

BYLAWS



Federation of Consultants from Islamic Countries

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PREFACE

Consultants representing over a hundred firms from the countries of the Organization of Islamic Conference and other observers have met in Istanbul on 2nd and 3rd May, 1986. After two years of preparations under the guidance and sponsorship of The Islamic Development Bank, at this meeting The Federation of Consultants from Islamic Countries was formally established by adoption of its Constitution. Istanbul, Republic of Turkey was selected as the Headquarter_of the Federation.

It was resolved that this important and blessed Federation will lead the technological development and cooperation in the Islamic World, aiming to attain a high level of proficiency in consultancy services to be performed in the Islamic Countries.

BYLAWS OF THE FEDERATION OF CONSULTANTS FROM ISLAMIC COUNTRIES

Article 1 - NAME, HEADQUARTER AND LEGAL PERSONALITY

- 1.1 There is hereby established a Federation to be known as the Federation of Consultants from Islamic Countries "F.C.I.C." hereinafter referred to as the "Federation".
- 1.2 The Headquarter_of the Federation shall be in Istanbul, Republic of Turkey.
- 1.3 The Federation shall have its own legal personality in Republic of Turkey. In furtherance of its objectives and functions, the Federation shall have full capacity to;
 - a) institute legal proceedings;
 - b) contract, acquire and dispose of movable and immovable property;
 - c) do all such other acts that are necessary or incidental to the fulfillment of its objectives and functions.

Article 2 – Definitions

In these articles, unless the context otherwise requires;

- 2.1 "Consultant" shall mean an individual or organization engaged in The Profession of Consultancy possessing the necessary qualifications and expertise to practice in one or more fields of consultancy service in the approved sectors who regularly practices Consultancy as his main profession and who renders advise to individuals or institutions on professional matters, and for such purposes occupies and employs his or own office staff, either solely, or in conjunction with other consultants. The Consultant should not directly or indirectly be concerned with or have interest in commercial or manufacturing activities such as would tend to influence his/its exercise of independent judgment in matters upon which he/it advises in the approved sectors defined in Section 2.6 of Article 2 hereof.
- 2.2 The "Consultant" shall be a national of one or more of the Islamic Countries and is recognized by one of the competent bodies specified in Article 4 hereof.
- 2.3 In the case of a company or other corporate body the same shall satisfy the following criteria:
 - a) It shall be registered in one of the Islamic Countries and shall have its head office and principal place of work in one of the Islamic Countries;
 - b) The majority of its share capital is held by nationals or governments of one or more Islamic Countries;
 - c) The majority of the members of the Board of Directors is composed of nationals of Islamic Countries;
 - d) That is managed by a national of an Islamic Country;

- e) That the majority of the staff employed are nationals of one or more Islamic Countries.
- 2.4 In the case of an individual the criteria shall be as under,
- a) He should be national of an Islamic Country.
 - b) He should have his regular practice in an Islamic Country.
 - c) He should practice consultancy as his main profession.
- 2.5 “Islamic Countries” or “Islamic Country” shall mean the countries or country, which are members of the Organization of the Islamic Conference.
- 2.6 “Approved Sectors” shall mean the following Sectors; Agriculture, Rural Development, Construction, Education and Training, Energy, Environment and Health, Industry, Management, Population, Telecommunications, Tourism, Transportation, Urban Development, Water Supply and Sanitation, Highway, Dams, Irrigation, Mining and any other sector which requires consultancy services as may included from time to time by the Executive Committee.

Article 3 – Membership

- 3.1 Subject to Article 4, hereof firms having company or corporate status with headquarters in a Islamic Country may be ordinary members of the Federation.
- 3.2 Individual Consultants not having company or corporate status may also be admitted as Associate Members with all privileges and responsibilities except that they will not have a right of vote.
- 3.3 National Associations of Consultants or Statutory bodies dealing with consultancy as recognized by the governments of the islamic countries concerned may also be admitted as Honorary members. However they will not have a right to vote. The Honorary_ members shall have all other_rights and obligations of members.

