



Proposed Amendments to the CIB Constitution and By-Laws

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To be discussed as Agenda Item 5

Three years of hard work and tens of thousand of words on the part of a host of dedicated persons have produced the most radical set of proposals to amend the Constitution and By-Laws of CIB since its foundation in 1953.

The background to and thrust of these changes are given below.



The Background



At the Meeting of the General Assembly held in Amsterdam, Netherlands on 10th May 1995, the outgoing Board gave their considered opinion that it was timely to subject the Constitution and By-Laws of CIB to a critical analysis in order to determine what amendments were necessary in order to ensure that CIB would be equipped with an organisational structure that was in keeping with its intended future.

The need was expressed to formulate a clear Mission Statement for CIB that matched the changed environment in which it now operated.

The amended Constitution and By-Laws should accurately reflect this new Mission Statement by promoting an effective and dynamic management capable of providing the right sort of leadership to achieve the stated objectives.

A wide ranging discussion took place at this Meeting of the General Assembly with the aim of identifying those areas where change needed to be made.

This discussion has continued since and every effort has been undertaken to involve the CIB Membership.



Salient Areas for Revision



As a result of these deliberations, certain sectors of CIB's operations emerged whose efficiency it was judged would be enhanced if the clauses in the Constitution and By-Laws which related to them were to be revised and up-dated.

Among these key issues the following merit specific mention:

- The desirability to establish within CIB the means to facilitate productive external cooperation. This in turn implies the provision of a system whereby other organisations can have some sort of formal affiliation with CIB and an investigation into the feasibility of setting up regional sections and groupings.
- The need to reflect changing trends in the composition of the CIB Membership by corresponding changes in the governance of CIB. Thus the marked increase in number and involvement of Associate Members, a development which will clearly continue apace in the future, justifies a greater degree of direct representation in the CIB Board.
- The importance of reviewing just how effective the new fee system has proved to be in actual practice and what modifications if any may be required. Here the optimal balance must be struck between minimising the financial burden on the membership while safeguarding CIB's own financial stability thus enabling it to come up with a dynamic and continuous programme of activities and services of genuine benefit to the membership.



Establishment of Task Force



The General Assembly authorised the Board which took office in 1995 to set up a Task Force whose responsibility it would be actually to formulate proposals for amendments.

This Task Force was duly established and its members comprised the four Officers elected for the period 1995-1998; the Chairman of the CIB Programme Committee for the period 1995-1998 and the Immediate Past President.

It has met regularly since the General Assembly and in May 1997 it convened a Strategic Workshop in South Africa where CIB Members had the opportunity to discuss a proposed Strategic Plan for CIB which entailed profound implications for the Constitution and By-Laws.

The amendments proposed here are the outcome of these discussions stretching back over three years and it should be emphasised that they have been formulated to take full account of the contributions made by the CIB Board and by the CIB Membership as well as the input of the Task Force itself.

Constitutional Revision - An On-Going Process

In submitting them to the General Assembly for approval, the CIB Board wishes to draw the attention of the membership to the fact that the proposed amendments are designed to apply to the Triennium commencing with the Meeting of the General Assembly in 1998 and concluding with the Meeting of the General Assembly in the year 2001.

Throughout this period it is expected that the new Board, in full consultation with the Members, will monitor the situation carefully so that any further amendments found to be necessary can be prepared for consideration by the General Assembly in 2001.

Also it is expected that throughout this period the new Board will undertake an integral review of the Membership and Fee System, which may result in further amendments of a more fundamental nature.

In this context it is envisaged to give in-depth consideration to such items as:

- the differentiation in rights and obligations of Full and Associate Members
- the extent to which the fee levels are fair reflections of the defined advantages of related classes of Membership
- the potential advantages of applying completely different principles to the Fee System
- the definition of types of member organisations as related to different fee levels

Thrust of Amendments

The Introduction highlighted certain areas as being the foci for possible special scrutiny.

How do these proposed amendments impact on the areas?

