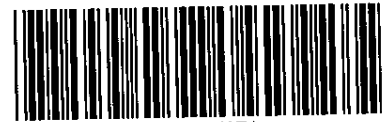




RULES AND REGULATIONS

WEDNESDAY



R8G7RN1T

RM

16/10/2019

#287

COMPANIES HOUSE

INDEX

	Page
Introduction	1-4
Articles of Association	
1 Interpretation	5
2 Members	5
3 Membership	6
4 General Meetings	6
5 Notice of General Meetings	6
6 Proceedings of General Meetings	7-8
7-14 Votes of Members	9-11
15-16 Governing Council	11
17-38 Executive Council	11-19
39 Secretary	19
40 Minutes	19
41 The Seal	19
42-43 Accounts	19-20
44 Reports	20
45 Employments of Professional Retainers	20
46 The Institute's Property	20
47 Code of Professional Conduct	20-23
48 Social Activities	23
49 Charitable Trusts	23
50 Notices	24
51 Voluntary Winding Up	24
52 Indemnity	24
Rules	
1 Interpretation	25
2 Membership	25-27
3 Qualification and Election to Membership	27
4 Fees	27-28
5 Government	28-29
6 Governors	30
7 Regions	30
8 Committees	30-35
9 Meetings	35-37
10 Executive Council Members	37-38
11 Company Secretary	38
12 Finance	38-39
13 Expenses	39
14 Sports and Leisure Association	39
15 Termination of Membership	39-40
16 Institute Property	40
17 Employment of Professional Retainers	40
18 Constitutional Requirements for Regions	40-41
19 Regional Management Committee	42
20 Regional Membership, Education & Practice Committee – if formed	42-43
21 Regional Officers – Duties & Responsibilities	43-44
22-25 Limitation of the region's Officers, Committee Members & Members	44-45

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
MEMORANDUM OF ASSOCIATION OF
THE INSTITUTE OF CONSTRUCTION MANAGEMENT**

1. The name of the Company (hereinafter referred to as the Institute) is

“THE INSTITUTE OF CONSTRUCTION MANAGEMENT”

2. The Registered Office of the Institute will be situated in England
3. (a) The objects for which the Institute is established (the “Objects”) are to promote for the public benefit and to advance the art and science of Construction Management in relation to the arts, the trades and professions, the applied Sciences, the administration of government and public service, commerce and industry and to advance public education therein.

To ensure that it is seen as a profession with a base of ethics, a body of knowledge and a system of operation comparable to those of the traditional professions, establishing membership as a development process encompassing underpinning knowledge, competence, experience and qualifications and to promote education in the sphere of Construction Management and in furtherance thereof:

- (b) To advance knowledge in the sphere of construction management (hereinafter referred to as the Profession)~ by discussion, inquiry, experiment and other means and to diffuse such knowledge regarding the Profession by means of technical and other lectures, programmes and publications, exchange of information and otherwise;
- (c) To provide a central organisation for the Profession, and generally to do all such things as from time to time may be necessary to elevate the status and procure the advancement of the interests of the Profession, to confer, consult, maintain contact and collaborate with any authorities, associations, societies, institutions or bodies of persons for the time being established in the United Kingdom or elsewhere;
- (d) To provide for the better definition and protection of the Profession by a system of examinations and tests of knowledge and experience of the principles and skills of management and the issue of certificates and diplomas to those who pass such examinations and tests; provided that no certificate or diploma shall be issued by the Institute, which does not state clearly on its face that it is not issued by or under the authority of any government department or authority but is issued by the Institute only; to institute and establish scholarships, grants, rewards and other benefactions;
- (e) To provide an information service in all areas concerning appointments open to members of the Institute;
- (f) To procure the recognition of the Institute by Government, Public, Local and other authorities and as a influential Organisation for the improvement of construction management performance;
- (g) To arrange for the Social Activities between Members of the Institute;

- (h) To establish Regions and Special Interest Groups of the Institute (whether autonomous or not) centres, district, branch or section societies and local and other associations for the promotion of all or any of the objects of the Institute in any part of the world;
- (i) To provide legal assistance for the protection of the interests of the members or a member of the Institute in cases involving questions of principle affecting the interests or status of Construction Managers generally, but not those of the individual member or members only;
- (j) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges, which the Institute may think necessary or convenient for the promotion of its objects and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Institute;
- (k) To take any gift of property, whether subject to any trust or not, for any one or more of the objects of the Institute;
- (l) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Institute as may be thought expedient with a view to the promotion of its objects;
- (m) To borrow or raise money for the purposes of the Institute on such terms and on such security as may be thought fit;
- (n) To invest the moneys of the Institute not immediately required for its purpose in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions and such consent as may be for the time being be imposed or required by law and subject as hereinafter provided;
- (o) To undertake and execute any charitable trusts which may lawfully be undertaken by the Institute;
- (p) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Institute or calculated to further its objects;
- (q) To make any charitable donation either in cash or assets in furtherance of the primary objects of the Institute;
- (r) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants, debentures, and other negotiable or transferable instruments;
- (s) To pay out of the funds of the Institute the costs, charges and expenses of and incidental to the formation and registration of the Institute;
- (t) To do all such things as will further the attainment of the above objects or any of them,

Provided that

- (u) In case the Institute shall take or hold any property which may be subject to any trusts. the Institute shall only deal with or invest the same in such manner as allowed by law having regard to such trusts;

- (v) The objects of the Institute shall not extend to the regulation of relations between workers and employers or Organisations of workers and Organisations of employers;
- (w) In case the Institute shall take or hold any property subject to the Jurisdiction of the Charity Commission for England and Wales, the Institute shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Executive Council shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for and for the due administration of such property in the same manner and to the same extent as they would as such Executive Council or Committee of Management or Governing Body have been if no incorporation had been affected and the incorporation of the Institute shall not diminish nor impair any control or authority exercisable by the Chancery Division, the Charity Commission over such Executive Council or Committee of Management or Governing Body, but they shall as regards any property be subjected jointly and separately to such control or authority as if the Institute were not incorporated.

4. The income and property and assets of the Institute shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Institute within the meaning of section 22 of the Companies Act 1985 or to any member of its Governing Council or General Council or Executive Council.

Provided that nothing herein shall prevent any payment in good faith by the Institute

- (a) of reasonable and proper remuneration to any member officer or servant of the Institute, not being a member of its Governing Council or Executive Council or General Council for any services rendered to the Institute;
- (b) to any member of its Governing Council or Executive Council or General Council for out-of-pocket expenses for any authorised services rendered to the Institute;
- (c) of professional fees to any member of its Executive Council, or to any firm or body corporate in which any such member is beneficially interested, for services rendered to the Institute when instructed by the other members of the Executive Council to act in a professional capacity on behalf of the Institute;
- (d) of remuneration to any member of the Executive Council for services rendered to the Institute (including services rendered as such member);

Provided that

- (e) such member shall not be present at or take part in any discussion or decisions relating to such fees or remuneration;
- (f) any decision to pay fees or to remunerate such member shall be taken unanimously by the other members present and voting at the meeting at which the decision is made;
- (g) the other members are satisfied that the engagement of such member's services is

expedient in the interests of the Institute having regard to his ability, qualifications or experience and that the level of fees or remuneration is reasonable and proper having regard to the services rendered.

5. The liability of the members is limited.
6. Every member of the Institute undertakes to contribute to the assets of the Institute, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, and of the costs, charges and expenses of the contributories among themselves, such amount as may be required not exceeding £1.
7. If upon the winding up or dissolution of the Institute there remains after the satisfaction of all its debts and liabilities, any property or assets whatsoever the same shall not be paid to or distributed among the members of the Institute, but shall be given or transferred to The ICM Members Benevolent Trust subject to the consent of the Charity Commission.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES AND ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

GEORGE H.W. LEACH Surveyor	44 Northumberland Avenue Reading, Berks.
JACK CADMAN Contracts Manager	49 Green Lane, Tutbury, Burton on Trent, DE13 9NN
FRANCIS HORNBY FISHER HARDSTAFF Building Manager	21 Lincoln Wood Haywards Heath, West Sussex
TERENCE EDWARD GROVES Surveyor	30 Kingsmead, Cuffley, Herts, EN6 4AN
DENNIS HAROLD COLLETT Contracts Manager	15 Springfield Road Botley, Oxford
GEORGE EDWARD LYDDON Contracts Manager	34 Norlands Lane Thorpe, Egham, Surrey
A.J. LIVINGSTONE Site Agent	1 Chadworth Crescent Paulsgrove, Portsmouth, Hants
FRANK H. BUSH Contracts Director	9 Farnham Road Welling, Kent, DA16 1LS

Dated this 20th day of July, 1978
Witness to the above Signatures -
Solicitors
Freedman & Co.
18 Mansfield Street, London W1M 9FG

C.F. BOURGEOIS

The Companies Act 1985

A Company Limited by Guarantee and not having a share capital

ARTICLES OF ASSOCIATION

THE INSTITUTE OF CONSTRUCTION MANAGEMENT

1. Interpretation

In these regulations;-

“the Act” means the Companies Act 1985 as amended by the Companies Act 1989 including any statutory modifications or re-enactment thereof for the time being in force.

“the Statutes” means the Companies Act 1985 and every other Act for the time being in force concerning companies registered under the Act and affecting the Institute, “the Institute” means the Institute of Construction Management

“the Council” means the Executive Council of the Institute

“the Regions” means a body of members represented by an elected committee who manages the affairs of the Institute at a local level

“the Articles” means the articles of the Institute “Executed” includes any mode of execution

“Office” means the registered office of the Institute “the Seal” means the common seal of the Institute

“Secretary” means the secretary of the Institute or any other person, or body of persons, company, or firm appointed to perform the duties of the secretary of the Institute, including a joint, assistant or deputy secretary

“the United Kingdom” means Great Britain and Northern Ireland “clear days” means exclusive of the day of service and the day of the meeting “the Rules” means the Rules from time to time made by Council under the powers contained in the Articles

“the Statutory Members” means the members of the Institute within the meaning of section 22 of the Act.

“the Members of the Institute” means all members of the Institute of every grade Statutory and Non-Statutory.

Words importing the masculine gender only shall include the feminine gender Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory regulations thereof not in force when these regulations become binding on the Institute.

2. Members

The number of members with which the Institute proposes to be registered is unlimited.

3. The members of the unincorporated body known as The Institute of Construction Management as at the date of incorporation shall be admitted to membership; and such other persons as the Council shall admit to membership in accordance with the articles and in accordance with the provisions of the rules shall be members of the Institute. Every person who wishes to become a member shall deliver to the Institute an application for membership in such a form, as the Council require executed by him.

- 3.1 For the purposes of the Statutes there shall be six grades of membership. Other grades of membership may be set up from time to time by Council but persons admitted to those grades shall not be members for the purposes of the Statutes.

