



**CONSTITUTION**  
**of the International Network for Traditional Building,**  
**Architecture and Urbanism**

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## 1. Definitions

**Annual Meeting** = the annual meeting of the ICC held in accordance with this Constitution.

**Annual General Meeting** = an annual meeting of INTBAU members held in accordance with this Constitution.

**Articles** = the Articles of Association of the Charity.

**Board of Trustees** = the group of appointed persons that has overall responsibility and accountability for the operations of the Charity and helps the Charity meet its strategic aims and objectives, and who are the company law directors. **Trustee** shall mean any member of the Board of Trustees.

**Chapter** = an officially recognised branch of INTBAU.

**Charity** = the charitable company limited by guarantee registered in England and Wales known as INTBAU LTD (company 06861677 and charity 1132362) that is the legal entity through which INTBAU is managed and administered.

**Charity Members** = the company law members of the Charity who are the same persons as the Board of Trustees.

**Charter** = the declaration that expresses the values, aims, principles, and aspirations that unite INTBAU and INTBAU Members as set out in this Constitution.

**Constitution** = this document as from time to time amended by the ICC with the agreement of the Board of Trustees pursuant to clause 6.9.

**Honorary Fellows** = an honorary fellow of INTBAU appointed in accordance with this Constitution.

**ICC** = INTBAU Council of Chapters, the governing body formed of one representative of each of INTBAU's Chapters.

**ICC Chair** = the person who is from time to time appointed chair of the ICC, by the members of the ICC.

**INTBAU** = the international network of organisations and persons which support the common mission of traditional building, architecture and urbanism, maintaining local character and creating better places to live.

**INTBAU members** = the members of INTBAU as defined in Chapter 13 of this Constitution.

**Secretariat** = the staff employed by the Charity to administer INTBAU.

**Special Meeting** = a special meeting of INTBAU members held in accordance with this Constitution.

## 2. Charter

The International Network for Traditional Building, Architecture and Urbanism (INTBAU) is an active network of individuals and institutions dedicated to the creation of humane, harmonious, and ecological buildings and places that respect local traditions.

Traditions allow us to recognise the lessons of history, enrich our lives and offer our inheritance to the future. Local, regional, and national traditions provide the opportunity for communities to retain their individuality with the advance of globalisation. Through tradition we can preserve our sense of identity and counteract social alienation. All people deserve the freedom to maintain their traditions.

Traditional buildings and places maintain a balance with nature and society that has been developed over many generations. They enhance our quality of life and constitute an authentic and entirely proper reflection of contemporary society. Traditional buildings and places can offer the basis of a profound modernity beyond novelty, and contribute to a better future.

INTBAU offers to bring together those who design, make, maintain, study, or enjoy traditional building, architecture, and places. We will gain strength, significance and scholarship by association, action, and the dissemination of our principles.

### **3. General Provisions and Purpose**

- 3.1 All INTBAU members, committees, the Board of Trustees, and employees of the International Network for Traditional Building, Architecture and Urbanism (INTBAU) shall accept, publicly acknowledge, and at all times act in accordance with the principles and spirit of the Charter. The INTBAU Charter shall be made available to members in as wide a range of international languages as possible.
- 3.2 INTBAU is an international network that respects and promotes the diversity of tradition and shall not at any time adopt policies or undertake activities that promote the exclusive interest of any national, cultural, religious, or linguistic group.
- 3.3 INTBAU is constituted of its national Chapters, which are established according to the laws of their respective countries. Chapters become officially recognised upon signature of the Chapter Agreement.
- 3.4 The Royal Founding Patron of INTBAU is His Majesty King Charles III of Great Britain and Northern Ireland (HMK). This patronage applies to INTBAU, and not to individual Chapters. Chapters may and shall not specifically claim the patronage of HMK. The Secretariat must be consulted by Chapters on any public mention of INTBAU's Royal Founding Patron, and in case of doubt over the correct way to describe this important link.

### **4. Chapters**

- 4.1 Chapters are non-profit, non-governmental organisations established in a particular territory that wish to pursue the goals and aspirations of the INTBAU Charter.
- 4.2 INTBAU members who reside in a country that has a duly formed Chapter are automatically members of that Chapter. They may appoint one representative to the ICC.
- 4.3 INTBAU members who reside in a country without a duly formed Chapter remain members of the international INTBAU network. Such members may at any time elect to form a national Chapter, by requesting Secretariat support to poll the other members within that country and seeking a pledge of approval of 50% or more of active respondent members and thereafter signing a Chapter Agreement. This provision is not retroactive to existing Chapters. Such Chapters so elected may appoint one representative to the ICC.
- 4.4 In countries where an organisation exists that is aligned with the principles of INTBAU's Charter, that organisation may become the host of or equivalent to an INTBAU Chapter for that country by signing a specially adapted Chapter Agreement. The organisation hosting the Chapter may appoint one representative to the ICC and must seek to involve existing INTBAU members in that country in activities.

