



CONSTITUTION

ASSOCIATION OF CONSTRUCTION PROJECT MANAGERS CONSTITUTION

1. THE ASSOCIATION

1.1. The name of the Association shall be the Association of Construction Project Managers.

2. LEGAL STATUS

2.1. The Association shall be a body corporate with perpetual succession, and shall be capable in law of suing and of being sued in its corporate name, and of acquiring, holding and alienating movable and immovable property, and of performing all such acts as are necessary or incidental to the carrying out of its objectives and the performance of its functions and duties in terms of its Constitution.

3. SITUATION AND AREAS OF OPERATION

3.1. The head office of the Association shall be situated in Johannesburg in the province of Gauteng in the Republic of South Africa and may, if necessary, operate in areas other than at its head office.

4. DEFINITIONS

- 4.1. In this Constitution the following words and expressions shall have the following meanings, namely:
- 4.2. "Association" shall mean the Association of Construction Project Managers as herein constituted.
- 4.3. "Executive Committee" shall mean the Executive Committee elected in terms of Clause 9 hereof.
- 4.4. "Members" shall, where no specific category of member is mentioned, mean all the members of the Association.
- 4.5. "Secretary" shall mean any person elected or appointed by the Executive Committee to perform the duties of Secretary.

National secretariat: PO Box 653141 Benmore 2010 Republic of South Africa
Tel +27 11 884 9164/5 Fax +27 11 884 9167 e-mail acpm@icon.co.za web site www.acpm.co.za

Executive Committee: C Israelite (President) N Graham (Vice President)
T Nchapha (Treasurer) G Basson G Byrne HM Dlamini
R Dunkerley JJ Ehrlich N Magongo

Western Cape – L Marrai, Kwa Zulu Natal – D Keightley, Eastern Cape - Prof. J Smallwood
Botswana – Y Yakudu
Member of PROCSA and SAPOA

5. OBJECTIVES AND POWERS

5.1. The objectives of the Association shall be:

- 5.1.1. to promote and facilitate the adoption and use of Project Management in the Construction Industry,
- 5.1.2. to serve and protect the interests of employers of Construction Project Managers by enforcing the Association's disciplinary code,
- 5.1.3. to ensure high standards of professional competence and conduct on the part of its members,
- 5.1.4. to promote and facilitate education and training for those practising or wishing to practice as Construction Project Managers to maximise the efficiency of the process of construction and the optimisation of costs,
- 5.1.5. to promote and facilitate the development of Construction Project Management in the Republic of South Africa in harmony with the Constitution of the country,
- 5.1.6. to develop and foster a close working relationship with the South African Property Owners' Association (SAPOA) and to work together with SAPOA or any association with similar objectives for the benefit of all property developers and owners,
- 5.1.7. to determine standards for admission to the various classes of membership of the Association and to provide means for testing the qualification of candidates for admission to the appropriate classes of membership,
- 5.1.8. to provide a forum for the exchange of views and information on matters pertaining to Construction Project Management and related matters,
- 5.1.9. to print, publish and circulate among members of the Association and other interested persons, papers, books, periodicals, circulars and other literature dealing with Construction Project Management and related matters,
- 5.1.10. to represent the collective views of its members and to liaise with other professions and professional bodies, public authorities and other interested organisations and persons involved in the construction industry,
- 5.1.11. to control and promote the interests of its members.

5.2. The powers of the Association shall be:

- 5.2.1. generally to take such action and to do such things as may be required for the achievement of its objectives as laid down in the Constitution, notwithstanding the specific powers stated in sub-clause 5.2.2 to 5.2.14 hereunder,

