

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

**CONSTITUTION AND BY LAWS
2009**

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THE INSTITUTION OF CONSTRUCTION PROJECT MANAGERS OF KENYA (ICPMK)

CONSTITUTION

Preamble

This Constitution may be cited as the Constitution of the Institution of Construction Project Managers of Kenya (ICPMK). The Constitution is a set of rules aimed at governing the Institution and its Members. The Constitution shall come to effect on such date as shall be stated by Notice of the Council.

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

1.0 SECTION 1 – NAME AND DEFINITIONS

1.1 The name of the Institution shall be “The Institution of Construction Project Managers of Kenya” hereinafter called “The Institution”. Name

1.2 DEFINITIONS

1.2.1 “The Institution” means the Institution of Construction Project Managers of Kenya (ICPMK) Definitions

1.2.2 “Construction Project Management” may be defined as the overall planning, control and coordination of a construction project from inception through construction to completion aimed at meeting the client’s requirements and ensuring completion on time, within such budget as may be set and to the required quality standards.

1.2.3 “A Construction Project Manager” is a professional, suitably skilled and experienced in the management of construction activities, who acts as the client’s main agent and team leader in the administration, management, communication and coordination of all the activities and participants in the project to achieve completion as per the programme, within the set budget and to the required quality standards.

1.2.4 “Branch” means a Branch of the Institution established under the provisions of the By-Laws.

1.2.5 “Registered Address” means the address of a member for the reception of communication as given on the proposal for his election or transfer, or subsequently varied by notice in writing to the Institution.

1.2.6 “Year” means the period from any Annual General Meeting to the next succeeding Annual General Meeting, except that for accounting purposes, it shall mean from 1st January to 31st December.

1.2.7 The masculine gender refers to the feminine and the singular refers to the plural.

2.0 SECTION 2 – OBJECTS OF THE INSTITUTION

2.1 To promote the general advancement of the practice of Construction Project Management and its application in Kenya including facilitating the exchange of information of the Institution and otherwise. Objects of the
Institution

2.2 To develop and advance a standardized body of knowledge for construction project management.

2.3 To set and develop qualification and registration criteria for Construction

Project Managers.

- 2.4 To set regulation and control standards of Construction Project Management Practice.
- 2.5 To pursue the incorporation of practice objectives into legal framework through an Act of Parliament.
- 2.6 To keep and maintain a register of members.
- 2.7 To co-operate with the built environment institutions on matters concerning Construction Project Management education, training, examinations and practice.
- 2.8 To co-operate with universities, other educational institutions and public educational authorities in the furtherance of education and training in construction project management and practice.
- 2.9 To print, publish, sell, lend or distribute the proceedings or reports of the Institution or any papers, guidelines and communications, works or treaties on Construction Project Management or its applications or subjects connected therewith.
- 2.10 To do all other things incidental or conducive to the attainment of the objects or any of them.
- 2.11 The Institution shall have no political object.

3.0 SECTION 3 – MEMBERSHIP

- 3.1 No person shall be registered as a Construction Project Manager unless he: - Qualification of Members
 - 3.1.1 Has attained the age of twenty one (21) years and, either;
 - 3.1.2 (i) Has passed a prescribed examination or:
 - (ii) Has been admitted as a corporate member of an approved professional institution whose qualifications for such admission include the equivalent of such prescribed examination; and
 - 3.1.3 Has had a minimum of one year of professional experience in Kenya to the satisfaction of the Council or has satisfied the Council that he has otherwise acquired an adequate knowledge of Kenya building contract procedures; and
 - 3.1.4 Has paid the prescribed registration fee; and
 - 3.1.5 Possesses a degree from a University recognized or recognizable by the Commission for Higher Education of Kenya, in any of the following fields;
 - a) Architecture
 - b) Civil or Structural Engineering
 - c) Quantity Surveying/Building Economics
 - d) Property Valuation/Land Economics
 - e) Facilities Management

- f) Construction Management/Construction Project Management
 - g) Building Technology; and
- 3.1.6 Is a Fellow or Corporate Member of the Institution