- 4.5 Members of a country with a duly recognised Chapter may also form sub-Chapters through the national Chapter, in accordance with its own internal constitution and any rules and otherwise at its discretion. Chapters choosing to form sub-Chapters must make sure sub-Chapters are fairly represented in the decision-making of Chapters, but the final decision rests with the Chapter. Any such sub-Chapters shall be deemed represented by the appropriate Chapter on the ICC.
- 4.6 In exceptional cases and at its discretion, the ICC may accept the voluntary formation of more than one Chapter in a country (such as when the country has very high population and membership). In such cases a clear distinction must be made between the Chapters in that country, which must be agreed by the recognised representatives of all existing or newly formed Chapters in the country and be presented in writing to the ICC for approval.
- 4.7 In exceptional cases and at its discretion, the ICC may accept the voluntary merger of several Chapters into a regional or trans-national Chapter (such as when population or membership is low). In such cases the Chapter must seek to involve all INTBAU members in the region in activities. A regional or trans-national Chapter may only appoint one member to be its representative on the ICC.
- 4.8 Collaboration of Chapters and planning of joint activities is an important INTBAU value. When activities are planned in or pertaining to a country where there is no pre-existing INTBAU Chapter, the ICC and the Secretariat will make efforts to encourage the formation of a local Chapter, and until such time that a Chapter is formed in such a country, must continue to involve the country's members in existing INTBAU events.
- 4.9 Any INTBAU-related activity or event in or pertaining to a country where there is an existing INTBAU Chapter must be organised in collaboration with – or seek the support of – the relevant (national, sub-national, regional, or trans-national) Chapter.
- 4.10 Chapters should collaborate with other Chapters and the Secretariat to create international INTBAU events or INTBAU-supported events.
- 4.11 Termination of a Chapter and/or in turn a Chapter-appointed representative as a member of the ICC occurs if:
- a. the member organisation ceases to exist; or
  - b. the chair of the relevant Chapter sends a notice of resignation to the ICC Chair and the Secretariat, with such resignation to take effect on the later of (aa) the time at which the notice of resignation is received by the Secretariat and (bb) the date specified in the notice; or
  - c. the ICC decides that it is in the best interest of INTBAU that the Chapter in question should be removed from the ICC, and pass a resolution to that effect. Before the ICC take any decision to remove a Chapter they must:
    - i. inform the Chapter of the reasons why it is proposed to remove it from the ICC;
    - ii. give the Chapter at least two clear months' notice in which to make

- representations to the ICC as to why it should not be removed from the ICC;
- iii. at a duly constituted meeting of the ICC, consider whether or not the Chapter should be removed from ICC; and
- iv. consider at that meeting any representations which the Chapter has made as to why the Chapter should not be removed; and
- v. put the resolution to the vote in which two-thirds of ICC voting members present in person or online must vote in favour of the resolution to remove the Chapter.

## **5. INTBAU Council of Chapters (ICC)**

- 5.1 INTBAU exists because of its Chapters. The Chapters constitute the ICC. The ICC sets principles and governs INTBAU through the establishment of policies that define the Network as a global movement. The ICC shall establish aims and objectives, and propose and prescribe courses of action, plans, and programmes.
- 5.2 Representation on the ICC is by each Chapter entitled to appoint one voting member onto the ICC, provided the Chapter is eligible to vote. Eligible Chapters are those that comply with the provisions of the Chapter Agreement. Representatives of Chapters on the ICC act on behalf of their Chapter and with its authority; they do not act on their own behalf.
- 5.3 The ICC represents the interests of a diverse range of Chapters. Principles shall not prevent Chapters from pursuing local and national priorities provided these are aligned with INTBAU's Charter.
- 5.4 The ICC shall collaborate with, communicate with, advise and inform the Board of Trustees and the Secretariat to achieve the goals set by the ICC.
- 5.5 The ICC may establish Committees focused on topics which are relevant to INTBAU's development. Committee membership shall not be limited to ICC Members and should where relevant include other INTBAU members. Every Committee at its establishment shall be given a procedure for who is to be appointed and how, its purpose and remit, and for how it reports to the ICC.
- 5.6 An ICC Management Team shall be elected from among ICC Members (Management Team). The Management Team will consist of the ICC Chair, a Deputy Chair, and a Sekretær (a role named for INTBAU Founding Member Audun Engh). One or more ICC Deputy Sekretærs may be elected at the ICC's discretion.
- 5.7 The Management Team shall be elected every three years. Elections will take place at the Annual Meeting of the ICC or through specially held online vote. Management Team members shall serve a maximum of two three-year terms in any one role but may undertake a different role on the Management Team once they have served the maximum term in one particular role.
- 5.8 The role of the Management Team is:

- a. the coordination of activity and communication amongst Chapters to further INTBAU's development in line with the principles of its Charter, with support from the Secretariat;
- b. the execution of policy as directed by the ICC and in cooperation with the Secretariat; and
- c. the representation of the ICC on the Board of Trustees by the Chair of the ICC, who shall, subject to being able and eligible to act, be *de facto* a member of the Board of Trustees.

#### 5.9 Duties of the Management Team include:

- a. involvement in all aspects of INTBAU's operations, primarily through close collaboration with the Secretariat;
- b. coordinating discussion amongst ICC Members and Committees on strategy, projects, communication, and other relevant matters;
- c. supporting Chapters to meet the minimum requirements set out in the Chapter Agreement;
- d. supporting the Secretariat with the development of new Chapters and the recruitment of general and professional members;
- e. assisting the Secretariat with coordinating the ICC's regular meetings, Special Meetings, and Annual General Meetings; and
- f. managing the advancement and reputation of INTBAU.

### 6. ICC Meetings and Voting

- 6.1 The ICC shall meet online at least six times per year. The date and time will be agreed by advance poll.
- 6.2 One meeting per year shall be formally designated as the ICC Annual Meeting. Where possible this will take place alongside an INTBAU or Chapter-led event, in person, online, or in a hybrid format. The date and place of the ICC Annual Meeting will be agreed at least one month in advance.
- 6.3 At the request of one or more members of the ICC and with the agreement of the ICC Chair, an online Special Meeting of the ICC may be called at any time. At least two weeks' notice of an online Special Meeting of the ICC will be given to all ICC Members and this notice shall set out the purpose of the meeting.
- 6.4 The ICC Deputy Chair or Sekretær may arrange e-mail proxy voting up to two weeks in advance of the Annual Meeting or any Special Meeting.
- 6.5 All ICC voting members shall have one vote. In the event of an equal division, the ICC Chair shall have a second and casting vote.
- 6.6 A quorum at an ICC meeting will generally be 50% of the total membership of the ICC. If there is no quorum, the ICC Deputy Chair or Sekretær shall contact all



members by e-mail who may, within a period of two weeks, vote on any motion. Motions shall be carried by a majority, or supermajority if needed, including and counting replies received within any such two-week period.

- 6.7 All Annual Meetings and Special Meetings shall be in accordance with an agenda, agreed by the ICC Chair. The ICC Deputy Chair or Sekretær shall issue the agenda in advance of a meeting, with support from the Secretariat. ICC members shall be given the opportunity to request entry of an item in the agenda before it is issued.
- 6.8 Minutes shall be taken at all ICC meetings. The details of the discussion and minutes will be confidential to the ICC unless it is agreed otherwise on an item-by-item basis.
- 6.9 Changes to the Constitution or the Charter of INTBAU may only be made by a vote of three-quarters of ICC voting members present in person or online.

## **7. Charity, Board of Trustees, and Secretariat**

- 7.1 The Charity is governed by a Board of Trustees. The Board shall operate within the principles of INTBAU's Charter and seek to represent the best interests of Chapters. The Board shall operate according to the laws and best practice of the country in which it is based. The Board of Trustees are legally responsible for the good governance, management and administration of the Charity and are accountable for the same.
- 7.2 The ICC Chair shall be appointed *de facto* as a Trustee for the duration of their term. In addition, a Member of the ICC may be appointed to the Board by mutual agreement. Other Trustees shall be appointed by existing Trustees from amongst candidates who have the ICC's support and approval. Trustees shall serve a maximum of three terms of three years.
- 7.3 The Board of Trustees is the ultimate governing body of the Charity and complies with all applicable laws and regulations. It shall cooperate with the ICC to administer INTBAU on behalf of all Chapters. It will collect membership dues and donations, ensure the continued financial health and solvency of the Charity and INTBAU and work in accordance with the strategy and priorities determined by the Board of Trustees in consultation with the ICC and with any committee established by the ICC and the Board of Trustees for that purpose.
- 7.4 At a minimum, a Secretariat Executive Director will be retained by the Board and chosen with the consent of the ICC. The Director should be able to perform networking and champion the cause of INTBAU. Subject to the availability of necessary funding the Board may appoint such support staff to the Secretariat as is required to enable it to implement INTBAU's strategy, outreach activities, and in the development of Chapters and their activities.

