



GHANA CONSULTING ENGINEERS ASSOCIATION

GCEA

CONSTITUTION AND BYE-LAWS
&
PROFESSIONAL AND ETHICAL CONDUCT
AND DISCIPLINARY PROCEDURE

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CONSTITUTION AND BYE-LAWS

GHANA CONSULTING ENGINEERS ASSOCIATION

SECTION I: CONSTITUTION

ARTICLE I DEFINITIONS

1. *"The Association"* means the Ghana Consulting Engineers Association (GCEA).
2. *"The Council"* means the body vested with the responsibility for the management of the affairs of GCEA.
3. *"Consultant"* means an experienced person who is engaged to a consulting engineering firm to offer services in a specialized area of engineering or other recognized profession and is retained for such services and could be an employee of the firm.
4. *"Member"* means a Consulting Engineering Firm or an Individual who is a member of GCEA
5. *"Officer"* means the President, Vice-President, Honorary Secretary or Honorary Treasurer of the Association.
6. *"Engineering"* means the discipline, art, skill and profession of the application of mathematical principles and economic, social, and practical knowledge in order to conceive, plan, develop, design, implement, commission, supervise, maintain and decommission structures, machines, devices, systems, materials and processes to safely realize improvements to the lives of people. It may also encompass using insights to conceive, model and scale an appropriate solution to a problem or objective.
7. *"Engineering Services"* means engaging in one or more of the disciplines of engineering or providing advice on engineering matters consistent with health safety and environmental sustainability.
8. *"Consulting Engineering"* is a professional service that provides independent engineering services to government, corporate bodies and private sector organizations.
9. *"Consulting Engineer"* means a person possessing the necessary qualifications and experience and who devotes himself to providing consulting engineering services in one or more of the various branches of engineering and for such purpose performs either solely or in conjunction with other Consulting Engineers
10. *"A Consulting Engineering Firm"* means a professional practice providing engineering services for clients on a fee basis. The firm may be of a single principal, a partnership or may be incorporated as a limited liability under a

Memorandum of Association and maintains established offices for the purpose of providing consulting engineering services.

11. Words importing the singular number only shall include the plural number, and vice versa; words importing the masculine gender only shall include the feminine gender, and words importing persons shall include corporations.
12. *"GhIE"* means The Ghana Institution of Engineers.
13. *"Engineering Council of Ghana"* means the Council for the Regulation of Engineering in Ghana
14. *"FIDIC"* means the International Federation of Consulting Engineers
15. *"GAMA"* means the Group of African Member Associations of FIDIC

ARTICLE II ASSOCIATION

1. The name of the Association is **"GHANA CONSULTING ENGINEERS ASSOCIATION"**
2. The approved abbreviation of the name of the Association shall be GCEA.
3. The administrative office of the Association shall be in Accra, Ghana.
4. The design and specification of the logo of the Association shall be prepared by the Council for approval at a General Meeting of the Association. Similarly the Council shall prepare a suitable seal for the Association. This seal shall be kept at the registered office of the Association and the Honorary Secretary shall be responsible for affixing the seal to appropriate official documents.

ARTICLE III OBJECTS OF THE ASSOCIATION

The objects and purpose of the Association are to promote, consulting engineering practice in Ghana and act in the professional interest of its members by creating an enabling environment for the practice and delivery of quality and sustainable products and services to clients and the nation at large; and to assist its members to achieve high professional, business and economic standards. For this purpose the objects shall include:

1. Formulating policies and guidelines upon which the practice of professional engineering services shall be performed.
2. Participating in national and international affairs which affect the profession.
3. Enhancing the collective reputation and economic viability of the members of the Association.
4. Promoting the professional interest, rights, powers, privileges and economic welfare of consulting engineers.
5. Providing Government, public bodies and private organisations with facilities for conferring with and ascertaining collective views of consulting engineers.

6. Improving the quality of life for all by the promotion of superior engineering knowledge and skills and their application to projects with professionalism, integrity, independence of judgment and sympathetic consideration of the environment.
7. Promoting education and training in engineering and its professional practice
8. Cooperating with relevant associations representing manufacturers, contractors and other persons engaged in engineering services on matters of common interest.

ARTICLE IV FUNCTIONS OF THE ASSOCIATION

In order to promote its objectives the Association shall;

1. Ascertain the collective views of Consulting Engineers and make these known to the government, public bodies and the private sector.
2. Seek representation on educational bodies in connection with the training of professional engineers.
3. Confer with Associations representing other professions, manufacturers, contractors and persons engaged in engineering services on matters of common interest.
4. Act as a medium through which the public can be informed of the standing, experience and qualifications of its members, and if required advise the public and produce shortlists on the suitability of various firms of consulting engineers for specific projects.
5. Purchase, lease, hire or otherwise acquire any movable or immovable property or any rights or privileges which the Association may think necessary, proper or convenient for its objects, and in particular any land, buildings or works.
6. Hold, sell, lease, loan, convey or otherwise dispose of any property so received purchased or otherwise acquired.
7. Undertake and execute any trusts which may lawfully be undertaken by the Association.
8. Borrow or raise money on such terms and on such security as may be approved by a General Meeting of the Association.
9. Invest the funds of the Association with the approval of the Council of the Association.