Council may authorise such persons to use such distinguishing letters as Council thinks fit. Council shall also have power at its discretion to discontinue admissions to any grade of non-statutory membership or to close down any such grade or grades. Particulars of persons admitted to the grades not being grades of Statutory Membership will not be entered in the Register of Members kept pursuant to section 352 of the Act.

- 3.2 A member may at any time withdraw from the Institute by giving at least one months notice, in writing, to expire on December 31, to the Institute.
- 3.3 Membership shall not be transferable and shall cease on death.
- 3.4 Every member of the Institute shall be bound to further to the best of his ability the objects of the Institute and shall observe the Memorandum of Association, the Articles of Association and the Rules of the Institute made pursuant to the powers in that behalf herein contained.
- 3.5 Any member of the Institute may be excluded from membership of the Institute by a resolution of the Executive Council acting upon the recommendation of the General Council whose function is to consider the conduct of such member in accordance with Article 47 'Code of Professional Conduct' (Guide to Professional Management Practice) made under these Articles for the time being in force.

4. General Meetings

All general meetings other than annual general meetings shall be called extraordinary general meetings.

The Council may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after the receipt of the requisition. If there are not within the United Kingdom sufficient members of the Council to call a general meeting, any member of the Council or any member of the Institute may call a meeting.

5. Notice of General Meeting

An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person to the Council shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed.

The notice shall specify the date, the time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual general meeting shall specify the meeting as such

- 5.1 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
- 5.2 A person present, either in person or by proxy, at any meeting of the Institute shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.

6. Proceedings at General Meetings

All business shall be deemed special that is transacted at an extraordinary general meeting and also that which is transacted at an annual general meeting with the exception of the consideration and acceptance of the Financial Statement (income and expenditure account and balance sheet), the consideration and acceptance of the report of the recording accountants, the appointment or re-appointment of the recording accountants, the fixing of the remuneration of the recording accountants, the consideration and acceptance of the report of the President, the consideration and acceptance of the report of the Company Secretary, the consideration and acceptance of the report of the Director of Finance, the consideration and acceptance of the report of the Director of Education and Training, the consideration and acceptance of the report of the Director of Membership, the consideration and acceptance of the report by the Director of Policies and Performance, the consideration and acceptance of the Elected Delegates and the consideration and acceptance of the report of the Secretary of the Overseas Region, and the appointment or re-appointment of members of the Executive Council.

6.1 No business shall be transacted at any annual general meeting or extraordinary general meeting unless a quorum is present. Save as herein otherwise provided, five member present and entitled to vote upon the business to be transacted shall be a quorum.

6.2 If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such a time and place as the Council may determine.

If the meeting is convened upon the requisition of members it shall be dissolved.

6.3 The President of the Institute shall preside or Chairman at every general or extraordinary general meeting of the Institute, or if the President shall not be present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act the Vice-President shall preside as chairman, or if he is not present or unwilling to act the Junior Vice-President assisted by the Immediate Past President shall preside as chairman, or if he is not present or is unwilling to act the Council members present shall elect one of their number to be Chairman of the meeting.

6.4 If no member of Council is willing to act as chairman, or if no member of Council is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be the chairman.

6.5 The chairman may, with the consent of a meeting at which a quorum is present (and shall be so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more; at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

6.6 A resolution put to the vote of a meeting shall be decided on a show of hands, unless before, or on the declaration of the result of the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:- by the chairman; or by at least three members present and having the right to vote at the meeting; or by a

member or members representing not less than one-tenth of the total voting rights of members having the right to vote at the meeting; and a demand by a person as proxy for a member shall be the same as a demand by the member.

- 6.7 Unless a poll is duly demanded a declaration that a resolution has been carried or unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against the resolution.
- 6.8 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
- 6.9 A poll shall be taken as the chairman directs and he may appoint scrutinizers (who need not be members) and fix a time and place for declaring the result of the poll the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 6.10 In the case of equality of votes, whether on a show of hands or on a poll, the Chairman shall be entitled to a casting vote in addition to any other vote he may have. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place, as the Chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn the meeting shall continue as if the demand had not been made. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken. Subject to the provisions of the Act, a resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

6.11 Point of Order

A point of order may be raised without notice and should be raised (and taken) immediately the alleged irregularity or impropriety becomes apparent, e.g. where a quorum is not present or offensive language is used. The ruling of the Chairman upon a point of order shall be given forthwith, but a terse discussion of the point raised may be allowed.

The Chairman's decision is conclusive and final.

6.12 Any Other Business

At any general meeting or extraordinary general meeting any other business, or further business, may be accepted at the discretion of the Chairman provided that it does not call for an alteration of the Memorandum of Association, the Articles of Association or the Rules, the winding up of the Institute, the transfer of any of the Institute's assets, the borrowing of money, or any expenditure not within the immediate financial resources of the Institute.

7. **Votes of Members**

When a vote is taken on a show of hands, every Statutory Member present and entitled to vote shall, as such, have one vote only. On a poll, every Statutory Member shall have one vote only.

On a poll votes may be given personally or by proxy. Non-Statutory Members, such as, Honorary Members, Affiliated Company Members and Trade Support Members shall be entitled to be present at General Meetings and to take part therein but only Statutory Members may vote

8. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Council of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
9. No objection shall be raised to the qualifications of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objections made in due time shall be referred to the Chairman whose decision shall be final and conclusive.
10. No member shall be entitled to vote either in person or by proxy at any general meeting or extraordinary general meeting unless all moneys due and payable by him to the Institute have been paid not less than 7 clear days before the date appointed for holding the meeting.
11. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointer and shall be in the following form (or in a form as near to as circumstances allow or in any other form which is usual or which the Council may approve). The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Institute at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

11.1 INSTITUTE OF CONSTRUCTION MANAGEMENT

I,
of Region
being a member of the above named Institute (Company) hereby appoint
.....
of Region
or failing him
of Region
as my proxy to vote in my name and on my behalf at the annual general meeting or
extraordinary general meeting* of the Institute, to be held on
of and at any adjournment thereof.

Signature

12 Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Council may approve).

INSTITUTE OF CONSTRUCTION MANAGEMENT

I,
of Region
being a member of the above named Institute (Company) hereby appoint
.....
of Region
or failing him
of Region
member of the above named Institute (company),
as my proxy to vote in my name and on my behalf at the annual general meeting or
extraordinary general meeting* of the Institute, to be held on
of and at any adjournment thereof.

Signature

This form to be used in respect of the resolutions mentioned below as follows;

Resolution No 1	for*	against*
Resolution No 2	for*	against*
Resolution No 3	for*	against*
Resolution No 4	for*	against*
Resolution No 5	for*	against*
Resolution No 6	for*	against*

Please delete the appropriate word*

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain.

Signed _____ Date _____

13. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other approved by the Council may;

- (a) be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Institute in relation to the meeting, not less than 48 hours before the time for holding the meeting, or adjourned meeting at which the person named in the instrument proposes to vote; or;
- (b) in the case of a poll taken more than 48 hours after it has been demanded, be deposited as aforesaid after the poll has been demanded but not less than 24 hours before the time appointed for the taking of the poll; or
- (c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any Council member; and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

14. A vote given or a poll demanded by proxy or by the duly authorised representative of a member shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Institute at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

15. **Governing Council**

To be abolished and replaced by one body – The Executive Council.

16. Elected Councillors to be replaced by Delegates representative for all Regions. Two representatives from each Region to be invited to attend Executive Council meetings. Where a Director is a member of a particular Region that Region to be asked to elect one Delegate. Where there is no Director from a Region that Region to be asked to elect two Delegates to attend the Executive Council meeting.

The Delegates would not be entitled to vote at the Meeting nor would they have the responsibilities of a Director.

17. **The Executive Council**

The first Executive Council members shall be those persons who at the date of the incorporation of the Institute were members of the respective Council of the unincorporated body.

17.1 The Executive Council shall consist of the:-

- President
- Vice-President
- Junior Vice-President
- Director of Finance
- Director of Education and Training
- Director of Membership
- Policy and Performance

Two Elected Councillors the representatives of the General Council.
The Immediate Past President
Any of the Governors
Webmaster

In accordance with the Statutes and the articles the members of the Executive Council are the Directors of the Institute with equal duties and responsibilities and no director can assign his office.

18. Appointment and Retirement of Executive Council members

At the first annual general meeting all members of the Council shall retire from office and at every subsequent annual general meeting the members of the Council who are subject to retirement shall retire and may offer themselves for reappointment.

No person other than a member of the Council retiring shall be appointed a member of the Council at any general meeting unless;

- (a) he is recommended by the Council; or
- (b) not less than thirty five days before the date appointed for the meeting, a notice executed by a statutory member qualified to vote at the meeting and seconded by two statutory members qualified to vote at the meeting has been sent to the Institute of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed be required to be included in the Institute's register of Council members such notice to be countersigned by that person as confirmation of his willingness to be appointed or reappointed.
- (c) the notice (nomination form) shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual which the Council may approve).

The Company Secretary will ensure that nomination forms are sent to Regional Secretaries not later than April 01.

19. **INSTITUTE OF CONSTRUCTION MANAGEMENT**

NOMINATION FORM

I
of Region
hereby give notice before the date appointed for the Annual General Meeting that
.....
of Region
is Nominated for appointment as to the Executive Council for a period of four years.
Firstly as Vice-President then by biennial accession to President, to be appointed by the
members voting in person or by proxy at the Annual General Meeting.

Please print in block capitals

Proposed by
Signature Date.....
Seconded by Date.....
Signature Date.....
Seconded by Date.....
Signature Date.....

Nominee's Declaration

I
of Region

am willing to be nominated for appointment to the Executive Council in accordance with the
above details and confirm that I understand that if appointed to the Executive Council I shall
become a Director of the Institute and a Trust of the I.C.M. Members Benevolent Trust and I
am fully aware of the duties and responsibilities I shall inherit as a Director and a Trust.

Nominee's Signature Date

Please forward to the Company Secretary with a curriculum vitae detailing your experience
in the administrative affairs of the Institute not less than 35 days before the date appointed
for the Annual General meeting.

19(a) THE INSTITUTE OF CONSTRUCTION MANAGEMENT

NOMINATION FORM

I
of Region
hereby give 35 days notice before the date appointed for the Annual General Meeting that
.....
of Region
is Nominated for appointment as
to be appointed by the members voting in person or by proxy at the annual general meeting
to hold office for a period of one to three years, the nominee to decide the length of period,
after which, at the next following annual general meeting he may be reappointed.

Please print in block capitals

Proposed by
Signature Date
Seconded by Date
Signature Date
Seconded by Date
Signature Date

Nominee's Declaration

I
of
am willing to be nominated for appointment to the Executive Council as
..... and confirm that I understand
that if appointed to the Executive Council I shall become a Director of the Institute and that I am
fully aware of the duties and responsibilities I shall inherit as a Director.

