



Dated

25/02/2026

CONSTITUTION

OF

**URBAN DESIGN FORUM
INCORPORATED (2613006)**

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INCORPORATED SOCIETIES ACT 2022

CONSTITUTION OF URBAN DESIGN FORUM INCORPORATED (UDF)

PART I – INTRODUCTORY PROVISIONS

1. NAME

- 1.1 **Society Name:** The name of the incorporated society is "Urban Design Forum Incorporated" hereinafter called "UDF".

PART II – OBJECTIVES

2. OBJECTIVES OF UDF

2.1 **Objectives/Purpose:** The objectives of UDF are:

- honour and recognise tangata whenua and recognise the spirit of partnership established through Te Tiriti o Waitangi / Treaty of Waitangi and its principles within our built and natural environments;
- 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, Ngā Aho who have with an interest in urban design; and
- be involved in other activities which contribute to the above objectives.

(together the **Purposes**).

2.2 **No financial gain:** Monetary gain is not a purpose of UDF.

PART III – MANAGEMENT OF UDF

3. NATIONAL COMMITTEE

- 3.1 **Election of Officers:** 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.
- 3.2 **Officer Consent:** Each officer must consent in writing to being an officer, and the Society must keep a record of that consent.
- 3.3 **Number of Officers:** The National Committee shall consist of a minimum of six (6) Members and no more than nine (9) Members.
- 3.4 **Increased size of Committee:** 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.
- 3.5 **Process for election:** 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.
- 3.6 **Term of Officers:** The term of the Officers shall be two years with all National Committee members being eligible to stand for re-election.
- 3.7 **Meeting of Committee:** The National Committee shall meet a minimum of six times a year.
- 3.8 **Deemed vacation of office:** 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.
- 3.9 **Cessation of Officer:**
- (a) **Resignation:** An Officer may, at any time, resign from the Committee by giving written notice to the other Officers. Resignation shall not affect the membership of the Member;
 - (b) **Expiry of Term:** Unless re-elected, an Officer shall cease to be an Officer when their Term expires;
 - (c) **Removal:** In the event that an Officer is in breach of the Constitution or the Act, the Committee may remove the Officer by majority vote of the Committee (not including the Officer in breach);
 - (d) **Absence:** An Officer that is absent for three (3) consecutive meetings the Committee without an acceptable explanation may be deemed by the Committee (at its discretion) to have resigned from the Committee;
 - (e) **Special General Meeting:** An Officer may be removed by majority vote of the Members at a Special General Meeting; and
 - (f) **Disqualified:** In the event that an Officer no longer meets the qualification criteria set out in clause 9.11, they shall be deemed to no longer be an Officer and a casual vacancy will be deemed to have arisen under clause 9.15(e).

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- 3.10 **Complaints against Officer:** Where a complaint is made about the actions or inaction of an Officer (and not in an Officer's capacity as a Member of the Society) the following steps shall be taken:
- (a) the Officer who is the subject of the complaint, must be:
 - (i) advised of all details of the complaint; and
 - (ii) be given adequate time to prepare a response;
 - (b) the complainant and the Officer who is the subject of the complaint, must be given an adequate opportunity to be heard, either in writing or at an oral hearing by the Committee (excluding the Officer who is the subject of the complaint) if it considers that an oral hearing is required; and
 - (c) any oral hearing shall be held by the Committee (excluding the Officer who is the subject of the complaint), and/or any oral or written statement or submissions shall be considered by the Committee (excluding the Officer who is the subject of the complaint).

If the complaint is upheld the Officer may be removed from the Committee by a resolution of the Committee or of a General Meeting, in either case passed by a 75% majority of those present and voting.

- 3.11 **Use of common seal:** 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 Chair (or both Chairs if the Society has Co-Chairs) and another member of the National Committee.
- 3.12 **Contact person(s):** The Committee will elect, by simple majority, a Contact Person. The Contact Person may be any person, but that person must consent to being the Contact Person. Any change in the Contact Person's details must be advised to the Registrar of Incorporated Societies within twenty (20) working days of any such change occurring.

