

**THE INSTITUTION OF
CONSTRUCTION PROJECT
MANAGERS OF KENYA
(ICPMK)**

**BY LAWS
2009**

**The Institution of Construction Project Managers of Kenya (ICPMK)
P.O. BOX 1654 - 00502, NAIROBI
TEL (254) 02 20-2196 313; Email: info@icpmk.co.ke**

PART II – BY LAWS

BY LAW NO.	CONTENTS	PAGE NO.
B.L. 1	Constitution	2
B.L. 2	Qualification for Membership	2
B.L. 3	Election and Transfer of Membership	4
B.L. 4	Entrance Fee and Annual Subscription	5
B.L. 5	Resignation, Expulsion and Re – Admission	6
B.L. 6	Professional Conduct	6
B.L. 7	The Council and Office Bearers	6
B.L. 8	Proceedings, Powers and Duties of the Council	8
B.L. 9	Meetings	10
B.L. 10	Proceedings at Meetings.....	11
B.L. 11	Professional Affixes	12
B.L. 12	Financial Provisions	12
B.L. 13	By – Laws and Regulations.....	13
B.L. 14	Saving and Supplementary Provisions	14
B.L. 15	Principles of Professional Conduct	16
B.L. 16	Code of Conduct	16
B.L. 17	Approved Scale of Fees.....	17

B.L. 1.0 **CONSTITUTION**

- B. L. 1.1 “The Constitution” shall mean the Constitution adopted at the first annual general meeting and all subsequent amendments thereto. Constitution
- B. L. 1.2 Approved or approval shall mean the approval of or by the Council of the Institution.
- B.L. 1.3 These By-Laws are made under the power conferred to the Council by s.19.0 of the Constitution.

B. L. 2.0 **QUALIFICATION FOR MEMBERSHIP**

- B. L. 2. 1 Founder Members are those persons who were invited and accepted the invitation to serve in the conceptualisation of the Institution prior to the first annual general meeting. Founder Member
- B. L. 2. 2 Honorary Member - An Honorary Member shall be a person who shall at the discretion of the Council be deemed to have rendered exemplary service to the Institution or the profession of Construction Project Management or associated professions recognised by the Council. Such a member shall be elected by the Council and announced at an annual general meeting of the Institution. Honorary Member
- B.L. 2.3 Fellow Member – Every candidate for election or transfer to the class of Fellow shall satisfy the Council that he /she Fellow Members
- (i) Is one of those Founder Members who were invited to become Fellow Members by virtue of engagement in Construction Project Management and membership of existing built environment professions, and who accepted such invitation prior to the first annual general meeting, or
 - (ii) A Corporate Member who applied and is elected by the Council to the class of Fellow, or
 - (iii) Is one of those Corporate Members invited to the College of Fellows as constituted by the Institution. College of Fellows
 - (a) The College of Fellows shall consist of all Fellow Members who will have been properly elected by the Council or the College of Fellows to the class of Fellow.
 - (b) The primary role of the College of Fellows shall be to unite and come together in fellowship and to advice, lend moral, material, financial or any other support to any matter beneficial to the Institution.
 - (iv) To qualify for election as a Fellow, a candidate shall have:-
 - a) A minimum age of 35 years
 - b) Been a Corporate Member of the Institution or of an approved equivalent organisation for a period of at least 15 years.

- c) Has held a position of such responsibility for at least 5 years in the science and practice of Construction Project Management as in the opinion of the Council justifies his election.
- d) Has such knowledge of the science and practice of Construction Project Management and has acquired such eminence in the profession, and further has advanced the objects of the Institution by the following: -
 - (1) Outstanding performance in local and international relevant organisations.
 - (2) Received relevant professional awards.
 - (3) Authored relevant publications.
 - (4) Made relevant technical innovations locally and internationally.
- (v) The Fellowship award shall be conferred upon the recipients and certificates presented during an annual general meeting.