- To begin with, a new Mission Statement for CIB has been designed. In consequence it is proposed to change the name of the Organisation although the acronym 'CIB' will be retained.
Appropriate amendments are proposed to those Articles in the Constitution which deal with the Purpose, Scope and Objectives of CIB.
- In order that the Constitution should provide not only the tools but also the impetus for CIB to engage in external activities, it is proposed to include an express statement of the duty on CIB to collaborate with national as well as international organisations.
This amendment does not so much imply that the current Constitution inhibits CIB but rather it recognises the potential benefits that can accrue to the membership through joining forces with the large national organisations that already function successfully in such regions as North America.
- The Board judges the scope of the proposed amendment to be sufficient at this stage and consequently prefers to refrain from advocating any direct reference in the Constitution to regional secretariats or groupings.
- The Triennium to be concluded in 1998 has allowed the Board the opportunity to assess the benefits derived from a series of Officers' Meetings and its opinion is that these justify the proposal to establish a Standing Officers' Committee to augment the policy forming organs. The Board also considers that the Chairmanship of the Programme Committee should bring with it an Officer's post and an amendment giving effect to this is proposed.
- The first but not insignificant step has been taken towards opening up the policy making bodies in CIB to the burgeoning category of Associate Members by proposing an increase in the number of seats on the Board available to them from four to six.
The CIB Board certainly does not consider this amendment to be final.
It will continue to review the position of Associate Members' eligibility for Board Membership during the next Triennium and may well submit further proposal(s) to extend this in 2001.
- Intentionally the Board has not opted to propose radical amendments relating to the membership fee system.
This is not to say that the matter has been left out of consideration. On the contrary, the Board has given careful attention to the fee structure but feels that the coming Triennium should continue to be used to evaluate what alterations would be appropriate and fair for the membership in view of the directions which CIB is planning to take in the up-coming future. As already indicated, this item, too, may be the subject of proposed amendments in 2001. There is, however, one aspect of the payment of membership fees concerning which the Board has thought it prudent to act without delay. That is to ease pressure on CIB's cash flow by proposing an amendment to the By-Laws specifying the date by which fees should be paid, and reserving the right to impose sanctions for failing to comply.



Conformance to Dutch Law



The Board also wishes to state that the CIB General Secretariat is domiciled in the Netherlands and CIB has the legal form of an Association (Vereniging). As such it is subject to the Dutch Law pertaining to a Vereniging. This means that the official Constitution is the Dutch version and the English version must not contain any items that are inadmissible according to the provisions of the Dutch Law.

A case in point is the requirement that a Vereniging in the Netherlands must convene a General Assembly each year. The practice in CIB was to do this every three years.

To fulfil the requirement for an annual meeting an amendment is proposed to the Constitution whereby the yearly meeting of the CIB Board will be followed by a General Assembly.

All Members will receive an invitation to participate and the principal item on the Agenda will be a discussion of an annual Board's report. Naturally Board Members themselves will attend. No official quorum is stated.

The Board is confident that members will accept these practical changes in the interests of CIB.

In fact legal advice has been taken throughout the process of formulating these amendments to ensure that they are in order.

In commending the new Constitution and By-Laws to the General Assembly, the Board repeats that the proposed amendments reflect the collective input from many sources over a period of three years.

The Board believes that their acceptance will result in a framework within which CIB can work effectively in the future to attain its stated objectives.

The English version of the Proposed Amended CIB Constitution and By-Laws follows.



CONSTITUTION



Article 1. Name, Legal Form and Registered Office

1. Name

This Constitution applies to an international, non-governmental, not for profit organization with the title "International Council for Research and Innovation in Building and Construction", established in 1953 and referred to hereafter as "CIB".

2. Legal Form

Unless otherwise decided it shall have the legal form of an Association (in Dutch: Vereniging) under Dutch Law.

3. Registered Office

The Registered Office of CIB is at Rotterdam, the Netherlands.



Article 2. Purpose, Scope and Objectives



1. Purpose

The purpose of CIB is to provide a global network for international exchange and cooperation in research and innovation in building and construction in support of an improved building process and of improved performance of the built environment.

2. Scope

The scope of CIB covers the technical, economic, environmental and other aspects of the built environment during all stages of its life cycle, addressing all steps in the process of basic and applied research, documentation and transfer of the research results, and the implementation and actual application of them.

3. Objectives

The objectives of CIB are to be: a relevant source of information concerning research and innovation worldwide in the field of building and construction; a reliable and effective access point to the global research community; and a forum for achieving a meaningful exchange between the entire spectrum of building and construction interests and the global research community.

4. Collaboration

In achieving its objectives CIB shall promote for international benefit appropriate collaboration with other international and national organizations.



Article 3. Membership



1. Membership Categories

Membership of CIB shall consist of Full Members, Associate Members, Individual Members and Honorary Members.

