

Articles of Association of the European Council of Civil Engineers Companies Act 1985 (UK)

Company Limited by guarantee and not having a share capital.

Article 1 Definitions and Interpretations

- 1.1 “The Act” means the Companies Act 1985.
- 1.2 “ECCE” means the European Council of Civil Engineers, the unincorporated body whose functions and powers are being taken over by the Council.
- 1.3 “ECCE” means the Company.
- 1.4 “Member” means a member of ECCE.
- 1.5 “Executive Board” or “ExBo” otherwise known as the Executive Committee means executive body of ECCE. .
- 1.6 “The Seal” means the Common Seal of the Council.
- 1.7 “The United Kingdom” means Great Britain and Northern Ireland.
- 1.8 The basic structure of ECCE is:
 - a) **The General Assembly otherwise means the Council.**
 - b) **The Executive Board**

Article 2 Members

- 2.1 Membership of ECCE shall be open to national Professional organisations for Civil Engineers of all European countries or, in the case of multidisciplinary organisations, the relevant division thereof. Not more than one member shall be admitted from any country.
 - 2.1.1 Associate membership shall also be open to European NGO’s, Contracting and Consulting companies, relevant associations or organizations and civil engineers. Individual Associate Members have access to an ECCE Civil Engineering Card. Associate members shall have no voting rights.
- 2.2 Admission to ECCE

Applications, which must be in accordance with 2.1, to ECCE shall be approved by two-thirds majority of ECCE. Acceptance entitles a member to voting rights at the General Meetings of ECCE and to the services of ECCE.

Resignation / Termination of membership by a member from ECCE must be notified to the President or the General Secretary six (6) months in advance of proposed discontinuation.
- 2.3 ECCE may by a two-thirds majority terminate membership of any member, which has failed to fulfil its obligations to ECCE or has brought it into disrepute in anyway.

- 2.4 Observers, by invitation from a Member and other countries are encouraged and welcome to attend General Meetings. Attendees will have no voting rights.
- 2.5 Membership fees are to be determined by Executive Board and then proposed by the Executive Board for approval to the General Assembly and are to be paid in Euro.
- 2.6 Resigning members or members who have their membership terminated shall remain liable for their membership fee in the year they submit their resignation.

Article 3 Delegates

- 3.1 Appointment of an engineer (preferably a civil engineer) as voting national delegate shall be by a member and shall be in writing addressed to the President and sent to the Registered Office by the member organisation.
- 3.2 Members whose delegates are elected to the Offices of President must appoint a second delegate who has voting rights. Members whose delegates are elected to the Offices of Vice President / President Elect or Vice-President / Treasurer may appoint a second delegate who shall have voting rights.
- 3.3 The appointment term of delegates should be for not less than three (3) years. An alternative delegate may be appointed in the absence of a delegate, by a member and have voting rights.
- 3.4 In respect of proposals and issues before the General Assembly delegates shall be responsible for obtaining their members position and views in order to avoid conflict and establish an agreement of policy.
- 3.5 Where there is conflict and differences in policy between ECCE and any ECCE member, that delegate is obliged to bring the matter to the ExBo's notice and shall abstain from voting on that subject.
- 3.6 Members shall have one vote tendered by the delegate or alternative delegate except for reserved matters.

Article 4 General Assembly

The General Assembly of members shall have the power to determine and approve the objectives of ECCE and to make suggestions and proposals, which are considered to be for the betterment of ECCE.

Article 5
Meetings of the General Assembly

5.1 Two meetings shall be convened annually.

5.2 The location of meetings shall be determined by the Executive Board.

5.3 The Executive Board may convene, as it thinks fit, an extraordinary General Meeting. Extraordinary General Meetings may also be convened if thought fit by

(i) Four Members of the Executive Board or

(ii) Six ECCE Members.

Reasons for meetings under **(i)** and **(ii)** shall be notified to the Executive Board and General Assembly.

5.4 Thirty (30) days' notice for special reasons i.e. resolutions, shall be given to all members for meetings called under 5.1 and 5.3.

An agenda for all meetings shall be forwarded, with the notice, to all members. The agenda may include suggested items by a member provided they are submitted for inclusion in reasonably good time.

5.5 Annually the business of meetings shall include Budget, Accounts, Approval of Accounts, reports and when required elections of the Executive Board.

5.6 The President shall chair the above meetings. In the absence of the President, and by this order, the Vice President / (President Elect or Immediate Past President), the Vice-president/Treasurer shall chair the meetings. All meetings must have a quorum of 50% membership. The Chairman shall hold the deciding vote if votes are tied.

5.7 Votes of Members:

Every member shall have one vote, which shall be cast provided all the annual financial contributions are paid, till that moment (new members) or for the last 3 years, since its last registration as member.

5.8 Voting on "Reserved Matters":

For Reserved Matters members shall have the number of votes that represents their proportion of the total financial contributions of members payable in that year. The number of votes attributable to each member shall be published annually.

