

**THE PACIFIC ASSOCIATION
OF
QUANTITY SURVEYORS
(PAQS)**



CONSTITUTION

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PREAMBLES

We, the Quantity Surveyors and Cost Engineers from the Member Countries of the Pacific Association of Quantity Surveyors (PAQS) realising that close cooperation among ourselves from the Asia Pacific Region would help promote our missions stated in Article 1 below and the following additional aspirations to:

1. Further develop and foster a global community of leaders in the Profession.
2. Foster global cooperation in area of significance for global policy for the Profession.
3. Shape the agenda for a global forum in terms of economic trends, climate change, energy and water management.
4. Provide a platform underpinned by knowledge and technology to ensure the achievement of excellence in terms of service delivery, competence and education.

ARTICLE 1

THE ASSOCIATION

- 1.1 **The Pacific Association of Quantity Surveyors** (“the Association”) consisting of a membership as defined in Article 2 of these rules is an international association of national organisations representing Quantity Surveyors and Cost Engineers in the Asia and Pacific Region (“the Region”).
- 1.2 **The Mission of the Association is:**
 - 1.2.1 The promotion of the practice of quantity surveying, cost engineering and cost management in the Region.
 - 1.2.2 The promotion of “best practice” for Quantity Surveyors and Cost Engineers in the Region.
 - 1.2.3 The promotion of dialogue between member organisations.
 - 1.2.4 The encouragement of regional co-operation in the practice of quantity surveying and cost management.
 - 1.2.5 The fostering of research appropriate to the better understanding of building practice in the Region.
 - 1.2.6 The rendering of assistance to members of member organisations working in each other’s countries.

ARTICLE 2

MEMBERSHIP

- 2.1 **Qualifications:** Membership may be granted to organisations which are public or private, national in breadth of function, and which represent Quantity Surveyors and Cost Engineers.
- 2.2 **Definition:** Membership of the Association shall comprise the following:
- 2.2.1 Member organisations who are members at the date of the founding of the Association and who pay their annual membership dues.
 - 2.2.2 Member organisations who are elected to membership of the Association after payment of the entrance fee and who pay their annual membership dues.
 - 2.2.3 Associate organisations which have 100 or less members and which pay reduced entrance fee and annual membership dues as determined from time to time by the Board and having no voting rights. However, such organisations if there are within the PAQS Region can opt to be full member if so approved by the Board.
- An organisation who is not within the PAQS Region may also be admitted as an Associate provided that organisation meets membership qualifications of 2.1 above and has:-
- a. The full support of all PAQS members, and
 - b. Has been attending PAQS Board meeting continuously as an Observer for the past 20 years,
- 2.3 **Applications:** Organisations may apply for membership by submitting to the Secretary evidence of their qualifications, entrance fees and membership dues.
- 2.4 **Election of Members:**
- 2.4.1 Membership Election: Membership of the Association shall be granted upon election by a two-thirds majority vote of the Board taken by secret ballot.
 - 2.4.2 Rejected Applicants: Rejected applicants have no claim to the assets of the Association except for the return of their application materials, entrance fees and membership dues.
- 2.5 **Membership Termination:**
- 2.5.1 Membership may be terminated by voluntary withdrawal by way of an official request to and approval by the Board. Members who leave the Association by voluntary withdrawal have no claim to the assets of the Association.
 - 2.5.2 Membership may be terminated by expulsion by the Board due to non-payment of annual dues or intentional actions against the interests of the Association; and upon failure to correct the conditions for dismissal following six months written notice from the Board, delivered by registered mail, of the existence of conditions for dismissal.
 - 2.5.3 Membership is terminated by dissolution of the Association.

- 2.5.4 Dismissed members may request Arbitration as described in Article 7 of these rules. Dismissed members have no claim to the assets of the Association.

2.6 Membership Dues And Rights:

- 2.6.1 Members may have access to the results of research, reports and documents, according to these rules, and with due observance of the intellectual property rights of the Association.
- 2.6.2 Members have voting rights as described in Article 3 of these rules.
- 2.6.3 Members may be appointed to Association working groups and committees.
- 2.6.4 Associate organisations do not have voting rights but delegates of Associates may be appointed to working groups and committees and may have the same access as Members to research, reports and documents.

2.7 Observer Organisations:

- 2.7.1 The Board may invite Observer organisations which are not within the Region to its annual meeting.
- 2.7.2 Observer organisations:-
- a. Are not members of the Association.
 - b. Do not pay fees and dues.
 - c. Have no voting rights.
 - d. May not fill officer positions on the Board or be on working groups and committees.
 - e. Do not have access to the results of research, reports and other documents.