2. Full Members

Full Members shall be organizations engaged on a substantial scale in the fields of interest of CIB and having a substantial, qualified graduate staff.

The Full Members may be either non-profit making organizations working in the public interest or industrial or professional organizations recognised by the Board to qualify for membership by the scale and character of their operations.

3. Associate Members

Associate Members shall be organizations engaged in work on particular aspects of the fields of interest

of CIB or in its general fields but on a scale that does not qualify them for full membership.

4. Individual Members

Individual Members shall be individuals whose experience in one or more aspects of the fields of interest of CIB qualifies them to make individual contributions to international cooperation.

5. Honorary Members

Honorary Members shall be individuals so designated by the Board because of their outstanding services to CIB in furthering the cause of international building research in the widest sense of the term over a period of years.

6. Members

Although within the meaning of the Dutch Law only Full Members are recognised as members of the Association, references in this and all subsequent sections of this Constitution and its By-Laws to "members" refer to all participants in CIB as described in Items 2 to 5 of this Article, unless specifically qualified by the text to refer to a specific class of member.

7. Membership Fee

Members, with the exception of the Honorary Members, shall accept the obligation to pay an annual membership fee according to a system of calculation determined by the Board and approved by the General Assembly.

8. Application for Membership

Applications for membership shall be transmitted in writing to the Secretary General for consideration by the Board.

The Board shall determine the acceptability of the applicant and assign the class of membership.

The General Assembly has the right to overrule any decision by the Board concerning the acceptance or rejection of an application for membership.

9. Termination of Membership

A membership ends:

- by the death of the member in case of an Individual Member or as soon as the member has ceased to exist in the case of a Full or an Associate Member;
- by termination by the member;
- by termination on behalf of the Association. This can take place when the member has failed to comply with the requirements of the membership as laid down in this Constitution, when he fails to comply with his obligations with respect to the Association, and also if it cannot reasonably be demanded of the Association to continue the membership;
- by dismissal. This can only be done when the member acts contrary to this Constitution or its By-Laws or resolutions of the General Assembly or if he unreasonably damages the Association.

A member wishing to terminate his membership may do so only at the end of the calendar year subject

to ninety (90) days notice, which shall be transmitted in writing by registered letter to the Secretary General.

A member may not exclude himself from a financial obligation resulting from a resolution taken by the General Assembly by terminating his membership after the resolution is adopted.

Termination on behalf of the Association shall be by decision of the Board and shall be advised to the member by registered mail.

Such termination shall take into consideration a termination period of four (4) weeks. However, the membership may be terminated immediately if the Association cannot reasonably be demanded to continue the membership.

If a membership fee due for a given year has not been paid before the end of the next year, the Administrative Committee will advise the Board as to whether the membership should continue or should be terminated.

A member may appeal to the General Assembly against a resolution to terminate his membership by the Association on the grounds that it cannot reasonably be demanded of the Association to continue the membership and against a resolution to dismiss the membership.

Such an appeal shall be lodged within one month after receiving the notice of the resolution in writing stating the reasons thereof.

The member shall be advised of the decision of the General Assembly in writing stating the reasons thereof.

During the period of appeal and pending the decision by the General Assembly the member is suspended.

When a membership is terminated during the financial year the annual fee nevertheless remains payable up to the full amount.

10. Suspension

The Board may suspend, by a vote of at least two-thirds of the Board members present and until the next Meeting of the General Assembly, any membership in CIB for conduct deemed prejudicial to the interests of CIB.



Article 4. Structure of CIB



The structure of CIB shall comprise a General Assembly; a Board and such Committees as it may appoint; Officers and a General Secretariat.



Article 5. General Assembly



1. The Authority of CIB

The authority of CIB shall be vested in the General Assembly which shall determine the general policy, elect Officers and Members of the Board, and discuss the finances, work and policies of CIB and of such other business as may properly come before the meeting.

The General Assembly shall have all powers of the Association that have not been designated to the Board by law or by this Constitution.

2. Meetings of the General Assembly

The General Assembly shall have an Annual Meeting at the latest within six (6) months after the end of the financial year (the Annual Meeting of the General Assembly).

At each Annual Meeting of the General Assembly the following issues shall be discussed:

- the annual financial statements submitted by the Board with the report of the Committee of Examination mentioned in Article 10 Item 5;
- the appointment of the Committee of Examination for the following financial year;
- election to fill any vacancy in the Board;
- any proposal of the Board or the Members announced in the notice of the meeting.

