



**INTERNATIONAL FEDERATION OF CONSULTING
ENGINEERS AFRICA REGION**

FIDIC AFRICA

CONSTITUTION – 2022 Final

(Ratified at GAM on 17 May 2022)

CONTENTS

SECTION 1 - ARTICLES

1.	NAME.....	3
2.	OBJECTIVES.....	3
3.	MEMBERSHIP	3
4.	THE CONSTITUTION OF FIDIC AFRICA	4
5.	THE GENERAL ASSEMBLY	4
6.	EXECUTIVE COMMITTEE.....	5
7.	THE SECRETARIAT	6
8.	AMENDMENT OF CONSTITUTION.....	7
9.	DISSOLUTION.....	7

SECTION 2 - BY-LAWS

1.	ADMISSION OF MEMBER ASSOCIATIONS.....	8
2.	GENERAL ASSEMBLY MEETINGS.....	8
3.	ELECTION OF EXECUTIVE COMMITTEE	9
4.	THE EXECUTIVE COMMITTEE.....	10
5.	WORKING COMMITTEES	11
6.	CORRESPONDENTS	11

SECTION 1 - ARTICLES

1. NAME

The name of the regional grouping of national associations of consulting engineers in Africa shall be the International Federation of Consulting Engineers Africa hereinafter referred to as "FIDIC AFRICA".

2. OBJECTIVES

The objectives of the regional grouping are to:

- 2.1 Represent the consulting engineering industry in Africa as the regional grouping of FIDIC.
- 2.2 Encourage regional co-operation between member associations.
- 2.3 Provide assistance to member associations where necessary.
- 2.4 Provide assistance to member associations with a view to encouraging partnerships between companies affiliated to member associations of FIDIC worldwide.
- 2.5 Encourage meaningful and sustainable technology transfer and capacity building.
- 2.6 Promote training offered by member associations.
- 2.7 Encourage the formation of local associations of consulting engineers where these do not exist.
- 2.8 Promote and enhance the status of the national associations of consulting engineers in Africa.
- 2.9 Encourage the attainment and maintenance of high standards of professional practice and ethics of member consulting engineers.
- 2.10 Communicate the common issues of member associations to such bodies as deemed from time to time to be necessary.
- 2.11 Make representations to governments and other appropriate bodies on matters affecting the interests of member associations in respect of infrastructure development.
- 2.12 Encourage good relations and understanding between member associations, clients of member companies and the public.
- 2.13 Develop and maintain co-operation with other similar groupings of associations or with other professional associations and learned bodies.

3. MEMBERSHIP

- 3.1 Subject to the approval of the General Assembly, membership of FIDIC AFRICA is open to those national associations of consulting engineers who are members of FIDIC or intend to become members of FIDIC and who represent consulting engineering companies of a country in Africa.
- 3.2 Membership applications may consist of a covering letter and proof of membership from FIDIC, should such proof be available..
- 3.3 Notwithstanding the above, member associations, not already affiliated to FIDIC, may apply to become members of FIDIC AFRICA provided that they become members of FIDIC within at least a 5-year period should they be able to sustainably afford to do so.
- 3.4 The category of an Affiliate Member, as provided for in the FIDIC Statutes and as amended from time to time shall be recognised by FIDIC AFRICA in those instances where a Member Association has yet to be established.
- 3.5 FIDIC AFRICA shall compile and maintain a Membership Register.
- 3.6 Members in good standing will be issued with a Certificate of Membership.
- 3.7 Notice of withdrawal from FIDIC AFRICA must be given by email addressed to the Secretariat.
- 3.8 Such notice shall become effective six months after the date of issue by the Secretariat of the Association, but the annual subscription shall be paid for the financial year in which the membership notice is issued.

4. THE CONSTITUTION OF FIDIC AFRICA

The governance structure shall comprise:

- 4.1 the General Assembly
- 4.2 the Executive Committee
- 4.3 the Secretariat
- 4.4 the Constitution
- 4.5 the By-Laws that shall regulate voting procedures and related administration.

