.

## Article II – Composition

**Section 1:** A Member of ICEC is a national or multi-national cost management association or organization. In the event that an Association applies to become a Member or Associate Member of ICEC and is headquartered in a country which is already represented by one or more Members, the application for membership shall be approved by all Members from that country prior to being considered by Council.

Members shall be national or multi-national in nature, nonprofit, and have as their primary objective the advancement of the science and art of cost management as defined in Article I, Section 5, of this Constitution.

An Associate Member of ICEC is a non-profit national or multi-national association which is interested in the objectives of ICEC and which has fewer than 100 individual members and which has requested Associate Membership. Any such association which does not desire to be a full ICEC Member, or which does not otherwise qualify as a Member, may become an Associate Member as provided for in the Bylaws.

**Section 2:** The Council shall be divided into geographic regions. The number of regions and the boundaries of the regions shall be determined by vote of the full Council.

**Section 3:** The Founding Members of ICEC are: the American Association of Cost Engineers [now AACE International](AACE); the Association of Cost Engineers, Limited (ACostE); the Sociedad Mexicana de Ingenieria Economica y de Costos [now the Sociedad Mexicana de Ingenieria Economica Financiera y de Costos] (The Mexican Society of Engineering Economics, Financing and Costing) (SMIEFC); and the Dutch Association of Cost Engineers (DACE), [formerly known as WEBCI].

**Section 4:** Each Member of the Council shall have one vote which shall be vested in a Delegate named by the Member association or organization.

Each Associate Member of the Council shall name a representative to meetings of the Council. Representatives shall have voice, but not vote, in Council discussions.

**Section 5:** Regular meetings of the Council shall be held on the occasion of International Congresses and at such other times and places as sanctioned by a majority vote of the Delegates at a prior regular meeting of the Council.

Extraordinary meetings of the Council may be held as prescribed in the Bylaws. No actions may be taken at such extraordinary meetings other than those directly relating to the subject(s) or purpose(s) for which the extraordinary meeting was called.

**Section 6:** Informal meetings of the Council may be held upon the call of the Chair and/or Secretary for the sole purpose of coordinating committee activities and planning of International Congresses and Symposia. No actions taken at such informal meetings shall be binding upon the Council until duly ratified by a majority of the Delegates present at a subsequent regular meeting of the Council.

**Section 7:** Decisions of the Council shall not be binding upon Members or Associate Members of ICEC until ratified in accord with the Bylaws.

**Section 8:** Officers of the Council shall consist of:

- a. The Chair who shall be the presiding officer of the Council.
- b. A Senior Vice Chair who shall preside at all meetings of the Council in the absence of the Chair.

In the event of incapacity or resignation of the Chair, the Senior Vice Chair shall assume the office of Chair for the unexpired portion of the Chair's term of office.

- c. Two Administrative Vice Chairs.
- d. A Technical Vice Chair.
- e. The immediate Past Chair.
- f. A Secretary who shall also act as Treasurer of the Council.
- g. The appointed Regional Director for each Region of the Council. These positions may be held by elected officers of the Council or by other persons appointed by the Chair.
- h. To ensure widespread geographic representation among the Officers of the Council, the Chair, Senior Vice Chair, and Administrative Vice Chairs shall reside in different countries.

- i. In the event of incapacity or resignation of any officer of the Council, other than the Chair or Past Chair, the Chair in consultation with the Member or Associate Member to which the resigning officer belongs/belonged shall appoint a replacement to assume said office until the next regular meeting of the Council.

**Section 9:** The Officers of the Council shall be elected by majority vote of the Delegates present at each regular meeting of the Council which is held in conjunction with an International Congress to serve until the conclusion of the next International Congress. Officers may be elected from the membership of any Member or Associate Member in accordance with the Bylaws and need not be a Delegate.

