



CONSTITUTION OF THE SOCIETY OF CONSTRUCTION LAW NORTH AMERICA

I NAME

The name of the Society shall be "The Society of Construction Law North America."

II NATURE OF SOCIETY

The society is a non-profit entity (i.e. charitable organization) incorporated in the state of New York on May 9th, 2017.

III INTERPRETATION OF TERMS

- (i) "The Society" shall mean the Society of Construction Law North America.
- (ii) "The Council" shall mean the Council of the Society as provided for under Clause 6;
- (ii) "The Members" shall mean the Members provided for under Clause 5.

IV OBJECT

The Object of the Society is to promote education, study and research (and publication of the useful results of such research) and its dissemination in the field of construction law and related subjects in the United States of America, Canada, South America and overseas.

V SOCIETY FUNCTIONS

In furtherance of the above object but not further or otherwise the Society may engage in the following:

- (a) Promoting, supporting, organizing or participating in conferences, seminars, exhibitions, scholarships, courses, lectures, social events and similar projects;
- (b) Instigating research and studies and working parties, obtaining information on all aspects of construction law and technology and publishing the useful results thereof;

- (c) Publishing or communicating by any desirable and effective means information relating to construction law, and all matters relating thereto;
- (d) 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;
- (e) consider, originate and promote 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;
- (f) Employing agents (not being members of the Council) as may be necessary to further the object of the Society;
- (g) 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;
- (h) Collecting subscriptions, donations and grants and other moneys relevant or incidental to the Object of the Society and disbursing or transferring such moneys.
- (i) Providing, equipping, furnishing, fitting-out with all necessary plant, furniture and equipment and managing buildings and properties;
- (j) Promote collaboration with other legal societies and groups including arbitration societies to foster a collaborative exchange of ideas.

VI MEMBERS

- (a) There shall be four categories of Membership:-
 - (i) Founder Membership;
 - (ii) Ordinary Membership;
 - (iii) Honorary Membership;
 - (iv) Overseas Membership;

In the establishment of this Society, there shall be a minimum of 20 Founder Members who are residents of either Canada or the United States. Founder Members have all of the benefits of Ordinary Membership as well as be part of the development and approval of this constitution, and will be recognized in the constitution (Attachment A) and at the inaugural conference.

- (b)
 - (i) Candidates for Ordinary and Overseas Membership must declare in writing a serious and active interest in construction law.
 - (ii) 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 conform to the Rules of the Society. These applications can be made via email or via the SCL NA website.
 - (iii) 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.

- (ii) 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.
- (iii) 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.
- (iv) 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 provided payment or his or her Membership shall be terminated.
- (v) Any Member who has paid his subscription to date may retire from the Society by sending a letter or e mail of resignation to the Council.
- (vi) The Council may elect any persons as Honorary Members of the Society for such periods as the Council think 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.
- (ix) 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.

VII COUNCIL

- (a) The Society shall be governed by a Council of which shall be comprised of 8 individuals including:
 - (i) One Chairman
 - (ii) One Vice-Chairman
 - (iii) One International Liaison Officer
 - (iv) One Secretary
 - (v) One Treasurer
 - (vi) 3 Council Members

- (b) The Council will be made of the following classes of members:

- (i) Founder Members as hereinafter provided;
 - (ii) Ordinary Members elected as hereinafter provided in Clause 8;
 - (iii) Such additional Members as may be co-opted by Resolution of the Council for such period or periods as the Council in its discretion shall so decide. A co-opted Member shall not vote at any Council meeting on any matter or be eligible for election as Chairman or Vice-Chairman of the Society. The number of co-opted members shall not exceed one-fourth of the Council formed at the Annual General Meeting.
- (c) The Council shall, subject to the control of General Meetings (but not so as to render invalid any act done by the Council prior to a Resolution of a General Meeting), 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.
- (d) At all meetings of the Council, the Chairman of the Society shall be present, or, if not, the Vice-Chairman. If neither are present, then a Member of the Council chosen by the Council shall preside as temporary Chairman for that particular meeting.
- (e) A vacancy shall occur in the Council if one of the following occurs:
- (1) an Ordinary Member of the Council dies;
 - (2) the Member's resignation in writing is accepted by the Council;
 - (3) an elected Member of the Council shall retire in rotation;
 - (4) an Ordinary Member of the Council ceases for any reason to be a Member of the Society; or
 - (5) if an Ordinary Member has failed to attend at least 1/3rd of all meetings of the Council between the previous Annual General Meeting and up to and including the penultimate meeting before the next Annual General Meeting, save where the Ordinary Member had reasonable grounds for not attending such number of meetings. If the relevant Ordinary Member believes that he or she had reasonable grounds for not attending such number of meetings, he or she may present such grounds to the other Members of Council in writing at or prior to the said penultimate meeting of the Council, and those other Members of Council shall decide at the penultimate meeting before the next Annual General Meeting whether reasonable grounds for non-attendance do or do not exist.
- 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 vacation stated in the resolution.
- (ii) A casual vacancy may be filled by election by the Council and the Member shall hold office until the next Annual General Meeting.
- (f) Elections at the Annual General Meetings and by the Council shall be conducted in accordance with such rules as may be passed by the Council from time to time.
- (g) Not less than 28 days before the date of the Annual General Meeting each Founder