ARTICLE V MEMBERSHIP

Membership of the Association shall be open to firms and individuals primarily engaged in engineering consultancy and related activities whose head office or branch office is in Ghana and who subscribe to the objects of the Association.

There shall be the following categories of members;

- a) FULL Members
- b) ASSOCIATE Members

1. FULL MEMBERSHIP

Any firm who desires to be admitted into full membership of the association shall meet the following terms:

- a) A majority of its directors or partners shall be individual consulting engineers who have met the requirements of the GhIE and the Engineering Council of Ghana to practice engineering in Ghana.
- b) At least one of its directors or partners shall have individual experience of not less than eight (8) years in the practice of engineering after obtaining his first degree and shall have been registered by GhIE.
- c) The firm shall have obtained GhIE approval and met other statutory requirements to practice consulting engineering in Ghana
- d) The firm shall have been in practice for at least three (3) years.
- e) Provide and demonstrate that it has adequate competence and capability to practice consulting engineering in Ghana through;
 - i. Properly established, equipped and functional office
 - ii. Recruitment and retention of competent engineering and support staff
 - iii. Functional organisational structure and quality procedure

An individual for full membership of the Association shall meet the following terms:

- a) Be in practice as an Engineer for not less than eight (8) years.
And shall be registered as a Consulting Engineer by the GhIE and the Engineering Council of Ghana.
- b) Shall have attained an eminent position in engineering before taking up consulting practice through:
 - (i) Being employed as a senior officer with a governmental or reputable private organization in a capacity dealing with consulting engineering matters
OR
 - (ii) Being employed in a position of responsibility for not less than five (5) years in a reputable consulting engineering firm engaged mainly with consulting engineering work.

2. ASSOCIATE MEMBERSHIP

A foreign consulting engineering firm operating in Ghana may apply for membership. It shall have an established office and is a member on the register of the GhIE and the Engineering Council of Ghana.

ARTICLE VI GENERAL MEETINGS

There shall be three (3) General Meetings of the Association. These shall be:

1. ANNUAL GENERAL MEETING

The purpose of Annual General Meeting shall be to transact the business of the Association, the election of the officers of the Association and other elected members of the Executive Committee, the appointment of one or two Auditors and authorizing Council to fix their remuneration, and for receiving and adopting the accounts of the Association and the Auditor's report and the report of the Council on the past year's transactions, the election of the members of the statutory audit committee and for discussing and matters incidental to the practice of engineering consultancy.

The first Annual General Meeting shall be held at such time not being less than one month or more than three months after the adoption of this constitution and thereafter an Annual General Meeting shall be held in each calendar year at such time and place as may be determined by the Council.

2. ORDINARY GENERAL MEETING

Ordinary General Meetings may be called at the discretion of the Council to deliberate on issues for the advancement of the Association.

3. EXTRA-ORDINARY GENERAL MEETING

The Council may convene an Extraordinary General Meeting whenever it sees fit. An Extraordinary General Meeting shall also be convened by the Council within twenty-one days of the deposit at the administrative offices of the Association or deposit with the Honorary Secretary of a requisition in writing signed by not less than ten members in good standing stating the objects of such meeting.

ARTICLE VII THE COUNCIL

1. POWERS OF THE COUNCIL

The affairs of the Association shall be managed by the Council, which may exercise all powers of the Association in conformity with the Constitution or Bye-laws.

2. MEMBERSHIP OF THE COUNCIL

- a) Until otherwise determined by the General Meeting, the membership of the Council shall consist of eight (8) elected members and Immediate Past President.
- b) All Past Presidents shall be considered Ex-Officio Members of Council.
- c) The Council from time to time may zone the country into administrative regions for the purpose of ensuring effective representation in the council and shall obtain approval for such zoning at a General Meeting.
- d) A declaration of the election of all new Council Members shall be made at the Annual General meeting and such new Council Members shall take office immediately after such a meeting for a period of two (2) years

3. OBLIGATION OF COUNCIL MEMBERS

Council Members shall;

- a) Endeavour to attend all Council meetings, General Meetings and other functions of the Association
- b) Serve as chairman and or members of committees
- c) Be the ambassadors of the Association to the general membership, governments, corporate bodies, private organisations and the general public.
- d) Move motions, debate issues, approve procedures and processes as may be required for the development of the Association