Nominee's Signature Date

Please forward to the Company Secretary with a curriculum vitae detailing your experience
in the administrative affairs of the Institute not less than 35 days before the date appointed
for the Annual General meeting.

20. **Governors**

The Council may appoint Governors of the Institute up to a maximum of three who shall be
appointed from members of the Institute.

Any Governors shall be eligible for appointment to the Executive Council.

21. Not less than twenty-one clear days before the date appointed for holding a annual general
meeting notice shall be given to all who are entitled to receive notice of the meeting of any
person (other than a Council member retiring at the meeting who is recommended by the
Council for appointment or reappointment as a Council member at the meeting or in respect
of which notice has been given to the Institute of the intention to propose him at the meeting
for appointment or reappointment as a Council member. The notice shall give the particulars
of that person which would, if he were so appointed or reappointed be required to be included
in the Institute's register of Council members.

22. Subject as aforesaid, a member of Council who retires at an annual general meeting may, if willing to act, be reappointed. If he is not reappointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.

23. Appointment of Members to Executive Council

- (a) A Junior Vice-President shall be appointed biennially by the members voting in person, or by proxy, at a annual general meeting, such appointment to the Council to be for a period of six years with progression, by biennial accession, to Vice-President and President. Should the office of Junior Vice-President become vacant the Council shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after the office became vacant to elect a new Junior Vice-President to complete the unexpired biennial period.
- (b) The Vice-President shall, by act of accession, be the person who held the office of Junior Vice-President during the preceding biennial period. Should the office of Vice-President become vacant during the biennial period the Junior Vice-President shall accede to office.
- (c) The President shall, by act of accession, be the person who held the office of Vice-President during the preceding biennial period. Should the office of President become vacant during the biennial period the Immediate Past President shall act as President until the next following Annual General Meeting when the Vice-President shall accede to office.
- (d) The Director of Finance, the Director of Education and Training, the Director of Membership, the Director of Policies and Performance, shall be appointed by the Statutory members voting in person or by proxy, at the annual general meeting, to hold office for a period of one to three years, the appointee to decide the length of his appointment, after which, at the following annual general meeting any one may be reappointed.
- (e) One Delegate from each Region if not already represented on the Council will be allowed to represent their Region and become a full member of the Council.
- (f) The Immediate Past President may be appointed to the Council, by the Statutory members voting in person or by proxy at the annual general meeting, for a maximum period of two years
- (g) Any Governor of the Institute will be appointed to the Council.
- (h) If a single person is appointed to more than one of the offices referred to in to or if the Immediate Past President or a Governor is so appointed no extra Council vacancy shall be hereby created.
- (i) Any member of the Council appointed by the statutory members voting in person or by proxy at the Annual General Meeting may be removed from office by the statutory members voting in person or by proxy on a ordinary resolution of which special notice has been given, in accordance with the requirements of the Act, before the expiration of his period of office notwithstanding anything in these Articles, or in any arrangements between the Institute and such Council member. Such removal shall be without prejudice

to any claim or claims such Council member may have for damages for breach of any contract of service between him and the Institute.

24. Only a Associate Member, Corporate Member or Fellow of the Institute shall be eligible for appointment to the Executive Council.
25. An Editor may be appointed by the Council for such term, not exceeding three years, and upon such conditions as they may think fit, and any Editor so appointed by the council ma be removed by the Council.

26. Powers of Executive Council members

Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Institute shall be managed by the Council who may exercise all the powers of the Institute and do so on behalf of the Institute all such acts as may be exercised and done by the Institute, and as are not by the Statutes or by the Articles required to be exercised or done by the Institute in General Meetings, subject nevertheless to any regulations, not being inconsistent with the Articles or the Rules, as may be prescribed by the Institute in General Meetings. No alteration of the memorandum or article and no such direction shall invalidate any prior act of the Council which would have been valid if that alteration had not been made or that direction had not been given.

The powers given by this regulation shall not be limited by any special power given to the Council by the articles and a meeting of members of the Council at which a quorum is present may exercise all powers exercisable by the Council.

- 26.1 The Council may exercise all the powers of the Institute to borrow money, and to mortgage or charge its undertakings and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Institute or of any third party.
- 26.2 The Council may, by power of attorney or otherwise, appoint any person, or body of persons, company or firm to be the agents of the Institute for such purposes and on such conditions as they may determine, including authority for the agent to delegate all or any of his powers.

The Council may delegate any of their powers to committees consisting of such member or members of their body as they think fit, any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Council, such committee may also include, if considered necessary or appropriate members of the Institute who are not members of the Council, provided always that the chairman is a member of the Council. The resolution making that delegation shall specify the financial limits within which any committee shall function.

27. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.

28. Delegation of Executive Council Powers

The Council may delegate any of its powers to any committee consisting of one or more Council members. They may also delegate to any President or any Council member holding

any other executive office such of its non discretionary powers as they consider desirable to be exercised by him.

Any such delegation may be made subject to any conditions the Council may impose and either collaterally with or to the exclusion of their own powers and may be evoked or altered. Subject to such conditions, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of the Council so far as they are applicable.

The resolution making that delegation shall specify the financial limits, if any, within which any committee may function.

29. Disqualification of members of the Executive Council

The office of a member of the Executive Council shall be vacated if,

- (a) he ceases to be a Council member by virtue of any provision of, the Act relating to Directors or he becomes prohibited by law from being a Council member;
- (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) he is, or may be, suffering from mental disorder and either; he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960 or
an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs, or
- (d) he resigns his office by notice to the Institute; or
- (e) he shall have been absent without the permission of the Council from two consultative meetings of the Council and the Council shall resolve that his office be vacated.

30. Proceedings of Executive Council

Subject to the provisions of the articles, the Council may regulate their proceedings as they think fit. A Council member may, and the secretary at the request of a Council member shall, call a meeting of the Council. It shall not be necessary to give notice of a meeting to a member of the Council who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote.

- 31. The quorum for the transaction of the business of the Council may be fixed by the Council and unless so fixed at any other number shall be seven.
- 32. The continuing Council members or a sole continuing Council member may act notwithstanding any vacancies in their number, but, if the number of Council members is less than the number fixed for the quorum, the continuing Council members, or Council member, may act only for the purpose of calling a general meeting

33. All acts done by a meeting of the Council, or a committee of the Council, or by a acting as Council member shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Council member or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Executive Council member and had been entitled to vote.
34. A resolution in writing signed by all the Council members entitled to receive notice of a meeting of the Council or of a committee of the Council shall be as valid and effectual as if it had been passed at a meeting of the Council or (as the case may be) a committee of the Council duly convened and held and may consist of several documents in the like form each signed by one or more members of the Council.
35. If the Council shall so decide, any member of the Council may participate in a meeting of the Council by way of video conferencing or conference telephone or similar equipment which allows every person participating to hear and speak to one another throughout such meeting. A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in the quorum and be entitled to vote. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is not such group, where the chairman of the meeting is.
36. Save as otherwise provided by the articles, a Council member shall not vote at a meeting of the Council or of a committee of the Council on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Institute unless his interest or duty arise only because the case falls within one or more of the following paragraphs;
- (a) the resolution relates to the giving by him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the Institute;
- (b) the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the Institute which the member of the Council has assumed responsibility in whole or in part and whether alone or jointly with others under a guarantee or indemnity or by giving of security;
- (c) his interest arises by virtue of his subscribing or agreement to subscribe for any debentures, of the Institute or by virtue of his being, or intending to become a participant in the underwriting or sub-underwriting of an offer of any debentures by the Institute for subscriptions, purchase or exchange.
- (d) the resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by the Board of Inland Revenue for taxation purposes.

For the purpose of the regulation, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the Institute), connected with a Council member shall be treated as an interest of the Council member.

37. A Council member, although part of the quorum at a meeting, shall not be present during the meeting in relation to a resolution on which he is not entitled to vote.

38. If a question arises at a meeting of the Council or of a committee of the Council as to the right of a member of the Council to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any Council member other than himself shall be final and conclusive.

39. **Secretary**

Subject to the provisions of the Act, the Council shall appoint any person, or body of persons, company or firm to perform the duties of secretary of the Institute, including a joint, assistant or deputy secretary, for such term, at such remuneration and upon such conditions as they may think fit, and any person, body of persons, company or firm so appointed may be removed by the Council.

40. **Minutes**

The Council shall cause proper minutes to be made of the proceedings of all meetings of the Institute and Executive Council and all business transacted at such meetings, and any such minute of any meeting, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts herein stated.

41. **The Seal**

The seal shall only be used by the authority of the Council or committee of members of the Council authorised by the Council. The Council shall determine who shall sign any instrument to which the seal is affixed and unless so determined it shall be signed by a member of the Council and by the secretary or by a second member of the Council.

42. **Accounts**

The Council shall cause proper and sufficient books of accounts to be kept (in such manner as to give a true and fair view of the state of the Institute's affairs) with respect to the sums of money received and expended by the Institute in accordance with the Act.

42.1 The Council shall from time to time in accordance with the Act and Article 12, cause to be prepared and laid before the Institute at an annual general meeting, for consideration and approval, such income and expenditure accounts, balance sheets, and financial reports as are referred to in the Act and or the Articles for the period since the last preceding accounts.

42.2 The Council shall ensure the accounting records are kept at the registered office of the Institute or, subject to the provisions of the Act, at such other place or places as the Council think fit, and shall always be open to inspection by members of the Council during business hours.

42.3 The Council may, in accordance with the Act and the Articles, appoint recording accountants who shall prepare accounting records for submission to the membership at an Annual General Meeting.

42.4 No member of the Institute (not being a Council member) shall have any right of inspection of any account or book or document of the Institute except as conferred by statute or the articles or authorised by the Council.

43. The Institute in General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the members of the accounts and books of the Institute, or any of them, and subject to such conditions and regulations the accounts and books of the Institute shall be open to the inspection of members at all reasonable times during business hours.

44. Reports

A copy of each report will be available at the Annual General Meeting and time given to discuss and answer any questions on the reports.

45. Employment of Professional Retainers

A company or firm of Solicitors may be retained for the purpose of legal guidance to the Institute and a company or firm of Accountants may be retained for the purpose of preparing the Institute's Annual Financial Statement and to comply, if relevant, with the Act, the Memorandum of Association and the Articles of Association.

The Council shall have the power to appoint the Professional Retainers, such appointments to be reviewed by the Council from time to time.

46. The Institute's Property

The President, Vice-President and Past Presidents and all other Officers of the Institute so entitled may wear the insignia of their office at all meetings and all engagements at which they attend on behalf of the Institute and or their Region.

All the Institute's property (including insignias of office whether pre or post incorporation) shall be insured on behalf of the Institute by the Council, who shall from time to time review the valuation for insurance purposes.

46.1 The President of the Institute shall, on vacating office at the end of his biennial term of office be presented with a President's medallion which shall be inscribed with his name and period of office, and this will be his personal property.