- 7.5 Due to the history of INTBAU, it is expected that the Charity, together with the Secretariat, will be registered and reside in the UK for the foreseeable future. The efficacy of this will be regularly reviewed by the ICC at the Annual General Meeting.
- 7.6 With reasonable notice having regard to rules and regulations of the country in which the Charity is based and in all cases with at least one year's notice, the ICC may choose to found a new secretariat in a different jurisdiction, which will be the focal point for the global network. To enact this change, two-thirds of ICC members must vote in favour of a resolution to open a new secretariat. Notwithstanding this, ICC members agree and recognise that the Charity may only apply its funds in accordance with its Articles and the law, and may only be wound up in accordance with the provisions of the same.

## **8. Funds and Fundraising**

- 8.1 All fundraising conducted on INTBAU's behalf and using INTBAU's name, whether by the Secretariat, the Board of Trustees, the ICC, or an individual Chapter, shall be in accordance with the principles of the Charter and General Provisions. Due diligence shall be exercised, using a formal process wherever necessary to determine that association with a specific donor or supporter will not present any risk or threat to INTBAU's reputation. Notwithstanding this, the Board of Trustees is legally responsible for the proper conduct of fundraising activity, compliance with laws and the requirements of relevant fundraising regulators.
- 8.2 The Charity will use its best endeavours at all times to raise sufficient funds to cover the core operating costs of the Secretariat. The ICC will support this fundraising where possible. Any unrestricted funds raised in addition to those required to cover the core operating costs of the Charity will be spent on charitable activities to further the Charity's purposes which are aligned to INTBAU's mission. The priorities will be set by the Board of Trustees in consultation with a strategy committee established for that purpose by the Board of Trustees.
- 8.3 The Board of Trustees will be responsible for the prudent management of the Charity's funds and the annual auditing or independent examination of accounts in line with the relevant national financial regulations. A yearly budget will be set by the Board of Trustees in cooperation with the Management Team and the Secretariat.
- 8.4 Chapters will be self-financed. The Secretariat will offer support with fundraising where possible.
- 8.5 INTBAU Chapters raising funds for and spending funds on Chapter activities (but not on Charity activities) must have a bank account in the name of the Chapter or of the organisation which is host of or equivalent to the Chapter and must comply with the laws governing charitable income and expenditure that are applicable to the country where the Chapter is based. No Chapter may raise funds or purport to raise funds on behalf of the Charity without the agreement of the Board of Trustees.

- 8.6 Chapters may pursue joint funding proposals from international funding agencies to develop joint programmes.
- 8.7 Funds raised in accordance with this Constitution by each national Chapter will be used primarily for activities in their respective countries.

## **9. Annual General Meeting**

- 9.1 There will be an Annual General Meeting (AGM) to which all INTBAU members will be invited. This meeting will be held online, to accommodate the whole global network. The date of this meeting will be agreed at least one month in advance and will be advertised by the Secretariat.
- 9.2 The Annual General Meeting will be hosted by the ICC, Trustees, and the Secretariat.
- 9.3 The AGM will be in accordance with an agenda agreed by the ICC, Trustees, and the Secretariat in advance and circulated to all INTBAU members.

## **10. Honorary Fellows**

- 10.1 Honorary Fellows comprise eminent practitioners in all academic, professional, practical, and artistic fields concerned with building, architecture and urbanism that support the objectives of INTBAU.
- 10.2 The collective and individual role of Honorary Fellows is:
  - a. to add prestige to the reputation of INTBAU;
  - b. to support, promote and participate in the activities of INTBAU in accordance with the INTBAU Charter;
  - c. to advise the ICC and particularly the Management Team on matters of strategy, membership, and activities.
- 10.3 Honorary Fellows are selected by the ICC and appointed by invitation of the ICC Chair following recommendation from the ICC, the Board of Trustees, existing Honorary Fellows, the Secretariat's Director or the Members of the INTBAU College of Traditional Practitioners. Such invitation will be selective and recommendations will be confidential.
- 10.4 Past ICC Chairs and Board of Trustees Chairs will be *de facto* Honorary Fellows.
- 10.5 Honorary Fellows are not officers of the company and are honorary in nature.