ARTICLE VIII INCOME PROPERTY AND LIABILITY

1. The income and property of the Association shall be applied solely for the promotion of the objects of the Association and no part of it shall be paid or transferred to any member of the Association except as:
 - a) Reasonable and proper remuneration to any employee or agent of the Association
 - b) Return for any service rendered to the Association.
 - c) Reasonable and proper rent for premises let to the Association, or
 - d) Repayment of out-of-pocket expenses.
2. The liability of members is limited to entrance fees, subscriptions and levies as the Council may approve from time to time.
3. If upon the winding up or dissolution of the Association there remains any property after the payment of all debts and honouring all liabilities, that property shall be equitably distributed among the members of the Association, given or transferred to some other institution or institutions having objects similar to the objects of the Association, such institution or institutions to be determined by the Members of the Association at or before the time of dissolution, and if effect

cannot be given to such provision, then to some charitable institutions as may be determined by the members of the Association.

ARTICLE IX ACCOUNTS AND AUDITS

1. ACCOUNTS

- a) The Honorary Treasurer shall be responsible for keeping or seeing to the keeping of books of accounts and the preparation of Annual Accounts. The books of accounts shall give a true and fair view of the Association's financial affairs and record including:
 - i. All monies received and expended by the Association and the reason for each transaction.
 - ii. All sales and purchases.
 - iii. The assets and liabilities of the Association.
- e) All monies, cheques, bills and notes received by the Association shall be deposited in an account opened in the name of the Association with the Association's bankers. Unless otherwise determined by the Council, cheques on the Association's bankers shall be signed by any two officers of the Association. The Association's bankers shall be selected by the Council.
- f) The books of accounts shall be kept at the administrative office or wherever the Council shall think fit, shall always be open to inspection by members of the Council and, subject to any restriction imposed by the bye-laws of the Association.
- g) Annual Accounts, including an Income and Expenditure Account and a Balance Sheet for the last day of the Association's previous financial year, signed by the President and Honorary Treasurer (or two officers of the Association) and the Auditor, shall be laid before the Annual General Meeting at which the Honorary Treasurer shall present a financial report.

2. AUDIT

- a) Each year the Association's Annual Accounts shall be examined and certified by the Auditors, who shall report upon them as appropriate.
- b) Auditors shall be appointed at an Annual General Meeting, and they shall hold office until they resign or are removed at an Annual General Meeting. Any vacancy occurring in the position of Auditor may be filled by the Council and any person so appointed shall continue in office until the Annual General Meeting following his appointment.
- c) The Auditors shall at all reasonable times have access to the books and accounts of the Association.

SECTION II: BYE-LAWS

ARTICLE I MEMBERSHIP

1. ADMISSION OF MEMBERS

Any firm or individual desirous of becoming a member of the Association shall apply on such forms as shall have been approved by the Council from time to time.

2. ENTRANCE FEES, SUBSCRIPTIONS AND LEVIES

1. Upon election, every new member shall pay his entrance fee and subscriptions for the current year and the election shall not become effective until this is done.
2. Entrance fees, subscriptions and levies with due dates for payment, shall be fixed by the Council.
3. Not less than two weeks before the due date, a request for payment shall be mailed to each member by the Honorary Secretary. If any subscription remains unpaid for more than three (3) months after the due date, a reminder shall be mailed to the member firm by the Honorary Secretary and if full payment is not received within one month of that notice, the Council may order the removal of the member from the register of members.

3. DURATION & RENEWAL OF MEMBERSHIP

- a) The duration of membership of the Association on admission shall be for such a period as the Council may from time to time decide.
- b) Membership shall be renewed thereafter in accordance with such regulations as shall be made by Council from time to time.

4. OBLIGATION OF MEMBERS

Member firms or an individual member of the Association shall meet the following obligations;

- a) Pay promptly its annual subscription and any other levies that shall be approved by the Council and the General Meeting.
- b) Sign and abide by the Code of Practice of the Association, the Constitution and Bye-laws and any other regulations that may be enacted by the Council and the General Meetings of the Association.
- c) Remain in the practice of consulting engineering, maintain a consulting engineering office, competent professional staff and ensure high quality of project delivery at all times
- d) Ensure continuous professional development of its staff as may be regulated by the Council from time to time.
- e) Ensure regular attendance at GCEA activities by its principals, delegates and staff.

5. REPRESENTATION OF MEMBERS

- a) Each member firm shall be represented at General Meetings and other activities of the Association where representation is required by delegates. Each member firm shall nominate its delegates and forward their corresponding addresses to the Secretariat of the Association.
- b) Individual members shall represent themselves or by proxy.
- c) The number of delegates representing each member firm shall be as may be determined by the Council from time to time.
- d) Delegates shall be notified of all correspondence to members.