**Section 10:** The Chair may not be a Delegate to the Council. The Chair may vote only to break a tie vote of the Council. Officers who are not Delegates hold no vote on the Council. In the event that a Delegate is elected as Chair, the Member represented by that Delegate shall appoint a new Delegate to the Council.

**Section 11:** Upon approval of a majority of the Delegates present at any regular meeting, Observers to the Council may be named by any national or multi-national cost management association or organization to represent nations not otherwise represented on the Council.

**Section 12:** Correspondents may be named to the Council by the Chair and/or Secretary to represent nations in which no formal or informal cost management association or organization is headquartered.

**Section 13:** Representatives, Observers and Correspondents, as provided for in Sections 4, 10 and 11 of this article, shall have no vote in Council affairs.

**Section 14:** Membership of a Founding Member may be terminated only by written approval of the other Founding Members except where the Founding Member has been shown to have violated this Constitution.

Termination of membership shall otherwise be as prescribed in the Bylaws.

### **Article III – Language**

**Section 1:** The official language of the Council shall be English.

**Section 2:** International Congresses shall be held as prescribed in the Bylaws. The official written language of said Congresses' Proceedings shall be English.

### **Article IV – Amendments**

**Section 1:** Amendments to this Constitution and the Bylaws may be proposed by any Member, through their duly appointed Delegate, at any regular or extraordinary meeting of the Council.

**Section 2:** Proposed amendments shall be distributed by the Secretary to all Members no less than 90 days prior to the meeting at which said amendments are to be presented to the Council.

**Section 3:** A three-fourths vote of the Delegates present at any duly called regular or extraordinary meeting shall be required prior to submittal of any amendments to the Members for approval.

**Section 4:** Amendments as approved in accord with Section 3 above shall take effect upon approval of four-fifths of the ruling bodies of the Members. Responses shall be made within 90

days and lack of a response shall be considered as acceptance of the proposal. At the end of the 90-day period, the Secretary shall tabulate the votes received and notify all Members of the resulting decision.

## **Article V - Records and Limitation**

**Section 1:** A complete accounting shall be kept of all monies received and expended by the Council. These financial records shall undergo an independent audit every two years by persons or a company qualified to perform this audit. The results of the audit shall be reported to the Council, as soon as practical.

**Section 2:** No part of the earnings of ICEC shall benefit its Members, trustees, officers, or other private persons. ICEC may, however, make reasonable payment for services rendered for the purposes listed in Article I.

# **BYLAWS**

## **Article I – Membership**

**Section 1:** National or multi-national associations or organizations may be admitted as Members or Associate Members of the Council upon affirmative vote of two-thirds of the Delegates present at a regular meeting of the Council. Prior to admission to membership, said organizations shall submit to the Secretary:

- a. A description of their objectives.
- b. A copy of their Constitution or other governing document (with an English language translation thereof if English is not the primary language of the original document).
- c. A description of their requirements of individual or corporate membership in their association or organization, including a copy of their membership application form (with an English language translation thereof if English is not the primary language of the original application form).
- d. A tabulation of the number of their individual and corporate members.
- e. A description of the types of organizations for whom their individual members work.
- f. Payment of the ICEC annual subscription fee for the year in which membership application is made.
- g. A copy of their most recent annual financial status report.
- h. A copy of any journal or other document published by them or in their name.

**Section 2:** Termination of membership on the Council shall be by:

- a. Written resignation of the Member or Associate Member.
- b. Failure of the Member or Associate Member to remit subscription fees for a period of two or more years, subject to approval of the Council under Section 2d.
- c. Violation of the Constitution by the Member or Associate Member, subject to approval of the Council under Section 2d.
- d. A three-fourths resolution of the Delegates present at a regular or extraordinary meeting of the Council that the Member or Associate Member no longer qualifies for membership.

**Section 3:** Members and Associate Members shall acknowledge their membership in ICEC on their letterhead and shall use English as the official language for correspondence between Members and Associate Members.

**Section 4:** All Members and Associate Members will grant reciprocal association membership to individual members of other ICEC Members and Associate Members who may be temporarily visiting or working in another country.