5. THE GENERAL ASSEMBLY

- 5.1 The General Assembly shall consist of two delegates from each member association, who shall be nominated by the respective associations. Member associations may appoint alternates from time to time, provided that the Secretariat is informed in writing.
- 5.2 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 present, this delegate shall have two votes.
- 5.3 Any member association more than one year in arrears with the payment of its annual subscription shall not be entitled to vote at any General Assembly.
- 5.4 The quorum at a General Assembly shall be at least one half of existing member Associations in good standing, made up of a minimum of one third present in person plus any valid proxy. In the event of an insufficient number of attendees, the meeting shall be adjourned to another day. The quorum for such adjourned meeting shall be one third of its members entitled to vote including any valid proxy.
- 5.5 A member association whose nominated representatives to The General Assembly absent themselves without acceptable reasons from three consecutive General Assembly Meetings shall cease to be a member of FIDIC AFRICA.
- 5.6 An Extraordinary General Assembly may be convened at any time and shall be convened at the request of at least one third of the member associations of FIDIC AFRICA. Such requisition must state the purpose for which such a meeting is required. Notice for an Extraordinary General Assembly shall be 60 days.
- 5.7 The President, failing which the Deputy President of FIDIC AFRICA, shall preside at all meetings but if they are not present within fifteen minutes after the appointed time for the meeting or if they have signified their inability to be present at the meeting, the members present shall choose one of their members to preside over the meeting.
- 5.8 Meetings of FIDIC Africa shall be considered as official, whether conducted in—person or online, provided that the requisite quorum is attained as determined in the Constitution and the By-Laws.
- 5.9 The functions of the General Assembly shall be:
 - 5.9.1 to ratify policies for the management and administration of the affairs of FIDIC AFRICA.
 - 5.9.2 to ratify annual membership subscriptions.
 - 5.9.3 to ratify proposals on dealing with members not in good standing.
 - 5.9.4 to ratify the appointment of the Executive Committee.
 - 5.9.5 to ratify amendments and revisions to the Constitution.
- 5.10 At the General Assembly the following business shall be conducted:
 - 5.10.1 Read and confirm the Minutes of the preceding General Assembly and matters arising there from.
 - 5.10.2 Receive and consider reports.
 - 5.10.3 Approve financial reports for the preceding financial year.
 - 5.10.4 Deal with matters communicated to the Honorary Secretary not later than

60 days prior to the meeting and included in the notice of the meeting sent by him to the members.

- 5.10.5 Elect the members of the Executive Committee, President, the Deputy President or the President elect.
- 5.10.6 Deal with any other business with the permission of the Chairperson.
- 5.10.7 Fix the number of members of the Executive Committee in office at a maximum of 11.
- 5.10.8 Decide on admission and exclusion of members.
- 5.10.9 Determine the date and place of meetings.
- 5.10.10 Give direction to the Executive Committee as to the future of FIDIC AFRICA.