- B. L. 2.4 Corporate members – Every candidate for election or transfer to the class of Corporate Member shall satisfy the Council who may at its discretion call the candidate for interview that he/she: - Corporate Member
- (i) Is at least 21 years of age
 - (ii) Has had at least five years adequate practical experience in Construction Project Management in a position involving responsibility.
 - (iii) Has sat and passed an examination set by the Institution or been exempted from the Corporate Membership examination of a Construction Project Management Institution or Society approved for the purpose by the Council.
- B.L. 2.5 Visiting Member – The Council may admit as a Visiting Member any person who, being a Corporate Member of a Construction Project Management or Society recognised by the Council, is a bonafide visitor to Kenya. He shall not take part in the governance of the Institution and the period of his visiting membership shall not be extended beyond a maximum of one year in respect of any visit to Kenya. Visiting Member
- B.L. 2.6 Graduate Member – Every candidate for admission or transfer to the class of Graduate Member shall satisfy the Council that he/she Graduate Member
- (a) Is at least 21 years of age
 - (b) Holds the final degree in a course related to the built environment professions
 - (c) Has passed such examination from approved universities as the Council may approve from time to time.
 - (d) Is an employee of a professional firm or of public department which department is engaged in project management.
- B.L. 2.7 Student Member – Every candidate for election to the class of Student Member shall satisfy the Council that he/she Student Member
- (a) Is at least 18 years of age.
 - (b) Has attained a minimum of Kenya Certificate of Secondary

- Education (KCSE) or O-Level education or equivalent
- (c) Is receiving adequate instruction in the theory of Project Management at an approved education establishment.
- (d) Has received or is receiving or intends to receive adequate practical training as a Project Manager in an approved training institution.

B. L 3.0 ELECTION AND TRANSFER OF CLASS MEMBERSHIP

- | | | |
|-----------|---|---|
| B.L. 3.1 | The election of applicants for membership in any class and the transfer of members from one class to another shall be sanctioned by the Council. | Election and transfer of member |
| B. L. 3.2 | <p>Applicants for election or transfer shall be proposed and supported from personal knowledge and in writing on a form approved by the Council. Any person desirous of election as a Fellow Member, as a Corporate Member, or Visiting Member shall be proposed and supported by two Corporate Members.</p> <p>Any person desirous of election as Graduate or Student Member shall be proposed by two Corporate Members who shall in the case of a candidate for election as Student, each sign a declaration that he has a personal knowledge of the means by which the candidate proposes to satisfy the requirements for admission to the class of Student.</p> | Application for membership or transfer of class |
| B. L. 3.3 | <p>The Council may in exceptional circumstances waive the requirements of B.L. 3.2 as regards the required signatures of Corporate Members if a candidate is unable to obtain the specified number of sponsors for his application for reasons beyond his control.</p> <p>In such case, the candidate shall assist the Council by submitting the names of at least two suitable persons, preferably in Construction Project Management who can vouch for his character, qualifications and experience and with whom the Council can communicate.</p> | Exemption in Respect of Signatures |
| B. L. 3.4 | The proposal form shall be forwarded to the Registrar of the Institution who shall submit it for consideration by the Membership Committee of the Council before submitting it accompanied by the views of that committee to the Council who shall determine whether the qualifications of the candidate are in accordance with the By- Laws of the Institution. | Proposal Form |
| B. L. 3.5 | An applicant elected or transferred shall be admitted as Fellow Member, Corporate Member, Visiting Member, Graduate or Student Member as the case may be on payment of such entrance fee, annual subscription or transfer fee as these By-Laws may prescribe. Should payment of such dues not be made within a period of three calendar months after the date of notification to the applicant of his election or transfer, such election or transfer may be declared null and void by the Council and the applicant notified accordingly. | |
| B. L. 3.6 | Until elected an applicant shall not be entitled to any of the rights or privileges of membership. | |