At every third Annual Meeting of the General Assembly, coinciding with the beginning and ending of the period of office of the Board (the Triennial Meeting of the General Assembly), the CIB Officers and other members of the CIB Board shall be elected by the General Assembly in accordance with Article 6 Item 3 of this Constitution.

The Board shall convene a Special Meeting of the General Assembly to be held within a period of six (6) weeks upon a request in writing signed by at least ten (10) percent of the Full Members.

If the Board fails to comply with such a request within fourteen (14) days, the members issuing the request may themselves convene a Special Meeting of the General Assembly by carrying out themselves the actions required of the Secretary General in Item 4 of this Article.

The Meetings of the General Assembly shall be chaired by the chairman of the Board or his substitute.

In the case the chairman or his substitute are not present, then one of the other Board members to be appointed by the Board shall act as chairman. In case the chairmanship is not provided for in this manner, then the General Assembly itself shall provide the chairman.

The secretary or another person appointed for the purpose by the chairman shall take minutes of the proceedings of every meeting. These minutes will be confirmed and undersigned by the chairman and secretary. The persons who may convene a meeting may draw up a notarial record of the proceedings. The contents of the minutes or the record shall be notified to the Full Members.

3. Voting Right at a Meeting of the General Assembly

The General Assembly shall consist of the legally appointed representatives of Full Members of CIB.

A legally appointed representative of a Full Member at a Meeting of the General Assembly shall either be the person who acts as the permanent Designated CIB Contact within the member organisation, or someone else appointed for this purpose by the member organisation in writing to the Secretary General. No person may accept appointment as the legally appointed representative of more than one member.

All other members may also be present at Meetings of the General Assembly in person, or be represented, but have no voting rights. Also representatives of suspended Full Members have no voting rights.

Board Members who do not represent a Full Member have an advisory vote.

Voting by proxy at a Meeting of the General Assembly is not allowed.

Decisions of the General Assembly shall be taken by a simple majority of those legally appointed representatives of Full Members present unless otherwise required by the CIB Constitution.

4. Convening a Meeting of the General Assembly

Meetings of the General Assembly shall be held at such time and place as the Board may decide and in accordance with the provisions of the CIB Constitution.

Annual Meetings of the General Assembly shall be convened on behalf of the Board by the Secretary General who shall give to all members at least three (3) months notice of the holding of a Meeting of the General Assembly .

The agenda for Annual Meetings of the General Assembly shall be circulated by the Secretary General to all members not less than three months before the date fixed for the meeting and the supporting documents shall be circulated not less than one month before the meeting, unless special provisions have been made for particular documents in this Constitution or its By-Laws.

The agenda and supporting documents for Special Meetings of the General Assembly requested by at least ten (10) percent of the Full Members shall be circulated by the Secretary General to all members not less than four (4) weeks before the meeting.

Proposed amendments to the CIB Constitution and By-Laws shall be circulated not less than three (3) months before the meeting at which they will be considered.



Article 6. Board



1. Management of CIB

The affairs of CIB shall be managed on behalf of the General Assembly by a Board of not more than twenty-five (25) members.

2. Composition of the Board

The Board shall consist of five (5) elected Officers, the immediate Past President and not more than nineteen (19) other members.

Not more than two Members shall have their domicile in the same country.

3. Election and Co-option of Board Members

At the Triennial Meeting of the General Assembly the five (5) elected Officers, and not more than thirteen (13) other Members, who are representatives of Full Members, shall be elected to the Board.

In addition a maximum of six (6) Members can either be elected by the General Assembly or co-opted by the Board from the categories of Full or Associate Members. Unless decided otherwise by a resolution by the General Assembly and also unless the Board itself prefers to do otherwise, the Board will co-opt these six (6) Board Members. They shall have the same rights as the elected Members of the Board.

The immediate Past-President will automatically be a member of the Board.

An election of Officers and other Board Members for a new period of office of the Board at a Triennial Meeting of the General Assembly can be held only if at least half (1/2) of the Full Members are legally represented.

4. Duration of Board Membership

The period of office of the Board shall be three (3) years. All Members of the Board shall hold office until the end of such a period or until the conclusion of the next Meeting of the General Assembly when their successors have been elected.

All Members of the Board will be limited to a maximum of two consecutive periods of office, i.e., not more than six years uninterrupted service, even if the Board Member were to be elected an Officer of CIB during the second period.

