



# **CIB CONSTITUTION**

June, 2019

D133693/mls/mba

## CONSTITUTION

### Article 1.

#### Name; Legal Form; Registered Office

1. This document is the Constitution of the international, non-governmental, non-profit association "International Council for Research and Innovation in Building and Construction". The association was founded in nineteen hundred and fifty-three under the names "Conseil International du Bâtiment pour la Recherche l'Etude et la Documentation" and "International Council for Building Research Studies and Documentation". The association is hereinafter also referred to by its acronym, "CIB".
2. The legal form of the organisation is that of an association under Dutch law.
3. CIB has its registered office in Delft, the Netherlands.

### Article 2.

#### Object; Scope; Objectives

1. The object of CIB is to provide a global network for international exchange and collaboration in the field of research and innovation in building and construction, in order to promote an improved building process and an improved performance of the built environment.
2. CIB covers the technical, economic, environmental, organizational and other aspects of the built environment in all stages of the life cycle, addressing all steps in the process of basic and applied research, documentation and transfer of the research results, and the implementation and actual application of them.
3. The objectives of CIB are creating a global source of relevant information concerning the research and innovation in the field of building and construction, providing reliable and effective access to the global research community, and a forum for achieving a meaningful exchange between the entire spectrum of building and construction interests and global research.
4. CIB will work together with other international and national organisations in order to achieve its goals.

### Article 3.

#### Membership

##### 1. Types of membership

CIB distinguishes the following categories of members: ordinary members, extraordinary members, individual members and honorary members.

##### 2. Rights of each category of members

The different rights of each category of members, if any, are laid down in bylaws adopted for this purpose by the Board.

3. Ordinary and Extraordinary members

Ordinary and Extraordinary members are organisations that to a considerable extent operate in the same fields as those in which CIB takes an interest. Organisations that wish to join CIB may decide for themselves whether they want to be an Ordinary or an Extraordinary member, which they shall state in their application for membership referred to in paragraph 8 of this Article.

Once a year the organisations that are Ordinary or Extraordinary members may change their membership status by submitting a request to this end to the Secretary General, which request is referred to the Board for assessment. The Board decides whether or not to grant the request and confirms the new category of membership.

4. Individual members

Individual members are natural persons whose experience in one or more of the fields in which CIB takes an interest qualifies them to make an individual contribution to the CIB.

5. Honorary members

Honorary members are natural persons who are appointed as honorary member by the Board by virtue of the special contribution they have made to CIB over the years in promoting international building research in the widest sense of the word.

6. Members

Any reference in this and the following Articles of this Constitution and in the bylaws to "members", is a reference to all members of CIB as described in paragraphs 3 through 5 of this Article, unless the context shows that the term refers to a specific category of members.

7. Membership fee

With the exception of honorary members, the members owe an annual fee, to be set by the Board on the basis of a calculation method approved by the General Assembly.

8. Membership applications

Applications for membership must be submitted in writing to the Secretary General, and are subsequently considered by the Board. The decision whether to welcome the applicant as a member rests with the Board, which also determines the category of membership. If the Board rejects the application, the General Assembly may decide to allow the applicant as a member as yet.

9. Termination of membership

Membership of the Association ends:

- if a member who is an individual member dies, or (if it is an ordinary or

- extraordinary member) if a member ceases to exist;
- if a member cancels his membership;
  - if the Association cancels the membership. This may be because the member no longer meets the requirements of membership laid down in this Constitution or because a member fails to meet his obligations towards the Association, or if the Association may in reason not be required to continue the membership;
  - by expulsion. A member may only be expelled if the member acts contrary to this Constitution, the bylaws, or resolutions of the general members' meeting, or if the member unreasonably causes the Association harm.

A member may only cancel his membership as of the end of a calendar month by giving written notice, subject to a notice period of ninety (90) days, to be (formally) addressed to the Secretary General.