B. L. 4.0 **ENTRANCE FEES AND ANNUAL SUBSCRIPTIONS**

- B. L. 4.1 All entrance fees and annual subscription shall be payable to the Institution. Entrance fee payable to the Institution
- B. L. 4.2 The following entrance fees shall be paid by Fellows, Corporate Members, Visiting, Graduates and Students members
- HonoraryKshs 10,000/-
FellowsKshs. 10,000/-
Corporate MembersKshs. 5,000/-
VisitingKshs. 15,000/-
GraduateKshs 2,000/-
Students.....Kshs. 500/-
- Entrance fee payable on election or transfer
- Provided that a person transferred from one class to another shall pay the difference.
- B. L. 4.3 Resident members shall be those whose registered addresses are in Kenya. Those members resident outside Kenya shall be designated Non Resident members. Resident members
- B. L. 4.4 The following annual subscription shall be payable by members of the Institution Annual subscription
- HonoraryKshs Nil
FellowsKshs. 6,000/-
Corporate MembersKshs. 4,000/-
VisitingKshs. 4,000/-
GraduateKshs 1,500/-
Students.....Kshs. 200/-
- B.L. 4.5 All subscriptions shall become due on election and thereafter on the first day of January of each succeeding year for the year commencing on that day. Applications for membership and transfer of membership class should be accompanied by the first annual subscription. Provided that an election occurring after 1st September shall attract a subscription rate of half the annual fee. Subscriptions due date
- B. L. 4.6 A member of any class whose annual subscription is more than twelve months in arrears shall not be entitled to attend or take part in any meeting or function of the Institution that may be held, or receive any notice or publication of the Institution that may be issued before he has paid dues in full or, until such payment, exercise any of the rights or privileges of membership, or to vote. Subscription arrears
- B.L. 4.7 A member of any class whose annual subscription fee is twelve months or more in arrears shall be so notified by registered post or recorded delivery and in the event of continuing arrears for three months after such notification may by resolution of the Council be excluded from the Institution and his name shall be removed from the Register, but such removal shall not relieve him from his liability for the payment of Deregistration of Membership

arrears of subscription fees due from him calculated up to the 31st day of December of the year of his removal from the Register.

B. L. 5.0 **RESIGNATION, EXPULSION AND RE- ADMISSION**

B. L. 5.1 Any member of any class may resign from the Institution by sending his resignation in writing to the Honorary Secretary, after payment of the subscriptions due from him including that for the current year. Resignation

A member's name shall be removed from the Register as from the date on which his resignation becomes effective.

B. L. 5.2 The Council may by resolution expel any member who shall have willfully acted in contravention of the By - Laws of the Institution or who in the opinion of the Council shall have been found guilty of such conduct as shall render him unfit to continue to belong to the Institution and may remove his name from the Register and he shall thereupon cease to be a member of the Institution. Expulsion

Provided that before taking such action the Council shall afford him the opportunity of appearing before it or of making representations to them in writing.

B. L. 5.3 The Council may re-admit to membership in the class to which he formerly belonged any person whose membership has terminated from any cause provided he satisfies the Council he is worthy of re-admission and pays such amounts in respect of entrance fees and arrears of subscriptions as the Council may determine. Re-admission to membership

B. L. 6.0 **PROFESSIONAL CONDUCT**

B. L. 6.1 A member of any class is required so to order his conduct as to uphold the reputation of the Institution. Professional Conduct

B. L. 6.2 Every member is required so to order his conduct as to uphold the dignity of his profession and to act, in whatever capacity he may be engaged, in a strictly fiduciary manner towards his clients and employers and towards others with whom his work is connected and towards other members in a manner consistent with the best interests of the Institution.

B. L. 6.3 Any alleged breach of B. L. 6.1 and B. L. 6.2 which shall be brought before the Council properly vouched for and supported by sufficient evidence, shall be dealt with by the Council, either by expulsion of the offender from the Institution under the procedure of B.L 5.2 as far as it applies, or in any such manner as the Council may deem fit. Penalty for breach of conduct

B. L. 7.0 **THE COUNCIL AND OFFICE BEARERS**

B.L. 7.1 The office bearers of the Institution who will all be elected from Fellows or Corporate Members shall be Chairman, Vice – Chairman, Honorary Secretary, Assistant Treasurer, Assistant Secretary, Honorary Registrar and Honorary Treasurer. Office bearers