6. OBLIGATION OF DELEGATES

- a) Delegates shall attend the General Meetings of the Association and participate and vote as may be required
- b) Delegates shall disseminate information sent to them from the Association within the firms.
- c) Delegates shall ensure that all obligations of their firms to the Association are met and that all obligations of the Association to their firms are also met.
- d) Delegates shall be the vehicle for receiving feedback from their members firms or individual members of by the Association.
- e) Delegates shall also represent and protect the interest of the Association to the General public

7. CESSATION OF MEMBERSHIP

A firm or individual member shall cease to be a member upon the happening, if any, of the following events:

- a) Upon giving the Association three (3) months notice of resignation of its membership.
- b) Non-renewal of its membership on its expiration within a period determined by Council and stated in its bye-laws.
- c) As a result of disciplinary proceedings.
- d) Upon being declared bankrupt by a competent Court of Law.

ARTICLE II GENERAL MEETINGS

1. NOTICE OF MEETINGS

- a) At least twenty – one (21) days notice shall be given of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and at least fourteen days (14) notice of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given). Such notice shall specify the place, the day and the hour of meeting, and in the case of Ordinary or Extra-ordinary General Meetings, the

general nature of the business to be conducted and shall be given in a manner hereinafter mentioned and delivered to the registered addresses within the Republic of Ghana of members and other persons (including Auditors) as are under this Constitution entitled to receive such notices thereof.

b) The accidental omission to give notice of a meeting to, or the non-receipt of such notice by any person entitled to receive notice thereof, shall not invalidate any resolution passed, or proceeding taking place at such meeting.

2. REPRESENTATION AT GENERAL MEETINGS

Each member firm or individual member shall be represented at General Meetings by delegates. Only delegates shall be entitled to participate in the proceedings of the General Meeting.

3. PROCEEDINGS AT GENERAL MEETINGS

a) At every Annual General Meeting, the Association shall:

- i. Declare the results of the election of members of Council
- ii. Consider the accounts and balance sheet of the Association, the report of the Auditors of the Association and any reports laid before it by the Council;
- iii. Appoint an Auditor or Auditors in accordance with the provisions of the Constitution.

b) No business shall be transacted at any General Meeting unless a quorum is formed, when the meeting proceeds to business. Save as herein otherwise provided in this Constitution, fifteen percent (15%) of the number of delegates but not less than ten (10) delegates present shall form a quorum.

c) If within half an hour from the time appointed for the holding of a General Meeting a quorum is not formed, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or at such other time and place as the Council shall appoint, and if at such adjourned meeting a quorum is still not formed within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

The Honorary Secretary shall advise all members of adjourned meetings by convenient means on the following working day.

- d) The President of the Association shall preside as chairman at every General Meeting, but if there shall be no President of the Association, or if at any meeting he is not present within fifteen (15) minutes of the time appointed for holding the same, or shall be unwilling to preside, the Vice President, Honorary Secretary or Honorary Treasurer in that order shall preside, but if any of these persons is not present, or shall be unwilling to preside, the delegates present shall choose a member of the Council, or if no such member be present or if all the members of the Council present decline to take the chair, they shall choose from among the delegates present to preside as chairman.
- e) The chairman of a meeting may, with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- f) At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands, unless, before or upon the declaration of the result of the show of hands, a written poll is demanded by the chairman of the meeting or by at least three delegates present in person and entitled to vote, and unless a poll be so demanded a declaration by the chairman of the meeting that a resolution has been carried: or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the Minute Book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
- g) Subject to the provisions of Article II 1(i), if a poll be demanded, it shall be taken at such time and place, and in such manner, as the chairman of the meeting shall direct, and the result of the poll shall be deemed to be resolution of the meeting at which the poll was demanded.
- h) In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.
- i) A delegate, a group of delegates or the Council as a body may submit any resolution to any General Meeting, provided that before the day appointed for

the meeting he shall have served upon the Association six weeks' notice in writing signed by him containing the proposed resolution, and stating his intention to submit the same for consideration at such meeting.

- j) Upon receipt of any such notice as in the last proceeding clause mentioned, the Honorary Secretary shall include in the notice of the meeting, the terms of the resolution and the name of the proposer.
- k) The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded

4. VOTES AT GENERAL MEETING

- a) Every member shall have one vote. No person other than a member's representative of a member duly registered who has paid every subscription and other sums due and payable to the Association in respect of his membership shall be entitled to be present or to vote at any General meeting or to participate in any poll.
- b) No person other than a member shall be entitled to express opinion, participate or to vote on any question at any General meeting.
- c) Members may vote in person or in the case of member by proxy; the proxy shall be appointed by the Member in writing. No person shall be appointed a proxy to vote at any meeting, who is not entitled in his own right to vote at such meeting
- d) Byelaws to regulate the affairs of the Association, including Rules of Professional Conduct to regulate the behaviour of members may be proposed by the Council or any member of the Association. They shall conform to the provisions of the Constitution and become effective immediately they are approved by the Council. Each member of the Association shall receive a copy of the Bye-laws after approval. The same procedure shall be followed to vary or rescind Bye-laws.
- e) A notice may be served by the Association upon any member either by hand or by electronic transmission or by sending it through the post to the address appearing in a register of members to be kept by the Honorary Secretary.
- f) Any notice served by post shall be deemed to have been served within seven (7) days on the day it is posted and in proving such service it shall be sufficient to

prove that the letter containing the notice was properly addressed and postage was prepaid.