- 5.2.2. to appoint and dismiss a Secretary and such other employees as it may deem fit, on such terms as it may from time to time consider expedient,
- 5.2.3. to receive enrolment fees, annual subscriptions and all other revenues of the Association; to open and operate an account or accounts with any registered financial institution and to draw, accept and endorse bills, cheques, promissory notes and other negotiable instruments; and to invest any moneys of the Association not immediately required for any of its objectives or commitments in such manner as may from time to time be determined, provided that the income or profits from any investment or any other source shall be applied to the furtherance of the objects of the Association and not to the payment of any dividend to its members,
- 5.2.4. to borrow, lend or raise money with or without security, and if secured, secured by any means, including mortgage of the Association's property or by overdraft from its bankers,
- 5.2.5. to acquire, purchase, lease or rent immovable property, buildings or premises for the conduct of the Association's business
- 5.2.6. to acquire, purchase, lease or rent furniture, office fittings, office equipment, stationery and any other movable property reasonably necessary for the furtherance of the Association's objectives, and to dispose of same by way of sale or otherwise,
- 5.2.7. to negotiate and obtain such insurances as may be necessary for the protection of the Association's property and insurable interests,
- 5.2.8. to determine, where not otherwise provided in this Constitution, the requirements in respect of educational standards and practical experience for the admission of applicants to the various classes of membership, to receive, consider and decide upon such applications for membership, and to arrange for and prescribe such tests, examinations and other appropriate means of assessing the competence of such applicants for membership,
- 5.2.9. to maintain a register of membership, and to design, print and issue such certificates of membership as may from time to time be prescribed,
- 5.2.10. to cause to be elected an Executive Committee, a President, Vice President and such other office bearer as may be from time to time be prescribed,
- 5.2.11. to establish such subcommittees and regional committees as may be required or desired and to prescribe for the control, management, administration and regulation of such subcommittees and regional committees and their affairs in so far as these are not regulated for herein, and to delegate to them such powers as may be deemed necessary,

- 5.2.12. to appoint a Disciplinary Committee to investigate any allegation of improper conduct which may or may not have prejudiced the employer and, if necessary, recommend steps to minimise the loss or damage to the employer and, if requested by the employer, recommend that the service be provided by a replacement Project Manager from a panel of three Project Managers nominated by the Association.
 - 5.2.13. to make and from time to time alter, amend or rescind rules and/or by-laws for the carrying out of the business of the Association and to provide for all other matters which in terms of this Constitution may be prescribed,
 - 5.2.14. to take any steps with regard to the publication, distribution, and disposal of journals, calendars, year books and other forms of printed matter as it may deem necessary and to establish and maintain specialist libraries,
 - 5.2.15. to recommend conditions of appointment between employers and construction project managers and fees to be paid to its members for their services as project managers.
 - 5.2.16. to fix and review from time to time the minimum professional indemnity policies to be carried by registered practising members,
- 5.3. The income and profit of the Association from whatever source derived, shall be applied solely towards the promotion of the objectives of the Association as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise, or by way of profit to the persons who at any time may be or have been members of the Association, or to any person claiming through any of them, provided that nothing herein shall prevent the payment in good faith of remuneration to any officers or servants of the Association or to any member of the Association or other person in return for any services actually rendered to the Association.

6. **MEMBERSHIP**

6.1. Student members

- 6.1.1. Students registered in their second, or later years of study in terms of an approved course may apply for student membership.
- 6.1.2. The application shall be made on the prescribed application form and the applicant shall furnish such information as may be required by the Executive Committee, which shall have the right to require applicants to confirm by affidavit any information submitted in support of an application.

6.2. Associate members

- 6.2.1. Persons engaged in project management and who have attained an approved academic qualification and/or have attained appropriate project management experience, all as may from time to time be prescribed by the Executive Committee, may apply for associate membership.

- 6.2.2. The application shall be made on the prescribed application form and the applicant shall furnish such information as may be required by the Executive Committee, which shall have the right to require applicants to confirm by affidavit any information submitted in support of an application.

6.3. Affiliated members

- 6.3.1. Persons who have the necessary professional skills and practice Project Management from time to time but not as their core business and who have attained an approved academic qualification and/or have attained appropriate project management experience and in addition to the aforesaid has passed the qualifying examination, all as may from time to time be prescribed by the Executive Committee, may apply for affiliate membership.

- 6.3.2. The application shall be made on the prescribed application form and the applicant shall furnish such information as may be required by the Executive Committee, which shall have the right to require applicants to confirm by affidavit any information submitted in support of an application.

6.4. Full members

- 6.4.1. The Executive Committee may elect a person whose core profession is project management, as a full member where such person has attained an approved academic qualification and/or has attained appropriate project management experience and in addition to the aforesaid has passed the qualifying examination as prescribed by the Executive Committee.

- 6.4.2. Any associate or affiliated member may apply to the Executive Committee on the prescribed application form to be elected as a full member and the Executive Committee's decision should be final.

