

CONSTITUTION OF
THE URBAN DEVELOPMENT INSTITUTE OF AUSTRALIA (SA DIVISION)
INCORPORATED

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**THE CONSTITUTION OF
THE URBAN DEVELOPMENT INSTITUTE OF AUSTRALIA
(S.A. DIVISION) INCORPORATED**

SECTION 1 - PRELIMINARY

1. Name

This organisation will be known as the Urban Development Institute of Australia (S.A. Division) Incorporated.

2. Address

The office of the organisation will be 19 Vardon Avenue, Adelaide 5000, or at an address that Council may determine.

3. Definitions

“The Act” means the Associations Incorporations Act (SA).

“The Association” means the Urban Development Institute of Australia (S.A. Division) Incorporated which comprises the Members of the Association.

“The Council” means the Members of the Association who are appointed under this Constitution to conduct the affairs of the Association.

“Members” means Members of the Association.

SECTION 2 – OBJECTS

4. Objects

The Association has the following objects:

- 4.1 To position and promote itself as the leading urban development representative body in South Australia.
- 4.2 To promote the advancement and improvement of the urban development industry.
- 4.3 To secure the mutual support and co-operation of all urban developers and others concerned in the urban development industry.
- 4.4 To present a common point of view of Members on matters of mutual and joint interest to all authorities which may be concerned in urban development.
- 4.5 To educate and conduct educational public seminars and conferences for the benefit of both the public and Members on topics related to the urban development industry.
- 4.6 To secure in relation to the urban development industry a general acceptance of standards and principles conforming to requirements of good town planning, economic soundness, high ethics and public interest.

- 4.7 In conformity with the principles set out above, to serve and safeguard the interests of Members.
- 4.8 In furtherance of the mutual interests of Members to take such lawful action as the Association may from time to time consider proper.
- 4.9 To communicate to Members information on all matters affecting the Association and objects of the Association and to print and issue such publications as may seem conducive to any of the objects of the Association.
- 4.10 To do all other lawful things that the Association may think incidental or conducive to the attainment of the objects of the Association.

5. Powers

The Association shall have the following powers to:

- 5.1 Acquire, hold, deal with, and dispose of, any real or personal property;
- 5.2 Administer any property on trust;
- 5.3 Open and operate bank accounts;
- 5.4 Invest its moneys:
 - 5.4.1 In any security in which trust moneys may, by Act of Parliament, be vested; or
 - 5.4.2 In any other manner authorised by the rules of the Association;
- 5.5 Borrow money upon such terms and conditions as the Association thinks fit;
- 5.6 Give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- 5.7 Appoint agents to transact any business of the Association on its behalf;
- 5.8 Enter into any other contract it considers necessary or desirable;
- 5.9 Impose any charges or fees that are considered appropriate for services and publications;
- 5.10 Make and enforce by-laws for the control and management of the Association;
- 5.11 Aid, establish or support any body of similar aims and to convey to any such body aided established or supported such property of the Association as the Council thinks fit; and
- 5.12 Appoint committees to discuss, investigate and report to the Council on specific matters. Members of committees may be persons outside the Council but unless otherwise determined by the Council in respect of any specific committee, the members of each such committee shall include at least one Member of the Council.

SECTION 3 - MEMBERSHIP

6. Membership

6.1 The Council may determine all conditions of Membership of the Association and may vary those conditions from time to time.

6.2 Classes

The Association will have the following classes of membership:

6.2.1 Foundation Member

A Foundation Member is a person who was a Member of the Association on 1 July 1971 and who has remained a member continually since that time.

6.2.2 Full Member

6.2.2.1 A Full Member is a person, firm, or company that is an urban developer actively engaged in Urban Development as a significant part of such Member's business activities.

6.2.2.2 A Full Member may also be a real estate agent, an engineer, a solicitor, a surveyor, an architect, a town planner, a banker or financier or contractor or a representative or consultant to an active urban developer or a person or entity that Council believes is a significant supplier of goods and materials used in urban development.

6.2.3 Honorary Member

An Honorary Member is a person, firm, or company who the Council believes would make a valuable contribution to the objects of the Association.

6.2.4 Life Member

A Life Member is a person, a firm or a company who the Council believes has given exemplary service to the Association.

6.2.5 Retired Member

A Retired Member is a person who:

- has previously been a member of another class;
- has retired from employment or whose employment or business activities have changed so that the person is no longer directly or indirectly involved in urban development;
- Council believes would make a valuable contribution to the objects of the Association.