6. EXECUTIVE COMMITTEE (EXCO)

- 6.1 The Office Bearers shall comprise, the President, Deputy President, Honorary Secretary, Honorary Treasurer and other Elected or co-opted members, the number of whom shall be determined by the General Assembly under the provisions of Clause 5.9.7 in the Constitution, all of whom shall act in an honorary capacity. The Executive Committee shall co-opt the President of the FIDIC AFRICA Future Leaders Forum who shall become a non-voting member of the Executive Committee. The Executive Committee may also co-opt any other past Office Bearer to serve in an advisory capacity on a project basis where such projects relate to maintaining the sustainability of FIDIC Africa.
- 6.2 The outgoing President at the end of each term shall serve an additional two year as an Exco Member, in the capacity of Immediate Past President as a means of preserving the institutional memory of the Organisation and to maintain the direct linkage between FIDIC AFRICA and the FIDIC Board.
- 6.3 The Office Bearers and other elected members so designated shall constitute the Executive Committee of FIDIC AFRICA, who shall be responsible for the strategic direction of FIDIC AFRICA, and the implementation of policies determined by General Assembly from time to time.
- 6.4 Each member of the Executive Committee must be a member 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.
- 6.5 The members of the Executive Committee shall be elected by the General Assembly for a term of office of four years, eligible for extension if elected to be President or Deputy President. A member of the Executive Committee who has completed his/her term of office shall be eligible for re-election at any General Assembly subsequent to the termination of his/her period of office.
- 6.6 In the event of a member of the Executive Committee being unable for any reason to complete his/her term of office, the Executive Committee may co-opt a substitute member for the period until the resulting vacancy can be filled.
- 6.7 In defining the period of service of the members of the Executive Committee, a year starts and ends at the termination of each General Assembly Meeting.
- 6.8 The President or the Deputy President shall be nominated by the Executive Committee from among its own number as elected by the General Assembly.
- 6.9 The President shall hold office for a term of two years in that role and shall not be eligible for re-election to that role. When the President assumes office, a Deputy President shall be elected for a period of one year.

- 6.10 One year before the end of the President's term of office, the General Assembly shall elect a President-Elect who shall assume the office of President after the following year's General Assembly.
- 6.11 In the event of the President, the Deputy President or the President-Elect being unable for any reason to complete a term of office, the Executive Committee shall as soon as possible elect one from among its own number to fill the vacancy. The replacement member shall hold office until the termination of the next General Assembly but shall be eligible for nomination by the Executive Committee and election by the General Assembly in the same or some other office for the full term of the office if available and willing.
- 6.12 The Executive Committee shall appoint from among its own number an Honorary Secretary who will be directly responsible for oversight of the Secretariat function and performance of the Secretariat.
- 6.13 The Executive Committee shall appoint an Honorary Treasurer from among its own number who will be responsible for oversight of the finances of FIDIC AFRICA.
- 6.14 Authority to sign on behalf of the FIDIC AFRICA is limited to the any two of the following office bearers; President, the Deputy President or the President-Elect, the Treasurer and any other person duly authorized in writing by the President.
- 6.15 The Executive Committee shall be responsible for all matters which are not explicitly referred to in these Statutes as being within the competence of the General Assembly. In addition:
- 6.15.1 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.
 - 6.15.2 The Executive Committee shall administer the assets/property of FIDIC AFRICA and shall be responsible for the preparation of the annual accounts and their submission to the General Assembly.
 - 6.15.3 The Executive Committee shall formulate or recommend modification of the Constitution and By Laws or bring forward any business or matter for ratification by the General Assembly provided sufficient prior written notice has been given in accordance with Clause 2.1 of the By Laws.
 - 6.15.4 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.
 - 6.15.5 The Executive Committee shall be responsible for all its activities to the General Assembly.
- 6.16 **Notice of Meetings:** The Honorary Secretary, through the Secretariat shall give each member association 60 days notice of any General Assembly Meeting stating all the particulars to be ratified at the meeting.

7. THE SECRETARIAT

- 7.1 The FIDIC AFRICA General Assembly shall ratify the recommendation for the appointment of and provide for the funding of a Secretariat on an agency basis as tabled by the Executive Committee, which body shall serve the Executive Committee and subsequently, the General Assembly for a period determined from time to time by the Executive Committee.
- 7.2 The Honorary Secretary shall be the designated Office Bearer responsible for establishing and managing the contractual agency relationship with the Secretariat.

- 7.3 The Secretariat shall be responsible for providing administrative management services to the Honorary Secretary in the preparation and submission reports relating to the overall management and administration of the Association.
- 7.4 The Secretariat shall be responsible for providing administrative financial services to the Honorary Treasurer in the preparation and submission of an annual budget and associated business plan for approval by The General Assembly.
- 7.5 The Secretariat shall designate its Executive Director or CEO, who shall become an ex-officio Exco Member, to manage the operational requirements for supporting the strategy of FIDIC Africa as determined by Exco from time to time. The person so designated shall have no voting rights.
- 7.6 The Secretariat shall be responsible for all operational services as determined by Exco, under the custodianship of the Honorary Secretary in alignment with the strategic objectives determined from time to time by Exco.