Article 4 - Admission to Membership

- 4.1 Any consultant from an Islamic Country wishing to become a Member should submit to the Secretary General an application in the prescribed form along with proof of registration with any of the following bodies in the applicant's country of origin:
- (a) National Association of Consultants or statutory bodies dealing with consultants.
 - (b) Appropriate Ministry concerned of the country.
- 4.2 Grant of membership to the Federation shall be subject to the approval of the Executive Committee.
- 4.3 Without prejudice to the generality of the above provisions, participants attending the

Constituent meeting for the formation of the Federation shall be deemed to have become full members upon payment of the prescribed admission fees.

Article 5 - Suspension of Membership

- 5.1 The General Assembly in an Ordinary Meeting may by a two-third of the majority present and voting suspend a member who has;
- a) Failed to fulfill Membership obligations under these Articles;
 - b) Become bankrupt;
 - c) Failed to comply with the decisions of the General Assembly; or
 - d) Been found guilty of gross professional misconduct provided that the Member has been given a fair opportunity to defend himself.
- 5.2 When suspending a Member under Article 5.1 the General Assembly shall fix the duration of the suspension and the manner in which it shall have effect.
- 5.3 While under suspension a Member shall not be entitled to derive any benefit from the activities of the Federation or be represented in any of its organs but shall remain subject to its financial obligations and disciplinary action as may be determined by the General Assembly.
- 5.4 A Member who has been suspended or who has withdrawn his membership may be restored to good standing by a majority vote on such terms and conditions as the General Assembly may prescribe, and the decision to restore membership shall be communicated by the Secretary General to all Members, other persons, bodies or authorities as deemed necessary by the General Assembly.

Article 6 - Cessation of Membership

Membership of the Federation shall cease:

- (a) On submission of a written notice of withdrawal to the Secretary General and upon the lapse of six months thereafter during which period an applicant shall enjoy all rights and be subjected to all liabilities of Membership;
- (b) On persistent failure of a Member to fulfill his financial obligations for two consecutive years despite written reminders. Proof of dispatch by Registered Post and/or Email receipt shall be considered as adequate notice for the purpose of this Article.

Article 7 - The General Assembly

7.1 Composition

The General Assembly shall be composed of the Members of the Federation.

7.2 Powers

In addition to being the supreme body of the Federation which all the powers necessary to accomplish the objectives of the Federation are vested, the General Assembly shall have the following specific powers;

- (a) to approve the general policies and principles governing the activities of the Federation;
- (b) to approve the work program and budget for the coming year submitted by the Executive Committee;
- (c) to fix the amount of admission fees, annual subscriptions, and contribution to be paid by the members and to decide on matters related thereto;
- (d) subject to Article 8.1 hereof, at each two yearly meeting the General Assembly shall elect ten Vice- Presidents, five Senior Vice-Presidents and one President who shall form the Executive Committee. The election process shall be by consensus, however, if consensus is not reached, vote by secret ballot will be made.
- (e) To examine proposals submitted to it by the Executive Committee relating to the achievements of the Federation;
- (f) To approve the accounts of the Federation for the year ending submitted by the Executive Committee;
- (g) To approve the annual reports on the activities of the Federation submitted by the Executive Committee; To decide upon the suspension, expulsion of, and disciplinary measures against members;
- (h) To set up technical or special committees for the proper conduct of the activities of the Federation;
- (i) To consider and adopt rules and general directives governing the activities of the Federation and its organs;
- (j) To appoint an auditor or auditors to audit the accounts of the Federation;
- (k) To delegate such powers and responsibilities to the Executive Committee as are necessary for the proper conduct of its activities;
- (l) To dissolve the Federation in accordance with Article 13 hereof and to dispose of its assets and liabilities in the event of such dissolution.

- (m) To amend the Constitution or the Bylaws of the Federation by a two-third majority vote of the members.
- (n) To carry out any other function which is necessary for the achievement of the objectives of the Federation.

