



URBAN DESIGN FORUM
A o t e a r o a

CONSTITUTION of the URBAN DESIGN FORUM INCORPORATED (2613006)

February 2020

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Constitution of Urban Design Forum Incorporated

UDF

1.0 Name

1.1 The name of the Society is Urban Design Forum Incorporated hereinafter called "UDF".

1.2 UDF is constituted by resolution dated 13 February 2014.

2.0 Registered Office

2.1 The Registered Office of UDF is c/o ASC Architects, 17 Maidstone Street, Ponsonby, Auckland 1021.

3.0 Objectives of UDF

3.1 The objectives of UDF are to:

- encourage the better urban design of our cities, towns and regions;
- provide a forum where ideas and comment about urban design can be expressed;
- bring before government authorities, public and other bodies any matters affecting urban design;
- co-operate and liaise with any individuals or groups including the NZPI, NZIA, NZILA, NZIS, IPENZ who have with an interest in urban design; and
- be involved in other activities which contribute to the above objectives.

3.2 Monetary gain is not a purpose of UDF.

MANAGEMENT OF UDF

4.0 National Committee

4.1 The affairs of UDF shall be conducted by a National Committee which shall be elected on a biennial basis at the Annual General Meeting or by electronic means held prior to the AGM.

4.2 The National Committee shall consist of a minimum of six (6) Members and no more than nine (9) Members.

4.3 The National Committee can co-opt Members to the National Committee to provide for geographical, professional sector, and Maori representation which may increase the National Committee size over the 9 members as allowed for in clause 4.2, or to fill any vacant National Committee positions.

4.4 Only Financial or co-opted Members under Rule 10.2 may be members of the National Committee.

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- 4.5 Elections shall take place in accordance with this Constitution and such other rules as may be prescribed by the National Committee from time to time.
- 4.6 The term for National Committee members shall be two years with all National Committee members being eligible to stand for re-election for a maximum of three consecutive terms.
- 4.7 The National Committee shall meet a minimum of six times a year. Any member of the National Committee who fails to attend three consecutive meetings shall cease to be a member of the National Committee unless the member shall have first applied for a leave of absence which has been approved by the National Committee.
- 4.8 Persons cease to be a member of the National Committee when:
- (a) that member resigns from the National Committee or from UDF; or
 - (b) that member's term on the National Committee expires.
- 4.9 If a person ceases to be a member of the National Committee, that person must within one month return to the National Committee all UDF documents and property.
- 4.10 The Secretary shall keep custody of the common seal, which can only be used with the authority of the National Committee. Every document to which the seal is affixed shall be signed by the Chairperson and another member of the National Committee.

5.0 Role of the National Committee

- 5.1 Subject to this Constitution, the role of the National Committee is to:
- (a) administer and manage UDF in the best interests of its Members;
 - (b) carry out the objectives of UDF, and Use Money or Other Assets to do so;
 - (c) manage UDF's financial affairs, including approving the annual financial statements for presentation to the Members at Annual General Meetings;
 - (d) set accounting policies in line with generally accepted accounting practice;
 - (e) delegate responsibility and co-opt Members where necessary;
 - (h) decide the times and dates for meetings, and set the agenda for meetings;
 - (i) decide the procedures for dealing with complaints;
 - (j) set Membership subscriptions and amend them at the discretion of the National Committee;
- 5.2 All decisions of the National Committee shall be decided by a majority of votes. In the event of votes being equal or tied, the Chairperson shall have a second or casting vote.

5.3 Decisions of the National Committee are binding on all Members, unless the National Committee's power is limited by this Constitution in which case the decision shall be referred to a UDF Meeting.

5.4 The National Committee, on behalf of UDF, may:

- (a) employ people or enter into contract arrangements with individuals or companies to provide services to UDF;
- (b) exercise any power a trustee might exercise;
- (c) invest in any investment that a trustee might invest in;
- (d) borrow money and provide security for that if authorised by majority vote at any UDF Meeting called for that purpose.