3.2 **Classification of Members**

- 3.2.1 “Member” means such person who is registered with the Institution under this Constitution and the By Laws.
- 3.2.2 The members of the Institution shall comprise Corporate and non-corporate members. Corporate Members, who include Fellows and Corporate members, shall have voting power. Non-corporate members of the Institution shall be Honorary, Visiting, Graduate and Student Members, who may not vote at Annual General Meetings, other General Meetings or meetings of the Council.
- 3.2.3 **Honorary Members** shall be persons who shall in the opinion of the Council have rendered conspicuous service to the Institution or profession of Construction Project Management. Such members shall be elected by the Council.
- 3.2.4 **Fellow Members** shall be persons who shall have been declared Fellow Members at the inaugural meeting of the Institution and thereafter shall be persons who have passed prescribed examinations and have fulfilled such conditions as the By-Laws prescribe.
- 3.2.5 **Corporate Members** shall be persons who shall have been declared Corporate Members at the inaugural meeting of the Institution and thereafter shall be persons who have passed prescribed examinations and have fulfilled such conditions as the By-Laws prescribe.
- 3.2.6 **Visiting Members** shall be persons who are resident in Kenya for not more than one year and have fulfilled such conditions as the By-Laws prescribe.
- 3.2.7 **Graduate Members** shall be persons who have passed prescribed examinations and who have fulfilled such conditions as the By-Laws prescribe.
- 3.2.8 **Student Members** shall be persons undergoing training in approved training institutions and who have fulfilled such conditions as the By-Laws prescribe.
- 3.2.9 There shall be a register of members containing the names and addresses, qualifications and class of membership of every member of the Institution which shall be maintained at the Secretariat of the Institution in the appropriate class of membership and containing such other particulars as the Council may from time to time prescribe. The register shall be maintained by the Secretary and shall be kept up to date and be made available to members on request.

Class of Membership

Register of Membership

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|--------|---|---|
| 3.2.10 | The rights and privileges of a member of any class shall be personal to him and shall not be transferable or transmissible by him or by operation of law. | Rights of Members |
| 3.2.11 | No member shall by any reason of membership of the Institution be entitled to any rights or privileges other than those which, by this Constitution and the By-Laws attach to the specific class of the Institution to which he belongs. | Rights of member limited to those of membership class |
| 3.2.12 | The Institution may admit any person who may be qualified and elected as Honorary, Fellow, Corporate, Visiting, Graduate or Student Member and such person shall sign the form contained in the By-Laws or such to the like effects as may from time to time be authorized by the Council. | Members to sign form in the By-Laws |
| 3.2.13 | Any member desiring to resign from the Institution shall submit his resignation in writing to the Secretary, which resignation shall take effect from the date of receipt by the Secretary of such notice. | Resignation of Members |
| 3.2.14 | Any member may be expelled if the Council so recommends in accordance with the rules, and if a general meeting of the Institution shall resolve by a two-thirds majority of the members present that such a member should be expelled on the grounds that his conduct has adversely affected the reputation or dignity of the Institution, or that he has contravened any of the provisions of the Constitution of the Institution. | |
| 3.2.15 | Any person who resigns or is removed from membership shall not be entitled to a refund of his subscription or any part thereof or any moneys contributed by him at any time. | Contributions Non-refundable |
| 3.2.16 | Every member shall be required to pay an annual subscription fee as may from time to time be set by the Institution. | Annual Subscription |
| 3.2.17 | Any member who fails to pay his annual subscription within twelve months after such subscription has fallen due shall automatically cease to be a member of the Institution and his name shall be struck off the register of members. The Council may, however, at its discretion, reinstate such member on payment of the total amount of subscription outstanding. | Default in Annual Subscriptions |
| 4.0 | SECTION 4 – OFFICE BEARERS | |
| 4.1 | The office bearers of the Institution shall be: -
(i) The Chairman
(ii) The Vice-Chairman
(iii) The Secretary
(iv) The Assistant Secretary
(v) The Treasurer
(vi) The Assistant Treasurer
(vii) The Registrar | Office Bearers |