7.3 Procedures

- (a) An Ordinary meeting of the General Assembly shall be held once every year.
- (b) Extra-ordinary Meeting of the General Assembly may be held:
 - i) Whenever requested by the Executive Committee; or
 - ii) Upon the request of at least one-third of the members of the Federation.
- (c) At each meeting the General Assembly shall elect a Chairman and a Vice President to preside over the meetings.
- (d) A member may be represented at a meeting of the General Assembly by another member with a proxy provided that no member shall represent more than one member at any one meeting. Each member present or represented shall have one vote.
- (e) The majority of the members of the Federation shall constitute a quorum for any meeting of the General Assembly, if the quorum is not reached, the General Assembly shall be postponed for 24 hours to be convened at the same time and place for which no quorum will be required and the Assembly may lawfully convene with members attending.
- (f) Decisions of the General Assembly shall normally be taken by consensus as determined by the Chairman of the Meeting, or failing that, by the majority of the attending members. At the discretion of the Chairman or approval of the Assembly the voting may be held in secret ballot.
- (g) At the end of each Ordinary Meeting, the General Assembly shall decide/announce the venue and date of the following meeting which shall be the same as that of IDB Annual meetings, if held. Alternately, the authority for fixing the venue and the date of the following meeting may be delegated to the Executive Committee, which shall decide on the time and venue of the General Assembly meeting.

Article 8 - The Executive Committee

8.1 Composition

The Federation shall be managed by a non-resident Executive Committee of (16) Sixteen Members, consisting of (10) ten Vice presidents, (5) five Senior Vice Presidents and (1) one President, meeting the following criteria. Ten newly elected Vice Presidents shall have been member of the FCIC for at least two years and shall reflect as far as reasonably possible, a

linguistic and geographical representation of the Members of the Federation, each being elected from respective regions as prescribed by the General Assembly from time to time and shall be responsible for overseeing Country Representative Members (CRM's) and members of their regions. The five Senior Vice Presidents to be elected shall have served the Executive Committee for three periods/terms. The presence of senior vice presidents in the executive committee will ensure the continuity of the policies of FCIC. The President shall have served the Executive Committee for at least two periods/terms.

8.2 Eligibility Criteria

Vice President of the Executive Committee shall be elected for a period of two years. The following criteria will apply:

- (a) Shall be eligible for re-election at the end of the period and for a maximum of three consecutive periods/terms (maximum of 6 years).
- (b) Executive Committee Member should be a Member of the Federation for at least two years.
- (c) If one of the Executive Committee Members ceases to be a Member of the Executive Committee for any reason, the Executive Committee selects an alternate from the same region until the next General Assembly meeting.
- (d) In case of the non presence of other candidates from that specific region for election, then it would be possible for an Executive Committee member to be re-elected as the region's vice president for longer than the 3 periods/ terms.
- (e) The absence of any member of the Executive Committee to General Assembly and Executive Committee meetings (2) two times during the period/ term without an acceptable excuse will subject him to replacement by a nominee of the Regions' members or the Executive Committee.

8.3 Powers

In addition to being the legal representative of the Federation, the Executive Committee shall have the following specific powers:

- (a) to convene the Ordinary and Extra-ordinary meetings of the General Assembly;
- (b) to prepare and submit to the General Assembly the annual plan work program, the budget and report on the activities of the Federation.
- (c) To implement the work program approved by the General Assembly and any other directives given by the General Assembly;
- (d) To consider and adopt rules and general directives governing the activities of the Executive Committee provided that these are not inconsistent with this Constitution;

- (e) To establish such technical or specific committees as are necessary for carrying out particular functions of the Executive Committee;
- (f) To appoint the Secretary General of the Federation who shall be a national of an Islamic Country, to fix the terms and conditions of his/her appointment in accordance with the approved budget and to terminate his/her services.
- (g) To appoint the Country Representative Member (CRM) for each country based on the recommendations of the Regions' Vice Presidents.