## **Article II – Government**

**Section 1:** The address of ICEC will be that of the Secretary of ICEC.

**Section 2:** The officers shall constitute the Executive Branch of ICEC and shall:

- a. Guide the general policy of ICEC by recommendations to the Delegates, Members and Associate Members.
- b. Supervise the work of ICEC committees, as established by majority vote of the Delegates present at any regular or extraordinary meeting of the Council.
- c. Act in accord with resolutions and authorizations approved by a majority of the Delegates present at any regular or extraordinary meeting of the Council.
- d. Give account of its works by written reports presented at each regular meeting of the Council.
- e. Present at each regular meeting of the Council a report of all activities since the previous regular meeting.

**Section 3:** An ICEC Newsletter will be assembled and issued at least twice a year and distributed by the ICEC Secretary.

**Section 4:** In the interim between regular or extraordinary meetings of the Council, the Chair and/or Secretary may request a vote of the Members on matters brought to their attention which they feel cannot await a decision at the next regular or extraordinary meeting including the approval of any major variations to the operating plans and budgets approved by the Council. In such cases, the voting procedure shall be as follows:

- a. Proposals from any Member, the Chair, or the Secretary shall be circulated by the Secretary to the Members.
- b. Each Member must respond within 90 days expressing acceptance or objection to the proposal. Absence of a response shall be considered as acceptance of the proposal.
- c. If no objections are received within 90 days, the proposal shall be accepted.
- d. If any objections or exceptions are received, the Secretary shall send copies of all such responses to each Member with a ballot for voting on the proposal.
- e. Responses shall be made within 90 days and lack of a response shall be considered as acceptance of the proposal. At the end of the 90-day period, the Secretary shall tabulate the votes received and notify all Members of the resulting decision.
- f. All such interim decisions are subject to reconfirmation at the next regular Council meeting

## **Article III - Procedure for Nominating and Electing Officers**

**Section 1:** A Nominating Committee will be established under the direction of the immediate Past Chair to recommend candidates for office. Membership on the Committee will consist of the immediate Past Chair, the present Chair, and optionally, other Past Chairs or officers no longer a candidate for office.

**Section 2:** The Nominating Committee shall submit to the Secretary and all Members, the names of one or more candidates for the elective offices at least 90 days before the next regular meeting of the Council.

**Section 3:** Additional nominations may be made by written petition of two or more Members. Such petitions must be received by the Secretary and all Members at least 30 days before the next regular Council meeting.

## **Article IV - Duties of Officers**

**Section 1:** The Chair is the chief executive officer of the Council. He/She shall preside at all business meetings of the Council and shall be responsible for administering its affairs according to the policies and regulations established by the Council.

**Section 2:** The Senior Vice Chair will act for the Chair whenever the Chair is unable to perform his/her duties, and shall preside at all meetings of the Council in the absence of the Chair. He/She will also coordinate activities to stimulate formation of new cost management associations and serve as co-chair of the Planning Committee.

The Senior Vice Chair shall also administer the assets of ICEC according to approved policies and give account of the balance sheets at each regular meeting of the Council. At each regular Council meeting, the current Senior Vice Chair shall present an operating plan and corresponding budget which must be approved by the Council. The incoming Senior Vice Chair shall arrange for the audit of the Council's accounts.

**Section 3:** One of the Administrative Vice Chairs as named by the Chair will act for the Senior Vice Chair whenever he/she is unable to perform his/her duties. Both Administrative Vice Chairs will chair or coordinate administrative committees as assigned by the Chair and will serve as members of the Planning Committee.

**Section 4:** The Technical Vice Chair will act for the Administrative Vice Chair whenever he/she is unable to perform his/her duties. He/She will coordinate the various technical committees and will serve as a member of the Planning Committee.

**Section 5:** The immediate Past Chair will chair the Nominating Committee and carry out special assignments as requested by the Chair.