B. L. 7.2	<p>The Council shall consist of:- The Chairman The Vice Chairman Immediate past Chairman The Hon. Treasurer The Assistant Treasurer The Hon. Secretary The Assistant Secretary The Hon. Registrar, and Four ordinary members, all of whom shall be Fellow or Corporate members of the Institution. Members of Council shall be or have been elected in the annual general meeting in accordance with relevant By –Laws</p>	The Council
B. L. 7.3	<p>The Chairman shall hold office for two years and shall be eligible for re-election for the succeeding two years but thereafter he shall not again be eligible for election as Chairman until after an interval of four years.</p>	The Chairman
B. L. 7.4	<p>The Vice Chairman, Hon. Treasurer, the Assistant Treasurer, Hon. Secretary, the Assistant Secretary and Hon. Registrar shall hold office in that capacity for two years, but shall be eligible for immediate re-election to the same or any other office on the Council for which he is qualified by his class of membership.</p>	The Vice-Chairman, Hon. Secretary, Hon. Treasurer, Hon. Registrar, Assistant Secretary, Assistant Treasurer
B. L. 7.5	<p>The period of office of an ordinary member of Council shall be two years, and he shall be eligible for immediate re-election.</p>	Ordinary members of the Council
B. L. 7.6	<p>Vacancies in the office of the Council occurring in accordance with the provisions of B.L. 7.11 shall be balloted for by the Fellows and Corporate Members of the Institution from the members thereof.</p>	Vacancies in the Council
B.L. 7.7	<p>Not later than the 1st day of September in alternate years, the Hon. Secretary shall send letters to all Fellows and Corporate members inviting nominations for office bearers and ordinary members of the Council. The nomination of a member must be made with his consent and shall be proposed and seconded by at least five (5) Fellows or Corporate members. All elected office bearers shall be eligible for election if properly nominated. The nominations notice shall run for 14 days.</p>	Nomination of office bearers and ordinary members of the Council
B. L. 7.8	<p>Not later than the 1st day of October in alternate years or such later date as the Council may approve, the Council shall send to each Fellow and Corporate member entitled to vote a ballot paper containing the names of all persons duly nominated to fill vacancies of the office bearers and ordinary members of the Council. In the ballot each Fellow and Corporate member voting shall mark against the names of their preferred candidates as appropriate. The ballot papers shall be returned so as to reach the Hon. Secretary not later than 21 days after their issue by the Council.</p>	Ballot papers
B. L. 7.9	<p>Not later than the last Council meeting held prior to the commencement of the election process, the Council shall choose two or more members</p>	Appointment of election scrutineers

to be Scrutineers for the purpose of the election process. The ballot papers shall be delivered unopened by Hon. Secretary to the Scrutineers who shall open them and count the votes and report the result to the Annual General Meeting.

In the event of the Scrutineers being unable to report the election of the prescribed number of persons to fill the vacancies in the Council owing to an equality of votes they shall submit the names of the affected candidates to the Annual General Meeting and members will be allowed to vote on the floor.

- | | | |
|----------------|---|--|
| B.L.7.10 | The names of the officers and members of the ensuing year shall be announced by the Scrutineers at the Annual General Meeting and they shall assume office immediately after the conclusion of the business of that meeting. | Incoming Council |
| B.L.7.11 | The office of a member of the Council shall be vacated:-

(a) If he is declared bankrupt, or
(b) If by notice in writing to the Institution he resigns his office, or
(c) If he ceases to be a member of the Institution for any other reason. | Office Vacated |
| B.L.7.12 | Vacancies in the offices of the Council may be filled by the Council, except that the office of Chairman will be automatically filled by the Vice-Chairman. Name of such person selected shall be announced at the next ordinary meeting of the Institution. The Council shall determine the period for which the person selected shall hold office provided that such period shall not be longer than the vacating member of the Council would in the ordinary course have retained office, and any period of office so served shall not be taken into account in computing the period of office served by the person. | Vacancies may be filled by the Council |
| B.L.8.0 | <u>PROCEEDINGS, POWERS AND DUTIES OF THE COUNCIL</u> | |
| B.L.8.1 | The Council shall manage the property and affairs of the Institution in accordance with the Constitution and By-Laws from time to time in force, and may exercise all such powers of the Institution as are not required by the By-Laws to be exercised by a General Meeting of the Institution. | Council to direct the affairs of the Institution |
| B.L.8.2 | The Council shall meet as often as the business of the Institution may require and in any event not less than six times in a year and meetings shall be held at the Secretariat of the Institution or such other place as Council may decide. At every meeting of the Council, five members shall constitute a quorum and all matters shall be decided by a simple majority. It shall be competent for the Council to seek by post the views of its members on any matters including those concerned with applications for membership of the Institution. | Council meetings |
| B.L.8.3 | At least fourteen days notice in writing shall normally be given of each meeting of the Council and the nature of the business to be transacted thereat shall be stated in the notice. | Notice of meeting |