6.0 Officers

The Officers of UDF shall consist of the Chairperson, Secretary and Treasurer. The members of the National Committee shall determine from amongst them, the individuals who shall hold the position of Chairperson, Secretary and Treasurer of UDF.

The Chair shall be the statutory officer.

7.0 Subcommittees

The National Committee may appoint subcommittees as required. The duties and responsibilities of any subcommittee shall be decided by the National Committee and the National Committee may dissolve any subcommittee at their discretion.

8.0 Roles of the Chairperson, Secretary and Treasurer

8.1 The Chairperson is responsible for:

- (b) convening meetings and establishing whether or not a quorum (three or more members of the National Committee) is present;
- (c) chairing meetings of the National Committee and UDF Meetings. If the Chairperson is absent, the National Committee members present shall elect a member of the National Committee to chair that meeting
- (d) overseeing the operation of UDF;
- (e) providing a report on the operations of UDF at each Annual General Meeting.

8.2 The Secretary is responsible for:

- (a) taking the minutes of National Committee meetings and UDF Meetings;
- (b) keeping the Register;

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- (c) holding UDF's records and other documents,
 - (d) receiving and replying to correspondence as required by the National Committee;
 - (e) forwarding the annual financial statements of UDF to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting.
 - (f) advising the Registrar of Incorporated Societies of any changes to this Constitution;

8.3 The Treasurer is responsible for:

- (a) keeping proper accounting records of UDF's financial transactions to allow UDF's financial position to be readily ascertained;
- (b) preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the generally accepted standards for Incorporated Societies' accounting policies.
- (c) providing a financial report at each Annual General Meeting;
- (d) providing financial information to the National Committee as the National Committee determines.

9.0 National Committee Meetings

- 9.1 National Committee meetings may be held in person, via video or telephone conference, or other formats as the National Committee may decide. Members of the National Committee attending by any such means shall be considered to be present.
- 9.2 Only members of the National Committee present at a National Committee meeting may vote at that National Committee meeting. An absent National Committee member may give his or her proxy to another member of the National Committee who is present at the meeting.
- 9.3 Subject to this Constitution, the National Committee may regulate its own practices.
- 9.4 The Chairperson may adjourn the meeting if necessary.
- 9.5 Meetings of the National Committee shall be adjourned if within half an hour after the time appointed for a meeting, a quorum is not present at the meeting and a new meeting date and time will be set.

MEMBERSHIP

10.0 Types of Membership

- 10.1 Membership is open to all individuals of good character who are interested in learning, sharing and discussing ideas and issues related to urban design and who are interested in furthering the objectives of UDF.
- 10.2 The National Committee may at its discretion, invite a representative of an Institute or organisation with an interest in urban design to be member of UDF to facilitate communication and to further UDF objectives. It is at the discretion of the National Committee whether such an invited representative pays a subscription.
- 10.3 Members have the rights and responsibilities set out in this Constitution.

11.0 Admission of Members

- 11.1 To become a Member, a person ("the Applicant") must:
- (a) complete the application form;
 - (b) supply any other information the National Committee requires; and
 - (c) pay their subscription by the due date.
- 11.2 The National Committee shall have complete discretion as to whether or not to allow an Applicant to become a Member. The National Committee shall advise the Applicant of its decision, and that decision shall be final.

12.0 The Register of Members

- 12.1 The Secretary shall keep the Register, which shall contain the names, email addresses, telephone numbers, region and professional affiliation of all Members, and the dates at which they became Members.
- 12.2 If a Member's contact details change, it is the responsibility of that Member to give their new contact details to UDF.
- 12.3 Each Member shall provide such other details as the National Committee requires.

13.0 Cessation of Membership

- 13.1 Any Member may resign by giving written notice to the Secretary.
- 13.2 Membership may be terminated in the event that a Member fails to pay the membership fee by the due date.