This limitation will not apply in the case when the Board Member is elected to the Office of President of CIB.

5. Termination of Board Membership

In the event that a member organization with a representative on the CIB Board ceases to be a member of CIB, that Board member will automatically cease to be a member of the CIB Board.

If for any reason a Board member no longer represents the member organization which he represented at the time of his election or co-option, that Board member will automatically cease to be a member of the CIB Board.

Membership of the Board will also cease to exist:

- at the end of the period of office of the Board;
- on the death of the Board Member;
- on dismissal by the General Assembly.

6. Dismissal and Suspension of Board Members

Each Board Member can be dismissed or suspended by the General Assembly at any time. A suspension which is not followed by a submission within three (3) months will end automatically when this period expires.

7. Replacement of Board Members

If the number of Board members falls below twenty-five (25), because a Board Member or Board Members have ceased to be a member of the Board, the remaining Board members or the sole remaining member shall nevertheless form a competent Board. The General Assembly may, however, elect a replacement Board member from the same country as the one to be replaced, but only for the remaining part of the running period of office of the Board. A replacement Board Member shall be elected according to the procedure laid down in Item 3 of this Article.

A period as replacing Board Member which is shorter than one-half of the full period of office of the Board, will not count as a period for the purpose of deciding on re-eligibility.

8. Board Meetings

The Board shall meet at least once in each calendar year to conduct the business of CIB. Other meetings as the Board may itself from time to time consider necessary, may be held on such notice as the Board may prescribe.

9. Convening a Board Meeting

The meetings of the Board shall be convened by the Secretary General on behalf of the President or, in the President's absence, on behalf of the Vice-President nominated to assume his powers and duties.

Convening a Board Meeting shall take place in accordance with the decision of the previous meeting; or if the President, or in his absence one of the Vice-Presidents, deems it necessary.

Two Members of the Board are entitled to request a Board Meeting to be held. Their request shall be in writing and signed by both Members of the Board, to the Secretary General. In case this meeting has not been called by the Secretary General within two (2) weeks, measured from the day this request is delivered to him, these Board Members shall be entitled to convene the meeting themselves.

The Board Meeting to be convened must be held within four (4) weeks after the day it has been called.

10. Quorum

One half (1/2) of the total number of members serving on the Board shall constitute a quorum provided that the President, or in his absence one of the Vice Presidents, is present at the meeting of the Board.

11. Board Decisions and Minutes

Decisions of the Board shall be taken by a simple majority of those present, unless otherwise required by this Constitution or its By-Laws and with the condition that the provisions of Item 10 of this Article have been fulfilled.

If votes are equal, then the vote of the President is decisive.

The Board may take resolutions without holding a meeting provided a resolution is taken by unanimous vote and provided that all Board Members have been enabled to express their opinions in writing.

The Secretary General shall have the resolutions recorded and the opinions expressed in writing appended. The resolution shall be signed by the chairman and included in the minutes of the meeting.

The Secretary General shall ensure that minutes are kept of each Board Meeting. The minutes shall contain a record of every resolution taken by the Board and shall be confirmed by the signature of the chairman and the Secretary General.

Further provision with respect to the division of tasks, the Board Meetings and decisions taken by the Board can be given in the By-Laws.



Article 7. Officers



1. Five Officers

The elected Officers of CIB shall be the President, two Vice-Presidents, the Treasurer and the Chairman of the Programme Committee.

The President, the two Vice-Presidents and the Treasurer shall be elected from amongst the representatives of the Full Members.

2. Officers' Committee

The Board, at its first meeting, or as soon as practically possible thereafter, shall establish an Officers' Committee consisting of the elected Officers and the immediate Past President.

The Secretary General shall convene the Meetings of the Officers' Committee and shall in general participate at these meetings.



Article 8. General Secretariat



1. Secretary General and Deputy Secretary General

The Board shall appoint a Secretary General and his Deputy, if one shall be so appointed, to be charged with the functioning of the General Secretariat of CIB.

The tasks of the Secretary General and the Deputy Secretary General, if one is appointed, shall be defined by the Board.

2. Domicile of the General Secretariat

The domicile of the General Secretariat of CIB shall be fixed by the Board, subject to approval by the General Assembly.

The domicile shall be in the Netherlands so long as CIB has the legal form of an Association (in Dutch: a Vereniging) under Dutch Law.



