

Office (unofficial) translation of the by-laws of International Council for Research and Innovation in Building and Construction (CIB)

*In this translation an attempt has been made to be as literal as possible, without jeopardising the overall continuing.
Inevitably, differences may occur in translation, and if so, the Dutch text will govern.*

BY-LAWS

Article I. Membership

1. Applications for Membership

In the case of organizations, the application must be accompanied by information about the legal status, the programme of work and the staff. In the case of individuals, information must be given about the relevant experience and activities of the person concerned.

2. Privileges and Obligations of Members

All members shall be entitled to take part in the activities of CIB, subject to constitutional or special provisions by the management of CIB made in view of the effectiveness of the activity concerned, and to receive regularly information on the progress of activities of CIB.

All members on joining CIB shall undertake to observe the CIB Constitution and By-Laws and all obligations arising therefrom; they shall also accept the obligation to contribute to the accomplishment of the activities of CIB according to their particular competence; they shall be entitled to submit proposals for international cooperation within the framework of CIB for consideration by the Board, which shall indicate its decision on the proposals within a period of six months from its submission.

All members may submit any communication for consideration by the General Assembly. Such communications must reach the Secretary General not less than six weeks before the date fixed for the Meeting of the General Assembly and the communication shall be supplied to the Secretary General with sufficient copies to enable such communication to be circulated to all members of CIB.

Such Communication must be submitted in the official language of CIB.

Article II. General Assembly

1. Resolutions

The chairman's declaration that the Meeting of the General Assembly has made a decision is conclusive. If the decision is challenged immediately, the matter may be re-submitted to a vote by a call or in writing.

Blank votes and invalid votes shall be regarded as not having been cast.

2. Election of Persons

If in an election no candidate attains an overall majority, the election shall be held again, until one candidate attains an overall majority. At the third and each subsequent election, the person who attained the fewest votes in the previous election, shall be excluded from the new

election. Where two persons attain the same number of votes, the issue shall be determined by drawing lots.

3. Oral Votes and Votes in Writing

All votes at a physical meeting will take place orally unless the chairman desires a vote in writing or one of the persons entitled to vote desires this before the vote is cast. Written votes shall be by unsigned folded ballot papers.

Voting by acclamation is possible, unless a person entitled to vote desires voting by call.

Article III. Board

1. Board Members

All Members of the Board shall be individuals who have particular executive experience and/or technical expertise in the field of interest of CIB.

2. Nominations

Once every three years, the retiring Board shall submit a proposal for the composition of the new Board to the General Assembly. This proposal shall be sent to all Members by electronic mail or facsimile message to the designated organization contact, or by registered mail, at least three months before the Triennial Meeting of the General Assembly.

Members may submit further nominations by facsimile message or registered mail that must be received by the Secretary General at least two months before the Triennial Meeting of the General Assembly.

For each nominated person who has not nominated himself, the Secretary General shall have it confirmed that the nominated person is in agreement with his nomination.

The Secretary General shall submit nominations received, which are not included in the proposal by the Board, to the General Assembly.

3. Meetings of the Board

The agenda and the supporting documents for meetings of the Board shall ordinarily be circulated by the Secretary General to all invited participants not less than one week before the date fixed for the meeting; the Board may deviate from this principle with regard to documents of which the preparation is subject to particular circumstances.

4. Committees of the Board

To assist in the work of managing the activities of CIB, the Board shall appoint, as standing Committees, an Administrative Committee, a Programme Committee and an Officers' Committee.

The Board may appoint additional Standing Committees. A Standing Committee shall be in existence at least until the end of the three-year term of the Board which approves its establishment. The Board may decide, at its discretion, to invite the Chair of a Standing Committee to meetings of the Officers' Committee.

The Board shall determine the Terms of Reference of each Committee it appoints.

5. Report of the Board

At each Annual Meeting of the General Assembly a report upon the various affairs of CIB and a financial report for the term just closing shall be submitted on behalf of the Board. Audited financial reports concerning the preceding calendar year shall be available at each Annual Meeting of the General Assembly for inspection by interested members.

There shall be submitted to each Annual Meeting of the General Assembly resolutions providing for the ratification and confirmation of all acts of the Board during the preceding year.

Article IV. Officers

1. The President

The President shall preside at the Meetings of the General Assembly and at meetings of the Board. He shall represent CIB in all legal matters, subject to the provision of Article 9 of the CIB Constitution. He shall be ex officio a member of all Standing Committees of the Board of CIB and he will be the Chairman of the Officers' Committee.

2. The Vice- Presidents

At the time of election of the Officers, or as soon as possible thereafter, the Board shall nominate one of the Vice-Presidents who shall assume the normal powers and duties of the President in the event of his continued absence or disability.

3. The Treasurer

The Treasurer, under the direction of the Board, shall monitor the collection and disbursement of all funds of CIB and the day-to-day management of CIB finances by the Secretary General. The Treasurer shall ensure that proper records are kept of all financial transactions and his prior approval shall be required for any matter concerning the funds, securities and other investments of CIB. The financial resources of CIB shall be deposited for safekeeping in a Bank to be approved by the Administrative Committee, on the recommendation of the Treasurer.

4. The Secretary General

The Secretary General shall, in accordance with the CIB Constitution and By-Laws and under the instructions of the Board, assist the General Assembly, the Board and the Committees of the Board in the execution of their programmes of work and in the progressing and coordination of the activities of CIB. He shall ensure that all Members will receive regularly information on the activities of CIB. He shall be responsible to the Board for all administrative, financial, and support services provided by the General Secretariat; he shall carry out the administrative and financial tasks required and convene the Meetings of the General Assembly, the Board, and Committees of the Board, on behalf of their respective chairmen. He shall maintain general liaison with other organizations and represent CIB whenever the Board so decides. He shall be ex officio a member of all Committees appointed by the Board. He shall not participate in meetings when it involves matters where there may be a conflict of interest or his personal conduct or performance are discussed. In the event of his disability to fulfill his tasks, the President shall take, in consultation with the Treasurer, such steps as may be appropriate to the continued functioning of the General Secretariat until the next meeting of the Board.

Article V. Committees of the Board

1. Duties of Committees

The Standing Committees of the Board shall be empowered to execute for the Board such duties as the Board will entrust to them within the limits of specific terms of reference and all actions of the Standing Committees shall be subject to ratification by the Board. The Board has responsibility for all acts of its Committees. Other Committees of the Board, set up for the specific purposes, shall have an advisory character.

All Committees of the Board shall report directly to the Board and other non-Standing Committees shall report according to a pre-determined procedure. The meetings of Committees shall be convened by the General Secretariat on behalf of the respective Committee Chairmen and in consultation with the President.

2. Officers' Committee

The Officers' Committee shall advise the President on matters which are his responsibility, shall provide to the President a view on directions which CIB policies should be proposed to follow and shall carry out any other tasks specifically assigned to it by the Board or the General Assembly.

3. Administrative Committee

The Administrative Committee shall assist the Board with regard to general, administrative and financial matters; with applications for and terminations of membership and with other tasks, which the Board may include in its terms of reference.

The Administrative Committee shall comprise not more than eight (8) members including the President, the Treasurer, and at least three (3) Board Members. The Treasurer shall be the Chairman of the Administrative Committee. A simple majority of the appointed members shall constitute a quorum.

4. Programme Committee

The Programme Committee shall assist the Board with the planning and execution of the programme of activities and with other tasks, which the Board may include in its terms of reference.

The Programme Committee shall comprise not more than twelve (12) Members from whom at least eight (8) including the President are Board Members. A minimum of one third of the total membership shall be current or past Coordinators. A simple majority of the appointed members shall constitute a quorum.

5. Appointment of Committees

Each new Board at its first meeting shall appoint its Standing Committees whose composition shall be subject to continual review.

The Committees are to be appointed for a period defined in the resolution, which appoints them.

Article VI. Commissions

1. Working Commissions

The Board may, on its own initiative or at the suggestion of any member of CIB, after due consideration, establish a Working Commission to accomplish a specified study or project which is in conformity with the overall objectives of CIB. Such action shall be undertaken through the agency of the Programme Committee. The Board has responsibility for all acts of the CIB Working Commissions.

2. Membership of Working Commissions

At its establishment any new Working Commission shall comprise not less than three (3) representatives of member organizations that are prepared and competent to contribute to the proposed work.

The Secretary General shall inform all members accordingly and specify the work envisaged, so as to give all members an opportunity to express their interest. Representatives of Member Organizations and Individual Members, who, on the basis of their current work and particular competence concerning the object of the Working Commission are able and willing to make a contribution to the work of the Commission, qualify for membership.

The ultimate composition of any Working Commission may be subject to review by the Board, which has the right to restrict the membership whenever that will be necessary to ensure that the aims of the Commission shall be served adequately. The Board may delegate this task to a Standing Committee. There will be prior consultation with the Coordinator(s) in all cases.

The Programme Committee shall nominate one of its members as Programme Committee Liaison for each Commission.

3. Task Groups and other Commissions

The Board may, similarly, establish restricted groups for the accomplishment of specific tasks such as the preparation and organization of CIB symposia, the examination of the state of affairs in any section of the fields of interest of CIB, etc. The members shall be appointed by the Board through the agency of the Programme Committee. The Board has responsibility for all acts of the CIB Task Groups and other Commissions.

4. Coordination

Each new Board shall appoint one or if judged appropriate two of the members of any Commission to be known as (Joint-) Coordinator(s) to direct and coordinate the activity and maintain liaison with the Board and Programme Committee through the Secretary. The Coordinator or the Joint Coordinators shall be responsible for the Secretariat of the Commission.

The Coordinator(s) referred to above shall be appointed through the agency of the Programme Committee and are subject to approval by the Commission's membership.

5. Guidance Notes

The Board through the agency of the Programme Committee shall maintain guidance notes for all Commissions, specifying certain operating procedures and such rules of voluntary discipline as are required for the effective functioning of the Commission.

6. Cooperation with Other International Organizations

By specific decision of the Board the work of any CIB Commission may be sponsored jointly with other International Organizations that have particular competence concerning one or more aspects of the object of the Commission.

7. Termination

On behalf of the Board, the Programme Committee shall keep under review the operation of all CIB Commissions. Whenever the Programme Committee recommends for any reason that the operation should be terminated, the Board may dissolve the Commission by written notice to all of its members.

Article VII. Other Activities

1. Other Activities

In implementing its stated purpose, CIB also may engage in cooperative endeavours with other interested agencies, in arranging technical meetings of public, semi-public or closed character, in issuing specific publications and in any other activity which can assist in achieving the objectives of CIB.

2. Cooperative Projects

The Board shall encourage the undertaking of cooperative programmes by two or more CIB Member Organizations.

Article VIII. Publications

Consistent with the stated purpose of CIB the Board shall arrange for the regular publication and distribution of appropriate volumes, papers, pamphlets, journals and other media of communication for making publicly available for international use the results of its work. The right to publish results of any work undertaken under the auspices of CIB is in the hands of the Board of CIB.

The Board shall approve any publication to be issued with the authority of CIB.

Voluntary assistance with the work of producing CIB publications shall be a general responsibility of all members. To the extent that is possible all CIB publications shall be at least self-supporting financially.

Article IX. Finances

1. Annual Fees

The Secretary General shall send requests for payment within the first two months of each year. The annual membership fees shall be wholly paid 90 days after invoice date latest. For late payment the Board may levy a penalty.

In order to assist with the efficient functioning of CIB, the Board is empowered to deviate in a provisional and restricted manner from the approved system of calculation, but only in exceptional cases and subject to ratification by the next Meeting of the General Assembly; no permanent exemption from payment of fees in arrears or from payment of fees in accordance with the approved system may be granted by the Board.

2. Budget

The Secretary General shall, in consultation with the Treasurer, prepare annually a budget for the ensuing year for approval by the Board.

3. Funds

The financial resources of CIB shall comprise: income from membership fees; revenue from sales of publications and royalties; agreed share of receipts from CIB related events; income from investments; funds from other organizations, gifts and bequests the terms of acceptance of which shall be at the discretion of the Board.

4. Internal Audit

Each year the Treasurer and one more member of the CIB Administrative Committee designated for this purpose, shall perform an audit to verify whether expenditures made by the General Secretariat were correctly recorded and are justified.

Article X. Rules of Procedure

For the efficient conduct of its own operation and for the detailed conduct of the activities of CIB, the Board may develop Rules of Procedure. The Rules of Procedure then current shall be available in the office of the Secretary General at all times for inspection by any member of CIB.

Article XI. Disputes

Disputes between members concerning the functioning of CIB and the interpretation of the Constitution and By-Laws which cannot be settled amicably shall be submitted to an Arbitration Board consisting of three members; one member to be chosen by each of the parties to the dispute and the third member, who shall act as a Chairman, to be appointed by the Board. The Arbitration Board shall establish its own rules of procedure.

Article XII. Amendments to the By-Laws

Amendments to these By-Laws may be made by the General Assembly. The Board may itself sponsor a proposed amendment. The Board may also receive a proposed amendment sponsored by members capable of exercising at least five percent (5%) of the total votes and shall in such case examine the proposal and add its opinion about the proposal before its submission to the General Assembly. As required by Article 5(4) of the Constitution any amendment proposed shall be advised to members not less than three months before the next Meeting of the General Assembly, and shall be set forth in the notice of such Assembly for decision, and may be adopted by a simple majority of the votes cast at the meeting, but only if there are present legally-appointed representatives of members who in aggregate may exercise twenty-five percent (25%) of the total votes at a General Assembly if all eligible members were present and voted.