



CONSTITUTION AND BYLAWS (as amended November 2014)

CONSTITUTION

Article I – Nature and Purpose

Section 1: The name of this organisation 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 organisations worldwide for their mutual well-being and that of their individual members.

Section 3: ICEC is a non-profit organisation 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 organisations, which serve the cost management profession.
- d) Encourage cost management professionals in countries where no formal association or organisation 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 organisations, 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:
- g) Individual or collective visits among individual members of ICEC Members and Associate Members.
- h) Interchange of professors, lecturers, engineers, and students among universities, colleges, and Members and Associate Members.
- i) Organize:
- j) Administrative relations among national and multi-national associations of cost management professionals.
- k) Technical, economic, and social interchange among the Members and Associate Members, individually and collectively.
- l) Technical contests and competitions among cost management professionals and students.
- m) Promote the study of cost management problems of worldwide or multi-national character.
- n) Collaborate with the United Nations and other international and regional agencies in the formulation and implementation of policies affecting project and asset development, execution, operation, and retirement, with respect to cost management, quantity surveying,



and project management, at policy, strategy, and implementation levels of economic and social development programs.

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:

- a) Providing of independent, objective, accurate, and reliable capital, operating, and retirement assessments of assets, usable for investment, planning, funding, project control, and operating decisions
- b) Analyzing investment and development for the guidance of owners, contractors, end-users, and other stakeholders
- c) 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 non-profit national or multi-national cost engineering, quantity surveying or project management association, or organisation, which has as its primary objective the advancement of the science and art of cost management as defined in Article I, Section 5, of this Constitution. Any such association may become a full ICEC Member as provided for in the Bylaws.

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.

In the event that any current Member or Associate Member has any objection to the membership of any current Member or Associate Member, or new application for membership, the issue shall be dealt with 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 organisation. 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.
 - i. 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-General 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.

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.

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 organisation to represent nations not otherwise represented on the Council.

Section 12: Correspondents may be named to the Council by the Chair and/or Secretary-General to represent nations in which no formal or informal cost management association or organisation 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-General 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-General 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 organisations 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 organisations shall submit to the Secretary-General:

- 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 organisation, 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 organisations 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.
- i) Copies of any letters of support from other Members and Associate Members.

Section 2: In the event that any Member, or Associate Member, wishes to challenge the status (or has any objection to the membership) of any current Member, or Associate Member, the challenging Member shall be invited to present their case, in writing, to both the ICEC Executive and the challenged Member with the intention of resolving the issue to their mutual satisfaction. The results of the discussion between the two Members shall be presented to the Executive.



In the event that an Association applies to become a Member, or an Associate Member, of ICEC and is headquartered in a country which is already represented by one, or more, Members the Secretary-General shall enquire of all Members in that country as to whether they have any objections to the application. Responses shall be made within 90 days and lack of response shall be considered as no objection.

In the event of an objection the applicant Association shall be informed and required to contact the objecting Member(s) with the intention of resolving the issue and then resubmitting their application.

In the event of an impasse both the applicant Association and the objecting Member(s) shall be required to present their cases, in writing, to the ICEC Executive. In both cases, after considering all the circumstances the Executive shall then make an appropriate recommendation to Council. Such a recommendation may, or may not, support the objection but in either case the Executive shall present its reasons to Council.

Section 3: 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.
- e) Insolvency of the Member or Associate Member, resulting in dissolution of the organisation.

Section 4: 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 5: 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-General 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-General.

Section 4: In the interim between regular or extraordinary meetings of the Council, the Chair and/or Secretary-General 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-General shall be circulated by the Secretary-General 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-General 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-General 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 Officials

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-General 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-General 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 International Cost Engineering Council. He/She shall:

- Preside over all business meetings of the Council
- Manage, together with the Executive Committee, the business of ICEC in accordance with the Constitution and Bylaws
- Provide strategic leadership of ICEC and take appropriate initiatives to ensure the Strategic Plan and bi-annual Action Plan are implemented



- Serve as Observer to the Advisory Board
- Serve as a member of the Nomination Committee

Section 2: The Senior Vice Chair is a member of the Executive Committee, and shall:

- Act on behalf of the Chair whenever the Chair is unable to perform his/her duties
- Administer the assets of ICEC according to approved policies, and give account of the balance sheets at each regular meeting of the Council
- At the full Council meeting, the current Senior Vice Chair (in cooperation with the Secretary / Treasurer and Chair) shall present an action plan and corresponding budget which must be approved by the Council
 - Review the action plan for the previous term, and revise to include the objectives for the upcoming term
 - Review the Constitution and Bylaws for any necessary changes
 - Review the Strategic Plan for any necessary changes
- Serve as Chair of the Membership Development Committee
 - Hold responsibility for initiating, developing, and maintaining relations with external organisations
 - Coordinate activities to stimulate formation of new cost management associations
 - Coordinate activities to encourage the growth of ICEC through new membership
- Serve as co-Chair of the Planning Committee

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 Vice Chair Administration (External Relations) is a member of the Executive Committee, and shall:

- Serve as Chair of the External Relations Committee, with the goals of:
 - Coordinate cooperation with other global and International Professional Bodies
 - Oversee development and implementation of the UN Strategy
- Serve as Vice Chair of the Membership Development Committee