- 4.2 The office bearers shall be fully paid-up members of the Institution and shall be elected at a general meeting. Elections of office bearers shall be held every two years. The office bearers shall hold office for a period not exceeding 2 consecutive years, but are eligible for re-election.
- 4.3 Any office bearer who ceases to be a member of the Institution shall automatically cease to be an office bearer thereof.
- 4.4 Office bearers may be removed from office in the same way as in laid down for the expulsion of members in Section 3.2.14 and vacancies thus created shall be filled by persons elected at the general meeting resolving the expulsion. Removal from Office
- 5.0 **SECTION 5 – DUTIES OF OFFICE BEARERS**
- 5.1 Chairman - the Chairman shall, unless prevented by illness or other sufficient cause, preside over all meetings of the Council and at all general meetings. Chairman
- 5.2 Vice-Chairman - the Vice-Chairman shall perform the duties of the Chairman in his absence and such other duties as shall be assigned to him by the Chairman or Council. Vice Chairman
- 5.3 Secretary - the Secretary shall deal with all correspondence of the Institution under the general direction of the Council. In cases of urgent matters where the Council cannot be consulted, he shall consult the Chairman or if he is not available, the Vice-Chairman. The decisions reached shall be subject to ratification or otherwise at the next Council meeting. The Secretary shall issue notices convening all meetings of the Council and all general meetings of the Institution and shall be responsible for keeping minutes of all such meetings and for the preservation of all records of proceedings of the Institution and of the Council. Secretary
- 5.4 Assistant Secretary – in the absence of the Secretary, the Assistant Secretary shall perform all the duties of the Secretary and such other duties as shall be assigned to him by the Secretary or Council whether the Secretary is present or not. Assistant Secretary
- 5.5 Treasurer – the Treasurer shall receive and shall also disburse, under the directions of the Council, all moneys belonging to the Institution and shall issue receipts for all moneys received by him and preserve vouchers for all moneys paid by him. The Treasurer shall be responsible to the Council and to the members and shall keep proper books of account of all moneys received and paid by the Institution and keep them preserved and available for inspection. Treasurer
- 5.6 Assistant Treasurer – the Assistant Treasurer shall perform such duties as may be specifically assigned to him by the Treasurer or by the Council and in the absence of the Treasurer shall perform the duties of the Treasurer. Assistant Treasurer
- 5.7 Registrar – The Registrar shall receive application for membership, for election and transfer of membership for presentation to Council. He shall Registrar

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.

6.0 **SECTION 6 – THE COUNCIL**

6.1 The Council shall comprise of all the above office bearers, 4 other members duly elected and the immediate past Chairman. Composition of Council

6.2 Council members shall hold office from the date of election until the following election at the annual general meeting held after 2 years. The Council shall meet at such times and places as it shall resolve but shall meet not less than once in any three months. Tenure of Council Members

6.3 The Council shall appoint a member to fill any vacancy in the Council caused by death or resignation, pending the next election.

7.0 **SECTION 7 – DUTIES AND POWERS OF THE COUNCIL**

7.1 The Council shall be responsible for the management of the Institution and for that purpose may give directions to the office bearers as to the manner in which, within the law, they shall perform their duties. The Council shall have power to appoint such committees as it may deem desirable to make reports to the Council upon which such action shall be taken as may seem to the Council to be desirable.

7.2 The Council shall have power to suspend a member from his membership until the next general meeting of the Institution. Following such suspension, but notwithstanding such suspension, a member whose expulsion is proposed shall have the right to address the general meeting at which his expulsion may be considered. Expulsion of Members

7.3 All moneys disbursed on behalf of the Institution shall be authorized by the Council except as otherwise specified.

7.4 The quorum for meetings of the Council shall be not less than 50% of the Council members.

8.0 **SECTION 8 – GENERAL MEETINGS**

8.1 There shall be two classes of general meetings – Annual General Meetings and Special General Meetings. General Meetings

8.2 The Annual General Meeting shall be held not later than the 30th of November in each year. Notice in writing of such annual general meeting, accompanied by the annual statement of accounts and the agenda for the meeting shall be sent to all members not less than 21 days before the date of the meeting, and, where practicable, by press advertisement not less than 14 days before the date of the meeting. Annual General Meeting