47. Code of Professional Conduct (Guide to Professional Management Practice in the Profession) Pursuant to Article 3.4

47.1 Every Statutory Member shall: order their conduct so as to uphold and enhance the dignity, standing, reputation, integrity and status of the Institute and the profession by leadership, coordination, personal example and commitment, suppress dishonourable and unprofessional conduct and practices; comply with the law, custom and practice of the country in the world in which they are currently employed, and as far as is practicable, this Code of Professional Conduct (Guide to Professional Management Practice in the Profession).

47.2 A Statutory Member shall not: attempt to supplant another statutory member of the Institute or misuse their authority or office, or maliciously or recklessly injure or attempt to injure, whether directly or indirectly, the dignity, standing, professional or personal reputation, integrity, prospects or business of any other person.

47.3 Statutory members may make their professional expertise and experience available to others as a salaried employee, author or teacher, or undertake an advisory service in connection with the construction industry.

47.4 Statutory Members who give professional service as a salaried employee shall discharge their duties and responsibilities to their employer with complete fidelity and probity.

In particular:

- (a) when acting professionally, act for their employer only, and the salary and any other benefits paid by that employer shall constitute their only remuneration,
- (b) they shall not accept, except from their employer, any trade commission, discount, allowance or indirect profit in connection with or arising out of any works upon which they are employed; nor enter into any arrangements which unlawfully inhibit the process open competition.
- (c) they shall not divulge to any person, firm or company, any information relating to the business activities or processes of their employer acquired during the course of their duties or employment.
- (d) they shall not, without the written consent of their employer render any service with or without remuneration, which conflicts with their employer's interest.
- (e) they shall not, without fully declaring their interest to and obtaining the written consent of their employer, enter into any arrangement or contract with any company or concern or person in which they might be interested or where they could obtain personal benefit,
- (f) they shall, neither offer nor accept any gift, favour or hospitality intended as, or having the effect of, bribery and corruption,
- (g) they shall, in fulfilling their duties and responsibilities to their employer, have full regard to the public interest and to all aspects of the project including aesthetic and economic factors,
- (h) they shall, ensure that all their subordinates are aware of their duties and responsibilities, especially in relation to those of others, and encourage the improved performance of their subordinates and the development of,
- (i) they shall, ensure that disciplinary or other corrective action is constructive and respects the dignity of all concerned,
- (j) they shall, refrain from engaging in any activity which impairs their effectiveness as a manager, and in any instance of conflict arising from their membership of a trade union, trade association or other body, they must act in accordance with their own judgement and the standards of the Institute.

47.5 Statutory members shall, apply the lawful policies of their employer and carry out all instructions with integrity, define and maintain an organisation structure, allocate responsibilities and encourage the achievement of objectives by teamwork where appropriate, consult and communicate clearly and strive to minimise misunderstandings and promote good relations between all who work in the organisation.

47.6 Health and Safety - Statutory members shall at all times have comprehensive knowledge of and due regard for legislation in respect of Health and Safety and Welfare as it effects all parts of the construction process, from design, construction, maintenance to demolition.

- (a) they shall be responsible for ensuring that colleagues and others involved with the construction process are aware of and understand their responsibilities under current legislation, in particular they are expected to; have competence to undertake risk assessment and to ensure that the outcome from the assessment is adhered to, be

committed to providing a safe, clean and tidy working environment for all concerned in the construction process, and at all times to comply with current legislation and Best Practice and provide and encourage all under their control to undertake training and continual professional development in Health and Safety matters,

- (b) they shall have a Health and Safety plan for all construction activities, keeping the plan up to date with current legislation and ensuring that the plan is adhered to, ensure that all records are properly kept, documented and filed correctly for easy access and inspection, and available for audit at all times, be prepared and committed to take any disciplinary action against any person, or persons, who abuse or ignore any instruction thereby putting others at risk.

- 47.7 Statutory members who offer or undertake an advisory service shall do so only in those fields in which they are competent and qualified by their education, training and experience. The term "Advisory Service" includes but is not necessarily limited to, the giving advice upon the, alteration, construction, contract management, maintenance, project management, repair of a building or other structure, including method feasibility or cost in the form of written or verbal reports or drawings.
- 47.8 Statutory members shall not undertake all or part of a particular advisory service for which they knowingly lack sufficient professional or technical competence, or adequate resources to meet their obligations and shall, either decline to give advice, obtain appropriate competent assistance, or advise the client where competent advisory services may be obtained.
- 47.9 Statutory members shall when providing an advisory service pay regard to all aspects of the project including aesthetic, economic, health and safety factors, current technical specifications, working procedures, society and the environment,
- 47.10 Statutory members shall before undertaking an advisory service agree with their client; the nature, extent and timing of the proposed service, and where appropriate, the manner in which it is to be provided, the scale and basis of any charges to be made, including any for abandoned work, the basis of reimbursement of travelling and other expenses, the procedures for settlement in the event of a dispute, and before commencing the advisory service ensure they have current indemnity insurance to cover the full liability of the advisory service offered.
- 47.11 Statutory members are entitled to use their distinguishing letters of membership and or description but may only do so in conjunction with their personal name. Distinguishing letters and or description may not be used in conjunction with the name of a business or other organisation.
- 47.12 Statutory members who are proprietors, partners or directors of a business may display their name, any appropriate distinguishing letters of membership and a supporting description, on the premises and name boards of the business.
- 47.13 Statutory members may display their name, any distinguishing letters of membership, and or description, on personal stationery, site notice boards and publications, and on those of businesses and other organisations with which they are connected.
- 47.14 Statutory members shall keep themselves informed of new developments in the

construction industry assimilating all relevant current technical specifications and literature, any changes in the Statutes relevant to the construction industry, working procedures, and take every reasonable opportunity to improve their professional capability; including direct and indirect continuing professional development (CPD activities).

- 47.15 It will not be considered a breach of this Article 'Code of Professional Conduct' (Guide to Professional Management Practice) for Statutory members, to write articles for the press, technical publications, Institution Journals, under their name describing projects on which they are or had been engaged provided any necessary written authorisation has been obtained; to permit their name to appear in connection with any technical publication provided any necessary written authorisation has been obtained; to permit their name to appear with illustrations of projects in which they are or had been involved provided any necessary written authorisation has been obtained.
- 47.16 Statutory members may advertise their services provided that, the advertising or advertisement is in substance and presentation factual and relevant and does not contain information or statements which could be construed as misleading or flippant or otherwise discreditable to the Institute and the Profession.
- 47.17 Statutory members right to advertise does not extend to open canvassing for work, for example writing unsolicited letters to potential clients, the distribution of unsolicited handbills.
- 47.18 Statutory members may use the Institute's insignia on approved Site Notice Boards and Signboards provided it is made clear by the insertion of the words "The Institute of Construction Management" that the insignia belongs to the Institute and not to the individual. Statutory members shall indemnify the Institute and its servants and officers against any and all claims arising from or resulting out of the use of the Institute's insignia by a statutory member.
- 47.19 Observance of 'The Code of Professional Conduct(Guide to Professional Management Practice)' is mandatory for every individual Statutory member irrespective of membership grade. Any Statutory member reported to the Council for an alleged breach of the Code shall thereupon be suspended and the allegation immediately investigated by the Council.
- 47.20 Observance of the relevant sections of 'The Code of Professional Conduct(Guide to Professional Management Practice) is also mandatory for all Non-Statutory Members (Honorary Members, Affiliate Company Members and Trade Support Members). Any Non-Statutory member reported to the Council for an alleged breach of the Code shall thereupon be suspended and the allegation immediately investigated by the Council.

48. Social Activities

The Council may in accordance with the Memorandum of Association set up a I.C.M. Sports and Leisure Association for the promotion of social, sport and leisure activities between members of the Institute.

49. Charitable Trusts

The Council may, in accordance with the Memorandum of Association, set up a charitable trust to be known as 'The I.C.M. Members Benevolent Trust' for the relief of need, hardship, or distress of members of the Institute, in particular through the award of grants to those in financial hardship.

50. Notices

Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the Council need not be in writing.

- 50.1 The Institute may give notice to a member either personally or by sending it by post in prepaid envelope addressed to the member at his registered address, or by email or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the Institute an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Institute.
- 50.2 Notice of every General Meeting shall be given in any manner herebefore authorised to every member entitled to receive such notice;
(a) the recording accountant for the time being of the Institute.
- 50.3 Any notice if served by post shall be deemed to have been served on the second day following that on which the letter containing the same is put into the post and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post as a prepaid first or second class letter. A statement, in writing, by the secretary that such a letter containing the notice, was properly addressed, prepaid as a first or second class letter shall be deemed sufficient proof.
- 50.4 For the purposes of this Article, the word "notice" shall be deemed to include any paper or document of any kind which any member of the Institute may be entitled to have served upon him or sent to him. In writing shall be deemed to include written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

51. Voluntary Winding Up

The Council may, having formed the opinion that the Institute can meet its liabilities in full, yet have insufficient capital to continue, request the statutory members to pass a special resolution to wind up voluntarily. The special resolution to approve a statutory members' voluntary winding up shall require a 75% majority in a postal ballot of all statutory members entitled to vote. At the subsequent extraordinary general meeting, two resolutions shall be passed, a resolution to wind up; and a resolution to appoint a liquidator.

If the Institute be wound up, any surplus assets which would otherwise be available to its statutory members shall be given or transferred to The ICM Members Benevolent Trust with the consent of the Charity Commission.

52. Indemnity

Subject to the provisions of the Act but without prejudice to which a Member of the Council may otherwise be entitled, every member of the Council or other officer of the Institute, or the reporting accountants of the Institute shall be indemnified out of the assets of the Institute against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is given to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Institute.

RULES OF THE INSTITUTE OF CONSTRUCTION MANAGEMENT

Rule 1 **Interpretation**

In these rules;

“the Act” means the Companies Act 1985 as amended by the Companies Act 1989

including any statutory modifications or re-enactment thereof for the time being in force,

“the Statutes” means the Companies Act 1985 and every other Act for the time being in force concerning companies registered under the Act and affecting the Institute

“the Institute” means the Institute of Construction Management,

“the Council” means the Executive Council of the Institute,

“the Regions” means a body of members represented by an elected committee who manages the affairs of the Institute at a local level,

“the Articles” means the articles of the Institute, “Executed” includes any mode of execution,

“Office” means the registered office of the Institute,

“the Seal” means the common seal of the Institute,

“Secretary” means the secretary of the Institute or any other person, or body of persons, company, or firm appointed to perform the duties of the secretary of the Institute, including a joint, assistant or deputy secretary,

“the United Kingdom” means Great Britain and Northern Ireland,

“clear days” means exclusive of the day of service and the day of the meeting,

“the Rules” means the rules from time to time made by the Council under the powers contained in the articles,

“the Statutory Members” means the members of the Institute within the meaning of section 22 of the Act.

