



## **CONSTITUTION OF THE SOCIETY OF CONSTRUCTION LAW NORTH AMERICA**

### **1. NAME**

- (a) The name of the Society shall be “The Society of Construction Law North America” (the “SCL NA”).

### **2. NATURE OF SOCIETY**

- (a) The SCL NA is a Not-For-Profit corporation (i.e. charitable corporation) incorporated in the state of New York on May 10, 2017.

### **3. INTERPRETATION OF TERMS**

- (a) The “Society” or “SCL NA” shall mean the Society of Construction Law North America.
- (b) “The Members” shall mean the Members provided for under Article 6.
- (c) The “Council” shall mean the Council of the Society as provided for under Article 7.

### **4. OBJECT**

- (a) The object of the Society is to promote, for the public benefit, the education, study and research in the field of construction law and related subjects; to collaborate research and actively participate with similarly purposed organizations in the US and abroad (the “**Object**”).

### **5. SOCIETY FUNCTIONS**

- (a) In furtherance of the above Object (but not for any other purpose or otherwise) the Society may engage in the following functions:
  - (i) Promoting, supporting, organizing or participating in conferences, seminars, exhibitions, scholarships, courses, lectures, social events and similar projects;

- (ii) Instigating research and studies and working parties, obtaining information on all aspects of construction law and technology and publishing the useful results thereof;
- (iii) Publishing or communicating by any desirable and effective means information relating to construction law, and all matters relating thereto;
- (iv) Establishing relationships, association and liaison with other persons and other bodies in the United States of America, Canada, South America and overseas with similar or related objects and exchanging information and studies and results concerning all matters relating thereto;
- (v) Considering, originating and promoting changes in federal and state law as well as government policy as it may relate to construction law and related subjects and in respect of the construction industry generally;
- (vi) Employing agents (not being members of the Council) as may be necessary to further the object of the Society;
- (vii) Subject to such consents as may be required by law, purchasing, selling, mortgaging, charging or leasing any property which may be required for the purposes of the Society;
- (viii) Collecting subscriptions, donations and grants and other moneys relevant or incidental to the Object of the Society and disbursing or transferring such moneys;
- (ix) Providing, equipping, furnishing, fitting-out with all necessary plant, furniture and equipment and managing buildings and properties; and
- (x) Promoting collaboration with other legal societies and groups including arbitration societies to foster a collaborative exchange of ideas.

## 6. MEMBERS

- (a) There shall be four categories of Membership:
  - (i) Founder Membership;
  - (ii) Ordinary Membership;
  - (iii) Honorary Membership; and
  - (iv) Overseas Membership.
- (b) Candidates for Ordinary and Overseas Membership must declare in writing a serious and active interest in construction law.

- (c) Applications for Ordinary and Overseas Membership must be in writing addressed to the Society and must be signed by the candidate who shall thereby undertake, if elected, to abide by the Constitution of the Society. These applications can be made via email or via the SCL NA website.
- (d) The election of candidates shall be by the Chairman and one other member of Council, who shall elect to Ordinary Membership or Overseas Membership any suitably qualified candidate unless there is sufficient contrary reason.
- (e) The Chairman and Council may choose to reject an application based on the applicant's proficiency, competence and expertise in construction law and/or its practical application in dispute resolution.
- (f) An elected candidate shall be admitted as a Member or Overseas Member on payment of such annual subscription or proportion thereof as may from time to time be fixed by Rules made by the Council.
- (g) If any Ordinary or Overseas Member fails to pay his annual subscription within two months after it becomes due, they will be notified by the Council of their delinquency and have one month to provide payment or his or her Membership shall be terminated.
- (h) Any Member may retire from the Society by sending a letter or e mail of resignation to the Council.
- (i) The Council may elect any persons as Honorary Members of the Society for such periods as the Council sees fit on account of their distinction and eminence. Honorary Members of the Society shall not pay any entrance fee or annual subscription. No Honorary Member shall in any circumstances have the right to vote at any meeting of the Society.
- (j) If it appears to the Council or shall be represented to the Council by a requisition in writing signed by three or more Members that there has been reason to believe that any Member has been guilty of conduct which in the absence or satisfactory explanation will render such member unfit to remain a Member of the Society, the Council may send to such Member a statement in writing of the conduct imputed to such Member and shall afford the Member an opportunity of giving an explanation in writing or in person as such Member may elect. If on consideration of such explanation, the Council shall be of the opinion that such Member ought to be excluded from the Society provided that no less than two-thirds of the votes of the Council present and voting are cast in favor of such exclusion and on the passing of such Resolution, the Member shall cease to be a Member of the Society but shall not cease to be liable for any arrears of subscription.