- 8.3 The agenda for any annual general meeting shall consist of the following: - Agenda at Annual
General Meetings
- (i) Confirmation of the minutes of the previous annual general meeting.
 - (ii) Consideration of the accounts.
 - (iii) Election of office bearers, Council members and Trustees where necessary, in accordance with Section 10 hereof.
 - (iv) Appointment of Auditors in accordance to Section 11 hereof.
 - (v) Such other matters as the Council may decide or as to which notice shall have been given in writing by a member or members to the Secretary at least four weeks before the date of the meeting.
 - (vi) Any other business with the approval of the Chairman.
- 8.4 A special general meeting may be called for any specific purpose by the Council. Notice in writing of such meeting shall be sent to all members not less than 14 days before the date thereof and where practicable by press advertisement not less than 7 days before the date of such meeting. Special General
Meetings
- 8.5 A special general meeting may also be requisitioned for a specific purpose by order in writing to the Secretary of not less than 10 members and no matter shall be discussed other than that stated in the requisition. Notice of such meeting shall be given as prescribed at s.8.4. Requisition for
Special General
Meeting
- 8.6 Quorum for general meetings shall be not less than one third (1/3) of the registered members of the Institution.
- 8.7 In event of no quorum the meeting shall stand adjourned and shall be reconvened by giving not less than 14 days notice. The quorum at the reconvened meeting shall be the number of members present.
- 9.0 **SECTION 9 – PROCEDURE AT MEETINGS**
- 9.1 At all meetings of the Institution, the Chairman, or in his absence, the Vice-Chairman, or in the absence of both these officers, a member selected by the meeting shall take the chair.
- 9.2 The Chairman may at his discretion limit the number of persons permitted to speak in favour of and/or against any motion.
- 9.3 Resolutions shall be decided by simple voting by a show of hands. In the case of equality of votes, the Chairman shall have a second or casting vote.
- 10.0 **SECTION 10 - TRUSTEES**
- 10.1 All land, buildings and other immovable property and all investments and securities which shall be acquired by the Institution shall be vested in the names of not less than 2 and not more than 4 Trustees who shall be members of the Institution and shall be appointed at an annual general meeting for a period of three years. On retirement such Trustees shall be eligible for re-election. A general meeting shall have the power to remove any of the Trustees and all vacancies occurring by removal, resignation or death, shall be filled at the same or next general meeting. A Trustee who ceases to be a member shall cease to be a Trustee. Assets to vest in
Trustees

10.2 The Trustees shall pay all income received from property vested in the Trustees to the Treasurer. Any expenditure in respect of such property which in the opinion of the Trustees is necessary or desirable shall be reported by the Trustees to the Council which shall authorize expenditure of such moneys as it thinks fit.

11.0 SECTION 11 – AUDITORS

11.1 An Auditor or Auditors shall be appointed for the following year at the annual general meeting. All the accounts, records and documents of the Institution shall be opened to the inspection of the Auditor at any time. The Treasurer shall produce an account of his receipts and payments and a statement of assets and liabilities made up to a date which shall not be less than six weeks and not more than three months before the date of the annual general meeting.

Appointment of
Auditors

11.2 The Auditor shall examine such annual accounts and statements and either certify that they are correct, duly vouched and in accordance with the law or report to the Institution in what respect they are found to be incorrect, unvouched or not in accordance with the law.

11.3 A copy of the Auditor’s report on the accounts and statements together with such accounts and statements shall be furnished to all members at the same time as the notice convening the annual general meeting is sent out. An Auditor may be paid such honorarium for duties as may be resolved by the annual general meeting appointing him.

Auditor’s Report
and Honorarium

11.4 No Auditor shall be an office bearer or a member of the Council of the Institution.

12.0 SECTION 12 – FUNDS

12.1 The funds of the Institution may only be used for the following purposes.

- (i) Paying salaries to staff of the Institution.
- (ii) Paying bills for services consumed in the course of duties.
- (iii) Paying for membership to approved institutions.
- (iv) Paying for administration of the business of the Institution in pursuit of its objectives.
- (v) Any other use as may be approved by the Council.

12.2 All moneys and funds shall be received by and paid to the Treasurer and shall be deposited by him in the name of the Institution in any bank or banks approved by the Council.

12.3 No payments shall be made out of the bank account without a resolution of the Council authorizing such payment and all cheques on such bank account shall be signed by the Treasurer or the Assistant Treasurer and two other office bearers of the Institution who shall be appointed by the Council.

12.4 A sum not exceeding Kshs. 10,000.00 may be kept by the Treasurer for petty disbursements of which proper account shall be kept.