4. ROLE OF THE NATIONAL COMMITTEE

- 4.1 **Duties of the National Committee:** 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;
 - (f) decide the times and dates for meetings, and set the agenda for meetings;
 - (g) decide the procedures for dealing with complaints;

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- (h) set Membership subscriptions and amend them at the discretion of the National Committee;

- 4.2 **Appointment of the Chair (or Co-Chairs):** The National Committee may by majority appoint and remove the Chair, and may by majority appoint or remove a second Chair (in which case the Chairs shall be Co-Chairs).
- 4.3 **Presiding Chair:** When the Society has Co-Chairs, the Co-Chairs will agree who presides at each Meeting. If they do not agree, the Members present shall elect one of the Co-Chairs to preside for that meeting.
- 4.4 **Decisions:** All decisions of the National Committee shall be decided by a majority of votes. In the event of votes being equal or tied, the presiding Chair shall have a second or casting vote.
- 4.5 **Validity of acts and decisions:** 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.
- 4.6 **Powers:** 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.

5. SUBCOMMITTEES

- 5.1 **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.

6. STRUCTURE OF THE NATIONAL COMMITTEE

- 6.1 **Committee Structure:** The Committee shall consist of the following office bearers:
 - (a) up to two Co-Chair(s) (together, the "Chairs");
 - (b) the Secretary;
 - (c) the Treasurer; and
 - (d) at least three other Officers,all of which must be financial or co-opted members under Rule 9.2.

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- 6.2 **Officer eligibility:** The majority of National Committee members must be Financial Members of the Society. Co-opted persons who are not Members may serve on the Committee but are not counted toward satisfying this majority.
- 6.3 **Officer term:** Each Chair, the Secretary and the Treasurer each hold office for a term of two years, unless they earlier resign, are removed from office, or cease to be a National Committee member, and are eligible for reappointment.
- 6.4 **Chair:** The Chairperson (or Chairpersons if the Society has Co-Chairs) is responsible for:
- (a) convening meetings and establishing whether or not a quorum is present;
 - (b) 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
 - (c) overseeing the operation of UDF;
 - (d) providing a report on the operations of UDF at each Annual General Meeting.
- 6.5 **Secretary:** The Secretary is responsible for:
- (a) taking the minutes of National Committee meetings and UDF Meetings;
 - (b) keeping the Register;
 - (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;
- 6.6 **Treasurer:** 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.

7. NATIONAL COMMITTEE MEETINGS

- 7.1 **Meetings using technology:** 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.
- 7.2 **Quorum:** A quorum comprises three National Committee members. No National Committee business may be conducted unless a quorum is present.
- 7.3 **Voting:** 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.
- 7.4 **Regulation:** Subject to this Constitution, the National Committee may regulate its own practices.
- 7.5 **Adjourning meeting:** The presiding Chairperson may adjourn the meeting if necessary.
- 7.6 **Timing of adjournment:** 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.

PART IV – MEMBERSHIP

8. TYPES OF MEMBERSHIP

- 8.1 **Eligibility for Membership:** 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.
- 8.2 **UDF Representation:** 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.
- 8.3 **Rights and Responsibilities of Members:** Members have the rights and responsibilities set out in this Constitution.

9. ADMISSION OF MEMBERS

- 9.1 **Application for Membership:** To become a Member, a person (“the Applicant”) must:
- (a) complete and sign the application form (consenting to becoming a member);
 - (b) supply any other information the National Committee requires; and
 - (c) pay their subscription by the due date.
- 9.2 **Right to refuse Membership:** 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.

10. THE REGISTER OF MEMBERS

- 10.1 **Maintaining Register:** 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.
- 10.2 **Change of Member Details:** If a Member’s contact details change, it is the responsibility of that Member to give their new contact details to UDF.
- 10.3 **Member Details:** Each Member shall provide such other details as the National Committee requires.

11. CESSATION OF MEMBERSHIP

- 11.1 **Member Resignation:** Any Member may resign by giving written notice to the Secretary.
- 11.2 **Cessation of Membership:** Membership may be terminated in the event that a Member fails to pay the membership fee by the due date.
- 11.3 **Membership Termination:** 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.

12. OBLIGATIONS OF MEMBERS

12.1 **Members duties:** 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.

12.2 **Conduct of Members:** 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.

PART V – MONEY AND OTHER ASSETS OF UDF

13. USE OF MONEY AND OTHER ASSETS

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

14. FINANCES

14.1 **Finances:**

- (a) unless otherwise determined by the National Committee, the financial year of the Society shall end on the Balance Date;
- (b) an annual financial report that complies with the requirements of the Act shall be prepared by the National Committee and be audited by a chartered accountant (if required by the Act or otherwise considered desirable);
- (c) the Committee is responsible for the receipt and banking of all monies received by the Society;
- (d) all funds of the Society shall be paid to a bank account(s) in the name of the Society and the bank account(s) must be operated in accordance with any policy determined by the National Committee from time to time; and
- (e) the National Committee must ensure correct accounting records are kept at the office of the Society or at such place as the National Committee may determine and must be open to inspection by Members at such reasonable times agreed by the National Committee.

15. FINANCIAL YEAR

15.1 **Financial Year:** The financial year of UDF begins on 1 July of every year and ends on 30 June of the next year.

16. ASSURANCE ON THE FINANCIAL STATEMENTS

16.1 **Review of Finances:** 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.

PART VI – CONDUCT OF UDF MEETINGS

17. UDF MEETINGS

- 17.1 **UDF Meetings:** A UDF Meeting is either an Annual General Meeting or a Special General Meeting.
- 17.2 **Format of Meeting:** 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. The secretary shall take minutes. The secretary shall take minutes.
- 17.3 **Timing of Annual General Meeting:** The Annual General Meeting shall be held once every year at such time, date and place as the Committee determines, but not more than 15 months after the last Annual General Meeting and no later than 6 months after the Balance Date.
- 17.4 **Calling a SGM:** 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.
- 17.5 **Notice of SGM:** Not less than thirty (20) days' written notice must be given by the Committee to the Members for a Special General Meeting, which notice shall include:
- (a) the date, time and venue and/or the manner in which the meeting is to be held; and
 - (b) the proposed motion or motions that have been properly submitted for consideration.
- 17.6 **Notice of Annual General Meeting:** 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.
- 17.7 **Voting at UDF Meetings:** 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.
- 17.8 **Quorum:** The quorum for a UDF Meeting shall be not less than 10% of Financial Members.
- 17.9 **Motions:** 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);

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- (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.

17.10 Purpose of AGM: 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;
- (e) general business.

17.11 Adjournment of AGM: The presiding 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.

18. MOTIONS AT UDF MEETINGS AND ALTERING THE CONSTITUTION

18.1 Request of Motion: 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.

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

18.3 Alteration of Constitution: 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.

18.4 Alteration of Constitution in Effect: No such amendment to this Constitution shall take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies.

PART VII – WINDING UP

19. WINDING UP

19.1 **Dissolution:** If UDF is wound up:

- (a) UDF's debts, costs and liabilities shall be paid;
- (b) no distribution may be made to any Member;
- (c) any assets of UDF left over shall be distributed among the following six not-for-profit organisations, in proportion to affiliations held by members 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;
 - (vi) The Urban Design Institute Aotearoa.

PART VIII – GENERAL

20. DISPUTE RESOLUTION

20.1 **Complaints:** Other than where specified in this Constitution, the Committee shall follow the procedures in clauses 2 to 8 of Schedule 2 of the Act in notifying and resolving all disputes and complaints (as those terms are defined in the Act).

PART IX – DEFINITIONS

21. 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 all National Committee members and any person holding a position in the UDF that allows the person to exercise significant influence over the management or administration of the UDF.

“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.