6.2.6 Student Member

A Student Member is a person who is engaged in full or part time tertiary study of a discipline which Council believes is associated with urban development.

6.2.7 Affiliate Member

An Affiliate Member is:

- any entity which Council considers to be a Commonwealth or State Government Department or instrumentality or Local Government body or a statutory authority; or
- a person employed by or holding office in any such department or instrumentality or body or authority; or
- a person who is not qualified to be a Full Member.

6.2.8 A Member (other than a Retired Member) will cease to be a Member of the Association where Council believes that the Member's employment or business activities change so that the Member is no longer directly or indirectly involved in urban development.

6.2.9 A Member will cease to be a Member of the Association where the Member becomes engaged in activities that Council believes may conflict with the objects of the Association.

7. Admission

7.1 A Member must propose a person, a firm or a company for membership and the application must be seconded by another member.

7.2 An application for membership must be made in writing, signed by the Applicant, the proposer and the seconder and shall comply with any requirements as Council thinks fit.

7.3 An applicant will become a Member of the Association where:-

7.3.1 Council has accepted the application;

7.3.2 A general meeting of members has accepted the application; and

7.3.3 The applicant has paid the relevant membership fee.

8. Membership Fees

8.1 Members will approve the membership fees proposed by the Council at a General Meeting of Members.

8.2 The membership fees are due and payable on the 1st July of each year.

8.3 The secretary must refer to Council any membership that is more than three (3) months' outstanding.

8.4 Council may take any action as it thinks fit for each outstanding membership.

9. Resignation

9.1 A Member may resign from membership of the Association by giving written notice to the secretary of the Association.

9.2 Any Member so resigning will be liable for any outstanding membership fees that may be recovered as a debt due to the Association.

10. Expulsion of a Member

- 10.1 Council may resolve to expel a Member charged with misconduct or conduct contrary to the interests of the Association, once the Member has had an opportunity to be heard by Council or make a written submission to Council.
- 10.2 Council must provide a Member with particulars of any charge made against them at least one calendar month before a meeting of Council that will determine the matter.
- 10.3 Council must communicate its determination to a Member either orally or in writing as it sees fit.
- 10.4 A Member will cease to be a Member of the Association fourteen (14) days after Council has notified the Member of its decision to expel the Member.
- 10.5 A Member may appeal to the Members in a general meeting against a decision by Council to expel the Member.
 - 10.5.1 The Member must notify the Secretary of the Association in writing of their intention to appeal within fourteen (14) days after receiving the determination of the Council.
 - 10.5.2 The membership of a Member making an appeal under sub-rule 5, will continue until the Members in a general meeting decide on the Member's appeal.

11. Voting Rights of Members

Members have the following voting rights:-

- 11.1 A Foundation Member has one (1) vote;
- 11.2 A Full Member has one (1) vote;
- 11.3 A Life Member has one (1) vote;
- 11.4 Members of all other categories have no voting rights;
- 11.5 A firm or company that is a Foundation Member or a Full Member has one (1) vote regardless of the number of representatives appointed in accordance with clause 12.

12. Representatives of Members

- 12.1 A person, a firm or a company who is a Member may appoint a person as a representative of the Member at general meetings and proceedings of the Association. All such appointments are subject to acceptance by Council as it thinks fit.
- 12.2 All appointments and removals of representatives must be in writing and addressed to the secretary of the Association.
- 12.3 The signature or consent of a representative will be deemed to be the signature or consent of the relevant Member.

- 12.4 A representative may be eligible for appointment as President, Vice-President, Treasurer, Secretary or other Member of Council.
- 12.5 A Member may appoint additional persons as representatives of the Member upon such conditions as the Council may from time to time determine and upon the payment of such additional fee as the Council may from time to time determine. Notwithstanding the appointment of any additional representatives, a member shall only have one vote.

13. Rights of Members

- 13.1 A Member is entitled to free copies of all periodicals produced by or on behalf of the Association.
- 13.2 A Member may make a written or oral submission to Council seeking the advice of the Association on any matters that affect the Member's interests.
- 13.2.1 Council may require a Member to pay a reasonable sum in respect of any professional or expert fees that may be required in relation to a submission by the Member.
- 13.2.2 Neither the Association nor Council will accept any responsibility as to the contents of any professional or expert advice received.

14. Proxies

A Member (in this clause call "the Appointor") is entitled to appoint in writing a natural person who is also a Member or representative of a Member of the Association to be the Appointor's proxy, and attend and vote on behalf of the Appointor at any meeting of the Association.

Any appointment of a proxy must be delivered to the Secretary of the Association not less than twenty four (24) hours prior to the relevant meeting or meetings.