**Section 6:** The Secretary shall keep the Council minutes, a roll of Members, Associate Members and Delegates, and shall be responsible for all official correspondence of the Council. He/She shall also have charge of the dues and funds of the Council and shall disburse same upon authority of the Council. He/She shall report at all meetings of Council, or more often as requested.

## **Article V – Meetings**

**Section 1:** At regular and extraordinary meetings of the Council, voting shall be by show of hands unless one or more Delegates request a written ballot. The number of Delegates present at a duly called meeting shall constitute a quorum.

**Section 2:** Extraordinary meetings of the Council may be called by the Chair or any four Members upon written request to the Secretary. Such extraordinary meetings shall be held at such time and place as shall be named by the Chair no earlier than 90 days after written notification to the Members and Associate Members.

**Section 3:** Except as otherwise noted above, all meetings of the Council shall be governed by the current edition of "Robert's Rules of Order."

In accord therewith, except as otherwise specified in the Constitution or Bylaws and in "Robert's Rules of Order," all decisions of the Council shall be by majority vote of the Delegates present at any duly called regular or extraordinary meeting. In the event of a tie vote the Chair's vote shall be decisive.

## **Article VI - International Meetings**

**Section 1:** International meetings will be of two types:

- a. International Congresses, sponsored by one or more Members or Associate Members and endorsed by ICEC, and
- b. International Symposia, sponsored by a Member or Associate Member, with the support and cooperation of ICEC.

**Section 2:** An International Congress will be endorsed by the International Cost Engineering Council and without their approval the title "International Congress" shall not be used. In this capacity, the ICEC is acting as the agent of its Members and Associate Members.

**Section 3:** The ICEC will determine the frequency and general location of International Congresses. In principle, International Congresses will be held every two years. No Member or Associate Member may sponsor two consecutive International Congresses.

**Section 4:** The formal proposal to hold an International Congress will be made by the sponsoring Member(s) and Associate Member(s) to the Council.

**Section 5:** The sponsoring Member(s) and Associate Member(s) will be responsible for the financial management of the meeting (whichever type). They will receive any profit and underwrite any loss that may result.

As a portion of the expenses for an ICEC endorsed international meeting, the sponsoring Member(s) and Associate Member(s) shall include a fee per paid attendee to be paid to ICEC at the conclusion of the meeting. The amount of the fee shall be established by the Council as provided for in Article VIII of these Bylaws.

**Section 6:** Before the title of "International Congress" is granted to any proposed meeting, the sponsoring Member(s) and Associate Member(s) shall submit their formal proposal for the meeting to the ICEC. The proposal will specify the arrangements for the meeting covering:

- a. Location.
- b. Date and duration.
- c. Structure of meeting; including subjects, number of papers, plans for ensuring international participation, and accommodation.
- d. Associated technical activities.
- e. A summary financial plan to demonstrate the financial viability, specifying the proposed breakeven point and the proportion of attendees expected to attend from the host country. The cost estimate will include the established fee to ICEC.

- f. Arrangement for living accommodation and social programme for attendees.
- g. Timetable for publicizing the Congress, obtaining papers and inviting people to attend.

A preliminary proposal should be submitted so that, whenever possible, approval in principle can be given four years before the date of the proposed Congress, and the firm proposal submitted so that approval to use the title "International Congress" can be given two years before the proposed date for the Congress.

**Section 7:** An event of this nature would normally be expected to last not less than three days.

**Section 8:** Before giving approval, the ICEC would normally expect to see a balanced technical programme covering both subjects of general interest that would appeal to a large number of cost management professionals, and a number of specialized topics that would appeal to experts in particular fields. Arrangements would be required so that papers could be presented in English and the language of the host country. Further translation facilities may be provided at the discretion of the sponsoring Member(s) and Associate Member(s).

**Section 9:** Arrangements would be specified in the proposal for approval for the accommodation of attendees and the related social programme of events. These must be such that they provide a good environment for the informal meeting and exchange of views of attendees and their families.