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- 13.3 Membership may be terminated if, for any reason whatsoever, the National Committee is of the view that a Member has breached or is breaching the Constitution or acting in a manner inconsistent with the objectives of UDF or brings UDF into disrepute. The National Committee may give written notice of this to the Member (“the National Committee’s Notice”). The National Committee’s Notice must:
- (a) explain how the Member has breached or is breaching the Constitution or acting in a manner inconsistent with the objectives of UDF or has brought or is bringing UDF into disrepute;
 - (b) state what the Member must do in order to remedy the situation; or state that the Member must write to the National Committee giving reasons why the National Committee should not terminate that Member’s membership.
 - (c) state that if, within 14 days of the Member receiving the National Committee’s Notice, the Member has not responded to the National Committee, the National Committee may in its absolute discretion immediately terminate the membership of that Member.
 - (d) where the Member has responded by giving the Secretary an explanation in response to the National Committee’s Notice, the Member will have the right to be heard at the next National Committee meeting.
 - (e) The National Committee shall then by majority vote decide whether to let the termination stand, or whether to reinstate the Member. The National Committee’s decision will be final and binding.

14.0 Obligations of Members

- 14.1 All Members shall act in a manner which he or she believes is in the best interests of UDF and shall, whenever possible, promote the objectives of UDF.
- 14.2 Each Member shall at all times comply with the provisions of this Constitution and shall conduct themselves in a manner which would be expected of a member of a reputable professional organisation.

MONEY AND OTHER ASSETS OF UDF

15.0 Use of Money and Other Assets

- 15.1 UDF may only Use Money or Other Assets if:
- (a) it is for an objective of UDF;
 - (b) it is not for the personal or individual benefit of any Member; and

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- (c) that Use of Money or Other Assets has been approved by either the National Committee or by majority vote of the Members.

16.0 Financial Year

- 16.1 The financial year of UDF begins on 1 July of every year and ends on 30 June of the next year.

17.0 Assurance on the Financial Statements

- 17.1 The National Committee may appoint a person to review the annual financial statements of UDF ("the Reviewer") if it deems necessary. The Reviewer shall conduct an examination with the objective of providing a report that nothing has come to the Reviewer's attention to cause the Reviewer to believe that the financial information is not presented in accordance with UDF's accounting policies. The Reviewer must be a suitably qualified person, preferably a member of the New Zealand Institute of Chartered Accountants, and must not be a member of the National Committee, or an employee of UDF. If the National Committee appoints a Reviewer who is unable to act for some reason, the National Committee shall appoint another Reviewer as a replacement.

The National Committee is responsible to provide the Reviewer with:

- (a) access to all information of which the National Committee is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters;
- (b) additional information that the Reviewer may request from the National Committee for the purpose of the review; and
- (c) reasonable access to persons within UDF from whom the Reviewer determines it necessary to obtain evidence.

CONDUCT OF UDF MEETINGS

18.0 UDF Meetings

- 18.1 A UDF Meeting is either an Annual General Meeting or a Special General Meeting.
- 18.2 A UDF Meeting may be held in person, via video or telephone conference, or other format as the National Committee may decide. Members of UDF attending by any such means shall be considered to be present.
- 18.3 The Annual General Meeting shall be held within four months of the end of UDF's financial year. The National Committee shall determine when and where UDF shall meet within those dates.

18.4 Special General Meetings may be called by the National Committee. The National Committee must call a Special General Meeting if the Secretary receives a written request signed by at least 10% of the Financial Members.

18.5 The Secretary shall:

- (a) advise all Members at least 42 days prior the Annual General Meeting, the date of the Annual General Meeting and call for Member's motions and give such other general advice as to the requirements of the Annual General Meeting.
- (b) give all Members at least 14 days written notice of the business to be conducted at any UDF Meeting.
- (c) provide, if appropriate:
 - (i) a copy of the Chairperson's Report on UDF's operations and of the Annual Financial Statements as approved by the National Committee,
 - (ii) notice of any motions.

If the Secretary has sent a notice to all Members, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.

18.6 All Members may attend but only Financial Members may vote at UDF Meetings. An absent Member may give their proxy to another Member who is present at the meeting.

18.7 The quorum for a UDF Meeting shall be not less than 10% of Financial Members

18.8 On any given motion presented for consideration at a UDF Meeting, the Chairperson shall in good faith determine whether to vote by:

- (a) electronic means prior to the meeting (so the results are known at the meeting);
- (b) voices;
- (c) show of hands; or
- (d) secret ballot.