ARTICLE II THE COUNCIL

1. ELECTION OF THE COUNCIL

- a) No less than eight (8) weeks before the Annual General meeting the secretary shall send to each member firm and individual members a list of the Council members, distinguishing the names of those retiring, and forms of nomination of candidates to take the place of those retiring.
- b) Member firms or Individual Members may nominate one Candidate for election in each of the areas for which there is a vacancy, and shall enter the nominations on the forms sent for that purpose. Such forms must be signed by the member firm or the individual member nominating and consented to by another member firm or individual member and sent to the Secretary not less than four weeks before the date of the Annual General meeting at which the election of the council is to be declared together with a statement from the Candidate nominated that he accepts nomination and will serve if elected.
- c) The Secretary shall send to each member firm or individual member of the Association a complete list of such nominations on ballot paper forms at least two weeks before the date of the Annual General Meeting at which the election is to be conducted and each member firm or individual member may mark on each such ballot paper an "X" against the name of each candidate for whom he wishes to vote but not exceeding the number for which there are vacancies in each zone and shall send such ballot papers so marked in sealed envelopes to the Secretary so that the same may be received by the Secretary at least twenty-four (24) hours before the time fixed for such Annual General Meeting. Any ballot paper bearing more than the prescribed number of names marked shall be void.
- d) The Council shall appoint from amongst the members at the Annual General Meeting who are not in the list of nominations two (2) members to act as Returning Officers, who shall at the Annual General Meeting open the ballot papers and count the votes, and the candidates who receive the most votes for each of the zones in which there are vacancies shall at the Annual General Meeting be declared duly elected. In the event of equality of votes the names of such candidates as have an equal number of votes shall be submitted to a ballot of the members present at the Annual General Meeting, and election shall be determined accordingly and not by the casting vote of the chairman of the meeting.

2. RETIREMENT FROM COUNCIL

- a) The tenure of an elected Council Member shall be two (2) years starting from the election at the AGM and ending on the conclusion of the Annual General Meeting two years after.
- b) The association may be by Extraordinary Resolution remove any member of the Council before the expiration of the period of office, and may by an ordinary Resolution appoint another person in his stead; but the person so appointed shall be subject to retirement at the same time as if he had become a member of the council on the day on which the person in whose place he is appointed was last elected a member of the Council.
- c) A member of the Council may resign by sending in his resignation in writing to the Council and upon the expiration of thirty days from the date of sending in such resignation (exclusive in every case of the day on which it is sent) or upon its earlier acceptance by the council he shall cease to be a member of the Council.
- d) Any member who is absent from all the meetings of Council for one year shall be automatically retired from Council and the position filled at the next election.

3. ORGANIZATION OF THE COUNCIL

- a) Officers of the Council shall consist of the President, Vice President, Honorary Secretary and Honorary Treasurer who shall also be the Executive Committee of the Council.
- b) The Council shall at its last meeting before the Annual General Meeting, and such meeting before the Annual General Meeting every two years thereafter, elect one each of its members as follows;
 - i. To hold office as the President and Vice President, Honorary Secretary and Honorary Treasurer of the Association from the close of the following Annual General Meeting until the close of the Annual General Meeting of the Association two years after the election and their tenures in Council shall be automatically extended for this purpose.
 - ii. A President, Shall not serve for more than one term of two years
 - iii. A retiring Vice President shall be eligible for election as President and his tenure in Council shall be considered automatically extended for this purpose.
 - iv. A retiring Honorary Secretary or Honorary Treasurer may offer himself for election for the same post for not more than a second term of two (2) years and his tenure shall be automatically extended for this purpose.