Member shall notify the Secretary in writing whether or not he wishes to be a member of the Council for the next year. Any Founder Member 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 unless he shall be co-opted by the Council as provided by the sub-clause above.

VIII OFFICERS

- (a) The Officers of the Society shall be:-
- (i) a Chairman and a Vice-Chairman who shall be elected by the Society members annually at the Annual General Meeting. They shall hold office until the first meeting of the Council following the Annual General Meeting. Any vacancies in the office of Chairman or Vice-Chairman may be filled by the Council and such arrangement shall be held for the unexpired term of office; and,
 - (ii) one Treasurer, one Secretary and one International Liaison Officer as shall be appointed by the Council who must be members of the Society
 - (iii) three Council members shall be appointed by the Council who must be members of the Society and will function as heads of ad-hoc committees as well as serving various functions as needed, e.g. marketing and membership.
- (b) The Treasurer, Secretary, International Liaison Officer, and Council members shall serve for such period or periods as may be appointed by the Council and, if not honorary, upon such terms and conditions which the Council may decide and agree with such Officers.

IX MEETINGS

I Annual General Meeting

- (a) The Annual General Meeting shall be held between the 1st of February and the 1st of November each year.
- (b) Subject to the provisions of Clause 6(d), the one-third or other nearer number of the elected Members of the Council to retire shall consist of those who have been longest in office. The length of time a Member has been in office shall be computed from his last election or appointment where he has been appointed by Council to fill a previously vacated office. In the event of two or more elected Members having been in office for the same length of time, and a lesser number having to retire, such lesser number shall either retire by agreement or by drawing lots amongst such two or more members who have been in office for the same amount of time.
- (c) Every elected Member of the Council retiring under this Rule and being eligible for re-election shall, unless he shall have signified to the Council his desire not to offer himself for re-election, be deemed to be nominated for election.

II Special General Meetings

- (a) A Special General Meeting may at any time be called by the Council;
- (b) 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.

- (c) 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.
- (d) 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.
- (e) No business shall be transacted at a Special General Meeting other than business of which notice has been given.
- (f) At Special General Meetings the order of the proceedings shall so far as applicable be the same as at Annual General Meetings.

III General

- (a) 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 9 Members present.
- (b) Every General Meeting shall have power to adjourn to a future day.
- (c) 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.
- (d) 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.
- (e) 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.

IV Election of Ordinary Members to Council

- (a) Ordinary Members will be elected to Council by votes cast in one of the following ways namely (i) by Members present and voting at the Annual General Meeting or (ii) by Members voting by e mail in advance of the Annual General Meeting. For the avoidance of doubt, no Member shall be permitted to vote by both methods, and each Member shall be entitled to one vote only. In the event that a Member records their vote by both methods, or otherwise votes more than once, inadvertently or otherwise, the Member's votes will be invalid.
- (b) Votes cast by either method shall be accorded the same weight and in the event of an equality of votes the Chairman at the Annual General Meeting shall have a second or casting vote.
- (c) Members shall be eligible to vote only if they have paid their current annual

subscription at the time they cast their vote.

(d) Honorary Members shall have no voting rights at the Annual General Meeting.

X 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;
 - (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

XI NOTICES

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.

XII RULES

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.

XIII AMENDMENT

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 or 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.

XIV DISSOLUTION

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.

XV COMING INTO FORCE

This Constitution shall come into force immediately on June 13th, 2017 and further shall have effect with respect to all the provisions relating to the composition of the Council.

**Attachment A
Original Founder Members
SCL 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