Article 9. Representation in Legal Matters



The Board is empowered, with the approval of the General Assembly, to resolve to enter into agreements for the acquisition, alienation or encumbrance of registered property and to enter into agreements in pursuance of which the Association binds itself as guarantor or severally liable debtor, answers for a third party or binds itself as security for a debt of a third party. Against and by third parties there can be no appeal on the ground that this approval is lacking.

CIB shall be represented in legal matters by the Board and the President.

The Board may appoint in writing another Officer or Member of the Board, whom the President may nominate, to represent CIB in defined legal matters, by proxy.

Also the Board may appoint in writing the Secretary General to represent CIB in defined legal matters, by proxy.



Article 10. Finances



1. Financial Year

The financial year for CIB shall coincide with the calendar year.

2. Currency

For the financial administration of CIB and for the calculation of the membership fees, the Board shall determine the currency that shall be applied, subject to ratification by the General Assembly.

3. Annual Financial Account by the Treasurer to the Board

The Treasurer shall submit a report to the Board on the financial results of the year just ended.

The yearly financial report by the Treasurer to the Board shall be audited by a firm of certified public accountants appointed by the Board. The financial report shall be approved by the General Assembly.

The reports of the auditors shall be filed in the office of the Secretary General, shall be available for inspection by interested members at the General Assembly and shall be open to inspection by members at all times.

4. Annual Financial Report by the Board to the General Assembly

The Board must keep account of the financial position of the Association in such a manner that at all times its rights and obligations are known.

The Board shall present the financial statements at the Annual Meeting of the General Assembly which must be held within six (6) months after the termination of the financial year, unless this period by is extended by the General Assembly. The financial statements shall include the balance-sheet and a profit and loss account, and an account for its management during the past financial year.

At the end of this period of six (6) months every member may legally claim these financial statements in the case that the Board has not fulfilled its obligations.

The Board shall keep the financial statements and the accounts of its management for a period of ten (10) years.

5. Committee of Examination

The General Assembly shall appoint each year from amongst its members a Committee of at least two (2) persons who are not members of the Board. This Committee shall examine the financial statements by the Board and shall notify the General Assembly of its findings.

The mandate of this Committee may be revoked at any time by the General Assembly. However, this may only be effected by appointing a new committee.



Article 11. Language



The official language of CIB shall be English.



Article 12. By-Laws



By-Laws not inconsistent with this Constitution may be adopted by the General Assembly.



Article 13. Amendments to the Constitution



Amendments to this Constitution proposed not less than three months before a Meeting of the General Assembly by the Board or by a petition signed by at least 10% of the Full Membership shall be set forth in the notice of such meeting and may be adopted by a three quarters (3/4) majority of the Full Members lawfully represented at such meeting, but only if at least half (1/2) of all Full Members are legally represented at the meeting.

An amendment to this Constitution only has effect after this has been embodied in a notarial deed.

Each Board Member shall have the power to execute the notarial deed.



Article 14. Gender



Unless otherwise stated, all references to the male gender in this Constitution and associated By-Laws shall be deemed to include also the female gender.



Article 15. Dissolution



Proposals for the dissolution of CIB or for a merger shall be submitted in the name of at least half of all Full Members and dissolution shall be subject to a majority vote of at least three-quarters of the voting members of the General Assembly. The General Assembly, or failing it, the Board shall appoint the liquidators and determine the principles of liquidation.

In the event of liquidation as a result of a decision to dissolve CIB, the surplus balance after liquidation shall be appropriated to the Full Members at the time of the resolution to dissolve the Association.

Each of them will receive an equal amount. The resolution to dissolve the Association can also contain another way of appropriation of the surplus balance.

In the event of liquidation as a result of a merger with one or more other organisations, the surplus balance shall belong to the organisation that results from the merger.



BY-LAWS



Article I. Membership

1. Applications for Membership

In the case of organizations, the application must be accompanied by information about the legal status,

the programme of work and the staff.

In the case of individuals, information must be given about the relevant experience and activities of the person concerned.

2. Privileges and Obligations of Members

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

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

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



Article II. General Assembly



1. Resolutions

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

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

2. Election of Persons

If in an election no candidate attains an overall majority, the election shall be held again, until one candidate attains an overall majority.

At the third and each subsequent election, the person who attained the fewest votes in the previous election, shall be excluded from the new election.

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

3. Oral Votes and Votes in Writing

All votes will take place orally unless the chairman desires a vote in writing or one of the persons entitled to vote desires this before the vote is cast.

Written votes shall be by unsigned folded ballot papers.