B.L.8.4	At any meeting of the Council each member of Council present shall have one vote, save that of the Chairman. The Chairman shall have a casting vote. The Chairman may direct, or any two members may demand, that the voting shall be by a secret ballot.	Voting at Council meeting
B.L.8.5	At each meeting of the Council the chair shall be taken by the Chairman or in his absence the Vice Chairman or in the absence of both of them, a member of Council elected by the members present.	Chairman of Council meeting
B.L.8.6	On the demand of any four members of Council present at any meeting of the Council, any resolution of the Council passed at such meeting shall be adjourned to the next meeting for further consideration and in such case the resolution shall not become effective unless it be confirmed by a majority in such next meeting. Provided always consideration of such resolution shall not be further adjourned at such next meeting except by a resolution of the Council.	Adjournment of Council meeting
B.L.8.7	The Council may appoint or dissolve committees chosen from the Council and where special circumstances prevail may include therein one or more members of the Institution. Committees so appointed may be designated committees of the Council. The Council may also appoint committees for special purposes consisting of members of the Council, Fellows and Corporate members and others. The Council may delegate any of their powers, except those arising under B.L.5.3 to committees. The Chairman shall be an ex-officio member of all committees of the Council.	Council may appoint committee
B.L. 8.8	The Council may authorize the formation of branches or special groups in any part of the country where demand justifies such action. Where so formed, the Council shall issue guidelines for their operation.	Branches
B.L.8.9	The Council may appoint representatives for such purposes and with such power as the Council may determine. Such representative's may be members of the Institution or such other persons the Council may select to further the interests and work of the Institution and their appointment may be cancelled at any time by the Council.	Council may appoint representatives
B.L.8.10	The Council shall have power to invite a prominent person to become a Patron of the Institution.	Patron of the Institution
B.L.8.11	The Council shall cause minutes to be kept of proceedings of all meetings of the Institution, the Council and various committees of Council.	
B.L.8.12	The Council shall have power to employ staff, who shall hold office during the pleasure of the Council, and who shall perform such duties as the Council may set forth in the terms of their appointment. The Council shall decide from time to time the salaries, wages or remuneration to be paid to the staff of the Institution and the Council	Appointment of staff

shall make such provision for and grant such pensions to them after their retirement from the service of the Institution as the Council may deem fit.

- | | | |
|----------------|--|------------------------------|
| B.L.8.13 | Subject to the direction of the Council, it shall be the duty of the Hon. Secretary to conduct the correspondence of the Institution, to attend all meetings of the Council, and of committees of the Council, to read all minutes and communications that may be ordered to be read, and to superintend the publication of such papers and publications as the Council may direct. He shall also engage, subject to the approval of the Council, and be responsible for all persons employed as servants of the Institution. He shall conduct the ordinary business of the Institution in accordance with the Constitution and By-Laws and the directions of the Council and shall refer to the Chairman or in his absence the Vice-Chairman any matters of importance or difficulty requiring urgent decision. | Secretary |
| B.L.8.14 | The duties of the Hon. Treasurer shall be to collect subscriptions and entrance fees, to prepare and pay accounts of expenditure, to administer the fund of the Institution in accordance with the directions of the Council to whom he shall be responsible, and to present the audited accounts to the Council for inspection and approval. | Duties of Honorary Treasurer |
| B.L.8.15 | The duties of the Hon. Registrar shall be to receive application for election and transfer of membership for presentation to the Council, to maintain a register of all members with their full names, addresses, qualifications and class of membership and cause a list of members to be prepared annually. | Duties of Honorary Registrar |
| B.L.9.0 | <u>MEETINGS</u> | |
| B.L.9.1 | Meetings of the Institution shall be held at such places and as such time as the Council may appoint. | Meetings |
| B.L.9.2 | The meetings of the Institution shall be as follows:-
(a) Ordinary meetings
(b) Annual General Meetings
(c) Special General Meetings | |
| B.L.9.3 | Ordinary meetings shall be held for the reading and discussion of papers on Construction Project Management and allied subjects, for lectures and discussions on those subjects, for the display of cinematograph or other pictorial representations and for visits to works and other places of Construction Project Management interest. | Ordinary meeting |
| B.L.9.4 | The Annual General Meeting (AGM) shall be held each year at such place and time as the Council shall determine.
The business of the Annual General Meeting shall be to receive and deliberate upon the Annual Reports of the Council and the Annual Accounts, to receive the announcement of the result of the elections to the Council, to appoint the Auditors, to receive the Chairman's address and to transact any other business of which notice in writing has been given to the Hon. Secretary at least fourteen days before the meeting. | Annual General Meetings |