8. AMENDMENT OF CONSTITUTION

- 8.1 The constitution can be amended, and such alteration shall take effect only after it has been confirmed with a two thirds majority of member associations present and voting at a General Assembly. All member associations must be given 60 days notice of the intention to change the constitution. This notice should include the proposed amendments and a motivation for those proposed amendments.
- 8.2 The By-Laws can be amended by a majority of the Exco to facilitate the efficient running of elections and related administrative matters.
- 8.3 Proxy votes will be accepted in voting procedures related to changes in the constitution.

9. DISSOLUTION

- 9.1 If at any General Assembly, a resolution for the dissolution of FIDIC AFRICA needs to be passed, it shall require that the majority of three-quarters of the members in good standing are present and that a voting process be conducted thereon by the members in good standing
- 9.2 The General Assembly shall thereupon or at any such future date as shall be specified in such resolution, proceed to dissolve FIDIC AFRICA.
- 9.3 The vote specified in Clause 9.1 above shall take place only after a minimum six-month notice to the Member Associations.
- 9.4 Following dissolution, the net assets of FIDIC AFRICA, shall be sold or otherwise disposed of. The proceeds shall be granted to non-profit making charities as determined by the General Assembly at the time.

SECTION 2 - BY-LAWS

1. ADMISSION OF MEMBER ASSOCIATIONS

- 1.1 The application for membership of FIDIC AFRICA as required by Article 3 of The Constitution, shall be submitted in English.
- 1.2 An Association having applied for membership may be requested by the Executive Committee to provide additional information.
- 1.3 The notice of the Executive Committee's recommendations regarding the nomination of an Association shall be forwarded to all Member Associations before the date the General Assembly where membership will be confirmed.
- 1.4 Members of FIDIC AFRICA have to pay Membership fees as determined by the General Assembly Meeting from time to time.
- 1.5 Upon confirmation of membership the Exco will issue the Association with a certificate of membership as set out in Article 3.6 of the Constitution stating the year of admission to membership and the validity period.
- 1.6 Membership fees will be paid in respect of each calendar year.
- 1.7 Membership fees will be due and payable within 30 days of invoicing by the FIDIC AFRICA Secretariat which invoice should be presented in January to each Member Association.
- 1.8 The Good standing of a member shall be withdrawn if membership fees for the previous calendar year have not been paid at the annual general meeting.

2. GENERAL ASSEMBLY MEETINGS

- 2.1 The formal notice convening a General Assembly Meeting, the time and venue of which have been fixed at a preceding Meeting shall be sent out no later than 60 days prior to the date of that Meeting.
- 2.2 In the case of an Extraordinary Meeting, the notice convening the Meeting shall be sent out no later than 60 days prior to the date of that Meeting.
- 2.3 Non-receipt of a notice of a Meeting by a Member Association shall not invalidate the proceedings at such Meeting.
- 2.4 Before each Meeting all Member Associations shall notify the Secretariat of the names of their respective delegates.
- 2.5 The President of FIDIC AFRICA shall preside at every General Assembly Meeting, but if there is no President of FIDIC AFRICA, or if at any Meeting the President is not present within fifteen minutes after the time appointed for holding the Meeting, or is unwilling to preside, the Deputy President shall preside, but if he/she is absent or declines to preside, delegates present shall choose a Member of the Executive Committee, but if no such Member is present, or if all the Members of the Executive Committee present decline to take the chair, the delegates shall choose any suitable delegate from a Member Association of FIDIC AFRICA who is present to preside over such meeting.
- 2.6 The President of the General Assembly shall, while presiding, remain impartial and shall call on other members of the Executive Committee to speak on behalf of the Committee when so required.
- 2.7 The President of the General Assembly Meeting may, with the consent of the delegates present (and shall if so directed by the Meeting), adjourn a Meeting from time to time, but no business shall be transacted at the reassembled meeting other than business which might have been transacted at the Meeting from which the adjournment took place.