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

Article III. Board



1. Board Members

All Members of the Board shall be individuals who have particular executive experience in the field of interest of CIB.

2. Nominations

Once every three years, the retiring Board shall submit a proposal for the composition of the new Board to the General Assembly. This proposal shall be sent to all Full Members by registered mail at least three months before the Triennial Meeting of the General Assembly. Full Members may submit further nominations by registered mail that must be received by the Secretary General at least two months before the Triennial Meeting of the General Assembly.

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

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

3. Meetings of the Board

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

4. Committees of the Board

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

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

5. Report of the Board

At each Annual Meeting of the General Assembly a report upon the various affairs of CIB and a financial report for the term just closing shall be submitted on behalf of the Board.

Audited financial reports concerning the preceding calendar year shall be available at each Annual Meeting of the General Assembly for inspection by interested members.

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

Article IV. Officers



1. The President

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

2. The Vice- Presidents

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

3. The Treasurer

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

4. The Secretary General

The Secretary General shall, in accordance with the CIB Constitution and By-Laws and under the instructions of the Board, assist the General Assembly, the Board and the Committees of the Board in the execution of their programmes of work and in the progressing and coordination of the activities of CIB. He shall ensure that all Members will receive regularly information on the activities of CIB. He shall be responsible to the Board for the work of the staff of the CIB Office; he shall carry out the administrative and financial tasks required and convene the Meetings of the General Assembly, the Board, and Committees of the Board, on behalf of their respective chairmen. He shall maintain general liaison with other organizations and represent CIB whenever the Board so decides. He shall be ex officio a member of all Committees appointed by the Board. In the event of his disability to fulfill his tasks, the President shall take, in consultation with the Treasurer, such steps as may be appropriate to the continued functioning of the General Secretariat until the next meeting of the Board.



Article V. Committees of the Board



1. Duties of Committees

The Standing Committees of the Board shall be empowered to execute for the Board such duties as the Board will entrust to them within the limits of specific terms of reference and all actions of the Standing Committees shall be subject to ratification by the Board. The Board has responsibility for all acts of its Committees. Other Committees of the Board, set up for the specific purposes, shall have an advisory character. All Committees of the Board shall report directly to the Board and other non-Standing Committees shall report according to a pre-determined procedure. The meetings of Committees shall be convened by the General Secretariat on behalf of the respective Committee Chairmen and in consultation with the President.

2. Officers' Committee

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

3. Administrative Committee

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

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

4. Programme Committee

The Programme Committee shall assist the Board with the planning and execution of the programme of activities and with other tasks which the Board may include in its terms of reference. The Programme Committee shall comprise not more than twelve (12) Members from whom at least eight (8) including the President are Board Members. A minimum of one third of the total membership shall be current or past Coordinators. A simple majority of the appointed members shall constitute a quorum.

5. Appointment of Committees

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

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



Article VI. Commissions



1. Working Commissions

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

2. Membership of Working Commissions

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

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

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

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

3. Task Groups and other Commissions

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

4. Coordination

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

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

5. Guidance Notes

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

6. Cooperation with Other International Organizations

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

7. Termination

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



Article VII. Other Activities



1. Other Activities

In implementing its stated purpose, CIB also may engage in cooperative endeavours with other interested agencies, in arranging technical meetings of public, semi-public or closed character, in issuing specific

publications and in any other activity which can assist in achieving the objectives of CIB.

2. Cooperative Projects

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



Article VIII. Publications



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

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

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



Article IX. Finances



1. Annual Fees

The Secretary General shall send requests for payment within the first two months of each year.

The annual membership fees shall be wholly paid before the end of the first quarter of the year concerned.

For late payment the Board may levy a penalty.

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

2. Budget

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

3. Funds

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

4. Internal Audit

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



Article X. Rules of Procedure



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



Article XI. Disputes



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



Article XII. Amendments to the By-Laws



Amendments to these By-Laws may be made by the General Assembly. The Board may itself sponsor a proposed amendment. It may also receive a proposed amendment sponsored by at least three Full Members and shall in such case examine the proposal and add its opinion about the proposal before its submission to the General Assembly. Any amendment proposed not less than three months before the next Meeting of the General Assembly shall be set forth in the notice of such Assembly for decision and may be adopted by a simple majority of the Full Members lawfully represented at such meeting, but only if at least half (1/2) of all Full Members are legally represented at the Meeting of the General Assembly.