**Section 10:** The proposed timetable shall fully recognize the long lead time required to organize events of this complexity, especially the time required to communicate internationally and, if applicable, to effect translation of technical copy into English.

**Section 11:** A report on the conduct of each Congress including pertinent information and statistics on attendance and financial outcome shall be submitted to the Secretary within six months after the conclusion of the Congress.

## **Article VII - Regions**

**Section 1:** For each Region established by the full Council, the Chair shall appoint a Regional Director, who shall be responsible for coordinating joint activities of Members and Associate Members located within the Region.

**Section 2:** The Regional Director shall:

- a. Hold a meeting of all Delegates and Representatives from the Region not less frequently than annually. The officers of the Council are ex-officio members of such Regional meetings.
- b. Encourage and promote the holding of International Symposia, other objectives of ICEC and decisions of the Council within the Region.
- c. Keep the Chair and Secretary of the Council informed of all Regional activities.
- d. Present at each regular meeting of the Council a report of all activities of the Region since the previous regular meeting.

**Section 3:** Regional meetings:

- a. Shall develop their objectives and rules of procedure and adopt same, subject to the approval of the Council.
- b. May discuss local issues that affect only the regional Members and Associate Members and general issues that affect the whole membership. Decisions can be taken on local issues; but on general issues recommendations shall be submitted to other Regions for further discussion and to the full Council for final approval.

**Section 4:** The Regional Director and Delegates shall have no power to commit the Council, and are responsible to their Member and Associate Member associations for their actions.

**Article VIII – Committees**

**Section 1:** The Council may establish committees to facilitate the functioning of the Council.

**Section 2:** Administrative committees will be chaired by Council officers and Delegates as determined by the Bylaws or as appointed by the Chair. Other committee members will be appointed by the committee chair subject to any requirements established in these Bylaws.

**Section 3:** The Council may also establish technical committees to sponsor or coordinate studies among its Members and Associate Members. These studies should be of major importance and worldwide relevance. The committees may be permanent or temporary, depending on the nature of the study. The committees may be chaired by Council Officers, Delegates, and country representatives as appointed by the Chair. Participants from individual Members will be determined by that association.

**Section 4:** Administrative and technical committees shall develop their objectives and rules of procedure and adopt same, subject to the approval of the Council.

**Section 5:** Temporary ad hoc committees may be appointed and discharged at the discretion of the Council Chair.

**Article IX – Financial**

**Section 1:** Funds for operation of the Council may be obtained from dues of Members and Associate Members, income from International Congresses and Symposia, and other sources as appropriate.

**Section 2:** The schedules for dues and fees will be established by Council subject to approval by a two-thirds vote of the Members in accordance with Article II, Section 4.

**Section 3:** Annual dues shall be payable in advance on January 1 of each year, and the Secretary shall annually invoice each Member and Associate Member on or before such date.

**Section 4:** In the event that the Council shall be dissolved for any reason, its assets - physical and monetary - shall be disposed of as follows:

- a. All just debts shall be paid from cash on hand; all other assets shall be sold if said cash is insufficient to pay all debts and claims.

- b. Any remaining assets, for which there are not just claims or debts, shall be turned over, without any restrictions whatsoever, to the Member and Associate Member societies, in proportion to their annual dues at the time of the dissolution of the Council.

## **Article X - Procedure for Amending the Bylaws**

**Section 1:** The same procedures and requirements as given in Article IV of the Constitution shall apply to these Bylaws, except that a majority vote by all Members will be sufficient to approve changes in the Bylaws.

**Section 2:** The Council may number and renumber the various articles and sections of the Constitution and Bylaws to facilitate ready reference.

## **Article XI - Emblem and Seal**

**Section 1:** The official emblem of the Council shall be of the shape and design as illustrated:



**Section 2:** The official seal of the Council shall be the same shape and design as the emblem but shall carry the words, "Founded 1976".