- 12.5 The Council shall have power to suspend any office bearer who it has reasonable cause to believe is not properly accounting for any of the funds or property of the Institution and shall have power to appoint another person in his place. Such suspension shall be reported to a general meeting to be convened on a date not later than three months from the date of such suspension and the general meeting shall have full power to decide what further action should be taken in the matter. Improper Accounting
- 12.6 The financial year of the Institution shall run from 1st January to 31st December.
- 13.0 **SECTION 13 – ORGANIZATION AND BRANCHES**
- 13.1 The headquarters of the Institution shall be located in Nairobi, unless otherwise determined by the Council. Headquarters
- 13.2 Branches may be formed in any provincial or district town within the Republic of Kenya when requested by members resident there. The Council shall issue guidelines from time to time on the operation of the branches. Such branches shall only be opened with the approval of the Registrar of Societies. Branches
- 13.3 In order to further the aims and objects of the Institution, the Council may at their discretion set up standing committees to advise the Council on academic and professional standards, membership and other related matters. Standing Committees
- 13.4 The Council shall establish a Secretariat to carry out such executive functions as are necessary to allow the Council to discharge its administrative and other responsibilities. Secretariat
- 13.5 In order to further the aims and objects of the Institution, the Council may at its discretion establish specialist sections/chapters of the Institution. Membership of such specialist sections/chapters shall be open to all members of the Institution who declare that they are interested in the activities of the sections. Each such specialist section/chapter shall be constituted and its affairs shall be conducted in accordance with regulations made from time to time by the Council. Specialists Section/Chapter
- 14.0 **SECTION 14 – AMENDMENT TO THE CONSTITUTION**
- 14.1 Amendments to the Constitution of the Institution must be approved by at least a two-thirds majority of members at a general meeting of the Institution. The amendment shall not be implemented without prior consent in writing of the Registrar of Societies, obtained upon application to him made in writing and signed by three of the office bearers. Amendment of Constitution
- 15.0 **SECTION 15 – DISSOLUTION**
- 15.1 The Institution shall not be dissolved except by a resolution passed at a general meeting of members by a vote of two-thirds of the members present.

The quorum at the meeting shall be one half of the registered members. If no quorum is obtained, the proposal to dissolve the Institution shall be submitted to a further general meeting which shall be held one month later. Notice of this meeting shall be given to all members of the Institution at least 14 days before the date of the meeting. The quorum for this second meeting shall be the number of members present.

- 15.2 Provided, however, that no dissolution shall be effected without prior permission in writing of the Registrar of Societies obtained upon application to him made in writing and signed by three of the office bearers. Registrar's Permission
- 15.3 When the dissolution of the Institution has been approved by the Registrar of Societies, no further action shall be taken by the Council or any office bearer of the Institution in connection with the aims of the Institution other than to get in and liquidate for cash all the assets of the Institution. Subject to the payment of all the debts of the Institution, the balance thereof shall be distributed in such other manner as may be resolved by the meeting at which the resolution for dissolution is passed.
- 16.0 **SECTION 16 – INSPECTION OF ACCOUNTS AND LIST OF MEMBERS**
- 16.1 The books of accounts and all documents relating thereto and a list of the members of the Institution shall be available for inspection at the registered office of the Institution by any officer or member of the Institution on giving not less than 7 days notice in writing to the Institution.
- 17.0 **SECTION 17 – PROFESSIONAL AFFIXES**
- 17.1 Fellows and Corporate members may use professional affixes in the manner and on such conditions as the By – Laws prescribe. Non corporate members shall not be permitted to use any affixes after their names. Professional Affixes
- 18.0 **SECTION 18 – PROFESSIONAL CONDUCT**
- 18.1 Every member shall be bound by and must adhere to the Principles of Professional Conduct published in the By-Laws. Professional Conduct
- 19.0 **SECTION 19 – BY-LAWS**
- 19.1 The Council is empowered to create, revoke or amend By-Laws to regulate all matters referred thereto by this Constitution and any other matters on which regulations are required which are consistent with the Constitution. Provided that the creation, revocation or amendment of By-Laws concerning the scale of entrance fees, of fees for advancing from one class to another and of annual subscriptions shall only be effected at a General Meeting. By-Laws

20.0 **SECTION 20 – INTERPRETATION**

20.1 Any dispute arising out of the interpretation of this Constitution or By-Laws shall be referred to a panel consisting of three persons, one of whom shall be an Advocate and two of whom shall be Fellows or Corporate Members of the Institution. The decision of the panel shall be final and binding on the party or members seeking the interpretation.

Interpretation