Section 5: The Vice Chair Administration (Marketing) is a member of the Executive Committee, and shall:

- Serve as Chair of the Marketing Committee, with the goals of:
 - Be responsible for International Congresses and Marketing
 - Develop and implement the Council's marketing strategy
 - Promote the image and recognition of professions represented by ICEC
 - Identify existing non-member Professional Organisations in the cost management profession, and encourage them to become Members or Associate Members of ICEC
- Serve as Vice Chair of the External Relations Committee

Section 6: The Technical Vice Chair is a member of the Executive Committee, and shall:

- Act on behalf of either of the Administrative Vice Chairs whenever he/she is unable to perform his/her duties
- Coordinate various technical committees



- Serve as a member of the Membership Development Committee
- Four Deputy Regional Directors (External Relations), who shall serve as members of the External Relations Committee
- Four Deputy Regional Directors (Marketing), who shall serve as members of the Marketing Committee
- Four Deputy Regional Directors (Standards & Professional Development), who shall serve as members of the Standards & Professional Development Committee
- Four Deputy Region Directors (Academic Forum & Research), who shall serve as members of the Academic Forum & Research Committee
- Four Assistant Secretaries, who shall:
 - Assist the Secretary/Treasurer at the Regions
 - Assist the Region Executive in Region Communications & Administration, in cooperation with members of the ICEC Executive and ICEC Advisory Board in the Region

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.
- e) Shall develop their objectives and rules of procedure and adopt same, subject to the approval of the Council.
- f) 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 – Duties of Directors, Boards and 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.

Section 6: The ICEC Executive Committee is comprised of:

- ICEC Chair (Chair of the Executive Committee)
- Members of the ICEC Executive

Section 7: The Membership Development Committee is comprised of:

- Senior Vice Chair (Chair of the Committee)
- Vice Chair Administration - External Relations (Vice Chair of the Committee)
- Region Directors-Members

Section 8: The External Relations Committee is comprised of:

- Vice Chair Administration - External Relations (Chair of the Committee)
- Vice Chair Administration - Marketing (Vice Chair of the Committee)
- Deputy Region Directors (External Relations)

Section 9: The Marketing Committee is comprised of:

- Vice Chair Administration (Marketing) (Chair of the Committee)
- Technical Chair (Vice Chair of the Committee)
- Deputy Region Directors Marketing)

Section 10: The Standards and Professional Development Committee is comprised of:

- Technical Chair (Chair of the Committee)
- Secretary-General (Vice Chair of the Committee)
- Deputy Region Directors (Standards & Professional Development)

Section 11: The Academic Forum & Research Committee is comprised of:

- Secretary-General (Chair of the Committee)
- Deputy Directors (Academic Forum & Research)

Section 12: The Nomination Committee is comprised of:

- Immediate Past Chair (Chair of the Committee)
- Chair of ICEC
- Chair of the ICEC Advisory Board

Section 13: The Planning Committee is comprised of:

- Immediate Past Chair (co-Chair of the Committee)
- Senior Vice Chair (co-Chair of the Committee)
- Chair of ICEC
- Administrative Vice Chairs
- Technical Vice Chair
- Chair of the ICEC Advisory Board

Section 14: ICEC Ambassadors shall be Past Chairs of ICEC and Past Chairs of a) other global / international organisations in the cost engineering, quantity surveying, and project management



professions, b) Associations / Institutes that are members of ICEC, or c) entities holding a Cooperative Agreement or Memorandum of Understanding with ICEC. ICEC Ambassadors shall:

- Act as Ambassadors of ICEC
- Promote sustainability issues of the cost management profession worldwide
- Promote the sustainability of ICEC

Section 15: The ICEC Advisory Board shall be selected by the Chair of the Advisory Board and the Executive, from those Ambassadors who are available to advise the ICEC Executive, as and when required, on matters such as policy and strategy. The Chair of the Advisory Board will be appointed by the ICEC members. The Advisory Board shall:

- Provide oversight of the governance and performance of ICEC and recommend reviews if necessary
- Provide one member to the Nomination Committee

Section 16: The Audit Committee shall be formed by the Chair of the Advisory Committee and two other Past Chairs, excluding the Immediate Past Chair. The Audit Committee shall:

- □ Arrange for the annual audit of the Council's accounts

Section 17: Additional members may be co-opted into all Committees except that of the Executive Committee; Nominations Committee; and ICEC Advisory Board. Co-opted members may include Past and Current Presidents and Executives of members associations who are able to bring their experience and influence into the work of ICEC so as to reflect ICEC Regional and Zonal representations.

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 – ICEC Secretariat and Regional Secretariats

Section 1: The ICEC Secretariat shall be the Office of the ICEC Secretary-General or as determined by the Council from time to time. The Secretariat is currently hosted by AIQS.

Section 2: The ICEC Administrator shall be per current arrangements and managed by the Secretary-General

Section 3: The Regional Secretariat shall be the Office of the Regional Director, or as determined by the Regional Executive Committee

Section 4: The Zonal Secretariat shall be the Office of the Deputy Regional Director, or as determined by the Regional Executive Committee

Article XI – 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 XII – 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".