“the Members of the Institute” means all members of the Institute of every grade and whether or not Statutory Members or Non-Statutory members.

Words importing the masculine gender only shall include the feminine gender unless the context otherwise requires, words or expressions contained in these rules bear the same meaning as in the Act but excluding any statutory regulations thereof not in force when these regulations become binding on the Institute.

2. **Membership**

Membership of the Institute shall be open to all persons engaged to a greater or lesser degree in a managerial or supervisory capacity in the Construction Industry, either in Building or Civil Engineering, in construction education or in construction research, or undergoing training for a career in management in the construction industry.

There shall be Six grades of Statutory Membership which shall include

(a) **Student member** (hereinafter called Student) StudIConstM.

A candidate for election as a Student member should currently be studying through a recognised course as preparation for a managerial or supervisory position in the construction industry, or have been accepted for one.

(b) **Technician Member** (hereinafter called Technician) TechIConstM

A candidate for election as a Technician shall provide satisfactory evidence of having

gained the appropriate level of qualification or approved exemption qualification or NVQ supported by their personal profile and portfolio or work and personal achievements in construction management.

- (c) **Associate Member** (hereinafter called Associate) AIconstM. A candidate for election as a Associate shall provide satisfactory evidence of having gained the appropriate level of qualifications or approved exemption qualifications or NVQ level 3 supported by their personal profile and portfolio or work and personal achievements in construction management.
- (d) **Corporate Member** (hereinafter call Member) MIconstM.
A candidate for election as a Member shall provide satisfactory evidence of having gained the appropriate level of qualifications, or NVQ level 4 or higher, or approved exemption qualifications, supported by their personal profile and portfolio of work and personal achievements in construction management.
- (e) **Fellow** (FIconstM)
A candidate for election as a Fellow shall be not less than 40 years of age, have been a Member for not less than ten years, and have such qualifications and training and experience in that he has achieved and maintained a very responsible position in his chosen field within the Profession.

The above provisions do not apply to the President of the Institute who, on relinquishment of his office after the completion of his biennial term will, if relevant, automatically be elected a Fellow.

- (f) **Retired Member**
Upon reaching retirement age and no longer in full time employment, or upon accepting retirement due to ill-health, the Institute may confer Retired Membership in the grade currently held by the member at the time of his application for Retired Membership. Once Retired Membership has been conferred there can be no upgrading. On reaching the age of 80 years no fees will be requested.

Non-Statutory Membership

- (g) **Honorary Member** (HonMIconstM)
The Council may confer upon any person who is not a Statutory Member Honorary Membership for services rendered to the Institute or a Region or the Profession.
- (h) **Honorary Fellow** (HonFIconstM)
The Council may confer upon any person who is not a Statutory Member Honorary Fellowship for outstanding and valuable services to the Institute or a Any Region may nominate any person to the Council for Honorary Fellowship.
- (i) **Affiliated Company Membership**
The Council may elect a bona fide company in the construction industry, trading nationally, and represented by the Managing Director or his nominee, as a Affiliated Company Member.
- (j) **Trade Support Membership**
The Council or a Region may elect a bona fide company trading either locally or

nationally in the construction industry and represented by a nominated employee of the company, to Trade Support Membership.

3. Qualifications and Election in Membership

- (a) The provisions of section 22 of the Act shall be observed by the Institute, and every member of the Institute shall either sign a written consent to become a Statutory Member or sign the register of members on becoming a member. Every person who wishes to become a statutory member shall deliver to the Institute an application for membership in such form as the Council require executed by him.
- (b) All applications must be accompanied by a copy of any Craft, Technician or Degree Diploma, together with a Nomination Fee which is non-refundable and Entrance Fee which is refundable in the event of the applicant not being accepted for membership.
- (c) All applications must be sent to the Director of Membership together with the relevant supporting documentation and fee.
- (d) The Council may, in their absolute discretion, refuse to approve for election any person to any grade of membership whether he shall possess the requisite qualifications or not, and the Council's decision to approve or disapprove any person for election shall not be questioned, but the Council may reconsider or reverse any previous decision under this Rule as they may from time to time think fit.
- (e) The appropriate Membership Certificate will be issued by the Institute following receipt of the first annual fee. Such Membership Certificate remains the legal property of the Institute at all times and must be returned to the Institute when Membership ceases for whatever reason.
- (f) On attaining the requisite qualifications as detailed in Rule 2, statutory members may apply for transfer from one grade of membership to another. Application must be made in writing to the Director of Membership.

On any transfer from one grade of membership to another, there shall be paid by the member so transferred such fees as shall from time to time have been determined in accordance with Rule 3 and also any such sum (if any) as shall be required to bring his subscription for the current year up to the rate appropriate to a member of the grade to which he is transferred. All Membership Upgrading applications must be accompanied by the members individual Continuing Professional Development (CPD) Record Card, and, unless the Institute's CPD requirements have been met in their entirety then, irrespective of any improved qualifications obtained the member shall not be upgraded.

4. Fees

- (a) The Council shall fix or vary the annual subscriptions, nomination fee, entrance fee and transfer fee payable by statutory members to the Institute.
- (b) The initial joining fee shall be according to the following time scale.
For persons joining between;
February and March31 Full Annual Fee
April 01 and June 30 75% of full annual fee

July 01 and September 30	50% of full annual fee
Oct/October 01 and January 31	25% of full annual fee

- (c) The Annual Fee for all grades of statutory members and for Affiliated Company Members shall be any such sum as determined by the Council and such fee becomes due and payable in full on February 01 each year.
- (d) Retired Members shall pay an Annual nominal fee fixed by the Council, which may be varied to suit the financial circumstances of individual members.
- (e) The Annual Fee due on January 01 shall be paid in full not later than April 31 of that year and no statutory member shall be entitled to vote either in person or by proxy, at any annual general meeting or extraordinary general meeting unless and until all moneys due and payable to the Institute by the statutory member has been paid not later than seven clear days before the date appointed for the meeting.
- (f) The election or transfer of any member whose first annual fee or transfer fee (if any) is not paid within two months of the date of such election or transfer shall be void.
- (g) Statutory members who become full time mature students may apply for a 50% reduction in their fees for the period of their full time study subject to satisfactory evidence of study.
- (h) Honorary Members shall be exempt from all fees.
- (i) Trade Support Membership Fees.
Trade Support Membership Fee shall be set by the individual Region and the Fee shall be spent by the individual Region in the furtherance of the Institute's objects and within the parameters of the Institute's Memorandum of Association.

Although the Council has no control over the level of fees set and how they are spent, in order to comply with the requirements of the Companies Act, the total amount of Trade Support Membership Fees received by a individual Region in its Financial Year must be included in the Region's Annual Financial Statement

- (j) Institute Rule Books will be issued free to all members of the Institute however any replacements will be chargeable.

5. Government

The following bodies shall comprise the structure of the Institute.

5.1 The Executive Council of the Institute

In these Rules the Executive council is called "the Council" and the members are the Directors of the Institute.

5.2 The Council of the Institute shall consist of the;

- President
- Vice-President
- Director of Finance
- Director of Education and Training

Director of Membership
Director of Policy and Performance
Editor
Webmaster
CDM Consultant
Delegates of Regions not represented on the Council
The Immediate Past president
Any of the Governors

If more than one of the aforementioned offices are held by a single person, no additional council vacancy shall be hereby created.

The Council shall have the following powers and duties;
the responsibility for the policy of the Institute,
the responsibility for the efficient and effective and professional day-to-day management of the Institute,
the power to sanction or carry out any act of the Institute including the borrowing of money on any terms as the Council shall think fit,
the duty to fix the annual subscription for all grades of statutory membership including the nomination fee, entrance fee, transfer fee and the nominal fee for Retired members and inform the statutory membership, in writing not later than November 20 in the preceding year
the duty to fix the fee for Affiliated Company Membership,
the duty to clarify any Rule or Rules,
the power to make amend, alter or repeal any rules or rules as it may from time to time deem necessary or expedient or convenient for the proper conduct and management of the Institute, any or all such new, amended, altered, or repealed rules or rules and all such rule or rules so long as they shall be in force shall be binding upon all members of the Institute; provided nevertheless that no Rule shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum or Articles of Association and that any Rule may be set aside by a Special Resolution of a general meeting of the Institute,
the duty to convene general meetings in accordance with the requirements of the Act and Articles of Association,
the duty to approval the Financial statements and the report of the recording accountants (if appointed),
the duty to verify the minutes of the Annual General Meeting at the first meeting of the Council following the Annual General meeting.
The power to appoint any power of attorney to any person or body of persons, company or firm for the purpose of dealing with the Institute's property,
the power to appoint any person or body of persons, company or firm to perform the duties of Company Secretary of the Institute, including a joint, assistant, or deputy secretary, for such term, at such remuneration and upon such conditions as they may think fit; and any person or body of persons, company or firm so appointed may be removed by the Council, subject to the provisions of the Act, the Articles, and the Rules,
the power to appoint an Editor for such term, not exceeding three years, and upon such terms and conditions as they may think fit, and any Editor so appointed by the Council may be removed by the Council,
the duty to appoint a Governor of the Institute to be the nominated Trustee of the Institute's charitable trust known as The ICM Members Benevolent Trust.

6. The Governors

The Governors shall comprise the persons appointed Governors of the Institute by the Council. The maximum number of Governors at any one time shall be three appointed from the statutory members of the Institute. Any Governor shall be eligible for appointment to the *Executive Council* and have voting rights.

A Governor shall be a person who in the opinion of the Council is worthy of the office by reason of either his standing in the Institute, the construction industry or his achievements in the field of endeavour and qualified thereby to assist and advise the Institute.

7. Regions

A Region may be any geographical area of the Institute formed by a body of statutory members represented by an elected committee with a constitution which conforms to the Memorandum of Association, the Articles of Association and the Rules and which has been approved by the Council.

8. Committees

The Council may appoint the following Standing Committees; a Finance Committee, a Education and Training Committee, and a Membership Committee

- 8.1 In accordance with the Articles of Association the Council has delegated their powers in respect of the Finance Standing Committee to the Director of Finance who, may or may not, form a Standing Finance Committee or a Finance Working Group.
- 8.2 The Director of Finance's delegated Duties and Responsibilities. The Institute's Financial Year shall be from January 01 to December 31.

The Director of Finance shall take responsibility for the Institute's finances, making effective, legal use of its funds, in the best legal interests of the membership. Overseeing all financial transactions of the Institute and presenting reports as required.

The Director of Finance shall be responsible for ensuring that all financial transactions carried out for and on behalf of the Institute comply with the Companies Act, the Memorandum of Association, the Articles of Association and the Rules of the Institute.

The Director of Finance shall liaise, consult and cooperate with the Company Secretary at regular intervals on all aspects of the Institute's finances, advising and directing as appropriate.