## 7. COUNCIL

- (a) The Society shall be governed by a Council of which shall be comprised of between seven and ten Officers (the "**Officers**") including:

- (i) One Chair;
  - (ii) One Vice-Chair;
  - (iii) One Treasurer;
  - (iv) One Secretary;
  - (v) One to two International Liaison Officers; and
  - (vi) Two to four Members-at-Large.
- (b) The Council will be made of the following classes of members:
- (i) Founder Members as hereinafter provided; and
  - (ii) Ordinary Members elected as hereinafter provided in Clause 8.
- (c) The Council will not be made up of Honorary Members or Overseas Membership.
- (d) The Council shall conduct and manage all the affairs of the Society, exercise all the powers, authorities and discretions of the Society, obtain all such concessions, grants, acts and authorizations from any Government or authority, enter into such contracts and do all such other things as may be necessary for furthering the Object of the Society.
- (e) At all meetings of the Council, the Chair of the Society shall be present, or, if not, the Vice-Chair. If neither are present, then a Member of the Council chosen by the Chair (or if the Chair has not made such choice, majority vote of Council), shall preside as temporary Chair for that particular meeting.
- (f) A vacancy shall occur in the Council if one of the following occurs:
- (i) An Officer of the Council dies, resigns, retires, or ceases to be a Member of the Society for any reason;
  - (ii) An Officer of the Council:
    - A. has failed to attend three consecutive meetings of Council, has failed to attend at least 1/3 of the meetings of Council in any 12 month period, and/or has otherwise failed to perform his or her duties to the satisfaction of the Council;
    - B. is provided written notice by Council that the non-attendances and/or failure to perform have occurred and that Council intends to vote to vacate the Officer's position; and
    - C. following written notice, has his or her position vacated by a majority vote of Council.

- (iii) A resolution of the Council declaring such vacancy of office as aforesaid shall be conclusive evidence as to the facts and the grounds of the vacancy stated in the resolution.
- (g) A vacancy shall be filled by majority vote of Council. In the event of any tie, the Chair shall have a second or casting vote.
- (h) Elections by the Council shall be conducted in accordance with such rules as may be passed by the Council from time to time.
- (i) Not less than 60 days before the date of the Annual General Meeting, the Chair shall send notice to the Officers requesting that they notify the Secretary in writing whether or not the Officers wish to continue as Officers the following year. 28 days before the date of the Annual General Meeting, each Officer shall notify the Secretary in writing whether or not he or she wishes to be an Officer for the next year. Any Officer who fails so to notify the Secretary or who notifies the Secretary that he does not wish to be a member of the Council shall not be a member of the Council for the relevant year.

## 8. MEETINGS

- (a) Annual General Meeting
  - (i) The Annual General Meeting shall be held between the 1st of February and the 1st of December each year.
- (b) Special General Meetings
  - (i) A Special General Meeting may at any time be called by the Council;
  - (ii) 15 or more Members may at any time require the Council to call a Special General Meeting for the general consideration of any motion set out in the requisition.
  - (iii) Every such requisition shall be in writing signed by the Members who make it and sent to the Secretary. The Council shall call a meeting in pursuance of such requisition, to be held not earlier than 15 days or later than 60 calendar days from the receipt thereof.
  - (iv) Notice of every Special General Meeting specifying the object of it including any motion to be moved thereat and stating on whose requisition the meeting has been called and its premises (if any) shall be sent to each Member by the Secretary not less than 10 calendar days before the day for holding the meeting.
  - (v) No business shall be transacted at a Special General Meeting other than business of which notice has been given.

- (vi) At Special General Meetings the order of the proceedings shall so far as applicable be the same as at Annual General Meetings.
- (c) General
  - (i) To constitute a General Meeting (being either the Annual General Meeting or a Special General Meeting) other than a meeting adjourned under (b) below there must not be less than 8 Members present.
  - (ii) Every General Meeting shall have power to adjourn to a future day.
  - (iii) Whenever a General Meeting shall, in consequence of the non-attendance of a sufficient number of Members, or by the Resolution of the Members present, be adjourned to a future day, notice thereof shall be sent to the Members.
  - (iv) All questions (subject to Clause 8.V) at a General Meeting shall be decided by a majority of (1) the Members personally present and voting; and (2) the Members voting by electronic means or by postal voting, and the Chairman shall, in the event of an equality of votes, have a second or casting vote.
  - (v) The Chair at any General Meeting shall be taken by the Chairman or if absent the Vice-Chairman or if absent a Member appointed by the Council.