- 2.8 At all General Assembly Meetings a resolution put to the vote of the Meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the President of the Meeting or by at least three delegates present and entitled to vote, and unless a poll be so demanded a declaration by the President of the Meeting, that a resolution has been carried, or carried 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 of or against that resolution. The demand for a poll may be withdrawn. The result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded.
- 2.9 Subject to the provisions of By-Law 2.10, if a poll be demanded in the manner aforesaid, it shall be taken in such manner as the President of the Meeting shall direct, but shall normally be in the following manner: -
- The President shall appoint from those present at the Meeting (other than delegates entitled to vote) two tellers who shall be called upon to distribute to each delegation entitled to vote, one voting paper, unless the delegate is a single representative for a Member Association, in which case he or she will receive two voting papers. Delegates shall mark their paper(s) with the word "Yes" if in favour of the resolution, or "No" if against the resolution. They may, if they wish, return their paper(s) without recording a vote.
 - The tellers shall forthwith collect and count the voting papers and shall report the voting figures to the President who shall so inform the meeting.
- 2.10 No poll shall be demanded on the election of a President of a Meeting, or on any question of adjournment.
- 2.11 In the case of an equality of votes, whether on a show of hands or on a poll, the President of the Meeting shall be entitled to a casting vote.
- 2.12 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 a poll has been demanded.
- 2.13 Meetings may be conducted using video/teleconferencing systems or in-person depending on the prevailing situation. The same procedures apply to either situation to ensure consistency of governance procedures.

3. ELECTION OF EXECUTIVE COMMITTEE

- 3.1 The Secretariat of FIDIC AFRICA shall inform the Member Associations in writing of the vacancy(ies) to be filled in the Executive Committee and of the names of the Executive Committee members continuing in office. Member Associations shall be invited to submit a nomination for each vacancy to be filled, whether such nomination be a member of their own Association or of another Member Association, and subject always to the provisions of Article 6 of the Constitution. Nominations may also be made by the Executive Committee. All nominations, which shall be presented to the Secretariat of FIDIC AFRICA before the commencement of the General Assembly Meeting, shall be accompanied by letters from the persons nominated agreeing to serve if elected and from their Associations agreeing to their nominations.
- 3.2 If the number of persons nominated exceeds the number of vacancies to be filled, the Secretariat of FIDIC AFRICA shall make available to each Member Association entitled to vote a complete list of all such nominations which shall show by whom the nomination was made. Ballot forms shall be made available to each delegate entitled to vote at the General Assembly Meeting.
- 3.3 Member Associations shall mark the ballot form with a cross against the name(s) of the Person(s) they wish to fill the vacancy(ies) on the Executive Committee.

- 3.4 The President shall appoint two delegates from among those Associations which do not have a nominee on the ballot form to collect and count the votes. The person(s) who receive(s) the highest number of votes shall be deemed to be duly elected. The result of the ballot including the votes received by each candidate shall be announced during the General Assembly Meeting. In the event that the first ballot does not decide the election because of an equality of votes the names of those concerned shall be submitted to a further ballot by the delegates during the General Assembly Meeting.
- 3.5 If the number of persons nominated does not exceed the number of vacancies to be filled, then they shall be deemed to be elected automatically, unless an objection to the election of any candidate is made by a Member Association before commencement of a General Assembly Meeting. In the event of an objection, the Member Association making the objection shall propose an appropriate resolution at the General Assembly Meeting. If necessary, the matter shall be put to a vote to be decided by a simple majority of all those present and qualified to vote.