- v. The President, Vice President, Honorary Secretary and Honorary Treasurer shall be announced and presented at the Annual General Meeting following the election.

c) Executive Committee

- i. Facilitate the holding of the Committee Meetings
- ii. Provide reports of the Association to the General Meetings Council and Executive Committee

b) Committees of Council

- i. The Executive Committee of Council shall be made up of a president, vice-president, honorary secretary and honorary treasurer and the executive secretary is employed.
- ii. The president shall be the chairman of the meetings of the executive committee.
- iii. The Executive Committee shall have responsibility for the day to day affairs of the association on behalf of the Council.

c) Standing Committee

- 1. The Council shall constitute Standing Committees as may be necessary for the proper execution of its objectives.
- 2. Ad-Hoc Committees
 - a) The President, Executive Committee, Council or General meetings may from time to time constitute
 - i. Ad hoc Committee of the President
 - ii. Ad hoc Committee of the Executive Committee
 - iii. Ad hoc Committee of Council
 - iv. Ad hoc Committee of the General Meeting
 - b) Such committees shall sit only for the purpose(s) for which they are constituted.

d) Obligation of the President

- i. To attend and be the chairman at General Meetings, Council Meetings and Executive Committee Meetings and all such meetings where the Association or part thereof is gathered and he is present.
- ii. To define the vision, strategy and goals of the association within the guidelines of these articles and memo.
- iii. Lead the Association to the actualisation of its vision and objectives
- iv. Be the chief image of the Association

e) Obligation of the Vice President

It being the intension that the Vice President shall subsequently be elected to the post of the Present, the obligations of the Vice President shall be as follows:

- i. To attend all General Meetings, Council Meetings and Executive Committee Meetings, and all such meetings of the Association as may be called from time to time.
 - ii. To participate in defining the vision strategy and goals of the Association
 - iii. To assist the President in any capacity that the President shall request
 - iv. To participate in all deliberations of the Association so as to ensure continuity of vision, strategy and goals of the Association
 - v. To be ready for election to the position of President
- f) Obligations of the Honorary Secretary
- i. To attend and be the Secretary at General Meetings, Council Meetings and Executive Committee Meetings and all such meetings of the Association as may be called from time to time.
 - ii. To participate in defining the vision strategy and goals of the Association.
 - iii. To be responsible for the day to day running of the Secretariat, including its staff and assets.
 - iv. To ensure the implementation of the decisions of General Meetings, Council and Executive Committee Meetings
 - v. To facilitate the holding of Committee Meetings
 - vi. To provide reports of the Association to the General Meetings, Council and Executive Meetings
- g) Obligations of the Honorary Treasurer
- i. To attend and present reports on the accounts at General Meetings, Council Meetings and Executive Committee Meetings and all such meetings of the Association as may be called from time to time.
 - ii. To participate in defining the vision strategy and goals of the Association.
 - iii. To ensure that the accounts of the Association are properly kept.
 - iv. To ensure that all the statutory obligations of the Association with respect to accounts and audit are properly met.
- h) Proceedings of Council
- i. Rules of proceedings
 - The Council may frame such rules for the conduct of its business, including the determination of the place and time of meetings of the Council and the giving of notice thereof as they think fit, subject to the provisions of the Act of these Articles
 - The quorum at meetings of the Council shall be three (3) members
 - Voting at meetings of the Council shall be by show of hands and every member of the Council shall have one vote; in an event of an equality of votes the chairman of the meeting shall have an additional or casting vote.

- At the request of a member of the Council or any three (3) members of the Association shall, at any time summon a meeting of the Council within thirty (30) days by notice served upon the several members of the Council
 - A member of the Council shall only be entitled to a notice of a meeting at his registered address as appearing in the register of members.
- ii. The President of the Association shall preside as chairman at every meeting of the Council but if there shall be no President of the Association or if at any meeting he shall not be present within thirty minutes after the time appointed for holding the same or shall be unwilling to preside, the Vice-President, Honorary Secretary, or Honorary Treasurer in that order shall preside but if any of these persons shall not be present or shall be unwilling to preside, the members of Council present shall choose one of their members to be chairman of the meeting.
 - iii. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretion by or under these Articles for the time being vested in the Council generally.
 - iv. The Council may delegate any of its powers to committees consisting of such Members of the Council as they think fit and any committee so formed shall in the execution of the powers so delegated, conform to any regulations imposed on it by the Council. The meeting and proceedings of any such committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the council so far as applicable and so far as the same shall not be superseded by the regulations made by the Council as aforesaid. The Council may also appoint committees for special purposes composed of members of the council Delegates and staff of member firms of the Association with such powers as the Council may prescribe.
 - v. All acts of bona fide done by any meeting of the Council or any committee of the Council or by any person acting as a member of the Council, shall notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.
 - vi. The Council shall cause proper minutes to be made of all appointments of officers made by the council and of the proceedings of all meetings of the Association and of the Council and of Committees of the Council and all

business transacted at such meetings and any such minutes of any meetings if purported to be signed by the President of such meetings, or by the President of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

i) Resolution

A resolution in writing signed by all the members for the time being of the Council or of any Committee of the Council who are duly entitled to receive notice of a meeting of the Council or of such Committee shall be as valid and effectual as if it has been at a meeting of the Council or of such Committee duly convened and constituted.