6.5. Fellow members

- 6.5.1. The Executive Committee may invite any member, who they consider to have met the requirements of experience and to have contributed significantly to the profession, to submit their Curriculum Vitae to the Executive Committee for consideration and election to Fellow member.

- 6.5.2. The terms and conditions of each Fellow membership shall be determined by the Executive Committee.

6.6. Corporate Members

- 6.6.1. Body corporates engaged in professional project management may apply for corporate membership provided that at least 50% of the principals are full members and such 50% comprises at least 2 full members.

- 6.6.2. The application shall be made on the prescribed application form and the applicant shall furnish such information as may be required by the Executive Committee, which shall have the right to require applicants to confirm by affidavit any information submitted in support of an application.
 - 6.6.3. Corporate members shall appoint a designated person to represent the corporate member and to vote on behalf of the corporate member at general meetings.
 - 6.6.4. The name and address of every member shall be entered in the “Roll of Members” in which the various categories of members shall be listed separately.
- 6.7. Every member shall be entitled:
- 6.7.1. to receive an appropriate certificate of membership which certificate shall remain the property of the Association and be returned to the Association on the cessation of membership concerned.
 - 6.7.2. to receive all notices, circulars, balance sheets, agendas of general meetings and other documents issued to members.
 - 6.7.3. to take part in any discussion on any matter at any general meeting.
 - 6.7.4. to attend and participate in all lectures, symposia, courses or other activity organized or sponsored by the Association subject to such limitations, and on such terms, and on payment of such fees as the Executive Committee shall determine.
 - 6.7.5. to describe himself as a member of the Association of the category concerned and to do so by:
 - (a) using after his name the letters “A A C P M” in the case of an associate member.
 - (b) using after his name the letters “Aff A C P M” in the case of an affiliated member.
 - (c) using after his name the letters “M A C P M” in the case of a full member.
 - (d) using after his name the letters “Hon A C P M” in the case of a honorary member.
 - (e) describing his body corporate as an ACPM Corporate Member and may display the ACPM logo on any official company documentation and the like.

7. **ENROLEMENT FEES AND SUBSCRIPTIONS**

- 7.1. Every application for membership shall be accompanied by the prescribed application fee, provided that where any application for membership is rejected, the application fee shall be refunded in full to the applicant.

- 7.2. The Executive Committee shall annually determine the subscriptions payable by all members and shall inform each member.
- 7.3. Annual subscriptions for any year shall be due on 1 January of that year; provided that any member whose resignation is tendered and accepted before 1 January shall not be liable for the annual subscription for that year.

8. DURATION AND TERMINATION OF MEMBERSHIP

- 8.1. An applicant shall become a member on the date on which the Executive Committee approves the application. On such date he shall become liable for payment of the annual subscription.
- 8.2. The membership of any member shall terminate if:
 - 8.2.1. he submits his resignation in writing to the Secretary, and his resignation is accepted by the Executive Committee;
 - 8.2.2. he fails to pay the annual subscription within three months of the date upon which subscription becomes due, subject to the provision that the Executive Committee in its sole discretion, permit him additional time in which to pay his subscription.
 - 8.2.3. The Executive Committee, at a special meeting called to consider his conduct, in terms of clauses 13.3 and 13.4 hereof, resolves in terms of the Code of Professional Conduct and Disciplinary Rules that his membership be terminated on the grounds of improper conduct.
- 8.3. No refund of any subscription or part thereof shall be made to a person ceasing to be a member and he shall in any event remain liable to the Association for any subscription or other debts or obligations due by him.

9. EXECUTIVE COMMITTEE

- 9.1. The management, control and administration of the Association shall be vested in the Executive Committee. All members of the Executive Committee, referred to as committee members, shall be full members.
- 9.2. The Executive Committee shall comprise as follows:
 - 9.2.1. nine committee members elected in terms of clause 9.1; and
 - 9.2.2. not more than five committee members co-opted in terms of clause 9.6.
- 9.3. The period of office of committee members shall be two years (except that, for the first year, four such positions shall be initially for a period of one year and thereafter for two years). The number of such members retiring annually shall be alternately four and five. All members retiring from the Executive Committee shall be eligible for re-election.