The Director of Finance shall liaise, consult and cooperate with the Director of Membership at regular intervals on the relevant aspects of the Institute's finances, advising and directing as appropriate.

The Director of Finance shall comment, to the Council, on expenditure proposals their financial feasibility and propriety.

The Director of Finance shall prepare an Annual Income and Expenditure Budget for the ensuring year, and submit same to Council, for discussion and approval at the Council's September meeting.

The Director of Finance shall make recommendations to the Council for the Annual subscriptions including the nominal fee for Life Members, nomination fee, entrance fee, transfer fee, in respect of statutory members, and the Annual fee for Affiliated Company Membership, for discussion and approval at the Council's September meeting.

The Director of Finance shall, inspect and approve, and submit to the Council the financial statement for the preceding year, as prepared by the recording accountants, for the Council's consideration and approval at the Council's April meeting.

The Director of Finance shall liaise, consult and cooperate with Regional Treasurer's at regular intervals on all relevant aspects of the Institute's finances concerning Regions, advising and directing the Regional Treasurers as appropriate, and ensuring that Regional Treasurers submit a Budget or Business Plan for their Region for the forthcoming year not later than June 30; a Annual Income and Expenditure Account for the preceding year not later than February 28. Both documents in the format as laid down by the Director of Finance.

The Director of Finance shall make a annual report to the membership in accordance With the Articles, such report to be annexed thereto, to the Notice convening the annual general meeting, and sent to every member.

The Director of Finance shall submit to the membership at the Annual General Meeting the financial statement for the preceding year, as prepared by the Institute's recording accountants, for the member's consideration and approval.

The Director of Finance shall liaise and consult and negotiate with the Institute's Recording Accountants, the Company Secretary, in respect of remuneration, employment conditions and other relevant factors, ensuring that the Institute complies with the requirements of the Companies Act, the Memorandum of Association, the Articles of Association, the Rules, and all other legal requirements.

8.4 INCOME AND EXPENDITURE ACCOUNT FOR THE YEAR ENDED DECEMBER 31

REGION NO: & NAME _____

INCOME

1. Funding from National
2. Trade Support Membership Fees
3. Interest from Bank/Building Society
4. Other Income (please specify)
5. Other Income (please specify)
6. TOTAL INCOME (1 TO 5)

EXPENDITURE	
7. Hire of meeting Room	
8. Lecture Expenses	
9. Stationery, Printing & Photocopying	
10. Postage & Telephone	
11. Bank Charges	
12. Medallions & Trophies	
13. Student Prizes	
14. Other Expenditure (please specify)	
15. Other Expenditure (please specify)	
16. TOTAL EXPENDITURE	
17. SURPLUS (DEFICIT) (6 MINUS 16)	

ASSETS	
18. Cash in hand (Petty Cash)	
19. Bank Account	
20. Investments (e.g. Building Society)	
21. TOTAL REGIONAL FUNDS	

NOTE:

Although the Executive Council has no control over the Region's Trade Support Membership Fees, which are set by the Region and spent by the Region within the parameters of the Institute's Memorandum of Association (conforming to "the Objects"). To comply with the Companies Act and the requirements of our Recording Accountants the total amount of Trade Support Membership Fees must be included under Income — Item 2.

8.5 Education and Training Committee

In accordance with the Articles of Association the Council has, delegated their powers in respect of the Standing Education and Training Committee to the Director of Education and Training who, may or may not, form a Standing Education and Training Committee or a Education and Training Working Group.

The Director of Education and Training delegated Duties and Responsibilities.

The Director of Education and Training shall develop and advise the Council on the implementation of Institute policies relating to education and training.

The Director of Education and Training shall develop, advise and supervise the regulations of the examinations of the Institute, ensuring that they meet the requirements of the National

Council for Vocational Qualifications and the European Union if and when there are any examinations in place.

The Director of Education and Training shall keep a register of all candidates for the Institute's examinations and their results if there are any in place.

The Director of Education and Training shall ensure that other examinations deemed to be the equivalent of the Institute's examinations are, in fact, equivalent.

The Director of Education and Training shall develop and advise the Council on the implementation of Continuing Professional Development (CPD), and in particular, to provide guidelines, coordinate and motivate Institute statutory members to undertake CPD, monitor the provisions and effectiveness of CPD facilities provided by the Institute.

The Director of Education and Training shall be responsible for the adjudication and awarding of the "George Leach Award" [which is awarded to the student with the highest marks in examinations, taking a minimum of three subjects including Finance and achieving not less than 75% marks] if there any are in place.

The Director of Education and Training shall keep a register of any person or all persons studying under any Open Learning Programme and their progress and results if there are any in place.

The Director of Education and Training shall make an annual report to the membership at the annual general meeting in accordance with the provisions of the Articles, such report to be annexed thereto to the Notice convening the annual general meeting sent to all members.

8.6 Membership Committee

In accordance with the Articles of Association the Council has delegated their powers in respect of the Standing Membership Committee to the Director of Membership who, may or may not, form a Standing Membership Committee or a Membership Working Group.

The Director of Membership Delegated Duties and Responsibilities.

The Director of Membership shall control and maintain the Statutory Members Data Base ensuring that the Institute complies with all the relevant provisions of the Data Protection Act.

The Director of Membership shall keep a register of all applications for statutory membership and applications for upgrading to another grade of statutory membership.

The Director of Membership shall ensure that all applications for statutory Membership are accompanied by any Craft, Technician or Degree Diploma, together with the Nomination Fee, which is non-refundable; the Entrance Fee, which is refundable in the event of the applicant not being accepted for statutory membership.

The Director of Membership shall inform the Council of every application for statutory membership and full details of the applicant's qualifications and experience.

The Director of Membership shall inform the Council of every application for upgrading and the result. Applicants must have attained the qualifications as detailed in Rule 2 in order to apply for upgrading, in writing, from one grade of statutory membership to another; all upgrading applications must be accompanied by the applicants individual Continuing Professional Development (CPD) Record Card and unless the Institute's CPD requirements have been met

in their entirety then, irrespective of any improved qualifications or examination results, the statutory member will not be upgraded. The Director will ensure that applicants for upgrading who are unsuccessful are informed, with discretion, by a personal letter from the Director giving the reason.

The Director of Membership shall advise the Council on all matters concerning Statutory Membership and the Structure and Growth of Statutory Membership.

The Director of Membership shall liaise and cooperate at regular intervals with the Director of Finance who will forward details of subscriptions received, with the Company Secretary, on relevant matters concerning the financial affairs of the Institute.

The Director of Membership shall liaise and cooperate with the Director of Finance to ensure that the combined Fee Information Notice and Subscription Invoice for the forthcoming year is sent to all members, to be received by them, not later than November 20.

The Director of Membership shall, on May 01, issue a Pre-Suspension Notice to any statutory member failing to pay money due to the Institute within the relevant period of the financial year *in which they fall due, in accordance with the provisions of Rule 3, the notice shall request payment within twenty-eight days and in default the statutory member shall thereupon be suspended.*

The Council after receiving notification of the statutory member in default from the Director may terminate his statutory membership.

The Director of Membership shall liaise and cooperate with the Honorary Secretary of the Overseas Region, ensuring that they are properly and adequately informed and communicated with.

The Director of Membership shall make an annual report to the membership in accordance with the Articles at the annual general meeting, such report to be annexed thereto, to the Notice convening the annual general meeting and sent to all members.

The Director of Membership shall liaise and cooperate with the Honorary Secretary of the Overseas Region, ensuring that they are properly and adequately informed and communicated with.

The Director of Membership shall make an annual report to the membership in accordance with the Articles at the annual general meeting, such report to be annexed thereto, to the Notice convening the annual general meeting and sent to all members.

8.8 The Council may, from time to time, establish committees for such periods or purposes as the Council may deem necessary, subject to the following;

The Chairman must be a member of the Council.

The Chairman may, subject to the approval of the Council, invite non-members of the Institute to be members of the Committee.

The Chairman must submit a report on the activities of the committee at least once a year.

The Council may delegate any of their powers to any committee consisting of such member or members of their body as they think fit; any committee so formed shall in exercise of the powers so delegated conform to any regulation that may be imposed on it by the Council.

Unless otherwise allowed for, each committee shall elect a member to be secretary of the

committee who shall cause minutes of every committee meeting to be entered, [in the correct format], in the relevant documentation.

9. Meetings

The following provisions shall apply to all meetings;

The Executive Council and Committees or Working Groups set up under the Articles and Rules shall, subject to the provisions of the articles and rules meet together for the dispatch of business, adjourn, and otherwise regulate their meetings as they think fit. Motions or questions arising at any Meeting shall be decided by a simple majority of votes. No business shall be transacted at any meeting unless a quorum is present, the quorum may be fixed by the Articles or the Council, and unless so fixed shall not be less than 50% plus one of the members of the aforementioned Councils or Committees or Working Groups present and entitled to vote.

All general meetings of the Institute and a Region, other than annual general meetings, shall be called extraordinary general meetings.

An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice in writing. All other extraordinary general meetings shall be called by at least fourteen clear days notice. The days of notice must be 'clear days', ie exclusive of the day of service and the day of the meeting.

Where the notice is sent by post, it shall be deemed to be served 48 hours after properly addressing, prepaying and posting a letter containing the notice.

A certificate in writing signed by the Company Secretary or the Regional Secretary that the envelope containing the notice was so addressed and posted shall be conclusive evidence thereof.

The accidental omission to give notice to, or the non-receipt of notice of a meeting by, any person entitled to receive such notice shall not invalidate the proceedings of that meeting.

A member present, either in person or by proxy, at any meeting of the Institute or a Region shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.

- 9.1 All members entitled to attend must be given notice together with a copy of the Agenda, and a copy of the minutes of the last general meeting. No motion or discussion shall be allowed on the minutes except in regard to their accuracy. After the confirmation of the minutes, they shall be signed by the Chairman and the statutory members shall be at liberty to ask questions in regard to matters arising out of them. Such questions shall be allowed for purposes of information only; and the discussion permissible on a motion to confirm the minutes is only to their accuracy as a record and not the propriety or validity of what they record.

The notice shall specify the date, the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting shall specify the meeting as such. If it is convened to pass a special or extraordinary resolution it must say so and the resolution must be set out verbatim as must ordinary resolutions of which special notice is required and resolutions put on the agenda of the annual general meeting by members. In every notice calling a meeting of the Institute or a Region there shall appear with reasonable prominence a statement that a statutory member who is entitled to attend and vote is entitled to vote by Proxy in the form set out in the Articles of Association, or set out by the Council.

Members of all grades of membership are entitled to attend and participate in general Meeting

9.2 All grades of Statutory membership are entitled to vote at an annual general meetings or extraordinary general meeting and shall have one vote.

Non-Statutory members such as Honorary members and Affiliated Company members and Trade Support Members are entitled to attend and participate in general meeting or extraordinary general meeting but shall have no vote.