ARTICLE IV ADMINISTRATION OF THE ASSOCIATION

1. The administrative offices of the Association shall be manned by staff appointed by the Council.
2. The duties of the staff shall be determined and supervised by the Council.
3. The conditions of employment of the staff shall also be set by the Council.
4. If a vacancy arises at any time, such vacancy will be filled by the council.

5. Indemnity for Council Members, Officers and Staff

Every Council member, officer or staff of the Association shall be indemnified by the Association against any liability incurred by that individual in the process of carrying out any business of the Association, and it shall be the duty of the Council to pay out of the Association, all costs, losses and expenses which any such officer or servant may actually and necessarily incur or become liable to by reason of any contract entered into or act or deed done by him in the proper discharge of his duties, including travelling expenses.

***CODE OF PROFESSIONAL AND ETHICAL CONDUCT
AND DISCIPLINARY PROCEDURE***

SECTION I: CODE OF PROFESSIONAL AND ETHICAL CONDUCT

ARTICLE I. CONDUCT OF MEMBERS

1. Every member of the Association is required to order his conduct so as to uphold the integrity and dignity of the Association and the engineering profession, discharging his duties faithfully with full regard to the public interest. He shall at all times recognize that his primary obligation is to protect the safety, health, property and welfare of the public as well as the sustainability of the environment.
2. No member shall approve engineering work, which to the best of his knowledge and belief is not safe for public health, property and welfare and in conformity with accepted standards.
3. No member shall undertake assignments in areas where he lacks competence and shall not accept assignments outside of his fields of training and experience except in a project whereby his services are restricted to those phases of the project in which he is qualified and to the extent that he is satisfied that all other phases of such project will be performed by qualified associates, consultants or employees. The member shall then affix his signature on all documents for the project; a member shall not affix signatures on documents not prepared under this direction.
4. No member shall falsify or permit misrepresentation of his or his associates' academic or professional qualifications. He shall not misrepresent or exaggerate his degree of responsibility in of for the subject matter or prior assignments. Brochures or other presentations incident to the solicitations of assignments shall not misrepresent pertinent facts concerning employees, with the intent and purpose of enhancing his qualifications and his work.
5. No member shall offer, give, solicit or receive, either directly or indirectly, any political contribution in an amount intended to influence the award of a contract by public authority, or which may be reasonably construed by the public of having the effect or intent to influence the award of the contract. He shall not offer any gift or other valuable consideration nor pay a commission or percentage in order to secure work.
6. No member shall attempt, directly or indirectly, to supplant another member, nor shall he review or take over work of another member acting as a consulting engineer for the same Client, until he has either obtained a consent of such a member which shall not be unreasonably withheld or has been formally notified by the Client that the connection with such a member with the work has been terminated.

7. Any member of this Association who may be transferred to work in other countries in which the standards of professional conduct are laid down by an Association recognized by FIDIC shall order his conduct according to such standards
8. GCEA member shall be honest and impartial and shall serve with devotion his employer, his clients and the public.

Members shall not accept remuneration which prejudices independent judgment.

9. GCEA member shall strive to increase the competence and prestige of the engineering profession, and will use his knowledge and skill for the advancement of human welfare.

GCEA members shall be current in their field practice, updating their members of staff through relevant literatures, workshops, seminars, and ensuring proper Continuous Development Programmes are followed so that their horizon are expanded for competence.

GCEA members' teams shall be appropriately trained and properly developed for excellent performance on their job.

10. GCEA member will not exert undue influence, offer solicit or accept compensation for the purpose of affecting negotiations for an engineering engagement, but will act fairly and justly towards vendors and contractors.

GCEA member shall build its professional reputation on the quality of its service.

11. GCEA member shall not accept directly or indirectly remuneration or any compensation, financial or otherwise, other than from his client for the same service. Such remuneration shall be sufficient to meet with proper consideration for the job and shall not seek to affect members' impartial judgment.
12. GCEA member will not disclose information concerning the business affairs or technical processes of any present or former client without his consent.
13. GCEA member will take care to see that credit for engineering work is given to those to whom credit is properly due.
14. It shall be the duty of every member to bring to the attention of the Association, any proof he may have that another member has been unethical in his practice.

15. A member shall not deliberately promote illegality by certifying the work of others not otherwise qualified to carry out such engineering design works in Ghana either by technical incompetence or non-registration for such works.
16. GCEA members shall respect and comply with the regulations, standards and codes of practice appropriate to their profession and as required by the task entrusted by them. The law of the land shall not be broken in the provision of their services.

GCEA members shall adopt and maintain a system of total quality management in all projects entrusted to them. They shall ensure that qualified people are deployed at all times.

17. GCEA members shall maintain appropriate professional indemnity insurance cover, and any other insurance coverage required by law for the provision of their services.