4. THE EXECUTIVE COMMITTEE

- 4.1 The President or (in the President's absence) the President-Elect or the Deputy President shall take the chair at every meeting of the Executive Committee. In case both are absent, the members of the Executive Committee present shall choose one of their number to be Chairperson of the meeting.
- 4.2 The Honorary Treasurer shall be responsible to the Executive Committee for the administration of the Finances and assets of FIDIC AFRICA.
- 4.3 The quorum at meetings of the Executive Committee shall be a at least 50% of the Office bearing members, namely President, Deputy President, Honorary Secretary and Honorary Treasurer plus no less than 3 other Exco Members. If this quorum shall be present the Executive Committee shall be competent to exercise its statutory authority.
- 4.4 The Executive Committee may also adopt resolutions by any form of correspondence. Such resolutions shall be adopted when a majority of the elected members of the Executive Committee have replied in favour of the resolutions even if such reply has been received through a round-robin emailing process prior to the date of the meeting.
- 4.5 The Executive Committee shall cause Minutes to be made of the proceedings of the ordinary and extraordinary meetings of the General Assembly. These Minutes shall be submitted for approval to the next succeeding meeting of the General Assembly and, when approved, shall be signed by the President of that meeting. With regard to its own meetings, the Executive Committee shall cause Minutes to be prepared which may be condensed reports of these meetings in the form of summaries of conclusions. These summaries shall be submitted for approval to the next succeeding meeting of the Executive Committee and, when approved, shall be signed by the President of that meeting.
- 4.6 The Executive Committee shall develop and maintain an Executive Meeting Attendance record of all members of the Committee. In the event of and Exco Member being absent without apology for more than 4 meetings in the year, the President may recommend the termination of the participation of that Executive Committee member at the General Assembly Meeting and exercise the right to co-opt an Executive Committee member at the first Executive Committee Meeting following the GAM.
- 4.7 Whereas Exco Members are volunteers on a non-remunerative basis, except for being able to claim for direct out of pocket expenses which may be incurred in the course of performing approved duties on behalf of FIDIC Africa, all annual FIDIC Africa conference attendance fees (except travel and accommodation) shall be borne by the host Country of such conference. In instances where performance of an Exco Member

is lacking in respect of meeting attendance and/or delivery of designated outputs, such privilege shall be forfeited.

- 4.8 Whereas travel, accommodation and subsistence costs are not claimable by Exco Members to either FIDIC or FIDIC Africa Conferences, such costs may be claimed where these are incurred in the course of performing duties required and approved by Exco from time to time which advance the cause of the development of FIDIC Africa in the Region.

5. WORKING COMMITTEES

- 5.1 Working Committees shall be distinguished as follows:
- Standing or Liaisons Committees
 - These Committees shall apply themselves to certain tasks for an extended and unspecified period of time.
 - Task Committees
 - These Committees shall be appointed to achieve specific assignment of limited scope before a set date.
- 5.2 The Chairs of such Working Committees shall be appointed and relieved of their duties by the Executive Committee.
- 5.3 The Executive Committee, after consultation with the Chairperson of a Working Committee, shall appoint the members of such Working Committee. For a Standing or Liaison Committee, the Executive Committee may establish a system of rotation for the members of such a committee. The term appointment shall be fixed by the Executive Committee.
- 5.4 Normally, each member of a Working Committee should be from a different Member Association. Members of Working Committees shall act as individual experts in an honorary capacity and shall not be considered as representing their respective Associations.
- 5.5 Members of the Executive Committee shall normally not be members of Working Committees.
- 5.6 The terms of reference of Working Committees shall be determined by the Executive Committee.
- 5.7 Working Committees shall act as advisers to the Executive Committee and report their findings to this Committee only.
- 5.8 Working Committees shall not enter into commitments of any kind on behalf of FIDIC AFRICA, unless authorised by the Executive Committee in writing.
- 5.9 Time schedules to be observed by Working Committees shall be determined by the Executive Committee after consultation with the Chairperson of the respective Working Committee.