However, if any Financial Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot.

In the event of votes being equal or tied, the Chairperson shall have a second or casting vote.

18.9 The business of an Annual General Meeting shall be:

- (a) receiving any minutes of the previous UDF's Meeting(s);
- (b) the Chairperson's report on the business of UDF;
- (c) the Treasurer's report on the finances of UDF;
- (d) motions to be considered;
- (f) general business.

18.10 The Chairperson may adjourn the UDF Meeting if within half an hour after the time appointed for a UDF Meeting, a quorum is not present at the meeting and a new meeting date and time will be set.

19.0 Motions at UDF Meetings and Altering the Constitution

19.1 Any Financial Member may request that a motion be voted on ("Member's Motion") at a UDF Meeting, by giving written notice to the Secretary at least 28 days before that meeting. The Member may also provide information in support of the motion ("Member's Information"). The National Committee may in its absolute discretion decide whether or not UDF will vote on the motion. However, if the Member's Motion is signed by at least five (5) Financial Members:

- (a) it must be voted on; and
- (b) the Secretary must give the Member's Information to all Members at least 14 days before UDF Meeting;

If the Secretary fails to give the Member's Information to all Members at least 14 days before the UDF Meeting, the Member has the right to raise the motion at the following UDF Meeting.

19.2 The National Committee may also decide to put forward motions for UDF to vote on ("National Committee Motions") which shall be suitably notified.

19.3 UDF may alter or replace this Constitution at a UDF Meeting by a resolution passed by a two-thirds majority of those Financial Members voting.

19.4 No such amendment to this Constitution shall take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies.

WINDING UP

20.0 Winding up

20.1 If UDF is wound up:

- (a) UDF's debts, costs and liabilities shall be paid;
- (b) all assets of UDF may be disposed of:
 - (i) by resolution; or
 - (ii) according to the provisions in the Incorporated Societies Act 1908;
- (c) no distribution may be made to any Member;
- (d) any assets of UDF left over shall be distributed among the following five organisations in proportion to the membership that that organisation has in the membership of UDF, at the time of being wound up
 - (i) New Zealand Planning Institute Incorporated;
 - (ii) New Zealand Institute of Architects Incorporated;
 - (iii) New Zealand Institute of Landscape Architects Incorporated;
 - (iv) New Zealand Institute of Surveyors Incorporated;
 - (v) The Institution of Professional Engineers New Zealand Incorporated.

DEFINITIONS

21.0 Definitions and Miscellaneous matters

21.1 Any matters not provided for in this Constitution or any question arising as to the interpretation of this Constitution will be decided by the National Committee.

21.2 In this Constitution:

“Financial Member” mean a member who has paid his or her current year subscription.

“Majority vote” means a vote made by more than half of the Members who are entitled to vote.

“Member” means member of UDF;

“Money or Other Assets” means any real or personal property or any interest therein, owned or controlled to any extent by UDF.

“Officers” means the Chairperson, Secretary and Treasurer.

“Register” means Register of Members

“UDF Meeting” means any Annual General Meeting, or any Special General Meeting, but not a National Committee Meeting.

“Use Money or Other Assets” means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.

“Written Notice” means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.

It is assumed that

- (i) Where a masculine is used, the feminine is included
- (ii) Where the singular is used, plural forms of the noun are also inferred
- (iii) Headings are a matter of reference and not a part of the rules

Matters not covered in this Constitution shall be decided upon by the National Committee.

This is the amended Constitution of the Urban Design Forum Incorporated (as altered by resolution passed by at least two-thirds of the Members of the Urban Design Forum voting under Clause 18.8 and announced at the Special General Meeting of the Urban Design Forum held at Auckland (and video link to Wellington, Christchurch, Dunedin, Queenstown, Tauranga and Hamilton) on 13 February 2020.

Signed by us as members of the Urban Design Forum present at the Special General Meeting, this 5th day of March 2020:
