

ASPAC (FIDIC Member Association in the Asia and Pacific Region)

Provisional Rules
Group of Asia and Pacific Region Member Association

NAME AND MEMBER

Article 1

National Associations of Consulting Engineers as FIDIC Member Association in the region must be the member of ASPAC.

ASPAC shall be the Regional Grouping of FIDIC Member Associations in the Asian and Pacific Areas.

TERMS OF REFERENCE

Article 2

The Purpose and Objectives of ASPAC shall be as follows:

- 2.1 To provide a forum for the free exchange of information among FIDIC Member Associations within the Asia and Pacific Region, as defined by the Asian Development Bank's area of interest.
- 2.2 To foster the consulting engineering industry in accordance with the principles and constitution of FIDIC and encourage the formation of associations of consulting engineers where these do not exist in the countries within the region.
- 2.3 To establish and maintain an organization with a secretariat to facilitate the attainment of these Terms of Reference.
- 2.4 To advise and make recommendations to the Executive Committee of FIDIC concerning particular matters affecting the interests of consulting engineers in the region, report regularly on ASPAC activities, and provide an Annual Report for submission to the General Assembly Meeting, both of ASPAC and FIDIC.
- 2.5 To coordinate FIDIC with the Executive Committee of FIDIC on all communications with international and regional development, agencies. The Executive Committee will inform and confer with ASPAC concerning issues and activities of relevance to the region, ASPAC shall facilitate the role of the Executive Committee of FIDIC by ensuring that it is consulted on sensitive issues and informed of ASPAC activities within its area of responsibility.
- 2.6 To main dialogue with other regional organizations representing consulting engineering in the ASPAC region.

- 2.7 To organize meetings seminars and workshops as appropriate.
- 2.8 To disseminate information on developments in the region by newsletter and other means of communication.

THE GENERAL ASSEMBLY OF ASPAC

Article 3

- 3.1 The General Assembly of ASPAC shall consist of the duly appointed delegates of the Member Associations of ASPAC.
- 3.2 A Member of the Executive Committee may not be appointed as delegates.
- 3.3 Each Member Association shall be entitled to two delegates.
- 3.4 Only the delegates shall have voting power. Each delegate has one vote but in the event of a Member Association being represented by only one delegate, this delegate shall have two votes.
- 3.5 Any Member Association more than one year in arrears with the payment of its annual subscription to ASPAC shall not be entitled to vote on any question at any ASPAC General Assembly Meeting.
- 3.6 Member Associations may appoint their delegates from amongst the individual members or representatives of member firms or staff of their own. When a Member Association cannot be represented at a General Assembly or Extraordinary meeting, that Association may appoint as proxy a delegate from another Member Association. No Member Association may represent more than its own and one other Member Association.
- 3.7 An ordinary meeting of the General Assembly of ASPAC shall be held annually.
- 3.8 Extraordinary Meetings may be convened whenever the Executive Committee may decide or on a written requisition filed with the Executive Committee by not less than one-fifth of the number of the Member Associations. There shall be at least two months notice of an Extraordinary Meeting.
- 3.9 The time and place of the ordinary General Assembly Meeting of ASPAC shall be decided in advance by the General Assembly. There shall be not less than three months notice of a General Assembly Meeting.
- 3.10 The Executive Committee shall attend the meetings of the General Assembly of ASPAC.

- 3.11 Individual members and representatives of member firms, staff of the Member Associations may attend the meetings of the General Assembly as observers. The Executive Committee may invite persons from outside ASPAC to attend the meetings of the General Assembly as observers.
- 3.12 The General Assembly shall be competent to exercise its power when at least one-third of the number of Member Associations are represented at the meeting.

FUNCTIONS OF THE GENERAL ASSEMBLY

Article 4

Subject to the exceptions provided by law or specified in these Constitution, the General Assembly shall pass its resolution by a majority of votes. In the event of an equality of votes the decision shall rest with the President.

It shall be incumbent upon the General Assembly, in particular, to :

- (a) Elect the Chairman and the Executive
- (b) Decide on appeals against resolutions of the Executive Committee;
- (c) Determine the date and place of its meetings;
- (d) Receive the annual report and approve the annual accounts;
- (e) Adopt the budget and fix the rates of Member Associations' subscriptions;
- (f) Modify the constitution;
- (g) Ratify by-laws formulated or modified by the Executive Committee;
- (h) Give directions to the Executive Committee as to future activities of the ?
- (i) Discuss any other business included in the notice convening the General Assembly;
- (j) Decide on the dissolution of ASPAC and appoint the liquidators

ADMINISTRATION AND MANAGEMENT

Article 5

- 5.1 ASPAC Executive Committee shall consist of not less than five representatives from Member Association of ASPAC, including the Chairman who shall be elected by the General Assembly of ASPAC, with term of three years and plus one member nominated by the FIDIC Executive Committee, who shall serve as an ex-officio member of the Executive Committee. All of whom shall act in an honorary capacity.
- 5.2 The General Assembly of Member Associations shall elect the Chairman from amongst the Executive Committee to serve a three years term. Such election shall take place at a sitting immediately proceeding the cessation of the previous three-years term. A member of the Executive Committee who has completed his