ARTICLE 3

THE BOARD

3.1 Delegates:

- 3.1.1 A delegate is an authorised representative of Article 2 of these rules.
- 3.1.2 Each member shall be entitled to appoint a delegate on the Board.
- 3.1.3 Notice of appointment or termination of appointment of a delegate shall be given to the Secretary and shall be signed by the authorised signatory of the member organisation.

3.2 Authority of the Board:

- 3.2.1 The Association shall be administered by the Board.

- 3.2.2 At its annual meeting the Board shall:
- a. approve financial statements for last complete fiscal year, the auditors' report and the budget for the next fiscal year; in the event the Board permits for the annual meeting to be held later in the year pursuant to sub-clause 3.3.1, then the financial statements for the last fiscal year may be approved by the Board via electronic circulation to all Board members provided always that such approval is officially rectified during the next Board meeting;
 - b. approve the annual report of the Board;
 - c. approve funding
 - i. approve projects;
 - ii. approve entrance fee;
 - iii. approve dues;
 - d. approve nominations of working group members;
 - e. vote on the admission of new members of the Association (if any);
 - f.
 - i. elect the Chairperson who is the Vice Chairperson in the previous session. In the event the Vice Chairperson is unable to assume the position of Chairperson, then the election of the Chairperson shall be by secret ballot;
 - ii. elect the Vice Chairperson by secret ballot provided always that both are from different member organisations;
 - g.
 - i. elect the Secretary;
 - ii. elect the Treasurer
 - h. appoint the Auditor who must be appropriately qualified and is a member of a recognised professional association.
 - i. consider such other business as shall be on the Agenda.

3.3 **Meetings of the Board:**

- 3.3.1 **Annual Meeting:** The Board shall meet annually between January 1 and June 30, for the transaction of the business of the Association unless decided otherwise by the Board.
- 3.3.2 **Special Meetings:** Special meetings may be called when decided by the Board or by a petition of one third of the members and Associates.
- 3.3.3 **Announcement of Meetings:** The time and place of the annual meeting and special meetings shall be announced by electronic mail or facsimile to all members at least three months in advance.
- 3.3.4 **Agenda:** Agenda are issued at least two weeks in advance of the annual and special meetings. The Board will make decisions on the agenda items submitted to the Secretariat not later than three weeks prior to the annual meeting.
- 3.3.5 **Order of Business:** The order of business for the meetings of the Board is determined by the Board. The order of business may be altered at any meeting by request of a majority of members present.
- 3.3.6 The Chairperson will chair the meetings of the Board. In the absence of the Chairperson, the Vice-Chairperson present will chair the meetings of the Board, otherwise the meeting will elect one of its members to chair the meeting.
- 3.3.7 **Quorum:** Delegates from two-thirds of the members of the Association constitutes a quorum.

1. If a quorum is not achieved, the meeting shall be postponed for half an hour and if a quorum is not present at the time appointed for the postponed meeting, the members present shall have the power to proceed with the business of the day but they shall have no power to alter the constitution of the Association or make any decision affecting the whole membership.

3.4 **Voting:**

- 3.4.1 Each member of the Association represented by a delegate or by proxy has a single vote.
- 3.4.2 Unless otherwise stated in these rules, a majority vote constitutes a decision of the Board. Where there is no majority, the officer presiding shall cast the deciding vote.
- 3.4.3 Except for election of officers, and where there is no motion for a secret ballot, voting shall be by voice response or by a show of hands.
- 3.4.4 The election of officers as described in Article 3 of these rules shall be by secret ballot unless otherwise stated.
- 3.4.5 Written notice of the appointment of a proxy shall be given to the Secretary not less than 48 hours prior to any meeting of the Board and shall be signed by the authorised signatory of the member organisation.
- 3.4.6 Votes may be communicated by electronic mail, facsimile or correspondence.

3.5 **Officers:** The Board shall comprise one delegate appointed by each member or Associate of the Association and shall include the Chairperson and the Vice Chairperson elected by the Board from the Board membership and the immediate past Chairperson as ex-officio. In the event a delegate from the member organisation is appointed as Chairperson or Vice Chairperson, the member organisation is permitted to appoint a new delegate as member to the Board.

- 3.5.1 **Chairperson:** The Chairperson will chair all meetings of the Board and is a member ex-officio of all committees of the Association. The Chairperson shall be elected for a two-year period. The Chairperson performs such duties as are necessarily incident to the office of the Chairperson of the Association, or as may be prescribed by the Board. In the temporary absence or disability of the Chairperson, the Vice Chairperson present shall perform the duties of the Chairperson during his or her absence.
- 3.5.2 **Vice Chairpersons:** The Vice Chairperson is a member of the Board and has such assignments as may be made by the Board. The term of office of the Vice Chairperson shall be two years.
- 3.5.3 **Secretary:** The duties and responsibilities of the secretariat include:
 1. The Secretary is authorised to sign, for the Board, all agreements and formal instruments. The Secretary has charge of the books, records, correspondence of the Association, and of its committees and working groups; and shall exhibit the same to the members of the Association when required to do so by the Board.
 2. The Secretary shall attend all meetings of the Board and shall record the proceedings.