B.L.9.5	<p>A Special General Meeting may be called at any time by the Council for any specific purpose relating to the direction and management of the affairs of the Institution except revoking, altering or amending the Constitution of the Institution, and the Council shall call such a meeting on a requisition in writing at any time made by at least ten Fellows and Corporate members specifying the general nature of the business to be transacted and the motions (if any) to be placed before the meeting provided that in no case shall a Special General Meeting be held until fourteen days notice shall have given to Fellows and Corporate members specifying the time, date and place of the meeting and the general nature of the business.</p>	Special General Meeting
B.L.9.7	<p>Every member of any class shall have the privilege of introducing one or more visitors at each ordinary meetings of the Institution by writing his or their names in a book provided for that purpose or supplying him or them with admission tickets to be obtained from the Hon. Secretary.</p> <p>The Council may at their discretion limit the number of visitors to be introduced at any ordinary meeting.</p>	Members may introduce visitors
B.L.9.8	<p>In addition to the meetings specified in the B.L.9.2 the Council may at their discretion arrange for other meetings to be held for the dissemination of Construction Project Management knowledge by means of lectures or cinematograph or other pictorial representations, or for the discussion of Construction Project Management and allied subjects and the reading and discussion of papers thereon, and the Council shall determine the condition of admission to such meetings and the manner in which they shall be conducted.</p>	Other meetings
B.L.9.9	<p>Normally at least fourteen days, notice shall be given of all Annual and Special General Meetings. The notice shall specify the general nature of the business to be transacted and no other business shall be transacted at these meetings except such business of which notice shall have been given as provided B.L.9.4. Failure to receive notice of a meeting by any Member of any class shall not invalidate the proceedings of the meeting.</p>	Notice of annual and Special General Meeting
B.L.10.0	<u>PROCEEDINGS AT MEETINGS</u>	
B.L.10.1	<p>The quorum at any Annual or Special General Meeting shall be fifteen of those persons entitled to be present and vote and no business shall be transacted at any such meetings unless the quorum be present. If a quorum be not present within half an hour from the time appointed for holding the meeting, the meeting shall stand adjourned to the same hour and place in the following week, when numbers present and entitled to vote, whatever their number, shall constitute a quorum.</p>	Quorum at Annual General Meeting
B.L.10.2	<p>The Chairman shall preside at all meetings of the Council and meetings of the Institution at which he is present; or in the absence of the Chairman, the Vice-Chairman or, if none be present, a member of the Council present shall preside.</p>	Chairman of meetings

- B.L.10.3 The ordinary meeting of the Institution shall be conducted as prescribed by the Council from time to time, and the Council shall determine the conditions of admission to such meeting.
- B.L.10.4 At the ordinary meeting no question shall be discussed or motion be made relating to the direction and management of the Institution.
- B.L.10.5 Voting at any Annual or Special General Meetings may be either in person or by proxy and subject to the provisions of B.L.10.6.
- B.L.10.6 The Fellows and Corporate members shall alone be competent to vote at the meetings specified in B.L. 10.5. Subject to B.L.8.4 each person voting shall have one vote.
- B.L.10.7 In the case of an equality of votes the Chairman of the meeting shall both on a show of hands or poll have a casting vote. Chairman to have casting vote
- B.L.10.8 The instrument of appointing a proxy shall be in writing under the hand of appointer or attorney. Proxies entitled to vote
- The signed instrument appointing a proxy and the power of attorney (if any) under it shall be delivered to the Hon. Secretary of the Institution not less than forty eight hours before the time for holding the meeting at which the person named in the proxy proposes to vote, but no instrument appointing a proxy shall be valid after the expiration of three calendar months from its date of issue.
- B.L.10.9 No person shall be appointed a proxy to vote at any meeting who is not entitled in his own right to vote at such meeting.
- B.L.11.0 PROFESSIONAL AFFIXES**
- B.L.11.1 Fellow Members and Corporate Members shall be entitled to use the following affixes on admission to their class:- Professional affixes
 Fellow Members FICPMK
 Corporate Members CICPMK
- B.L.11.2 No other affixes may be used by any member in relation to membership of the Institution.
- B.L.11.3 No member who is not a Fellow or Corporate member may use an affix of the Institution nor may they use words or phrases such as Construction Project Manager or Construction Project Management to imply to the public that they have the right and qualification to offer and perform the services of the Construction Project Management profession.
- B.L.12.0 FINANCIAL PROVISIONS**
- B.L.12.1 The money and effects of the Institution shall be controlled by the Council for the use of the Institution in the furtherance of its objects. Monies and effects