- term of office (except the Chairman) shall be eligible for re-election.
- 5.3 Each member of the Executive Committee must be a member or official of a Member Association, but at any time not more than one member of any one Member Association may be a member of the Executive Committee. Executive Committee members shall not be considered as representing their respective Member Associations.
 - 5.4 In the event of a member of the Executive Committee being unable for any reason to complete his term of office, the Executive Committee may adopt a substitute member for the period until the resulting vacancy can be filled.
 - 5.5 In defining the period of service of the members of the Executive Committee, a year starts and ends at the termination of each FIDIC Annual Conference.
 - 5.6 The Executive Committee shall be directly responsible for the operations of the Secretariat and shall be authorized to sign on behalf of the ASPAC within the limits of the Executive Committee's Instructions.
 - 5.7 The Executive Committee shall appoint a Treasurer from among its own number, if it shall be considered to be necessary.
 - 5.8 Authority to sign singly on behalf of ASPAC is limited to and any other person duly authorized in writing by the Chairman.
 - 5.9 The Quorum of the Executive Committee shall be at least three of its members. Subject to the exception provided by specified in the resolutions of ASPAC, Executive Committee shall pass its resolutions by a majority of votes. In the event of an equality of votes the decision shall rest with the Chairman.
 - 5.10 A member of the Executive Committee who absents himself from Three Council Meetings shall cease to be a member. The General Assembly of ASPAC shall nominate his replacement upon recommendation and nomination.
 - 5.11 The Executive Committee shall be convened by the Chairman giving two months prior notice in writing to its members as to the items and substance of the purpose, date, time and place of the meeting. The meeting shall be convened at least twice a year.
 - 5.12 The Secretariat shall be located with the Chairman.

DUTIES OF THE EXECUTIVE COMMITTEE

Article 6

- 6.1 The Executive Committee shall be responsible for all matters which are not explicitly referred to in this constitution as being within the competence of the General Assembly of ASPAC.
- 6.2 The Executive Committee shall be responsible for the carrying out of the resolutions of the General Assembly, and shall prepare and submit the annual report to the General Assembly.
- 6.3 The Executive Committee shall administer the property of ASPAC and shall be responsible for the preparation of the annual accounts and their submission to the General Assembly.
- 6.4 The Executive Committee shall formulate or modify the Rules for ratification by the General Assembly.
- 6.5 The Executive Committee shall appoint at its discretion Standing or Task Committees to assist in the execution of its tasks. These Committees shall be responsible to the Executive Committee.
- 6.6 The Executive Committee shall be responsible for all its activities to the General Assembly.
- 6.7 The Executive Committee shall be responsible to create its fund of ASPAC for the carrying out of the resolution.
- 6.8 The Executive Committee shall be responsible for organizing General Assembly Meetings including giving due notice and issuing agendas and minutes.

LIMITATION OF POWERS OF THE EXECUTIVE COMMITTEE

Article 7

- 7.1 The resolution of the Executive Committee shall be binding upon Member Associations which, however, shall have the right to :
- (i) protest in writing, giving full reasons, and in the event of the Executive Committee persisting in its attitude, to
 - (ii) appeal to the General Assembly.
- 7.2 In the event of an appeal to the General Assembly the resolution of the Executive Committee shall only be adopted when a majority of the votes cast by delegates of the member Associations represented at a meeting of the General Assembly and entitled to vote have voted in favour of the resolution.

REVENUES

Article 8

The revenues of the ASPAC shall comprise the following :

- (i) Annual subscriptions paid by Member Associations.
- (ii) Proceeds of seminars and other meetings organized by, or on behalf of, the Federation.
- (iii) Donations from private persons, corporate bodies or public institutions.

FINANCIAL YEAR

Article 9

- 9.1 The financial year begins on 1st January and ends on 31st December of the year.
- 9.2 The annual subscriptions to be paid by the Member Associations shall be fixed by the General Assembly. They shall become effective as from 1st January in the following year and shall be payable in January of that year.

LIABILITY FOR DEBTS

Article 10

In the case of indebtedness of ASPAC, financial contributions for the settlement of these debts shall be shared by Member Associations, in proportion to their average annual subscriptions over the preceding past five years.

MODIFICATION OF THE RULES

Article 11

Any modification of this Rules shall require the affirmative votes of majority of the votes cast by Member Associations represented at the meeting of the General Assembly and entitled to vote.

DISSOLUTION AND LIQUIDATION OF THE FEDERATION

Article 12

- 12.1 The dissolution and liquidation of ASPAC may be proposed by the Executive Committee, or by not less than one-third of the number of the Member Associations.
- 12.2 Majority of the votes cast by Member Associations represented at the meeting of the General Assembly and entitled to vote must be cast in favour of a resolution on the dissolution and liquidation of ASPAC for it to be adopted.
- 12.3 In the event of a resolution on the dissolution of ASPAC having been passed, the last Executive Committee or liquidation committee appointed by the General Assembly, shall be responsible for the liquidation.
- 12.4 In case of dissolution of ASPAC, the current administration expenses shall be paid first, then the liquidation expenses and after those such remaining expenses as may have been agreed.
- 12.5 The General Assembly shall dispose of any assets left after all the liabilities of ASPAC shall have been met. Such assets shall be refunded to the Member Associations, to their average annual subscriptions over the past five years.