

Constitution for the Conflict Avoidance Coalition Steering Group

1. Name and adoption of this Constitution

- 1.1 The name of the group is **Conflict Avoidance Coalition Steering Group**, called ‘the Group’ in this Constitution. Its address shall be the address of the Chair or that of such other Member as the membership agrees. The Group shall be governed by this constitution as amended from time to time in accordance with paragraph 10 of this Constitution.

2. Vision

- 2.1 The Group’s aim is to steer and assist the Conflict Avoidance Coalition (the “Coalition”) in reducing the propensity of disputes in the UK and global construction and engineering industry by promoting best dispute avoidance and management practices and instilling collaborative and cultural approaches.

3. Objectives

- 3.1 Members of the Group will use their experience, skill, and knowledge to steer the work of the Coalition to:
- i. Encourage and support the development of a culture of collaboration in the construction and engineering industry, with the purpose of reducing the likelihood of dispute.
 - ii. Promote the benefits of conflict avoidance by highlighting the damage disputes cause to finances, corporate & commercial relationships, project delivery, brand reputations, personal relationships and mental health & well-being.
 - iii. Develop and promulgate information, for people working across all tiers of industry, on how conflict avoidance and early intervention techniques can prevent and resolve disputes, promoting the delivery of infrastructure and development projects on time and on budget.
 - iv. Encourage contracting parties to adopt a forward-looking approach to risk management to anticipate and identify problems early and deal with potential and emerging disputes quickly and effectively.
 - v. Assist contracting parties and their project teams in implementing viable tools & techniques to avoid disputes and address emerging disagreements in a collaborative environment that promotes compromise and avoids escalation to formal dispute resolution processes.
 - vi. Showcase examples of good & best practice by contracting parties through active stewardship of a recognition scheme.

4. Powers

4.1 To further these objectives, the Group may exercise the following powers:

- i. Raise funds through conferences and donations and otherwise, provided that the Group shall not undertake any permanent trading activity
- ii. Produce promotional collateral (hard copy and virtual) to publicise the activities of the Coalition.
- iii. Hold meetings of the group and the Coalition
- iv. Pay the necessary expenses involved in running the Group, subject to the requirements set out in paragraph 9 of this Constitution*
- v. Utilise staff drawn from bodies represented on the Group or the Coalition, when necessary, to carry out work
- vi. Promote, support or participate in conferences, seminars, exhibitions, courses, lectures, social events and similar projects
- vii. Establish relationships and collaborate with individuals and organisations, within the United Kingdom and overseas, to obtain and share information, carry out research and encourage collaboration in conflict avoidance
- viii. Undertake any other lawful activity to further the aims and ambitions of the Group and the Coalition.

* Provided always that the members of the Group shall not incur, without the prior sanction of a General Meeting, any expense which will or might, having regard to any existing commitments, involve the Group in a total liability exceeding the sum immediately available to the Group for its disposition and use.

5. Membership

- 5.1 The Group will comprise no more than sixteen members at any one time (the “Members”). The Members will comprise Full Members and Affiliate Members.
- 5.2 Affiliate Members will have no voting rights or any liabilities with regards financial decisions made by the Group.
- 5.3 The Group will include one Chair, up to three Vice-Chairs, a Treasurer and an Honorary Secretary (the “Officers”).
- 5.4 Each Member of the Group will have one vote for the purpose of elections and decisions within the Group. To vote, a Member must be present either in person or on screen by a remote meeting facility.
- 5.5 Any Member who would be entitled to vote at an Annual General Meeting (“AGM”) or Extraordinary General Meeting (“EGM”), shall be entitled to vote instead by proxy provided this wish is made known in writing by the Member to the Honorary Secretary at least 10 clear days in advance of the date of the relevant AGM or EGM. The notification to the Honorary Secretary must name the proxy. The proxy will be valid for one General Meeting only.
- 5.6 Subject to a unanimous vote of the Group, additional members may be co-opted. Co-opted members shall have no voting rights and will not be counted towards the maximum membership of sixteen as set out in paragraph 5.1.
- 5.7 Membership of the Group shall be open to all persons willing to contribute to the Group’s aims who will abide by the Group’s constitution. Agreement to join as a Member is a deemed acceptance by that individual of these requirements and to the use of their email contact details being shared within the Group.

5.8 The initial Group will comprise the following Members:

NAME	REPRESENTING (Organisation or Company)	STATUS (in the Group)
Len Bunton	Bunton Consulting	Honorary President & Full Member
Richard Bayfield	Bayfield Associates Ltd (and ICE)	Chair & Full Member
Jeremy Glover	Fenwick Elliott and DRBF	Vice Chair & Full Member
Iain McIlwee	FIS	Treasurer & Full Member
TBC	TBC	Honorary Secretary & Full Member
Sue Barrett	Houses of Parliament R&R	Affiliate Member
Stephen Blakey	Network Rail	Affiliate Member
Jim McCluskey	CICES and Kier Group	Full Member
TBC	CIOB	Full Member
Ashley Belcher	Balfour Beatty	Full Member
Julie Forsyth	Gunnercooke	Full Member
Ysella Jago	SBCC and RICS	Full Member
Martin Burns	RICS	Full Member
Ed Schryver	VVB Engineering	Full Member