A member may not evade a resolution in which financial rights and obligations are passed in respect of him by cancelling his membership. Cancellation of membership by the Association requires a resolution of the Board, of which the member shall be notified by (formal) notice. Cancellation by the Association is subject to a notice period of four (4) weeks. However, the membership may also be cancelled with immediate effect if the Association may in reason not be required to continue the membership.

If the membership fee that is due for a year has not been paid by the end of the next year, the Governance Committee shall advise the Board on continuing or cancelling the membership.

A member may lodge an objection to the General Assembly to a resolution to cancel his membership on the ground that the Association may in reason not be required to continue the membership, and to a resolution to expel the member. The objection, which must be substantiated, must be lodged in writing within one (1) month of receipt of the notice of the resolution. The member shall be notified of the decision of the General Assembly in writing, giving reasons. During the objection period and in anticipation of the decision of the General Assembly the member will be suspended.

If the membership ends in the course of the Association's financial year, the membership fee will nevertheless be due for the entire year.

#### 10. Suspension

If the Board is of the opinion that the conduct of a member harms the interests of CIB, that member may be suspended by the Board until the next meeting of the General Assembly by virtue of a resolution passed with a two-third (2/3) majority of the members of the Board present.

Article 4.

Structure of the CIB

CIB is composed of a General Assembly, an Board, and committees to be set up and officers to be appointed by the Board, and a general secretariat.

Article 5.

General Assembly

1. Control at CIB

The control of CIB is vested in the General Assembly, which adopts the general policy, elects officers and members of the Board, and discusses the finances, activities and matters of policy of CIB, as well as other matters submitted to the General Assembly for discussion.

The General Assembly has all the powers of the Association not vested by law or in this Constitution in the Board.

2. Meetings of the General Assembly

Each year, within six (6) months after the end of the financial year, the General Assembly must convene an annual meeting (the annual meeting of the General Assembly).

The following matters are to be discussed at each annual meeting of the General Assembly:

- the annual financial accounts submitted by the Board, accompanied by the report of the Committee of Examination referred to in Article 10.5;
- the appointment of the Committee of Examination for the next financial year;
- filling of any vacancies on the Board;
- any proposals of the Board or of the members announced in the notice convening the meeting.

At each third annual meeting of the General Assembly, coinciding with the start and the end of the term of office of the Board (the three-annual meeting of the General Assembly) the General Assembly elects the CIB officers and other members of the CIB Board, in accordance with the provisions of Article 6.3 of this Constitution.

The Board is furthermore required to convene an extraordinary meeting of the General Assembly within six (6) weeks of receiving a written request thereto submitted by a number of members which together are authorised to cast five percent (5%) of the total number of votes at a General Assembly. If the Board fails to comply with such request within fourteen (14) days of the request, those who requested the extraordinary meeting may convene the extraordinary meeting of the General Assembly themselves, by performing the actions required to be taken by the Secretary General referred to in paragraph 4 of this Article.

The meetings of the General Assembly are chaired by the chairman of the Board or his deputy. In the absence of the chairman or his deputy, the meeting shall be chaired by one of the other members of the Board, to be appointed by the Board. If the chair cannot be provided for in this manner, the General Assembly appoints its own chair.

The secretary, or another person appointed for this purpose by the chairman, shall keep minutes of the proceedings of the meeting. These minutes shall be adopted and signed by the chairman and the secretary. The persons who are authorised to convene a meeting may instruct a civil-law notary to make a report of the proceedings of the meeting. The content of the minutes or of the civil-law notary's report shall be communicated to the members.

3. Voting right during the meeting of the General Assembly

The General Assembly consists of the validly appointed representatives of Extraordinary, Individual and Ordinary members of CIB. The validly appointed representative of an Ordinary member at a meeting of the General Assembly is either the person who acts as permanently appointed CIB contact at the member organisation, or another person appointed for this purpose by the member organisation and of whom the Secretary General is advised in writing. It is not possible to appoint a person as validly appointed representative of more than one member.