- 9.4. A committee member shall cease to be a committee member if:
- 9.4.1. he tenders his resignation in writing,
 - 9.4.2. he fails to attend three consecutive meetings of the Executive Committee,
 - 9.4.3. he ceases to be a member of the Association.
- 9.5. The Executive Committee shall co-opt a full member to fill any vacancy left by an elected committee member that may occur between one Annual General Meeting and the next. The term of office of such co-opted committee member shall equal the unexpired term of office of the committee member whose vacated seat he is co-opted to fill.
- 9.6. The Executive Committee shall furthermore be empowered to co-opt not more than five committee members, subject to the restrictions in clause 9.1, who shall have all the rights and powers of committee members as herein provided, and their term of office shall expire on the date of the next Annual General Meeting.
- 9.7. The Executive Committee shall, at its first meeting after the Annual General Meeting, elect from among its members a President, a Vice-President, a Treasurer and any other office bearer deemed necessary, all of whom shall hold office until their successors are appointed at the first meeting of the Executive Committee after the annual general meeting in the next succeeding year.
- 9.8. The Executive Committee shall meet at least once in every three (3) months at such place and at such time as it may from time to time.
- 9.9. The quorum at meetings of the Executive Committee shall be not less than fifty percent of the Executive Committee members, provided that at least five such members attend.....~~be not fewer than one third of the number of its members, provided that one third of the members in elected positions attend.~~ In the event that a quorum of members is not personally present when any meeting of the Executive Committee is due to commence and for thirty minutes thereafter, the meeting shall be adjourned for seven days and the members present at such adjourned meeting shall constitute a quorum.
- 9.10. The nine elected committee members shall be elected by members of the Association as follows:
- 9.10.1. Not less than sixty days before the date of the Annual General Meeting in terms of clause 11.1 the Secretary shall send a notice to all members inviting the nomination of candidates, subject to the restrictions in clause 9.1, for election to fill the vacancies in the Executive Committee that have occurred or are about to occur in terms of clause 9.3.
 - 9.10.2. All such nominations shall be on a form prescribed by the Executive Committee which shall be signed by the candidate and by two members of the Association who propose and second his candidature. Such forms shall be returned to the Secretary not later than thirty five days before the date of the Annual General Meeting.

- 9.10.3. Not later than thirty days before the date of the Annual General Meeting the Secretary shall send a ballot form to every member listing the names of all candidates for election. Completed ballot forms are to be returned to the Secretary not later than 12 noon on the day of the Annual General Meeting.
 - 9.10.4. A candidate for election may be disqualified by the Executive Committee if such candidate is in arrears with his annual subscription.
 - 9.10.5. The Executive Committee may make rules, not inconsistent with these provisions, for the conduct of elections of members of the Executive Committee.
- 9.11. The Executive Committee has the power to appoint sub-committees to report to the Executive Committee on any issue as the Executive Committee deems fit.

10. **SUB-COMMITTEES**

- 10.1. The Executive Committee shall have the power to appoint such sub-committees as it, in its sole and absolute discretion, may deem necessary or advisable.
- 10.2. A Sub-Committee shall consist of such person or persons as are appointed in the sole discretion of the Executive Committee.
- 10.3. A Sub-Committee shall consist of at least three (3) members, which sub-committee shall appoint one (1) of its members to act as its convenor.
- 10.4. All sub-committees shall act in conformity with and apply this Constitution and Rules and Regulations of the Association.
- 10.5. A sub-committee shall have the power to co-opt any person to sit on such sub-committee.

11. **GENERAL MEETINGS**

- 11.1. The Executive Committee shall convene an Annual General Meeting of all members at least once per year, subsequent to the publication of the audited accounts, at such place not later than the last day of May in each year at such place as it may from time to time determine, and shall give all members at least twenty-one days written notice of such meeting.
- 11.2. Within fourteen days of receipt of a written petition for the holding of a special meeting signed by not less than fifteen (15) percent of the total membership stating the purpose of such meeting, the Executive Committee shall convene such meeting and shall give all members not less than fourteen days written notice of such meeting.
- 11.3. The quorum at any general meeting shall be twenty five members. In the event that a quorum of members is not personally present when any general meeting is due to commence and for thirty minutes thereafter, the meeting shall be adjourned for seven days and the members present at such adjourned meeting shall constitute a quorum.

11.4. All members shall have one vote at a general meeting.

11.5. The ordinary business at any general meeting shall include the following:

11.5.1. to receive and consider the report of the Executive Committee.

11.5.2. to receive and consider the financial accounts of the Association.