3. The Secretary shall issue notices for all meetings for which notice must be given, as required by the rules, attend promptly to all official correspondences and shall notify members of their election or appointment to offices, working groups and committees.
4. The Secretary shall keep a correct roster of the names and current addresses of the members of the Association, of its Board, and of its various committees.
5. The duties of the Secretary, under authority of the Board, may be assigned in whole or in part to such other assistants as the Board may determine.

3.5.4 Treasurer: The duties and responsibilities of the Treasurer include:

1. The Treasurer shall collect, receive and receipt monies and securities paid to or transferred to or contributed to the Association. The Treasurer shall deposit the funds and securities of the Association in such banks, trust companies or depositories as the Board shall designate; and shall, subject to the direction of the Board, disburse and dispose of the same, taking proper vouchers for such disbursements.
2. The Treasurer shall keep accurate books of account, recording the sources and the amounts of monies, funds, securities, property and assets in custody, showing the amount of all property belonging to the Association, wherever located, and showing the amount of disbursements made and the disposition of the property.
3. The Treasurer shall render to the Board, when they so direct, an account of all the transactions as Treasurer and of the financial condition of the Association, and shall after the close of the fiscal year present a report of the examination, records, and transactions of the Association by an independent auditor, who shall be elected by the Board.
4. At the expiration of the Treasurer's term of office, the Treasurer shall deliver all books, monies, records, data, correspondence, and other properties to the new Treasurer or in the absence of a new Treasurer, to the Chairperson. The Treasurer has such other duties as may be prescribed from time to time by the Board. The duties of the Treasurer, under authority of the Board, may be assigned in whole or in part to such other assistants as the Board may determine.

3.5.5 The members of the Board serve in an honorary capacity except for expenses approved in the annual budget.

3.5.6 The terms of employment of the Secretary, Treasurer, Auditor and any other employee of the Board shall be as determined by the Board from time to time.

3.6 **Tenure of Office:**

3.6.1 The tenure of appointment of each Board member is two years, and shall begin at the commencement of the fiscal year following appointment and shall terminate at the end of the second fiscal year or immediately after the Annual General Meeting of the second year, whichever is later, following appointment unless re-appointed by the member of the Association for whom the Board member is a delegate.

3.6.2 Re-appointment for more than 2 consecutive complete terms on the Board is not permitted except for the Chairperson and Vice Chairperson. After 2 years absence from the Board, a former Board member may be appointed to

the Board again.

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- 3.6.3 Any member of the Board being absent for three consecutive meetings without leave of absence shall unless otherwise resolved by a majority of the Board cease to be a member of the Board.
- 3.6.4 Any member of the Board may be suspended from office by resolution of a two-thirds majority of the Board for acting in a manner detrimental to the interests of the Association and shall thereupon cease to be a member of the Board PROVIDED HOWEVER that such member shall have a right to request that his or her suspension be determined by Arbitration as described in Article 7 of these rules.
- 3.6.5 The Arbitration Board shall have the power to rescind or confirm any resolution to suspend membership of the Board.
- 3.6.6 Any member of the Board may resign by notice in writing to the Secretary.
- 3.6.7 Any member of the Board ceasing to be a delegate shall thereupon cease to be a member of the Board.
- 3.7 **Eligibility:** Only one Board member may be elected by each member of the Association and shall only hold office as long as he or she is a delegate appointed in accordance with Article 3.
- 3.8 **Duties of the Board:**
 - 3.8.1 The Board manages the affairs of the Association and conducts the business of the Association, including:
 - 1. Proposing motions to the annual meeting regarding the annual report, and annual accounts, and the Auditor's report;
 - 2. Proposing motions to the annual meeting regarding the election of Secretary and Treasurer;
 - 3. Proposing motions to the annual meeting regarding new projects;
 - 4. Proposing motions to the annual meeting regarding the annual budget;
 - 5. Approving and rejecting membership applications;
 - 6. Proposing motions to the annual meeting regarding other business;
 - 7. Convening meetings of the Board;
 - 8. Supervising projects of the Association;
 - 9. Approving of Board policy;
 - 10. Approving the Business Plans of the Association;
 - 11. Approving setting of foundations or special committees for purposes of meeting the missions of the Association;
 - 12. Proposing Observer Organisations to be invited for the annual meeting.
 - 3.8.2 Authority to Form Working Groups:
 - 1. The Board shall approve nominations for members for working groups and committees of the Association. The Board shall delegate to these working groups and committees such powers and functions as it finds desirable for the conduct of its business and for carrying out the purposes for which the Association has been organised.
 - 2. Working groups and committees serve in an honorary capacity, except the Board may authorise compensation for justifiable, approved expenses for conduct of a working group or committee activities. Members serving on Association working groups and committees must be authorised representatives of members of the Association as defined in Article 2 of these rules unless otherwise approved by the Board.