8.4 Procedures

- (a) The Executive Committee shall meet at least twice a year and may meet at any time upon the request of the President or (5) five members of the Committee;
- (b) Meeting of the Executive Committee shall be held at the Headquarter of the Federation or at any other venue as the Committee may decide;
- (c) The quorum for the meetings of the Executive Committee shall be 9 members of the (16) sixteen Executive Committee members.

8.5 Limitations

All members of the Executive Committee shall serve the FCIC in an honorary capacity and shall neither receive any pecuniary gain or profit nor charge or claim any kind of remuneration or reimbursement of expenditures whatsoever unless specifically approved by the Executive Committee.

Article 9 - The Secretary General

The Secretary General of the Federation shall have power to;

- (a) conduct the day-to-day affairs of the Federation;
- (b) prepare the Agenda of the meetings of the General Assembly and the Executive Committee under the direction of the President of the Executive Committee;
- (c) submit for the consideration of the Executive Committee a report on the activities of the Federation;
- (d) prepare the budget of the Federation under the supervision of the Executive Committee and submit the same to the Executive Committee;
- (e) keep proper accounts of the Federation in books which shall be accessible to Members and make a statement of accounts to the Executive Committee;

- (f) submit for the consideration of the Executive Committee the work program of the Federation and coordinate its work with other institutions which have common objectives with the Federation;
- (g) collect admission fees, subscriptions and contributions payable by members in accordance with the directives of the Executive Committee;
- (h) receive on behalf of the Federation, grants, donations, aid, or other funds from Governments, international organizations, public and private institutions, associations or individuals;
- (i) receive applications for membership and inform the decision of the Executive Committee to the applicant and receive notice of withdrawal from the membership of the Federation;
- (j) circulate information on the activities of the Federation and invitations for the meetings of the General Assembly to the members;
- (k) maintain all records and minutes of meetings of the General Assembly and Executive Committee or as the Executive Committee may direct from time to time.
- (l) with the approval of the Executive Committee, appoint a certified public accountant to submit required tax fillings to appropriate government authorities.

Article 10 – Publications

The Executive Committee may authorize the publication of occasional or regular journals, books or any other material and may decide on all matters related thereto.

Article 11 – Financial Controls and Resources

The Executive Committee shall establish policies and procedures to govern the management of the Federations finances.

The resources of the Federation shall consist of:

- (a) admission fees paid by members;
- (b) annual subscriptions paid by members;
- (c) grants, donations, aid or other funds or income of whatever kind received from governments, international organizations, public or private institutions, associations or individuals;
- (d) contribution by the members winning contracts as members of FCIC for contracts of IDB and other financial institutions in the Islamic World, such as Arab Fund, Kuwait Fund, etc...

FCIC bank accounts shall only be in Istanbul, Republic of Turkey.

Article 12 - Coordination with other Institutions, Bodies or Authorities

In pursuance of its objectives, the Federation may establish and maintain cooperation with other Federation, Governments and Institutions and for these purposes may enter into agreements or arrangements with such institutions, authorities or bodies.

Article 13 - Dissolution of the Federation

The dissolution of the Federation shall take place as follows:

- 13.1 A proposal for the dissolution of the Federation and for the disposal of its assets and liabilities must be submitted in writing to the Executive Committee by at least one-third of the total members of the Federation;
- 13.2 The members of the Federation shall be notified by the Executive Committee in writing, ninety days in advance, as to the meeting at which the dissolution will be discussed;
- 13.3 On the expiry of the notice period specified in Article 13.2 hereof, the Executive Committee shall submit the proposal for the dissolution of the Federation for discussion by an extra-ordinary meeting of the General Assembly convened solely for this purpose. A resolution to dissolve the Federation shall require a two-third majority vote of the members.

Article 14 – Language

The Bylaws shall be available in Arabic, English, French and Turkish each of which shall be equally authoritative for the purposes of interpretation and deliberation.