"Reserved Matters" are as follows:

- Any change to the Memorandum and Articles of Association or Rules or By-Laws.
- Approval of or any change to the Annual Budget.
- Approval of the financial contributions payable by members.

Article 6

The Executive Board

6.1 The Executive Board shall consist of the following delegates:

- **President**
- **Vice President / (President Elect or Immediate Past President)**
- **Vice President / Treasurer**
- **4 No. Delegates**
- **General Secretary, who shall have no voting rights. (See 7.1.4)**

The Immediate Past President finishes his duties one year after the last election. The President Elect begins his duties one year after last election. It applies after the election, in 2018, and as a transition measure, the Immediate Past President will stay in duty during two years.

6.2 The General Assembly shall elect the President, Vice President /President Elect, the Vice President/ Treasurer and 4 No. Delegates.

6.3 The Executive Board shall consist of eight (8) members only, but other members may be invited as guest members without voting rights.

6.4 Elections to the Executive Board shall take place, among the voting members, every three (3) years at an Annual General Meeting. Retirement of the existing Executive Board and appointment of the new Board shall take place on this day.

6.5 Elected Delegates shall hold office for a period of three (3) years.

6.6 The Executive Board (except the Secretary General) shall not have more than one member from the same country.

6.7 The post of a retired Executive Board member shall be filled, till the end of the Executive Board mandate, by the next person voted by the General Assembly. If a tie exists an intermediate voting shall take place.

6.8 Executive Board members shall not hold office if they possess conflicting interests with ECCE.

6.9 Candidates applying for election to the Executive Board shall:

- **Submit their names with their personal profile and manifesto.**
- **Be proposed and seconded in writing by two members.**
- **Have the written approval of their own ECCE member organization.**

All of the above shall be forwarded to the General Secretary not less than 21 days before the elections. Late applications may be approved / rejected by the ExBo.

Article 7
Functions of the Executive Board

- 7.1 The Executive Board shall have the following functions:
- 7.1.1 The Executive Board shall be responsible for the administration and management of ECCE thereby implementing the policies and decisions of the General Assembly.
 - 7.1.2 The Executive Board shall appoint the Chairpersons of Committees, Standing Committees and Task Forces or other internal bodies formed.
 - 7.1.3 The Executive Board with the approval of the General Assembly may terminate at its discretion and for good reason the office of a defaulting Executive Board member.
 - 7.1.4 The Executive Board shall appoint the General Secretary or other posts thought necessary for the good of ECCE members. These appointments may be filled by delegates.
 - 7.1.5 The Executive Board shall take decisions by a simple majority and shall not deliberate if the number of members present is less than the 50% required for a quorum. The President shall hold the deciding vote if votes are tied.
- 7.2 An Executive Board Member shall abstain from voting on matters of direct or indirect conflicting interest.

Article 8
Secretary General

- 8.1 ECCE shall employ a Secretary General as its permanent Administrator who shall be appointed by the Executive Board and approved by the General Assembly.
- 8.2 The Secretary General shall be responsible for the daily management and administration of ECCE in compliance with the instructions of the Executive Board. He or she shall attend all General Meetings and meetings of the Executive Board.
- 8.3 The Secretary General need not be a delegate.
- 8.4 The Secretary General shall take detailed minutes of all proceedings of General Meetings and other meetings.

Article 9
Finance / Budget

- 9.1 The accounting calendar year begins on 01st Jan and closes on 31st December.
- 9.2 The Treasurer prepares a draft budget for adoption and approval by the Executive Board which will then be presented to the General Assembly for their approval.
- 9.3 Audited and Certified accounts for the fiscal year ended shall be presented at the Annual General Meeting for approval by the General Assembly.
- 9.4 Auditing and certifications of accounts, if it is thought fit by the Executive Board may be carried out by the President or a Company of Auditors approved by the Executive Board.
- 9.5 Approved accounts and budget will be filed at the Registered Office.

Article 10
Seal

The Executive Board shall provide for the safe keeping of the seal, which shall only be used on its authority. Two (2) Executive Board Member signatures shall be required, one of whom shall be President or Vice President, with the use of the seal.

Article 11
Notices

- 11.1 Notices pursuant to the Articles shall be given in writing.
- 11.2 Notices given to any member may be sent by post or electronically to it at its registered address.
- 11.2.1 Notice of General Meetings shall be given to every member.

Article 12
Dissolution or Liquidation

Clause 7 of the Memorandum of Association relating to dissolution or liquidation shall be applied if necessary.

Article 13
Rules or By-Laws

The Executive Board may as it deems necessary for the management of ECCE make rules and by-laws. Such rules and by-laws shall not be in conflict with the Articles and may control and regulate the following in relation to Members of the Council:

- 13.1.1 Admission, classification, rights, conditions of membership.
- 13.1.2 Resignation and termination of membership.
- 13.1.3 Fees and subscriptions associated with membership.
- 13.1.4 Conduct of members to one another.
- 13.1.5 Matters related to ECCE's premises.
- 13.1.6 Procedure of meetings of the General Assembly, Executive Board and Committees in so far as such procedure is not catered for by these articles.
- 13.1.7 All such matters as are commonly the subject matter of Company Rules.
- 13.2 The General Assembly shall have power to alter, repeal or make additions to the rules or by-laws provided such changes are not inconsistent with the memorandum or Articles of Association. The Rules and By-Laws shall be binding on all members of ECCE.