11.5.3. to appoint the auditors for the financial year.

11.5.4. to report on the election of committee members to the Executive Committee in terms of clause 9.11.

11.5.5. to consider any matter, proposal or resolution raised or proposed by any member or by the Executive Committee, provided that at least five weeks written notice to the Executive committee shall be given by the member concerned requesting that such matter, proposal or resolution be included on the agenda of such meeting.

12. **FINANCE**

12.1. All the funds, assets and properties of the Association, movable or immovable, shall be administered by the Executive Committee on behalf of the Association.

12.2. Unless otherwise determined by the Executive Committee all cheques drawn on behalf of the Association shall be signed by any two ~~of the following members of the Executive Committee:~~

~~12.2.1. the President~~

~~12.2.2. the Vice President~~

~~12.2.3. the Treasurer~~

12.3. The Executive Committee shall keep proper account of all monies received and expended and of all assets and liabilities of the Association, and a statement of such accounts, drawn up to the last day of the month of December, shall be submitted to members at the next ensuing annual general meeting.

13. **ETHICS**

13.1. Every member of the Association shall uphold the highest standards of integrity and shall conduct himself and his business of whatever nature in accordance with the accepted standards of behaviour. Every member of the Association shall comply with the Code of Professional Conduct and Disciplinary Rules which document shall be regarded to be incorporated into this Constitution.

14. **LIMITATION OF LIABILITY OF MEMBERS**

14.1. Members of the Executive Committee shall not be personally liable for any action they may take in such capacity; and the personal liability of any bona fide member of the Association shall be limited to the payment of his annual subscription.

15. **VALIDITY OF ACTS**

15.1. All acts done in good faith by the Executive Committee or any Sub-Committee duly appointed by the Executive Committee shall, notwithstanding that it is discovered afterwards that there was some defect in the composition, election or appointment of such body, shall be valid as if such body had been properly constituted, elected or appointed in terms of this Constitution.

16. **GENDER**

16.1. Wherever in this Constitution, unless the context otherwise requires, the masculine is used with reference to persons it shall include the feminine and where the singular is used it shall include the plural and vice versa.

17. **DISSOLUTION**

17.1. The Association may be dissolved by a resolution of the Executive Committee submitted to the eligible voting members of the Association for decision by postal vote, provided that the Association may not be dissolved unless two-thirds of the eligible voting members were in favour of dissolution.

17.2. The terms of any such resolution shall provide for the manner in which any surplus assets of the Association after satisfaction of the debts of the Association shall be applied. All such assets shall be donated to an organisation having similar aims and objectives as the Association, and no member shall have any right or claim to such assets or any part thereof.

18. **AMENDMENT OF THE CONSTITUTION**

18.1. Any proposal to amend this constitution shall be submitted either to an annual general meeting of members or to a special meeting of members convened for this purpose. The quorum and period of notice for such special meeting shall be as hereinbefore laid down for an annual general meeting.

18.2. No proposal to amend this constitution shall be put to any general meeting of members unless notice of the resolution has been set out in the notice convening the meeting.

18.3. No proposal to amend this constitution shall be effective unless it receives the votes of two-thirds of the members present and voting at such general meeting.

18.4. When considering an amendment to the Constitution, it shall be competent to adopt variations to such amendment.

18.5. All amendments to the Constitution shall become effective from the time of adoption.

19. **INTERPRETATION**

19.1. Should there be any ambiguities or any difference in meaning or interpretation of words, phrases, etc. in corresponding portions of the English and any other language texts of this Constitution, then, where the English version is clear and

unequivocal, the English text shall be followed, but where the English text is ambiguous or otherwise unclear but the corresponding other version is clear and unambiguous, the other text shall be followed.

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Contact Details:

National secretariat: PO Box 653141 Benmore 2010
..... Republic of South Africa

..... TEL +27 11 884 9164/5 FAX +27 11 884 9167
..... e-mail: acpm@icon.co.za web site www.acpm.co.za

Executive Committee: T Nchapa (President) C Israelite (Vice President)
..... R Dunkerley (Treasurer) G Byrne
..... S Chalwa JJ Ehrlich
..... N Graham E Mojaki
..... T White

Western Cape – L Marrai/B Whittaker, Kwa Zulu Natal – G Bowman
Eastern Cape – Prof. J Smallwood

Member of PROCSA and SAPOA