Each representative of an Ordinary member attending the meeting may cast thirty (30) votes; each representative of an Extraordinary member attending the meeting may cast ten (10) votes, and each Individual member may cast one (1) vote in a vote as described in this Constitution. The votes allocated to each member must be cast as one block.

Representatives of suspended members do not have voting rights.

All resolutions of the General Assembly require a simple majority of the validly cast votes, unless CIB's Constitution stipulates otherwise.

4. Convening a meeting of the General Assembly

Meetings of the General Assembly are held at a time and location to be decided by the Board, subject to the provisions of CIB's Constitution.

Annual meetings of the General Assembly are convened by the Secretary General on behalf of the Board, by notifying all members at least three (3) months in advance of the fact that a meeting of the General Assembly is to be held. The agenda for the annual meetings of the General Assembly shall be sent out by the Secretary General to all members at least three (3) months before the date of the meeting; the supporting documents shall be sent out to the members at least one (1) month before the meeting, unless the Constitution or bylaws stipulate special provisions for specific documents.

The agenda and the supporting documents for an extraordinary meeting of the General Assembly convened by at least five percent (5%) of the total number of votes as referred to in Article 5.2 of this Constitution, shall be sent out by the Secretary General to all members at least four (4) weeks before that meeting.

Any proposed amendments to the Constitution or the bylaws of CIB must be submitted at least three (3) months before the meeting in which these are to be considered.

5. Voting outside a meeting

If the Officers Committee or the Board thinks that a decision to be taken by the General Meeting may also be taken by putting a question to the members which may be answered by a simple yea or nay, the Officers Committee or the Board may decide, provided the law or the Constitution so allows, to organise a postal vote in lieu of convening a meeting.

The rules for voting set out in Article 5.3 also apply to votes held outside a meeting. Voting takes place by returning completed voting forms. The question to be put to the members shall be phrased by the Officers Committee or the Board. At least four weeks before counting the votes the members will receive a notice from the Secretary General stating the question to be answered, and the date on which the votes will be counted. The Secretary General shall make a record of the resolution and of the details of the vote. The resolution shall be signed by the President and added to the minutes of the next General Meeting.

Article 6.

Board

1. Board of CIB

The Board of CIB is tasked with managing CIB. The Board consists of up to twenty-five (25) members.

2. Composition of the Board

The Board consists of five (5) elected officers, the Immediate Past President (the Immediate Past President is automatically a member of the Board) and up to nineteen (19) other members.

Not more than two (2) members may reside in the same country.

Persons nominated as member of the Board shall either be an Individual member or an employee of an Ordinary or Extraordinary member. The nomination shall be signed by the Individual member or by the representative of an Ordinary or Extraordinary member; this person shall be the validly appointed representative of the Extraordinary, Individual or Ordinary member at the General Assembly referred to in Article 5.3 of this Constitution.

Each member may nominate not more than one member for the Board.

3. Electing and co-opting members of the Board

The five (5) elected officers and at least thirteen (13) other members of the Board are elected by the General Assembly at the three-yearly meeting by means of a written vote in which all those present and entitled to vote may take part.

The General Assembly may also resolve to appoint up to six (6) members; if these are not appointed, these members of the Board will be appointed by the Board through co-optation. Each member of the Board has equal rights to attend the meetings of the Board.

Elections of officers and other members of the Board for a new term of office of the Board at the three-yearly meeting of the General Assembly may only be held if at least twenty-five percent (25%) of the total number of votes is validly represented.

4. Tenure of the members of the Board

The term of office of each member of the Board is three (3) years. A member of the Board remains in office until the end of that term or until the end of the next meeting of the General Assembly at which his successor is appointed.

Members of the Board may remain in office for a maximum of two (2) consecutive terms; in other words, they may not hold a position in the Board for more than six (6) consecutive years. This restriction does not apply if the member of the Board is appointed as President, Vice-President, Treasurer or Chairman of CIB's Programme Committee.

