

DRAFT CONSTITUTION

UDISA - URBAN DESIGN INSTITUTE OF SOUTH AFRICA

1. THE INSTITUTE TITLE AND AREA

- 1.1. The name of the Institute is the “Urban Design Institute of South Africa” hereafter called UDISA
- 1.2. For the purposes of this constitution, and until the establishment of regional branches, the offices of UDISA (National) shall be Cape Town.

2. MISSION STATEMENTS

2.1. OBJECTIVES OF THE INSTITUTE

UDISA is established as a voluntary association operating as a non-profit organisation. The objectives of the Institute are to promote greater public awareness of the need for urban design, to engage with built environment professionals in promoting the aims of urban design and to support the educational, institutional and professional capacity of its members in the arena of urban design.

2.2. AIMS

- 2.2.1. To promote a greater awareness among government bodies, associated built environment professions, development agents and the public of the benefits of urban design.
- 2.2.2. To promote urban design as a career path to students and potential students.
- 2.2.3. To build cooperative relationships with sister fields within the built environment including architecture, landscape architecture, civil engineering, heritage resource management, environmental management and transport planning.

2.3. ACHIEVEMENT OF AIMS

- 2.3.1. By maintaining a database of qualified and registered urban designers.
- 2.3.2. By developing a scale of fees for categories of urban design services.
- 2.3.3. Through the development of a system of accreditation for urban designers.
- 2.3.4. Through the development of a code of practice for urban designers.
- 2.3.5. Through advocacy and promotional activities targeting local authorities, development agents and the public.
- 2.3.6. By hosting debates and discussions on urban design and development challenges.
- 2.3.7. By supporting and promoting of education and training in the field of urban design.

**DRAFT CONSTITUTION
UDISA - URBAN DESIGN INSTITUTE OF SOUTH AFRICA**

3. JURISTIC STATUS

- 3.1. UDISA shall be a juristic person and
- 3.2. Shall have the capacity to sue and be sued.
- 3.3. May acquire rights and incur obligations and acquire and dispose of assets in its own name, independent of its members.
- 3.4. Shall have proportional succession regardless of changes in its membership.
- 3.5. Is not formed and does not exist for the purpose of carrying on any business that has as its object the acquisition for gain by the UDISA or its individual members.
- 3.6. The income and assets of the UDISA shall be applied only for investment and for the promotion of the aims and objectives referred to in the Constitution, including the acquisition of fixed property with the prime object of housing the activities of the UDISA. And no portion thereof shall be paid or transferred directly or indirectly to any members other than in terms of the Constitution.
- 3.7. No part of the income or assets of the UDISA shall be paid directly or indirectly, by way of dividend, donation or otherwise, to any person other than that provided for in this Constitution.
- 3.8. Notwithstanding the above, the UDISA shall reimburse members and employees for out of pocket expenses as directed by the Steering Committee.
- 3.9. No act carried out by a chapter shall be deemed to be the act of an agent of the UDISA. The UDISA shall not be liable for any debt or liability incurred by a chapter except if such debt or liability was incurred with the knowledge and consent of the Steering Committee.

4. MEMBERSHIP

Membership of the Institute shall be open to any individual deemed by the Executive to meet the minimum standards set out in the Institute's accreditation system. UDISA shall consist of the following six categories of membership:

- 4.1. **PROFESSIONAL MEMBER** shall be a qualified urban designer who has attained an accredited urban design degree. UDISA shall maintain an up to date register of accredited qualifications that may be updated from time to time. The membership committee may consider alternative criteria for membership that shall be made known to applicants by the membership sub-committee.
- 4.2. **STUDENT MEMBER** shall mean a person registered in an accredited urban design programme at a tertiary institution.
- 4.3. **IN-TRAINING MEMBER** shall mean a person who has graduated from an accredited urban design programme at a tertiary institution. In-training status is valid for a period of 2 years from the date of graduation.
- 4.4. **RETIRED / NON-PRACTICING MEMBER** shall mean a person who has obtained a professional urban design qualification but is retired or no longer practicing but wishes to remain a member of the Institute.
- 4.5. **OVERSEAS MEMBER** shall mean a person who ordinarily would qualify for membership but may temporarily or permanently reside outside South Africa and wishes to remain a member of UDISA.

DRAFT CONSTITUTION
UDISA - URBAN DESIGN INSTITUTE OF SOUTH AFRICA

4.6. HONORARY MEMBER shall mean a person who in the view of the membership has made a significant life contribution to the field of urban design and is nominated and awarded honorary membership.

5. ROLL OF MEMBERS

UDISA shall maintain a roll of membership that shall be available upon written request to the secretariat.

6. MEMBERSHIP APPLICATION AND FEES

6.1. The committee shall annually review and adjust annual membership subscriptions for various categories of membership. Such fees and categories shall be approved each year by the membership at the Annual General Meeting.

6.2. Applicants for membership of UDISA must complete a current application form and pay an application fee.

6.3. Upon notification of acceptance of membership the prescribed annual subscription, or a pro-rated portion of the annual fee as applicable should be immediately forwarded to the UDISA secretariat.

6.4. In the event of any new member failing to pay the annual subscription within 3 months of written notification of acceptance of membership the Committee may remove such persons name from the Roll of Members.

6.5. Annual subscriptions shall be payable at the commencement of the Institute's financial year. Membership shall lapse if the subscription is unpaid three months after it is due. The names of lapsed members shall be removed from the Roll of Members.

7. RIGHTS AND PRIVILEGES OF MEMBERS

7.1. Every member in good standing shall be entitled to:

7.1.1. attend, speak and vote at any general meeting

7.1.2. be elected onto the Executive Committee

7.1.3. receive all notices, and general correspondence relating to membership.

7.2. The Executive may, after due enquiry, by majority vote terminate the membership of any such person who in the opinion of the Executive acts contrary to the objectives of the Institute and by doing so brings it into disrepute.

8. DURATION AND TERMINATION OF MEMBERSHIP

8.1. A member of the Institute shall cease to be a member:

8.1.1. upon death or resignation in writing from the Institute

8.1.2. if such member fails to pay annual subscriptions in accordance with clause 6.4

8.1.3. if the Executive resolves to discontinue a members' membership for non-payment of dues or other good cause.

9. GENERAL MEETINGS OF THE INSTITUTE

9.1. Annual General Meetings of Members

- 9.1.1. An Annual General Meeting of members shall be held once a year.
- 9.1.2. The agenda for the Annual General Meeting shall include the following:
 - I. The election of an Executive every three years.
 - II. The adoption of the chairperson's report and the examination of activities of the Institute since the previous general meeting.
 - III. The adoptions of resolutions from the floor.
 - IV. Other business and discussion of which due notice has been given.

10. NOTICE OF MEETINGS

10.1. Written notice of General Meetings shall be accompanied by:-

- 10.1.1. The agenda of the meeting detailing the business to be transacted
 - 10.1.2. The minutes of the previous General Meeting
 - 10.1.3. The Chairperson's report (in the case of the Annual General Meeting) and,
 - 10.1.4. The financial statements (in the case of the Annual General Meeting),
- all of which shall be posted or delivered not less than ten days before the date of such meeting to every Member, provided that the non-receipt of such notice by any Member shall not invalidate the meeting.

11. QUORUM

- 11.1. The quorum for any General Meeting of Members shall be not less than fifteen percent of the total membership of the Institute.
- 11.2. In the event of there not being a quorum present at any General Meeting, the meeting shall then adjourn for thirty minutes. Those members then present at the meeting shall constitute a quorum. Any resolutions taken at such meeting shall be conveyed to all members and the majority response received from members within twenty-one days of issue shall carry the resolution forward to adoption, provided that a response is received from not less than thirty percent of the total membership.

12. PROCEDURE AT GENERAL MEETINGS

- 12.1. The Chairperson of the Institute shall preside at all meetings of the Institute and in his absence the Vice Chairperson shall preside failing which the members present shall appoint one of their members as the chairperson of the meeting.
- 12.2. At any meeting of the Institute, each member present shall have one vote provided that in the event of any equality of votes the Chairperson shall have a second or casting vote.
- 12.3. Any resolution circulated to all members of the Institute and signed by members constituting a majority of the members shall be binding upon the Institute as if taken at a duly constituted meeting of the Institute at which a quorum was present. Such resolution shall be noted for record purposes at the following meeting of the Institute.
- 12.4. Any member entitled to vote may propose a motion or other matter for discussion by members at the General Meeting provided that:

DRAFT CONSTITUTION
UDISA - URBAN DESIGN INSTITUTE OF SOUTH AFRICA

- 12.4.1. written notice of the proposed motion or other matter, signed by the proposer and by a seconder, is received by the Secretary not less than thirty days before the date of the General Meeting; or
- 12.4.2. a proposal to consider a motion made at the meeting without such notice is passed by a two-thirds majority of members present and entitled to vote.