B.L.12.2	The Council shall cause to be kept proper and sufficient accounts of the capital, funds, receipts and expenditure of the Institution so that the true financial state and condition of the Institution may at all times be exhibited by such accounts and shall be available to members for scrutiny if required.	Accounts
B.L.12.3	There shall be opened a bank account at a bank approved by the Council in which all entrance fees, annual subscriptions and other monies received shall be deposited and from which all payments due by the Institution shall be paid. Cheques shall bear the signature of the Chairman or Vice Chairman and the signature of the Hon. Secretary or Hon. Treasurer.	Bank Accounts
B.L.12.4	The financial year of the Institution shall end on the 31 st day of December in each year, and the accounts of the Institution shall be made up each year to that date and after having been approved by the Council and audited by an Auditor or Auditors, shall together with the Auditor's report be laid before the Annual General Meeting next following.	Financial year and presentation of accounts
B.L.12.5	The appointment, powers and duties of the Auditors shall be regulated as nearly as may be and with the necessary modification in accordance with the provisions of the appropriate companies' ordinance, or with any statutory modification thereof for the time being in force, as if the Institution were a company registered under that ordinance.	Appointment of Auditors
B.L.12.6	The Council shall allocate and remit to each branch such monies as may be fixed under regulations made under the provisions of B.L.13.2 and such further monies additions thereto as the Council may consider necessary for the efficient administration of such branch or for the promotion of some special activity.	Branch monies
B.L.12.7	The income and property of the Institution wherever derived, shall be applied solely towards the promotion of the objects of the Institution as set forth in the Constitution and no portion thereof shall be paid or transferred directly or indirectly, by way of dividends, bonus or otherwise howsoever by way of profit, to the members of the Institution.	Income and property of the Institution.
B.L.13.0	<u>BY-LAWS AND REGULATIONS</u>	
B.L.13.1	These By-Laws or any other By-Laws for the time being in force may be added to, revoked, altered or amended at an Annual General Meeting or a Special General Meeting convened for the purpose under the provisions of B.L.9.4 or B.L. 9.5. Such additions, revocations or amendment shall be made only if two thirds or more of the Fellows and Corporate members vote at such Special General Meeting in favour thereof.	Alteration of By-Laws
B.L.13.2	The Council may make regulations and may from time to time amend or revoke such regulations for:-	Power to make regulations controlling branches

	(i) The conduct of the affairs of any branch of the Institution established under the provisions of By-Law 8.8.	
	(ii) The conduct of the affairs of any special group of the Institution established under the provisions of By-Law 8.8, and	
	(iii) Any other purpose not specified in these By-Laws	
B.L.13.3	Local rules proposed by any branch or special group under the provisions of regulations made under B.L.13.2 shall be presented to Council for approval.	Branch local rules
B.L.14.0	<u>SAVING AND SUPPLEMENTARY PROVISIONS</u>	
B.L.14.1	The proceedings of the Council, its committees and sub-committees and branches and all communications, correspondence, reports, minutes and other papers and documents relative to the admission or advancement of members or to the suspension or forfeiture of membership of any member or other proceedings under B.L.5.2 or 6.3 shall be privileged and confidential.	Proceedings of Council and Committee
B.L.14.2	No report of the proceedings at any meeting of the Institution or branches shall be made or published except with the prior consent of the Council.	Publication of proceedings of meetings
B.L.14.3	The official organ of the Institution shall be known as the CONSTRUCTION PROJECT MANAGEMENT Magazine of the Institution of Construction Project Managers of Kenya and shall be the medium for the dissemination of information regarding the activities of the Institution and for the publication of any papers and other matters incidental to the promotion of the objects of the Institution.	Magazine
B.L.14.4	The Council shall arrange for the publication, in the Magazine or in any manner which they may deem advisable, of such papers, documents and publications as may be considered by the Council to be likely to advance Construction Project Management knowledge and the objects of the Institution.	Publications
B.L.14.5	The Council may approve the sale of copies of the Magazine of the Institution to members of the Institution or to the general public at such price or prices as they may prescribe.	Sale of Magazine
B.L.14.6	Any notice may be served upon any members and any communication may be sent by the Council or by the Hon. Secretary or the Institution to him either personally or by sending it prepaid through the post addressed to such person at his address as registered in the books of the Institution.	Notices
	Any notice of communication, served or sent by post shall be deemed to have been served or delivered, on the seventh day following that on which the same is posted, and in providing such service or sending it shall be sufficient to prove that the notice of communication was properly addressed and posted.	

No member of any class, whose registered address is outside Kenya shall be entitled to any notice or ballot or voting paper, and all proceedings may be taken without notice to such person in the same manner as if he had due notice.