5. Termination of membership of the Board

Membership of the Board automatically ends if the member organisation to which the member of the Board belongs ceases to be a member of CIB. Membership of the Board also ends if a member of the Board no longer represents the member organisation he represented at the time of his appointment as member of the Board.

Membership of the Board furthermore ends:

- at the end of the term of office of the member of the Board;
- when the member of the Board dies;
- when the member is removed by the General Assembly.

6. Removal and suspension of members of the Board

Each member of the Board may at all times be suspended or removed by the General Assembly. If a suspension is not followed by removal within three (3) months, the suspension ends.

7. Replacing members of the Board

If there are fewer than twenty-five (25) members on the Board because one or more of the members cease to be member of the Board, the remaining members or the sole remaining member shall nevertheless



constitute a competent Board. On the advice of the Board the General Assembly may appoint a substitute member to the Board for the remaining term of office of the Board, who shall come from the same country as the member he replaces. The minimum number of Ordinary members shall remain the same. The substitute member of the Board shall be appointed in accordance with the procedure set forth in paragraph 3 of this Article. If the remaining term of office of the substitute member of the Board is less than half of the full term of office of the Board, this period shall not be included in the maximum term of six years referred to in Article 6.4.

8. Meetings of the Board

The Board meets at least once every calendar year. Other meetings may be held whenever the Board deems necessary from time to time.

9. Convening meetings of the Board

Meetings of the Board are convened by the Secretary General on behalf of the President, or in the absence of the President, on behalf of the Vice-President nominated to assume the President's powers and duties.

Meetings of the Board are convened in accordance with the resolution of the last meeting, or if the President, or in his absence, one of the Vice-Presidents, deems this necessary.

Three members of the Board may submit a request to convene a meeting of the Board. Their request must be addressed to the Secretary General in writing and signed by the three members of the Board concerned. If the Secretary General has not convened the meeting within two (2) weeks from the day on which he has received the request, the three members that submitted the request may convene the meeting themselves. The meeting of the Board convened in this manner shall be held within four (4) weeks of the date of convocation.

10. Quorum

Half (1/2) of the total number of members of the Board constitute a quorum, on the understanding that the meetings of the Board must be attended by the President, or in his absence one of the Vice-Presidents.

11. Resolutions of the Board; Minutes

All resolutions of the Board require a simple majority of the votes cast by those attending the meeting, unless this Constitution or the bylaws provide otherwise, and subject to the condition that the quorum referred to in paragraph 10 of this Article is present.

If a vote ends in a tie, the President has the casting vote.

The Board may also pass resolutions outside a meeting, provided these are passed unanimously and all members of the Board have been given the opportunity to express their views in writing. The Secretary General shall make a record of the resolutions, to which he shall add the written

opinions. The resolutions shall be signed by the chairman of the meeting and added to the minutes of the meeting.

The Secretary General shall ensure that minutes are made of each meeting of the Board. The minutes shall include a report of each resolution passed by the Board and shall be adopted by the chairman of the meeting and the Secretary General by signing them.

The bylaws may stipulate additional provisions regarding the division of tasks, the meetings of the Board, and the resolutions passed by the Board.

#### Article 7.

##### Officers

##### 1. Five officers

The elected members of the Boards are the President, two Vice-Presidents, the treasurer, and the Chairman of the Programme Committee.

##### 2. Officers' Committee

At its first meeting, or as soon as possible thereafter, the Board shall set up an Officers' Committee, consisting of the elected officers and the Immediate Past President.

The meetings of the Officers' Committee are convened by the Secretary General on behalf of the President, or in his absence on behalf of the Vice-President nominated to assume the President's rights and duties; the Secretary General shall attend these meetings, unless there is a possible conflict of interest or if his personal conduct of performance is discussed.

#### Article 8.

##### General secretariat

##### 1. Secretary General

The Board appoints a Secretary General, who will be tasked with conducting the General Secretariat of CIB. The tasks of the Secretary General are decided by the Board.

##### 2. Location of the General Secretariat

The location of the General Secretariat of CIB is decided by the Board.

#### Article 9.

##### Representation in legal matters

The Board may, subject to the approval of the General Assembly, decide to enter into agreements for the acquisition, disposal or encumbrance of property subject to registration, as well as agreements under which the Association binds itself as guarantor or joint and several debtor, warrants performance by a third party, or binds itself as security for the debts of a third party. The absence of the aforementioned approval may not be invoked towards or by third parties. The CIB is represented by the Board or by the President.

The Board may appoint another officer or another member of the Board in writing to act on CIB's behalf in certain matters. The Board may also grant the

Secretary General a written power of attorney to represent CIB in certain matters.

Article 10.

Finances

1. Financial year

The financial year of CIB coincides with the calendar year.

2. Currency

The Board decides the currency in which the financial accounts of CIB are expressed and for calculating the membership fee, subject to the approval of the General Assembly.

3. Annual financial report by the treasurer to the Board

The treasurer shall submit a report to the Board on the financial results in the past year. The annual financial report of the treasurer to the Board shall be audited by a registered accountant of an accounting firm to be designated by the Board. The annual financial report requires the approval of the General Assembly. The accountant report must be kept at the office of the Secretary General and laid open for inspection by the General Assembly to interested members, and the members must at all time be able to inspect these.

4. Annual financial report by the Board to the General Members' Meeting

The Board shall keep records of the financial position of the Association in such a way that its income and expenses may at all times be known from them.

The Board shall submit the financial accounts to the annual meeting of the General Assembly, to be held each year within six (6) months after the end of the financial year, unless the General Assembly grants an extension of this period. The financial accounts comprise the balance sheet, the profit and loss account and an explanation of the management conducted by the Board in the past financial year. At the end of this period of six (6) months each member may demand these financial accounts if the Board fails to comply with its obligations.

The financial accounts and the report of its conducted management shall be kept by the Board for a period of ten (10) years.

5. Committee of Examination

Each year the General Assembly appoints from its midst a Committee of Examination consisting of at least two (2) persons who may not be members of the Board. This Committee of Examination shall audit the financial accounts of the Board and report on its findings to the General Assembly.

The General Assembly may revoke the Committee of Examination's

mandate at all times, on the understanding that a new Committee of Examination must be appointed in its stead.

Article 11.

Language

The official language of CIB is the English language.

Article 12.

Bylaws

The General Assembly may adopt bylaws, provided that these do not conflict with this Constitution.

Article 13.

Amendments to the Constitution

The General Assembly may pass a resolution to amend the Constitution, either upon the proposal of the Board or at the request of at least five percent (5%) of the members, submitted at least three months before a General Assembly, which resolution requires a majority of seventy-five percent (75%) of the votes cast in a meeting at which at least twenty-five percent (25%) of the total number of votes that may be cast are present.

An amendment to this Constitution shall not be effective until it is laid down in a notarised deed. Each member of the Board is authorised to have this deed executed before a civil-law notary.

Article 14.

Gender

Unless stated otherwise, any reference in this Constitution and the bylaws forming part thereof to the male gender also refers to the female gender.

Article 15.

Dissolution; Merger; Demerger

1. A resolution to dissolve, merge, or demerge CIB may be passed further to a proposal submitted in writing by members together representing at least twenty-five percent (25%) of the total number of the votes that may be cast. A resolution to dissolve requires a majority of seventy-five percent (75%) of the votes that might be cast if all members were present or represented and would vote at any General Assembly.
2. The General Assembly, and if it fails to do so the Board, shall appoint the liquidators and adopt the rules for the liquidation.  
If the liquidation takes place further to a resolution to dissolve CIB, any surplus remaining after the liquidation will be distributed among the remaining members at the time of the resolution to dissolve the Association, pro rata to the last contribution they have paid. The resolution to dissolve the Association may stipulate a different provision for allocating the surplus. In the event of a merger the surplus shall be transferred to the acquiring company.