13. COMMITTEE OF THE INSTITUTE

- 13.1. Every third Annual General Meeting shall establish an Committee of the Institute and shall delegate to that Committee such of the powers and functions of the Institute as the Members shall deem fit.
- 13.2. The Committee of the Institute shall comprise seven (7) persons, who shall be the following:
 - 13.2.1. Elected members:
 - i. A Chairperson
 - ii. A Vice-Chairperson
 - iii. A Treasurer
 - iv. Two additional members
 - 13.2.2. A Secretary (who need not be a member of the Institute)
 - 13.2.3. The past Chairperson, to which the Chairperson shall retire upon the election of a new Executive.
- 13.3. The Committee shall meet not less than three times a year and shall keep an official record of the proceedings.
- 13.4. Appointment of the Committee:
 - 13.4.1. A new Committee shall take office at the conclusion of every third Annual General Meeting
- 13.5. Elections
 - 13.5.1. The five elected members shall be determined by secret ballot held during the course of the Annual General Meeting, each member present having the right to select five of those nominated.
 - 13.5.2. Written nominations of paid up members, including a nominator and a seconder and indication of consent to stand for election on the part of the nominee, shall be made in writing to an 'Electoral Officer' appointed by the outgoing Committee, or by the meeting in the case of the first Annual General Meeting. The Electoral Officer and a witness appointed at the meeting shall count the votes and announce the results of the election.
 - 13.5.3. Immediately following the election the elected members shall meet to:
 - 13.5.4. Elect from among the five elected members the Chairperson, Vice Chairperson and Treasurer
 - 13.5.4.1. Co-opt a Secretary
 - 13.5.5. In the event of the resignation of an elected member of the Committee, the remaining members shall choose a replacement from among the paid up members of the Institute. Where necessary it shall then elect a person to fill the position of Chairperson, Vice Chairperson or Treasurer.

DRAFT CONSTITUTION
UDISA - URBAN DESIGN INSTITUTE OF SOUTH AFRICA

- 13.5.6. No person may serve more than three consecutive terms on the Committee.
- 13.6. Duties of the Committee
- 13.6.1. The Chairperson of the Institute shall convene the General Meetings and shall preside at the meetings of the Committee.
- 13.6.2. The Vice Chairperson shall perform the above functions in the absence of the Chairperson.
- 13.6.3. The Treasurer shall, with the assistance of the secretary, be responsible for the financial affairs of the Institute which shall include:
- 13.6.3.1. The preparation of an annual budget for approval by the Committee.
- 13.6.3.2. The arranging of an audit every three years to coincide with the election of a new Committee.
- 13.6.3.3. Submission of an annual balance sheet to the Committee at the Annual General Meeting.
- 13.6.3.4. Together with two signatories nominated by the Committee, the authorisation of expenditure according to the instructions of the Committee.
- 13.7. The Committee shall:
- 13.7.1. Handle all matters concerning the day to day running of the Institute and the promotion of the aims and objectives of the Institute
- 13.7.2. Constitute sub-committees, working groups or portfolio committees considered necessary and for such purposes as achieving the aims and objectives of the Institute.
- 13.8. Sub-committees, working groups and portfolio committees:
- 13.8.1. The Chairperson of each shall be appointed by the Committee.
- 13.8.2. Shall report to the Executive, or as directed by the Committee.
- 13.8.3. May include in their membership any member of the Committee.
- 13.8.4. May be regulated or dissolved by the Committee.
- 13.9. Meetings of the Committee:
- 13.9.1. The Committee shall meet at least three times a year and may handle its business by long distance communication, provided that decisions made in such fashion are endorsed by the next meeting of the Committee.
- 13.9.2. The quorum at meetings of the Committee shall be half the current members plus one.

14. FINANCIAL RECORDS AND AUDITORS

- 14.1. The financial year of the Institute shall be the period of 12 months from 1 April to 31 March.
- 14.2. All monies shall be paid into a banking account to be opened in the name of the Institute.
- 14.3. The Committee shall keep proper accounts in respect of their transactions.
- 14.4. The Committee shall appoint auditors of the Institute to audit the accounts every three years and in that event the auditors shall at all times have access to all vouchers and records and an annual balance sheet and statement of revenue and expenditure shall be prepared and certified correct by the chairperson and vice-chairperson.

15. AMENDMENTS TO THE CONSTITUTION

Any amendment of this Constitution is subject to adoption by a two-thirds majority of members voting at a General Meeting.

16. TERMINATION OF THE INSTITUTE

The Institute shall be terminated in the event of:

- 16.1. An affirmative vote at a General Meeting of two-thirds of the total number of Members, with the provision that voting may take place by post, such votes to be completed before and included in the counts of the votes at the meeting; or
- 16.2. The objectives of the Institute becoming incapable of fulfilment.
- 16.3. Any surplus funds remaining in the account of the Institute shall be donated to
- 16.4. another non-profit organisation having similar aims and objectives, as decided by the Committee.

17. DEFINITIONS

For the purposes of this Constitution and unless the context indicates otherwise;

- 17.1. The singular includes the plural.
- 17.2. The masculine includes the feminine.
- 17.3. Written notice shall include fax or email.