SECTION 4 – ADMINISTRATION

15. Amendment of Constitution

Members may amend this Constitution where:

- 15.1 There is a specially convened general meeting;
- 15.2 There is a three quarters majority vote of the Members as are entitled to vote and who are present in person or by proxy at the specially convened general meeting; and
- 15.3 There is twenty one (21) days notice in writing of a special general meeting given to each Member that outlines the proposed amendments.

16. Accounts and Audit

- 16.1 Council must:
- 16.1.1 Keep true accounts of money received and spent by the Association;

- 16.1.2 Keep relevant receipts and notes of expenditure; and
- 16.1.3 Regularly (at least annually) audit the assets and liabilities of the Association.
- 16.2 The books of account shall be kept at the office or at such other place or places as the Council thinks fit.
- 16.3 The financial year of the Association will be July 1st to June 30th.
- 16.4 A duly audited financial statement must be prepared annually and submitted to Members at the Association's annual general meeting.

The Association must have the accounts of the Association audited by a company auditor registered under the Corporations Law.
- 16.5 The accounts and books of the Association must be available to Members upon request.
- 16.6 Members at the annual general meeting must appoint an auditor for the Association or confirm the appointment of the existing auditors.

17. Reports

Council must report annually to the Association on operations and administration (including the submission of financial statements) at the annual general meeting following the close of each financial year.

18. Meetings

- 18.1 Council must convene an annual general meeting of Members of the Association within five (5) months of the end of the financial year at a place determined by Council. The business of such meeting shall be to elect office bearers, Members of Council and the auditor, and any other matter as Council thinks fit.
- 18.2 Council may resolve to hold other general meetings of Members at such times and for such purposes as Council thinks fit.
- 18.3 Council must give at least fourteen (14) days notice in writing to all Members of any meeting.
- 18.4 The President of the Association or the next senior officer as set out in clause 21.1 shall chair all meetings.
- 18.5 Notice of Meeting shall be served by the Association upon any Member:
 - 18.5.1 personally;
 - 18.5.2 by sending it by post in a pre-paid envelope addressed to such Member at the address of such Member given to the Association by such Member;
 - 18.5.3 by sending it by facsimile transmission to any facsimile number given to the Association by that Member; or

- 18.5.4 by sending it by electronic mail to the Member's electronic mail address given to the Association by the Member.
- 18.6 Proceedings at General Meetings:
- 18.6.1 A quorum at a general meeting shall be fifteen (15) Members who are entitled to vote and who are present in person or by proxy or attorney.
- 18.6.2 No business shall be transacted at any general meeting unless a quorum is present at the commencement time.
- 18.6.3 If by 15 minutes after the commencement time there is no quorum present, the meeting shall be adjourned to the same day in the next week at the same commencement time and place or to such other day, commencement time and place as the Council may by notice to the Members appoint.
- 18.6.4 If at such adjourned meeting a quorum is not present by 15 minutes after the commencement time, the Members present shall be a quorum and may transact the business for which the meeting was called.
- 18.6.5 The Members present may by ordinary resolution adjourn any general meeting from time to time and from place to place but only unfinished business shall be transacted at the adjourned meeting.
- 18.7 Except as otherwise stated, any matter arising at a meeting of Members requiring a vote shall be determined by a majority vote of those Members present personally or by proxy and entitled to vote. The chairman shall have a casting vote.
- 18.8 Unless a poll is demanded, a resolution put to the vote at a meeting shall be decided by a show of hands.
- 18.9 A declaration by the chairman that on a show of hands a resolution has been carried or carried unanimously or by a particular majority, or lost, and an entry to that effect in the minutes, shall be conclusive evidence of the fact without proof.

SECTION 5 – COUNCIL

19. Powers

- 19.1 Council shall have the control and management of the Association.
- 19.2 Council may take any such action as it considers in the best interest of the Association subject to this Constitution and any directions that may be given by resolution of the Members at any general meeting.

20. Election

- 20.1 The Council of the Association will be elected at the annual general meeting of Members of the Association annually as provided in this Constitution.

21. Membership of Council

The Council will consist of:-

- 21.1 A president, two (2) vice-presidents, a treasurer, a secretary and a maximum of 10 Council Members as determined by Members at the annual general meeting.
- 21.2 Council may increase its numbers by co-option, provided that the number of co-opted Members does not exceed one third of the total number of Council Members.
- 21.3 Council may fill any casual vacancy should any Member of the Council resign or die prior to the expiration of their term.
- 21.4 Council will consist at all times of not less than five (5) Members.