## **II. INTBAU College of Traditional Practitioners (ICTP)**

- II.1 The INTBAU College of Traditional Practitioners (ICTP) is a peak international professional body for practitioners in traditional urban design, architecture, and the

building arts who have produced a sustained output of traditional work of the highest quality over at least five years of practice.

- 11.2 Members of the ICTP will be limited to practitioners of the highest standard in the academic, professional, artistic, trade, craft and practical activities concerned with building, architecture, and urbanism that support the objectives of INTBAU.
- 11.3 Entry to the ICTP is subject to quality assessment by a international entry committee, drawn from members of the ICTP and the ICC. Application is by form, submission of portfolio, and payment of a non-refundable examination fee.
- 11.4 Generally, applications for the ICTP are proposed and seconded by ICTP members, or nominated by ICC Members.
- 11.5 Members of the ICTP benefit as follows:
  - a. individual website page on the INTBAU website including biography and image gallery;
  - b. wide dissemination of the list of members;
  - c. association with peak international traditional practitioners;
  - d. reduced price at INTBAU conferences;
  - e. use of a professional member logo.

## **12. INTBAU Young Practitioners (IYP)**

- 12.1 Membership of the INTBAU Young Practitioners (IYP) is open to individuals at the beginning of a career in traditional architecture, urban design, or the building arts. Applicants need not have completed the minimum five years of work required of applicants for ICTP membership.
- 12.2 Entry to the IYP is subject to quality assessment by a international entry committee, drawn from members of the ICTP and the ICC. Application is by form, submission of portfolio, and payment of a non-refundable examination fee.
- 12.3 Members of the IYP benefit as follows:
  - a. space on a dedicated website page including biography and images;
  - b. wide dissemination of the list of members;
  - c. association with peak international traditional practitioners;
  - d. fast-track application for membership of the ICTP upon completion of five years of practice;
  - e. use of a Professional Member logo.

### **13. Membership Structure and Termination**

13.1 General Membership is open to anyone with an interest in INTBAU's cause. A general member is one who has registered with and been accepted by INTBAU through the INTBAU.org website.

13.2 Honorary Fellows shall be members of INTBAU.

[See Section 10. above]

13.3 Member of the INTBAU College of Traditional Practitioners (ICTP) shall be members of INTBAU

[See Section 11. above]

13.4 Member of the INTBAU Young Practitioners (IYP) shall be members of INTBAU

[See Section 12. above]

13.5 Academic Membership is limited to a select group of reputed academic institutions approached by the Secretariat's Director following a recommendation from the ICC, the Board of Trustees, or Honorary Fellows.

13.6 Corporate affiliation is open by invitation to organisations interested in making a positive contribution to the communities in which they work and worldwide. Organisations are selected by the Board of Trustees and appointed by invitation of the Secretariat's Director following a recommendation from the ICC, the Board of Trustees, Honorary Fellows, or the Members of the ICTP.

13.7 Termination of membership of INTBAU occurs if:

- a. the member sends a notice of resignation to the Secretariat, such resignation to take effect on the later of (aa) the time at which the notice of resignation is received by the Secretariat and (bb) the date specified in the notice; or
- b. the ICC decides that it is in the best interest of INTBAU that the member in question should be removed from INTBAU, and pass a resolution to that effect. Before the ICC take any decision to remove a member they must:
  - i. inform the member of the reasons why it is proposed to remove them from INTBAU;
  - ii. give the member at least two clear months' notice in which to make representations to the ICC as to why they should not be removed from INTBAU;
  - iii. at a duly constituted meeting of the ICC, consider whether or not the member should be removed from INTBAU; and

- iv. consider at that meeting any representations which the member has made as to why the member should not be removed; and
- v. put the resolution to the vote in which two-thirds of ICC voting members present in person or online must vote in favour of the resolution to remove the member.
- vi. the member is removed as a member by notice in writing by the Board of Trustees on the basis that their continued membership is harmful to the Charity or its best interests. In such cases, the Board of Trustees shall consult with the ICC and in so far as possible follow the principles set out in b. above.

## **14. Governing Documents**

14.1 The Charter

14.2 This Constitution

14.3 The Articles

14.4 The Chapter Agreement