3.9 **General Administration:**

3.9.1 The Board governs all affairs of the Association as prescribed in these rules.

3.10 **Secretariat:**

3.10.1 The principal office of the Association shall be its Secretariat which shall be established and maintained at the country as determined by the Board.

3.10.2 The Executive Secretary shall:-

- Be head of the Secretariat and have custody of its records.
- Be responsible for the direction of the employees of the Association.
- Keep proper records of the membership of the Association.
- Attend and keep the minutes of all sessions and meetings of the Board.
- Shall have such additional powers and duties as may be assigned by the Board

3.10.3 The Executive Secretary shall assist the Chairperson, Vice Chairperson and the Board in carrying out their duties and furnish all relevant information in their custody to them, if required.

3.10.4 The Executive Secretary shall receive an honorarium to be determined by the Board from time to time and be reimbursed for any expenses officially incurred.

ARTICLE 4

FUNDING & PAQS CONGRESS

4.1 **Fiscal Year:** The fiscal year shall run from July 1 to June 30 of each year.

4.2 **Dues:**

4.2.1 Dues are payable in such currency selected by the Board from time to time as may be suitable to the Secretariat and must be received by the Association not later than September 30 each year.

4.2.2 The amount of dues is set by a two-thirds majority vote of the annual meeting.

4.2.3 The Treasurer shall mail annual dues notices to members after the annual meeting, but no later than July 1st.

4.2.4 Members who have not paid their dues shall not be allowed voting rights.

4.3 **Entrance Fees and Membership Dues:**

4.3.1 The entrance fee and membership dues are set by two-thirds majority vote of the annual meeting in such currency selected by the Board from time to time as may be suitable to the Secretariat.

4.4 **Administration of Funds:**

- 4.4.1 The Board shall administer the funds within the rules, Board policy, and within the approved annual budget.

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4.5 **Auditor:**

- 4.5.1 Auditing shall be carried out by an independent Auditor appointed by the Board.
- 4.5.2 The accounts of the Association shall be audited not less than once each fiscal year, at the time of retiring of the Treasurer, and upon dissolution of the Association.

4.6 **PAQS Congress:**

- 4.6.1 The PAQS Congress shall be held annually in conjunction with the Board meeting.
- 4.6.2 Members wishing to host the PAQS Congress shall comply with the PAQS Congress Organisation Protocol and Congress Service Level Agreement to be determined by the Board from time to time.
- 4.6.3 While the hosting of the PAQS Congress is by rotation basis, the Board may instruct for a bidding exercise in the event there are more than 2 members wishing to host the PAQS Congress in a particular year.
- 4.6.4 In any case, a member who has hosted a Congress shall have to wait for a minimum of 3 years before being eligible to host the PAQS Congress again.

ARTICLE 5

AMENDMENTS

- 5.1 **Proposals for Amendments:** Proposals for amendments to these rules may be made by the Board, or submitted to the Board in a petition, accompanied with a detailed justification for the proposed amendment.
- 5.2 **Approval of Amendments:** Approval of amendments requires a two-thirds majority vote of the annual or special meeting of the Board.

ARTICLE 6

ASSOCIATION DISSOLUTION

- 6.1 **Dissolution of the Association:** Dissolution of the Association requires a two-thirds majority vote of the entire membership of the Association to be taken at the annual meeting or a special meeting of the Board.
- 6.2 **Disposition of Assets:** Upon dissolution, all assets shall be liquidated and proceeds from the liquidation distributed among the members of the Association. Distribution shall be prorated among members of the Association according to each member's length of time as a member.

ARTICLE 7

ARBITRATION

- 7.1 **Disputes:** All disputes between the Association and its members shall be referred to a Board of Arbitration for definitive judgment.
- 7.2 **Requests for Arbitration:** Requests for arbitration must be delivered by registered mail or facsimile to the Secretary within 60 days from the date of the decision giving rise to the dispute.
- 7.3 **Mediation:** Notwithstanding reference to arbitration the parties concerned will in the first instance seek to resolve the dispute by mediation and for this purpose appoint an independent third party to assist the parties reach a solution satisfactory to all parties.
- 7.4 **Notification:** The Secretary shall notify the Board of any request for arbitration and shall include the request as an item on the agenda for the next annual meeting.
- 7.5 **Arbitration Board:** A Board of Arbitration shall be elected by the annual meeting or as necessary by the Chairperson and shall comprise two members of the Board and one independent expert having no vested interest in the results of the dispute.
- 7.6 **Arbitration Costs:** Allocation of the costs for arbitration shall be determined by the Arbitration Board.