9.3 Save as herein expressly provided, no member other than a member duly registered as a statutory member, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Institute in respect of his membership not less than seven clear days before the date appointed for holding the meeting shall be entitled to vote on any question at any general or extraordinary general meeting.

9.4 Any statutory member entitled to attend and vote is entitled to appoint another person as his proxy to attend and vote instead of him, who shall have the same right as a statutory member to speak and participate at the meeting. The instrument appointing a proxy shall be in writing, executed by or on behalf of the appointer, in a form approved by the Council and be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting, or in any instrument of proxy sent out by the Institute or Region in relation to the meeting not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote.

9.5 The quorum for any annual general meeting or extraordinary general meeting of the Institute shall be fifteen statutory members entitled to vote and present in person. The quorum for any annual general meeting or extraordinary general meeting of a Region shall be 10% of the Region's Statutory Members entitled to vote and present in person. If within thirty minutes from the time appointed for the meeting to commence a quorum is not present or for whatever reason the meeting does not commence the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Council or Regional Management Committee may decide.

If convened upon the requisition of statutory members the meeting shall be dissolved.

9.6 A resolution put to the vote of a meeting shall be decided on a show of hands unless, before, or on the declaration of the result of the show of hands a poll is duly demanded. A poll may be demanded by;

the Chairman, or at least two statutory members present and having the right to vote, a statutory member or statutory members representing not less than one-tenth of the total voting rights of all the statutory members having the right to vote at the meeting; and a demand by a person as proxy for a statutory member shall be the same as a demand by the statutory member. A simple majority of votes cast shall be sufficient to carry any resolution. In the case of equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a second or casting vote.

9.7 The Chairman shall appoint either the Company Secretary or the Regional Secretary or such other person, or persons as scrutineers to count the votes.

9.8 A point of order may be raised without notice, and should be raised (and taken) immediately the alleged irregularity or impropriety becomes apparent, e.g. where a quorum is not present or offensive language is used.

The ruling of the Chairman upon a point of order shall be given forthwith, but a terse discussion of the point raised may be allowed.

The Chairman's decision is conclusive and final.

9.9 At any annual general meeting or extraordinary general meeting, any other business or further business, may be accepted at the discretion of the Chairman provided that it does not call for an alteration of the Memorandum of Association, the Articles of Association or the Rules; the winding up of the Institute; the transfer of any of the money; or any expenditure not within the immediate financial resources of the Institute; or a discussion on a decision already made at the meeting.

9.10 The Council must convene an extraordinary general meeting on the requisition of statutory members representing not less than one-tenth of the total voting rights of the statutory members.

9.11 The Company Secretary shall, upon receipt of a written request to consider a resolution signed by two or more delegates convene a meeting of the Governing Council.

9.12 Chairman's Ruling

When the Chairman rises to speak all members shall immediately take their seats. Any member wilfully disregarding the ruling of the Chairman after due warning, or shall be guilty of disorderly conduct in interrupting the proceedings, or uses abusive or profane language shall be immediately suspended from further attendance and participation at the meeting and shall have his conduct dealt with by the Council.

The principle which requires that the Chairman should accept and put to the meeting all motions which concern the business to be transacted thereat, applies also to amendments. No amendments should be rejected save on one or other of the following grounds.

It is ultra vires the meeting, i.e. it is outside the scope of the meeting.

Bona fide exercise of the Chairman's discretion, where by the Act, the Memorandum, the Articles or the Rules, or by resolutions of the meeting itself he is empowered to exclude certain motions and/or amendments from consideration.

Irrelevancy, it bears no relation to the original motion.

Redundancy, where it proposes something already resolved upon by the meeting.

Inconsistency, where it is incompatible with a decision previously made by the meeting

It is vexatious, and intended only to impede the transaction of the business.

10. Executive Council Members

All members of the Executive Council, who are the Directors of the Institute, shall have previously been or will be elected by the statutory members at the annual general meeting except delegates who are appointed at Regional annual general meetings.

10.1 The Vice-President shall be elected every two years. Should the office of Vice-President become vacant the Immediate Past President shall take office until the next following annual general meeting.

10.2 The President shall, by act of accession, be the person who held the office of Vice-President during the preceding biennial period. Should the office of President become vacant the Immediate Past President shall act as President until the next following annual general meeting when the Vice-President shall accede to office to complete the unexpired biennial period.

The President on completion of his biennial period of office will, if relevant automatically be elected a Fellow of the Institute.

10.3 The following Executive Council Members,

The Director of Finance,
The Director of Education and Training,
The Director of Membership,
The Director of Policies and Performance

Shall be appointed by the statutory members voting in person, or by proxy, at the annual general meeting, to hold office for a period of one to three years, the appointee to determine his period of office, after which, at the next following annual general meeting they may be reappointed.

The Immediate Past President may be appointed by the statutory members voting in Person or by proxy at the annual general meeting for a maximum period of two years. Any Governor may be appointed to the Council by statutory members voting in person or by proxy at the annual general meeting for a unspecified period.

Nevertheless, any of the above Council members may be removed from the Council before the expiration of their term of office, by the statutory members voting in person, or by proxy, at a annual or extraordinary general meeting, on a ordinary resolution of which special notice has been given in accordance with the provisions of the Articles.

11. Company Secretary

Subject to the provisions of the Act, the Memorandum of Association and the Articles of Association the Council shall appoint any person, or body of persons, including a joint, assistant or deputy secretary, company or firm or a Secretarial Services provider, to perform the duties of Company Secretary of the Institute, for such term, at such remuneration and upon such conditions as they may think fit; and any person, or body of persons including a joint or assistant or deputy secretary, company or firm, or a Secretarial Services provider, so appointed may be removed by the Council.

11.1 The Company Secretary shall comply with the Act, the Institute's Memorandum of Association and Articles of Association, and all or any other relevant requirements concerning the duties and responsibilities of a Company Secretary.

12. Finance

The Institute's financial year shall cover the period January 01 to December 31 when the books will be closed and the annual accounts prepared.

The books of account shall be kept at the Office or, subject to the Statutes, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council.

All payments to the Institute shall be by cheque and made payable to the Institute of Construction management of (I.C.M.) and not to any individual member of the Council or any statutory member of the Institute.

12.1 All payments made by the Institute, subject to the following, shall be by cheque only and each cheque will be signed by the Director of Finance and one of the other two appointed signatory officers.

For the purposes of Petty Cash purchases the director of Finance and the Company Secretary may hold a cash float, of such sums as the Council may permit from time to time, and any such cash float will be balanced quarterly.

Any other Council authorised statutory member may hold a cash float of such sum as the Council may permit from time to time and any such cash float will be balanced quarterly.

12.2 The Institute in General Meeting may from time to time make reasonable conditions and regulations as to the time and place of the inspection, by Statutory members, of the accounts and books of the Institute, or any of them, and subject to such conditions and regulations the accounts and books of the Institute shall be open to inspection by a Statutory member at reasonable times during business

13. Expenses

Members of the Council will be reimbursed reasonable expenses incurred whilst carrying out their duties and responsibility as a Council member.

13.1 Reimbursement of reasonable out-of-pocket expenses incurred by any Statutory member on behalf of the Institute as a member of an Institute Committee or Working Group.

13.2 Reasonable expenses would be included, but not necessarily limited to, post and telephone charges, stationery charges, second class rail fare or mileage payment, the actual mileage rate to be determined by the Council.

13.3 All applications for reimbursement shall be made, in writing, to the Director of Finance.

14. The Sports and Leisure Association

The Sports and Leisure Association of the Institute (hereinafter referred to as "the Association") is the organisation within the Institute for improving and increasing the promotion of social, sport and leisure activities between members.

The Chairman of the Association shall be a member of the Council with delegated powers from the Council to form a Working Group to organise any activity on behalf of the Association, the Chairman may co-opt any person, whether member or non-member of the Institute, to the Working Group.

The Association shall finance the activity or event and neither the Institute nor the Council nor any local Region shall, under any circumstances, be liable for all or any debts or liabilities of the Association however incurred.

The Association shall ensure that any activity or event carried out does not bring into disrepute the Institute or its professional and public image.

15. Termination of Membership

Any member desiring to resign shall give at least one month's notice, in writing, to the Director of Membership or the Company Secretary, to expire on December 31 [and in default of such notice he shall be liable to pay his subscriptions for the ensuing year]. Any such resignations shall be submitted to the Council at the next meeting following the resignation.

The Council shall be entitled to require the payment of any money due to the Institute from, and the return of certificate issued to, any person desiring to resign before accepting such resignation. Upon acceptance of a member's resignation the member shall cease to be a member.

The Director of Membership shall, in accordance with the provision of the Rules serve a notice, in writing, to any member failing to pay moneys due to the Institute within the financial year in which they fall due requesting that the member pay within twenty eight days and in default shall thereupon be suspended from membership.

- 15.1 The Council, after receiving notification from the Director of Membership of the member in default may terminate his membership.

Upon expulsion the member shall return to the Institute his certificate of membership and pay any outstanding subscriptions or other fees due from him to the Institute.

- 15.2 The Council may grant a statutory member in acute financial distress or hardship, of which notice has been received by the Director of Membership, exclusion from the provisions of Rule 4(e).

- 15.3 The Council may on receipt of representations from a Region expel from membership any member violating any of the Articles or rules of the Institute.
Any member expelled from the Institute by the Council has the right of appeal to the Membership Appeals Board.

Any member whose expulsion from the Institute is upheld by the Membership Appeals Board cannot apply for re-admittance as a member for a period of five years.

16. Institute Property

The President, Vice-President, and Past Presidents, and all other Officers are entitled to wear the insignia of their office, whether pre or post incorporation, at all meetings and engagements at which they attend on behalf of the Institute or a Region.

The President on relinquishing his office at the end of his biennial term of office shall be presented with a President's medallion which shall be inscribed with his name and period of office, and this will be his personal property.

17. Employment of Professional Retainers

The Council may retain a firm or company of Recording Accountants for the purpose of preparing the Annual Accountants complying, if relevant, with the Act, the Memorandum of Association and the Articles of Association.

The Council may also retain a firm or company of Solicitors for the purpose of legal guidance to the Institute.

The Council shall appoint these firms or companies of Professional Retainers for such term, at such remuneration and upon such conditions as they may think fit; any firm or company so appointed by the Council may be removed by the Council. Such appointments to be reviewed from time to time by the Council.

18. Constitutional Requirements for Regions

To be a Region for the purposes of these Rules the Region must observe the following:

it must have a minimum of 10 Statutory Members

it must hold a minimum of six meetings a year.

it must hold an Annual General Meeting in February,

the income and property, if any, of the Region shall be applied solely in pursuant of the objects

of the Institute as set forth in the Memorandum of Association, the Articles of Association and the Rules.

the Region shall meet any other reasonable requirements of the Council.