ARTICLE II RELATIONSHIP BETWEEN CLIENTS AND MEMBERS

1. Every member shall act as a faithful agent of his Client and shall, from the on-set of negotiations leading to his appointment, disclose to the Client known or potential conflicts of interest due to business association or financial advantage which could appear to influence his judgment of the quality of his services.
2. Except where a member is required to give his technical opinion on behalf of a Client before a tribunal or in a commissioned report or lodge a complaint of the conduct of another member to a competent body which lays down rules of conduct he shall not injure or attempt to injure, whether directly or indirectly, the professional reputation, prospects or business of other fellow members.
3. Without the written authority of his Client and all-other parties concerned, no member shall accept remuneration from more than one party for services on the same project or for services pertaining to the same work, unless the circumstances are fully disclosed to and agreed by all.
4. No member shall solicit or accept contracts from governmental bodies on which a partner or director of his firm serves as a member of the Board.
5. In his professional employment, each member acts as an agent of his Client, and shall accept tenders or place orders only with the specific authority of the Client; he shall certify sums due to others for his Client to make payment but shall not himself make payment on the Client's behalf unless the Client gives good reason for requesting this.

ARTICLE III CONDUCT OF FIRMS

1. No firm shall advertise engineering services in self-laudatory language or in any other manner derogatory to the honour and merit of the profession. Any advertisement shall be moderate and discrete in tone and content and shall be capable of verification.
2. No firm shall solicit or accept gratuities, directly or indirectly from contractors, manufacturers or suppliers, his agents or other parties dealing with his clients or employers in connection with work for which he is responsible.
3. Clients for whom a firm has previously worked may be advised of the opening of branch offices, changes of address, and among Partners, Directors, Consultants or Associates within the firm; such information may appear once only in the press.
4. The issue of brochures detailing factually the histories, staffing, capabilities and experience of firms is permissible and encouraged.

SECTION II: DISCIPLINARY PROCEDURE

ARTICLE I. PURPOSE AND AUTHORITY

1. In order to take appropriate disciplinary action against a member, who in the opinion of the Council, has been guilty of a breach of the Association's Code of Professional and Ethical Conduct or any other serious misconduct likely to bring the Association or the engineering profession into disrepute, the Council shall follow specific procedures in conducting all disciplinary proceedings.
2. The Council, through its appropriate Committees, shall institute investigation and disciplinary proceedings against a member of any category under the following conditions:
 - a) When another member requests in writing for an investigation, the charges shall be detailed and supported with documentary evidence. The Council may dismiss the charges if they lack convincing evidence and disciplinary action shall be taken against the complainant if he is suspected of malicious intentions

OR
 - b) When the member confesses to or is convicted of complicity in extortion, bribery, kickbacks, fraud or other similar illegal acts involving moral turpitude

OR

- c) Upon complaint or when knowledge becomes otherwise available that a member or member Firm is alleged to have been involved in complicity in extortion, bribery, kick backs, or other similar illegal acts.

ARTICLE II DISCIPLINARY PROCEEDINGS

1. All disciplinary proceedings shall be confidential until final action has been taken.
2. A committee appointed by the Council to inquire into causes for disciplining any member may initiate inquiry on its own motion.
3. The Committee shall make such investigations as it deems appropriate without reporting to the Council and may dismiss the complaint without publications. This shall be reported to the Council with a complete and detailed statement of the charges.
4. The Council shall immediately appoint a Hearing Board consisting of three (3) members, one of whom shall be designated Chairman.
5. In the case of conviction of, or confession to, illegal acts described in Article 1.2(b), the Committee shall make recommendation of specific disciplinary actions to the Council who may take appropriate action without convening a Hearing Board.
6. The Hearing Board shall immediately set the time and place for a hearing; the Secretary of the Council shall send to the member or member firm notice of time and place of the hearing and statement of the charges.
7. On the day of the hearing, the Committee shall present the charges and evidence in support thereof and the member or member firm may present such information, statements and evidence, as he deems appropriate. The Committee and the member or member firm shall, before the hearing, have the right to obtain, from each other, discovery of documents and other material and they shall each have the right to cross-examine witnesses during the hearing.

ARTICLE III DISCIPLINARY ACTIONS

1. The Hearing Board shall submit its recommendations to the Council for final disposition. The Council, before approving or disapproving a recommendation, shall consider appeals, if any, from the member charged.
2. The Council may impose any of the following disciplinary actions
 - a) Dismissal of charges

- b) Published or unpublished censure
- c) Suspension of membership for a specified period of time not exceeding two years
- d) Termination of membership; this disciplinary action requires two thirds vote of members of the Hearing Board and Council
- e) Payment of a fine; if a member fails to pay fine imposed within thirty days of its imposition the Council may terminate membership.