6. Chair, Vice Chair(s), Honorary Secretary and Treasurer

- 6.1 The Group shall elect a Chair and up to three Vice Chairs who will share responsibility for chairing meetings and act as spokespersons for the Group and the Coalition.
- 6.2 The Chair and Vice Chair(s) will serve for one year, after which time they may stand for re-election. The Chair shall be eligible for re-election on two occasions only.
- 6.3 Any Member of the Group or of the Coalition may stand for election as Chair or Vice Chair of the Group and those elected as Officers shall become Members of the Group if not already a Member.
- 6.4 Strategic and financial decisions will be made by the Group. If decisions are subject to a vote by the group, and there is a tie, the Chair will have the deciding vote.
- 6.5 The Group may appoint any person (who need not be a Member of the group) as Honorary President to serve for a period of up to two years, or such lesser period as group may decide. An Honorary President will act as an ambassador for the group and the wider coalition.
- 6.6 An Honorary Secretary shall be elected by the Group. The Honorary Secretary will be responsible for governance and administrative duties of the Group.
- 6.7 A Treasurer shall be elected by the Group. The role of the Treasurer will be to monitor payments made and received by the Group, to provide (when required by the Group) an update on the Group's financial position and to arrange an annual audit and presentation of accounts at each AGM. The Treasurer shall carry out their role in accordance with the Charity Commission Rules in force for the time being.

7. Filling vacancies and termination of membership

- 7.1 A vacancy shall occur in Group if:
 - i. A Member ceases to attend and sufficiently contribute such that the Group votes to rescind membership.
 - ii. A Member gives notice of their intention to withdraw from participation or resigns their membership of the Group.
 - iii. The Group determines – by a majority vote – that additional membership is appropriate.
- 7.2 Membership shall be deemed to be rescinded and a vacancy shall also occur in the Group if a Member has failed to attend a meeting of the group within the previous six months, or has failed to attend three consecutive meetings, whichever is the shortest timescale, save where the Member has had reasonable grounds for not attending such number of meetings. The relevant Member may present such grounds to the Group in writing and the Group shall decide at the next meeting whether, or not, to declare a vacancy on the Group. No Member shall be suspended, required to resign or be expelled except by a unanimous resolution of the Group. No Member against whom the Group has decided upon a suspension, invitation to resign or expulsion shall have any claim against the Group or its Members.
- 7.3 A vacancy may be filled by any person who has applied in writing to be a Member of the Group or any person who has been proposed by a Member or Members of the Group and is willing and able to join the Group. Any vacancies in the office of Chair or Vice-Chair, may be filled by a Member selected by the Group and such arrangement shall be held for the unexpired term of office. The filling of a vacancy will be ratified by a majority vote of the Group.

8. Meetings

- 8.1 The Group will meet a minimum of four times a year. Agendas for all meetings of the Group will be circulated by the Chair or a Vice Chair before each meeting. The quorum for all meetings is five Members, present either in person or remotely by video link. If the quorum is not met, any meeting of the Group may be adjourned to a future day.
- 8.2 At all meetings of Group, the Chair, if present, or, if not, the Vice-Chair if present, or, if not, a Member of the Group chosen by a majority of the Group, shall preside as Chair.
- 8.3 An AGM of the Group shall be held each year, following the first AGM which shall be held in 2026. Each AGM shall be held within one calendar month before the annual conference, or if no annual conference is held then in the month of September. All Members of the Group shall be notified not less than fourteen days before the meeting but the non-receipt of such notice by any one or more Members shall not invalidate the proceedings. The AGM shall, along with such other matters as have been duly notified in advance, note apologies for absence; approve the minutes of the previous year's AGM; receive the reports of the Chair and the Secretary for the previous year; consider and if appropriate approve the accounts of the Group for the previous year; elect members of the Group; establish the date of the next AGM; consider such other matters as the Group may think desirable; and address any other business.
- 8.4 An EGM may be held at the Chair's discretion or by a written request to the Chair of not less than two Members. The meeting shall be called within twenty-one days of such a request and appropriate measures taken to inform all Members. An EGM shall only consider the business specified in the request.
- 8.5 The quorum for an AGM or EGM is seven members present either in person or remotely by video link. At all General Meetings, a majority of votes decides a resolution and the Chair shall, in the event of an equality of votes, have a second or casting vote. No vote received after the end of a meeting shall be counted.

9. Finances

- 9.1 The Group may, if agreed by the majority of the Group, maintain an account with such bank as the Group may from time to time determine.
- 9.2 A budget should be agreed by the Group and reviewed regularly ("Budget"). Against the Budget expenditures up to a maximum of £500 (five hundred pounds) may be authorised by any one of the Officers of the Group. For amounts greater than £500 (five hundred pounds), authorisation of payment must be given by any two Officers of the Group.
- 9.3 Any money raised by the Group or Coalition shall be used to further the aims of the Group and Coalition and for no other purpose.
- 9.4 A simple written note of the Group's financial position will be produced by the Treasurer, or other Officer in their place, as and when requested by the Group.
- 9.5 No member shall derive any financial benefit from the Group, except for payment of reasonable expenses incurred with prior agreement of the Group for activities relevant to their membership.
- 9.6 No money will be paid out in the name of the Group without a receipt being presented.
- 9.7 Membership of the Group does not preclude a member from engaging in work, and deriving income, on any matter connected with conflict avoidance, management and resolution.

10. Amendments to the constitution

- 10.1 Amendment to any provision in the constitution may be made by a resolution in a General Meeting provided that such resolution is carried by a majority of those present and voting at the General Meeting. In the event of a tie, the Chair will have the casting vote.

11. Dissolution

- 11.1 The Group may be dissolved by an EGM convened on the recommendation of the Chair or on the requisition of a simple majority of the members. If a dissolution is resolved upon, all the assets of the Group shall be transferred to a charity or charities agreed upon by the majority vote of the Group.

Adopted on the10th..... day ofJune..... 2025

This Constitution shall come into force on the above date of adoption.