22. Eligibility

- 22.1 An applicant for a Council position must be a Foundation Member, a Full Member or a Life Member.

23. Cessation of Membership

A person shall cease to be a Member of the Council when such person:-

- 23.1 Resigns by notice in writing to the Council;
- 23.2 Changes employment so that, in the opinion of the Council, such person is either no longer directly or indirectly engaged in activities relating to urban development, or becomes engaged in activities that may conflict with the objects of the Association;
- 23.3 Dies;
- 23.4 Becomes bankrupt or makes any arrangement or composition with creditors generally;
- 23.5 Ceases to be a Member;
- 23.6 Has such person's membership terminated by the Members of the Association by resolution in accordance with this Constitution; or
- 23.7 Fails to attend three (3) consecutive meetings of the Council without leave of the Council.

24. Quorum

Unless Council otherwise determines, four Members of Council will constitute a quorum for a meeting of the Council.

25. Proceedings of Council

- 25.1 Council must meet at least once every three months and may hold additional meetings, adjourn, or otherwise regulate its meetings as it deems fit.
- 25.2 The secretary shall on the directions of the president or on the requisition of three Members of Council summon a meeting of Council.
- 25.3 All Members of Council present at a meeting are entitled to vote and any question arising at any meeting of Council will be decided by a majority of votes. In case of any equality of votes the president shall have a casting vote.
- 25.4 Council may delegate any of its powers to a committee of Council consisting of such Members as Council deems fit. Council may revoke any delegation of power to a committee as it deems fit.
- 25.5 Council may prepare by-laws of the Association for the control and management of the Association.
 - 25.5.1 Any by-laws prepared by Council or amendments to by-laws must be approved by the Members at a specially called general meeting.
 - 25.5.2 Each Member must have twenty one (21) days notice in writing of the meeting and must approve any amendments by a three quarter majority vote by Members in person or by proxy at the meeting.

26. Duties of the Council

- 26.1 Council will manage the business of the Association and pay all expenses incurred in promoting the objects of the Association.
- 26.2 Council will take minutes of all appointments of officers made by Council, the names of Council Members present at Council meetings and all proceedings at all Council meetings.
- 26.3 The president shall at each Council meeting sign the minutes of the previous Council meeting if the Council resolves that such minutes are a true and accurate record of such previous meeting.

27. Office Bearers

The duties of all office-bearers of the Association will be those usually performed by a person holding such office, or as Council thinks fit.

SECTION 6 – GENERAL**28. Income and Property**

- 28.1 The Association will apply its income and property towards the promotion of its objects.
- 28.2 The Association will not pay, transfer or distribute directly or indirectly any portion of its income or property to its members.

28.3 The Association may pay remuneration to any officer or employee of the Association for any service rendered to the Association.

29. Titles of Members

Council may confer the following titles upon Members, other than companies, as it thinks fit:

29.1 Fellow of the Urban Development Institute of Australia (S.A. Division).

29.2 Associate Fellow of the Urban Development Institute of Australia (S.A. Division).

30. Patron

The Association may appoint a Patron or Patrons at any general meeting of Members.

31. Common Seal

31.1 Council will procure and provide for the safe custody of the seal which shall be used only by the authority of Council.

31.2 Every instrument to which the seal is affixed must be signed by a Member of Council and shall be countersigned by the secretary or by a second Member of Council or by some other person appointed by Council for the purpose.

32. Interpretation of Constitution

Where a question arises at an time on any matter which is not fully provided for in this Constitution or on which doubt exists as to the correctness of interpretation, Council will resolve the question.

33. Liability of Members

In accordance with Section 21 of the Act, no Member of the Association is personally liable to any creditor of the Association.

34. Winding up

34.1 The Association may be dissolved or wound up only by a resolution of Members passed at a specially convened general meeting at which a three fourths majority of those Members who are:

34.1.1 entitled to vote; and

34.1.2 present personally or by proxy,

are in favour of the resolution.

34.2 If upon the dissolution or winding up of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to, transferred or distributed amongst the Members of the Association.

- 34.3 Any remaining property shall be given to some other Association, institution or body having objects similar wholly or in part to the objects of the Association provided that such Association, institution or body shall prohibit the distribution of its income and property among its Members.
- 34.3 In the alternative any remaining property may be paid to or transferred to some charitable object which shall be determined at or before the time of dissolution of writing up by a three fourths majority of the Full Council membership.
- 34.4 In default of any such resolution being made such payment, transfer or distribution of any remaining property shall be determined by a Judge of the District Court of South Australia.