## 9. ACCOUNTS

- (a) The Council shall cause true accounts to be kept:
  - (i) of the sums of money received and expended by the Society and the matters in respect of which such receipts and expenditure take place; and
  - (ii) of the assets and liabilities of the Society.
- (b) The books of account shall be kept at the Office of the Society or at such other place or places as the Council may think fit and shall at all reasonable times be open to the inspection of the Council.
- (c) The accounts and books of the Society shall be open to the inspection of Members at all times during business hours subject to any reasonable restrictions which may from time to time be imposed by the Society in General Meeting.
- (d) The Council shall lay before the Society at the Annual General Meeting an account of the receipts and the expenditure and the assets and liabilities up to the 31st day of December in the previous year. Provided always that the date to which the accounts are made in each year may be altered by a Resolution of the Members in General Meeting either for any year in particular or permanently.

- (e) All sums of money not immediately required for the business of the Society shall from time to time be deposited in a bank or otherwise invested as directed by the Council. Money of the Society requiring to be invested shall be invested in any investments from time to time authorized by the Council for the investment of trust funds.
- (f) The company may, to the extent permitted by law purchase and maintain insurance for any person to whom this rule applies against any liability incurred by the person as an officer or auditor of the company or of a related body corporate including, but not limited to, a liability for negligence or for legal costs

## 10. **NOTICES**

- (a) A notice may be given to any Member either by delivering of the same to him personally, by sending it to him by post at his usual or notified address or by electronic means. When a notice is sent by post, service of the notice shall be deemed to have been effected by properly addressing, prepaying and posting an envelope containing such notice and unless the contrary is proved, service shall be deemed to have been effected at the time at which the same would have been delivered in the ordinary post, prepaid and addressed to a Member at his registered address, shall be deemed conclusive evidence thereof. Notices served by electronic means shall be deemed to have been received at the time of transmission.

## 11. **RULES**

- (a) The Council may from time to time make Rules not inconsistent with any provisions of this Constitution as it may think fit for the more effectual conduct of the object of the Society and from time to time rescind the same and make and publish other Rules in lieu or substitution thereof or in addition thereto and the Rules for the time being in force shall be binding upon all the Members.

## 12. **AMENDMENT**

- (a) This Constitution may be altered by resolution passed by at least two-thirds of (1) the Members present and voting at a General Meeting; and (2) the Members voting by electronic means.
- (b) For such meeting, such a resolution must be received by the Secretary at least 21 days before that Meeting, and notice (including the proposed alteration) must be given by the Secretary to the membership at least 14 days before the meeting.

## 13. **DISSOLUTION**

- (a) The Society may be dissolved by resolution requiring the same majority and same notices as a resolution for alteration of the Constitution. Upon dissolution, after satisfaction of liabilities, the assets shall be applied to such charitable purpose

similar to the object of the Society as the General Meeting may select and in absence of such selection for some other charitable purpose.

14. **COMING INTO FORCE**

- (a) This Constitution shall come into force immediately on June 13<sup>th</sup>, 2017 and further shall have effect with respect to all the provisions relating to the composition of the Council.



## Attachment A

### Original Founder Members of the Society of Construction Law North America

#	First Name	Last Name
1	Neil	Abbott
2	Walied	Abdeldayem
3	Michael	Barnicle
4	Ted	Betts
5	Simon	Braithwaite
6	Brendan	Cook
7	Tom	Crist
8	Mark	Davies
9	Edward	Diggs
10	Ali	Fard
11	Brook	Greenberg
12	Bruce	Hallock
13	Tom	Holtzclaw
14	Kenji	Hoshino
15	Paul	Ivanoff
16	Adam	James
17	John	Jerz
18	Helmut	Johannsen
19	Mark	Karasik
20	Satoshi	Kurata
21	John	Livengood
22	Donald	Marston
23	Doug	Oles
24	Jeff	Ottesen
25	Anamaria	Popescu
26	Marianne	Ramey
27	Michael	Serafino
28	Michael	Valo
29	Sharon	Vogel
30	Anna	Weiss
31	Jim	Zack
32	Tom	Holtzclaw

## **Attachment B**

### Version History of Constitution

<b>Version</b>	<b>Date</b>
1.0	June 13, 2017
2.0	October 7, 2022