- 18.1 Nothing in Rule 18 shall prevent any Region from recruiting Trade Support Members affiliated to the Region, setting the Trade Support Members Fee, which shall be retained by the Region and used solely towards the objects of the Institute.

Nor shall it prevent the Region from establishing a Social Club and a Benevolent Club or a combined Social and Benevolent Club provided such club or clubs are financed by the Regional membership and that neither the Institute of Construction Management nor the Regional Management Committee shall under any circumstances be liable for all or any debts or liabilities of such Club or Clubs however incurred.

18.2 Regional Officers

At the Region's annual general meeting the following officers shall be appointed by the Statutory Members voting in person or by proxy;

Regional Chairman	- for a period of 2 years
Regional Vice-Chairman	- for a period of 2 years
Regional Treasurer	- for a period of one year
Regional Secretary	- for a period of one year

And not less than Four Statutory Members nor more than Six Statutory Members shall be appointed as Committee Members by the Statutory Members voting in person or by proxy.

- 18.3 The Statutory Members voting in person, or by proxy shall elect Delegates as the elected representatives of the Region, to be members of the Council. They shall also elect a Reserve Councillor who is a delegate of the Region. Only if the Region is not represented on the Council by a serving Officer.

The Delegates and the Reserve Delegates to serve for a period of one year but at the next following annual general meeting they may be re-elected.

- 18.4 The Region must notify the Company Secretary, in writing, the name, address and telephone number of the elected Delegates and the Reserve Delegate. Any Delegate or Reserve Delegate purporting to represent a Region whose name, address and telephone number has not been notified to the Company Secretary, shall not be entitled to attend any Council Meeting.

- 18.5 Any Delegate unable to attend a meeting of the Council must inform the Company Secretary upon receipt of his Notice of the meeting, and inform the Region's Reserve Delegate who may then attend as a delegate for his Region.

There is nothing to prevent all Delegates including the Reserve Delegate from attending and participating in Council meetings but the votes cast by any Region shall be in accordance with the number of Delegates either two or three votes.

- 18.6 Any Delegate or Reserve Delegate in breach of the provisions of the Articles shall be removed from office.

- 18.7 Any Statutory Member of whatever grade of Membership shall be eligible for appointment as a Regional Officer, Committee Member, or elected Delegate or Reserve Delegate.

19. **Regional Management Committee**

The Regional Management Committee shall consist of the following Statutory Members.

The Regional Chairman, the Regional Vice-Chairman, the Regional Secretary, the Regional Treasurer. *If two offices are held by one member this will allow the Committee to be formed.*

The Regional Management Committee shall be responsible for the efficient and professional day-to-day management of the Region in accordance with the Act, the Memorandum of Association, the Articles of Association and the Rules of the Institute.

They shall have the power, should there be a committee vacancy, to co-opt any statutory member eligible to vote at the annual general meeting, to serve on the Committee until the next annual general meeting when he shall retire but may be reappointed by the statutory members at such meeting.

- 19.1 If the office of the Chairman shall become vacant for whatever reason then the Immediate Past Chairman shall act as Chairman until the next Regional Annual General Meeting when the Vice-Chairman shall accede to office and a new Regional Vice-Chairman appointed.
- 19.2 If the office of Vice-Chairman, Regional Treasurer or Regional Secretary shall become vacant for whatever reason, the Management Committee shall forthwith appoint an acting Vice-Chairman, Regional Treasurer or Regional Secretary who shall hold office until the next annual general meeting when he shall retire but may be reappointed by the statutory members at such meeting
- 19.3 The Regional Management committee shall be empowered to set up any Special Committee or Sub-Committee within the Rules including a Regional Membership, Education and Practice Committee.
- 19.4 The Regional Management Committee may, in accordance with the provisions of the Memorandum of Association pay reasonable and proper remuneration to any Statutory Member officer, not being a member of the Council, for services rendered to the Institute; *provided that such Statutory Member shall not be present at or take part in any discussion or decision relating to such remuneration.*
- 19.5 The Regional Management Committee may reimburse any member's reasonable out-of-pocket expenses incurred whilst acting for and on behalf of the Region or the Institute.
- 19.6 The Regional Management Committee may in accordance with the provisions of the Memorandum of Association pay reasonable and proper remuneration to the Regional Secretary and the Regional Treasurer.

20. **Regional Membership, Education and Practice Committee – if formed**

The Regional Membership, Education and Practice Committee shall, if formed, consist of the Regional Chairman, the Regional Vice-Chairman, and not less than one or more than two committee members.

The Committee shall advise on and arrange, if possible, Seminars, Educational Courses, Technical Site Visits, Conferences, etc. *The Committee shall liaise with all relevant teaching establishments within the Region's geographical area.*

The Committee shall forward to the Director of Education and Training all or any relevant matters requiring his attention, consideration or action, and any recommendations.

The Committee shall maintain and improve links with other professional organisations in their geographical area.

The Committee shall liaise with, consult and assist the Regional Secretary and any other person or persons in the preparation of the Region's Programme of Events.

21. Regional Officers - Duties and Responsibilities

21.1 Regional Chairman

To chair the Region's meetings,
To attend the Region's Annual Dinner (if held),
To attend the Region's Annual Ladies Night (if held),
To attend the National Rally as the Regional Chairman,
To attend any meeting, function, or social event to which the Region's Chairman has been formally invited,
To attend any other function if requested by a Regional Committee or Sub-Committee; and, during his first year in office; chair the Management Committee meetings, chair the Membership Education and Practice Committee meetings (if any);
and during his second year in office,
To act as Vice-Chairman at the Management Committee meetings,
To act as Vice-Chairman at the Membership, Education and Practice Committee meetings (if any).

21.2 Regional Vice-Chairman

To deputise for the Regional Chairman whenever and wherever required,
To carry out all or any duties delegated to him by the Regional Chairman,
To carry out any duties as may be mandated by the Regional Management Committee,
During his first year in office act as Vice-Chairman at Regional Management Committee meetings and at (if any) Regional Membership, Education and Practice Committee meetings.
During his second year in office to chair the Regional Management Committee meetings and (if any) the Membership, Education and Practice Committee meetings.

21.3 Regional Secretary

The Honorary Secretary of the Region shall carry out his duties and responsibilities in accordance with, and shall comply with the, Companies Act 1985 and any subsequent revisions, the Institute's Memorandum of Association, Articles of Association and Rules, and the Constitution of the Region.

He shall advise the Chairman, and any meeting through the Chairman, of, in his opinion, any violation or suspected violation of the Act, the Memorandum of Association, the Articles of Association and the Rules, or any action which may be considered to be "Ultra vires".

He shall send out notices convening meetings to all members entitled to receive them and prepare an Agenda for all meetings.

He will send copies of the minutes of meetings to all persons entitled to receive them.

He will make all necessary arrangements for the meetings.

He will ensure there is a quorum of Statutory Members present and entitled to vote at the commencement and during the meeting.

He will ensure that all meetings and the business transacted thereat complies with, the Act, the Memorandum of Association, the Articles of Association and the Rules.

He will deal with all incoming and outgoing correspondence.

He will keep up-to-date records of all Statutory and Non-Statutory Members and lapsed members.

He will forward to the Director of Membership all relevant information concerning any Statutory Member applying for a transfer to another grade of Statutory Membership.

He will, if applicable, arrange the Region's membership meetings including speakers etc, or any outside Site or Social visits, or liaise with the person or persons organising such functions. He will, if applicable, arrange for the printing and distribution of the Region's Annual Programme of Events.

He will, if applicable, maintain a liaison with all Trade Support Members and Affiliated Company Members, and arrange for the printing and distribution of the Region's Trade Support and Affiliated Companies Register, (if any).

He will carry out any reasonable instructions of the Region's Management Committee.

He will keep a record of all expenditure incurred in carrying out his duties and responsibilities for and on behalf of the Region and the Institute

21.4 Regional Treasurer

The Honorary Regional Treasurer will pay into either a Bank Account or Building Society Account, or both, in the name of the Region, all moneys received for the administration of the Region. Payments to the Region should, preferably, be by cheque or money order and made payable to the Region and not to any individual Regional Officer.

He will pay money out of the Region's Account, by cheque, after sanction by the Management Committee of the Region.

The cheque shall be signed by the Regional Treasurer and one of the two other authorised signatories.

He will present to the Regional Management Committee at every one of their meetings an up-to-date report on the financial affairs of the Region.

He will submit to the Regional Management Committee details of members who have failed to pay their subscriptions by May 01, as notified by the Director of Membership.

He will comment to the Regional Management Committee on any expenditure proposals, their financial feasibility and propriety.

He will prepare the Region's Annual Financial Statement and his Financial Report and present them to the Region's Management Committee for approval, and after such approval submit them to the members at the Region's annual general meeting.

He will prepare a Budget or Business Plan, in the format laid down by the Director of Finance, and submit same to the Region's Management Committee for their consideration and approval; after such approval forward it to the Director of Finance to arrive not later than June 30.

He will prepare an Annual Income and Expenditure Account for the preceding year, in the format laid down by the Director of Finance to be forwarded to the Director of Finance to arrive not later than February 28.

He will carry out any reasonable instructions of the Region's Management Committee.

He will keep a record of all expenditure incurred in carrying out his duties and responsibilities for and on behalf of the Region and the Institute.

22. Limitations of the Region's Offices, Committee Members and Members

Neither the Region, nor Regional Officers, Regional Committee Members nor individual members of the Region, may, acting either collectively or as individuals, act or purport to act, for and on behalf of the Institute, or in any way bind the Institute without the written authority of the Council.

The Region, or Regional Officers acting collectively, may incur debts and liabilities for and on behalf of the Region only, and the Institute shall not under any circumstances be liable for any such debts and liabilities of the Region however incurred.

23. Upon the winding up or dormant of the Region, the Officers of the Region shall close all or any bank accounts, or building society account, and realise all assets held for the

administration of the Region; if there remains after the satisfaction of all debts and liabilities any surplus assets whatsoever, any such assets shall be the sole and unencumbered property of the Institute [excluding, if applicable, the surplus assets (if any) of the Region's Social Club or Benevolent Club or combined Social and Benevolent Club].

24. Upon the winding up or dissolution of the Region the officers of the Region's Social Club or Benevolent Club, or combined social and benevolent Club shall close all bank accounts and or building society accounts and realise all assets; if there remains after the satisfaction of all debts and liabilities any surplus assets whatsoever they shall not be distributed among the current membership.

The Region shall call an extraordinary general meeting to approve the giving or Transferring of the surplus assets to The I.C.M Members Benevolent Trust with the consent of the Charity Commission.

- 25 Notwithstanding the provisions of Rule 5.4 the aforementioned Rules 18 to 25 inclusive can only be altered or amended or repealed at an Annual General Meeting or Extraordinary General Meeting by the consent of three-quarters (75%) of the Statutory members of the Institute eligible to vote either in person or by proxy, notice of the motion having been sent to the Company Secretary in accordance with the Articles of Association.