- | | | |
|----------|--|-------------------------------------|
| B.L.14.7 | Each member of the Council shall be accountable in respect of his own acts only, and shall not be accountable for any acts done or authorised to which he shall not have expressly assented, and no member of the Council shall incur any personal liability in respect of any loss or damage incurred through any act, matter, or thing done, authorised or suffered by him, being done in good faith for the benefit of the Institution although in excess of his legal power. | Member of Council to be accountable |
| B.L.14.8 | The members of the Council shall be indemnified out of the funds and property of the Institution from and against all costs, charges and expenses whatsoever which they or any of them shall sustain by reason of their respectively accepting office or acting in execution of the duties imposed upon or given to them by the Constitution or the By-Laws of the Institution. | Indemnity |
| B.L.14.9 | The Council may arrange for the union, alliance or incorporation with any institution or organisation with objects kindred to those of the Institution and may also if the Council deem fit, remit or reduce the entrance fees of the members of such organisation at the time of the union, alliance or incorporation.

Provided that such union, alliance or incorporation shall be effective only if it is sanctioned by an Ordinary or Special General Meeting of the members. | Alliances with other bodies |

PART III – APPENDICES

APPENDIX I

PRINCIPLES OF PROFESSIONAL CONDUCT

- B.L.15.1 A member shall at all times fully discharge his duties professionally and shall not commit any act which will have the effect of avoiding or diminishing professional responsibility.
- B.L.15.2 A member shall at all times be honest in his dealings and his decisions shall be made with integrity of purpose.
- B.L.15.3 A member shall at all times be free from corruption.
- B.L.15.4 A member's advice shall at all times be impartial.
- B.L.15.5 A member must never place himself in a position where his duties are likely to create a conflict with his personal or professional interest.
- B.L.15.6 A member shall at all times act in an honorable manner towards his professional colleagues.

CODE OF CONDUCT

- B.L.16.0 Without derogation of the Council's authority to include other matters, a member shall be guilty of professional misconduct if he should:
- B.L.16.1 Accept any work which involves the giving or receiving of discounts or commissions;
- B.L.16.2 Accept any discount, gift or commission from contractors or tradesmen whether employed upon his work or not;
- B.I.16.3 Issue any correspondence, instructions unless the same bear his name or signature;
- B.I.16.4 Attempt to influence unfairly or dishonourably whether directly or indirectly the award of a project;
- B.I.16.5 In the case of a Construction Project Management contract, willfully destroy his original minutes, correspondence, other documentary evidence necessary to verify his instructions until six years after the final completion of the project and the settlement of all accounts;
- B.I.16.6 Deviate by charging less than the charges laid down from the scale of fees approved by the Institution from the time to time as set out in Appendix II of the By-Laws of the Institution;
- B.I.16.7 Obtain or attempt to obtain professional work by means of offering or paying monetary or other valuable consideration or inducement to any person or persons or by any other improper means;

- B.I.16.8 Pay another member less than the fees agreed or set forth in the approved scale of charges;
- B.I.16.9 Knowingly contravene the provisions of the By-Laws of the Institution or make a false declaration in his application for membership;
- B.I.16.10 As a Construction Project Manager not comply with Professional Practice Notes issued by the Institution;
- B.I.16.11 Conduct himself in a manner the Institution may deem incompetent, dishonourable or negligent in connection with the professional work performed by him as a member of the Institution.

APPENDIX II

APPROVED SCALES OF FEES

- B. 17.0 Construction Project Managers shall charge fees stipulated in the relevant conditions of engagement and scale of professional charges contained in By – Laws made by the Institution.

APPENDIX III

SCHEDULE FORM A

**INSTITUTION OF CONSTRUCTION PROJECT MANAGERS
OF KENYA (ICPMK)**

I, the undersigned, agree that in the event of my election to membership of any class in the Institution of Construction Project Managers of Kenya, I will be governed by the Constitution and By-Laws of the Institution, as they now are or as they may hereafter be amended and that I will advance the objects of the Institution as far as shall be in my power.

I further undertake to conduct myself at all times strictly in accordance with the principles and code of professional conduct promulgated from time to time by the Institution.

Provided that, whenever I shall signify in writing to the Honorary Secretary that I am desirous of resigning from the Institution, I shall after the payment of any arrears which may be due by me at that period, be free from this obligation.

As witness my hand this Day of..... Year.....

Signature

Class of membership in the Institution