Article 14
Signing

The following are eligible to sign for ECCE:

- The President
- Two (2) members of the Executive Board in conjunction
- Persons to whom the Executive Board has given the right to sign.
- The Secretary General is eligible to sign in normal running matters, but not in financial matters.

Articles approved during the 62nd ECCE GA in Prague, on 31st of October of 2015

Signatures: President Włodzimierz Szymczak:



Witness: Vice President /Immediate Past President Fernando Branco:



Memorandum of Association Companies Act 1985

Company Limited Guarantee and not having a Share Capital Memorandum of Association of European Council of Civil Engineers.

1. Name:

The name of the Company is the European Council of Civil Engineers, herein after referred to as ECCE.

2. Registered Office:

The registered office of ECCE is situated at 1, Great George Street, Westminster, London SW1P 3AA and by a decision of the General Assembly the office may be transferred to any other location.

3. Objectives and Powers:

The European Council of Civil Engineers is constituted to implement the following objectives in relation to the following bodies.

- **European Community:**

- (a) to implement the general policies and objectives of the Treaty of Rome insofar as they affect the profession of civil engineering;
- (b) to promote higher standards of civil engineering in the European Community and Europe in general;

- **European Commission:**

- (a) to inform and to advise the European Commission of matters relevant to the civil engineering profession and in particular, to ensure that the text of its Directives is in keeping with the foregoing objectives;
- (b) to advise the European Commission on the organisation and methods of the construction industry and the framework within which civil engineering works;

- **EC National Governments and Institutions:**

- (a) to advise and influence individual Governments and professional Institutions in the light of the Council's corporate policies;
- (b) to formulate standards to achieve a mutual compatibility or acceptability of the results of different regulations which control the profession;
- (c) to formulate standards for a European Code of Conduct of the Civil Engineering Profession and disciplinary procedures applicable throughout the European Community;

- **The Profession, Related Organisations and Industries:**

- (a) to formulate guidelines to maintain and raise standards of civil engineering education and professional competence;

- (b) to assist in achieving mutual compatibility of codes, standards and regulations in the industry;
- (c) to promote Health & Safety in the profession and industry;
- (d) to work with related professional organisations and the industry to achieve the main objectives;
- (e) to encourage where possible and where desirable mutual recognition of qualifications between members;
- (f) to encourage the continuing professional development of Civil Engineers throughout the European Community by means of publications, conferences, and seminars on a pan European basis;
- (g) to set up a system which allows individuals belonging to the national organisations represented by the Council to make use of each other's facilities;
- (h) to seek to become a forum for discussion and policy formation on topics such as the environment, sustainable development, Health and Safety, infrastructure, research and development in the European Community.

In furtherance of such objects the Council shall have power

- To co-operate and enter into arrangements with any authorities, national, local or otherwise.
- To issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Council in the shape of donations, subscriptions or otherwise.(i.e. borrow or raise money)
- To invest the money of the Council as may be thought fit.
- To make any charitable donation.
- To employ Consultants to advise the Council
- To insure and arrange insurance cover for, and to indemnify its officers, servants and voluntary workers and those of its members from and against all such risks incurred in the course of the performance of their duties as may be thought fit.
- Subject to the provisions of Clause 4 to make reasonable provision for the payment of pensions and superannuation to or on behalf of employees or former employees and their wives, husbands and dependents.
- Form an association with any companies, institutions, societies or associations which have objects similar to those of ECCE.
- To establish where necessary local branches (whether autonomous or not).

4. Income and Property:

Use of ECCE's income and property shall be for

- The promotion of its objectives and aspirations
- For remuneration of salaries and services received
- Payment of legitimate costs or liabilities i.e. rent, office supplies, travel etc.

5. Limited Liability:

Liability of the members is limited.

6. Contribution to the Assets of ECCE:

Every member shall contribute to ECCE. In the event of the winding up of the Company the total liability of a member (or retired member in that year) shall not exceed a pound.

7. Surplus Assets

In the event of dissolution or liquidation the Executive Board should appoint a Liquidator and realise ECCE's assets and liabilities. Any remaining surplus assets following discharge of ECCE's obligations and financial responsibilities shall be made available for the following:

a) Reimbursement, in whole or in part, in the year of dissolution, to member countries, pro rata of the fees paid.

b) Transfer to another institution or institutions, decided by the General Assembly, with similar objects to those of the General Assembly.

Signatures: President Wlodzimierz Szymczak:



Witness: Vice President /Immediate Past President Fernando Branco:

