

Constitution

of

Urban Development Institute of Australia (Victoria)

A Company Limited by Guarantee not having Share Capital

Level 1, The Commons, 55 Collins Street Melbourne VIC 3000

ACN: 005 125 280

Overview

This is the Constitution of Urban Development Institute of Australia (Victoria).

The Company is a company limited by guarantee. The liability of its members is limited to the amount they have agreed to pay in the guarantee. The Company must always have at least one member and three directors.

The Constitution sets out the basis on which the Company is to be managed. Nothing in the Constitution is intended to derogate from the *Corporations Act*. That Act:

- imposes many obligations on the Company which are not reproduced in this Constitution;
and
- overrules anything in this Constitution to the extent that they are inconsistent.

This Constitution replaces the replaceable rules in the *Corporations Act*. Words used in the Constitution which have a meaning in the *Corporations Act* have the same meaning in this Constitution (unless expressly stated otherwise).

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Constitution of Urban Development Institute of Australia (Victoria)

A Company's name, Objects and powers

Name of the Company

- 1 The name of the Company is Urban Development Institute of Australia (Victoria).

Objects

- 2 The Company's objects are all or any of the following:
- 2.1 secure mutual support, co operation and fellowship within the urban development industry for the benefit of the industry, its participants and the public;
 - 2.2 promote social and intellectual fellowship between the members of UDIA (Vic);
 - 2.3 promote the advancement and continuous improvement of the urban development industry;
 - 2.4 unite developers, builders, financiers, consultants, project managers and real estate agents;
 - 2.5 formulate, promote, maintain and enforce ethical standards in connection with the business of urban development;
 - 2.6 present submissions and points of view on all matters of interest (whether for all or some members of UDIA) to service utilities, public authorities and government in general whether Federal, State, regional or local;
 - 2.7 educate and conduct public education programmes, seminars and conferences for the benefits of the public and members of UDIA (Vic) and others in relation to the urban development industry and to carry out research in relation to urban development; and
 - 2.8 secure and maintain a general acceptance of standards and principles applying to town planning, urban development, land use, business and commercial practices.

Powers

- 3 The Company has:
- 3.1 the legal capacity and powers of an individual; and
 - 3.2 all the powers of a body corporate (other than the power to issue shares).
- 4 However, the Company has those capacities and powers only to the extent:
- 4.1 necessary, or convenient, to carry out the Company's objects; or
 - 4.2 incidental to carrying out those objects.

B Members' liability and guarantee

Liability of Members

5 The liability of each Member is limited to the amount of the guarantee set in clause 6.

Guarantee by Members

6 If the Company is wound up while a person is a Member (or within one year after they stop being a Member) then that person must contribute up to \$20 to the Company for:

- 6.1 payment of the Company's debts and liabilities incurred before that person ceased to be a Member;
- 6.2 payment of the costs, charges and expenses of winding up the Company; and
- 6.3 adjustment of the rights of the contributories among themselves.

C How the Company's income and property are to be applied

For the Company's objects

7 All of the Company's income and property must be applied solely towards the promotion of the Company's objects as set out in clause 2.

No dividends etc. to Members

8 The Company may not pay, or transfer, any of its income or property — directly or indirectly — by way of dividend, bonus or otherwise to any person who is or has been a Member.

Remuneration and expenses for Members allowed

9 Regardless of clause 8, the Company may pay remuneration in good faith to any Member, officer or employee of the Company in return for any good or services they provide to the Company in the ordinary and usual course of business.

10 The Board may authorise the repayment of any expenses a Member incurs for the Company, or in connection with performing their duties for the Company.

Payments to directors: restrictions, remuneration, expenses

11 If the Company is to pay any remuneration to a Director for services rendered in the capacity as a Director, then the remuneration must be on reasonable commercial terms and the Board must first have:

- 11.1 consented to the Director providing those services; and
- 11.2 resolved to approve the amount of the payment.

12 If the Company is to pay any remuneration to a Director for services rendered in the capacity as an employee of the Company, then the Board must first have resolved to approve the terms of that employment.

- 13 The Board may authorise the repayment of any expenses a Director incurs for the Company, or in connection with performing their duties for the Company.

Loans and leases from Members

- 14 The Company may pay:
- 14.1 interest on money borrowed from any Member; and
 - 14.2 reasonable and proper rent for premises a Member leases to the Company.
- 15 For the purposes of clause 14, if a Member pays the Company a deposit, bond or other security for the payment of fees and charges levied under the Constitution, then that payment is not a loan from the Member.

D Fees imposed by the Company

Setting fees

- 16 The Board may prescribe:
- 16.1 a cost payable by Members by way of Membership fees and any other fees the Board thinks fit; and
 - 16.2 when and in what circumstances these fees are payable.
- 17 The Board must give Members notice of any increase in the fees (provided at least 28 days is provided for payment) or of a change in the due date for fees payable under clause 16 by written notice (including in an annual renewal notice).

E Membership

Members

- 18 The Company's Members are as follows (unless the Member has resigned under clause 37 or clause 38, or been expelled under clause 40):
- 18.1 the persons who are specified in the application to register the Company lodged under section 117 of the Act and who have consented to be Members; and
 - 18.2 any other person the Board admits to Membership in accordance with this Constitution.

Register of Members

- 19 The Company must keep and maintain the Register in accordance with the Act and otherwise as the Board determines.
- 20 Any dispute that arises in relation to the Register must be referred to the Board. The Board's decision is final and binding on all Members (in the absence of manifest error).

Eligibility for membership

- 21 The following are eligible to be Members:
- 21.1 any person who has a demonstrated interest in the Company;
 - 21.2 any person that the Board considers would benefit the Company by becoming a member; and
 - 21.3 any person in a category of persons that the Company or the Board has determined to be eligible to be Members including life members as nominated and approved by the Board in recognition of their services rendered to the urban development industry.

Types of membership

- 22 At any time, the Board may (subject to the Act) create different types of membership with different rights, obligations and restrictions.

Membership is not transferable

- 23 A Member may not transfer their Membership to another person.

Voting rights

- 24 A Member is entitled to one vote at a General Meeting of the Company.
- 25 However, the Board may suspend a member's entitlement to vote if the Member owes the Company any amount that is more than 3 months overdue (or such other period as the Board determines).
- 26 Only Financial Members are entitled to vote.
- 27 Only the nominated Representative of the Corporate Member is entitled to cast a vote on behalf of the nominating Corporate Member, except where the Corporate Member has nominated a proxy to vote, in which case the proxy will be the only person entitled to vote on behalf of the Corporate Member.

A Member's representative

- 28 If a Member or an Applicant is not a natural person, then it must appoint (in writing) a natural person as its Representative. The Member may remove and replace its Representative by giving written notice to the Board in a form the Board approves.
- 29 The Representative may, on the Member's behalf, exercise all the powers that the Member could exercise at a meeting or in voting on a resolution — unless those powers are restricted in a way set out in clause 30.
- 30 The document appointing the Representative may set out either or both of:
- 30.1 what the Representative is appointed to do; and
 - 30.2 any restrictions on what the Representative may do.

- 31 If the appointment is made by reference to a position held, then the appointment must identify the position.
- 32 The Company must arrange for:
- 32.1 the name and address of the Representative to be entered in the Register; and
 - 32.2 all correspondence and notices from the Company to the Member to be served on that Representative.

Applying and being admitted to Membership

- 33 A person's Application to be a Member must be made in the form, and accompanied by any fee, the Board has set.
- 34 The Board will consider and, in its absolute discretion, accept or reject an Application. If the Board rejects an Application, then:
- 34.1 it must arrange for any money the Applicant tendered with the Application to be repaid to the Applicant, without interest; and
 - 34.2 the Board does not have to give any reasons for the rejection.
- 35 An Applicant does not become a Member until the Company has:
- 35.1 received any fee that applies; and
 - 35.2 the name and address of the Applicant (and its Representative if relevant) are entered in the Register.
- 36 Each Member is liable for all taxes, duty and charges payable in respect of their Application, their Membership and any related transaction or document. Each Member indemnifies the Company and will keep it indemnified in respect of any liability for all those amounts.

Resigning from Membership: and ongoing liability

- 37 A Member may resign from Membership by giving written notice to the Company. When the notice period expires, the Member stops being a Member but:
- 37.1 they remain liable for any money they owe the Company; and
 - 37.2 under clause 6, they remain liable for another 12 months.
- 38 A Member also resigns if:
- 38.1 Where the Member is a Corporate Member, the corporate entity is de registered or wound up; or
 - 38.2 they owe the Company any amount that is overdue and not paid by 30 September of that year (the Board may change the final due date for payment). If a Member resigns under this clause, then the Board may reinstate their membership if they pay the outstanding amount.
- 39 Where a Member resigns, they will not receive a pro rata refund of their Membership fees paid for the unexpired portion of their membership period.

Disciplinary process in respect of Members

- 40 The Board may in the way described in clauses 40 to 48— expel a Member or

implement appropriate disciplinary action if the Board, in its discretion, considers that the Member:

40.1 has committed a breach of any obligation or duty under this Constitution; or

40.2 has engaged in conduct:

- detrimental to the interests or objects of the Company, or of the urban development industry represented by the Company; or
- which brings the Company, or the urban development industry represented by the Company, into disrepute.

41 If the Board, in its discretion, considers that there may be grounds for it to exercise its powers under clause 40 in respect of a Member, then the Board may resolve to commence a disciplinary process in respect of that Member. The Board must use its reasonable endeavours to conclude the disciplinary process as soon as is reasonably practicable. The Board will notify a Member in respect of whom a disciplinary process has been commenced, as soon as practicable after passing the resolution.

42 Until the conclusion of the disciplinary process, and subject to the outcome of the disciplinary process, the Board may in its discretion suspend all or any of the Member's rights and benefits, including without limitation:

- 42.1 Access to research, market intelligence and other resources and updates provided to Members;
- 42.2 Access to the online membership directory, and the right to promote themselves as a Member in the directory;
- 42.3 Access to sponsorship opportunities;
- 42.4 Ability to apply for the Victorian UDIA Awards for Excellence Program, or have an application considered or progressed;
- 42.5 Discounts and priority access to industry events;
- 42.6 The right to vote at a General Meeting and to vote on a resolution;
- 42.7 The right to promote that they are a Member;
- 42.8 The right to display the UDIA Member Logo;
- 42.9 The right to appear on the Member listing on the Company's website;
- 42.10 The right to receive the services (including professional development courses) of the Company at discounted Member rates;
- 42.11 Where the Member is on a UDIA Committee - the right to continue participating in that committee; and
- 42.12 Where the Member is a developer – access to support from the policy team on industry issues and complimentary registrations to attend UDIA Policy Briefings.

43 The Board may consider such evidence as it thinks relevant, in its discretion, in relation to the relevant act, omission or conduct of the Member which was the cause for the commencement of the disciplinary process.

44 In order to conclude any disciplinary process, and before any expulsion or disciplinary process is valid and binding on the Member:

44.1 at least 21 days before the Board meeting at which a resolution to conclude the disciplinary process is to be considered, the Member must be given written notice of:

- the meeting;
- the intended resolution; and

- the particulars of the alleged act, omission or conduct complained of;
- 44.2 at the meeting (and before the resolution is passed), the Member must be given the opportunity to explain themselves in writing or orally (or both if they request it);
- 44.3 if the Member does give an explanation, then the Board must take it into account;
- 44.4 the Board's resolution may be to expel the Member, or to take some other appropriate disciplinary action against the Member which the Board considers reasonable in the circumstances;
- 44.5 the relevant resolution must be passed by 75% of the Directors present and voting;
- 44.6 the Board must arrange for the Member to be given written notice of any Board resolution on the matter; and
- 44.7 if the Board resolves to expel the Member, then the Member ceases to be a Member when the Board serves them with the notice. Also the Member's name will be removed from the Register as set out in clause 47.
- 45 Each Member agrees:
- 45.1 to be bound by the Board's resolution in respect of the disciplinary process; and
- 45.2 that the Board may in its discretion, on a case by case basis, determine when the act, omission or conduct of an individual will be attributed to a Member and may take into account the following in deciding whether to attribute an act, omission or conduct to a Member:
- whether the individual is an officer (as defined in the Act) of the Member;
 - whether the individual is an elected or appointed official of the Member;
 - whether the individual is an employee of the Member; or
 - whether the individual is a partner of the Member, or holds a position which is representative of the Member.
- 46 The Board, in applying the processes and in exercising its powers and discretion under clauses 40 to 45 inclusive, may exercise its powers with unfettered discretion.

Removing an expelled Member's name from the Register

- 47 If a Member is expelled from the Company, then their name (and that of any Representative they have appointed) must be removed from the Register. The Company has no liability to the Member in respect of their removal from the Register.
- 48 When a Member's name is removed from the Register, the Member no longer has:
- 48.1 any rights or privileges attaching to Membership; or
- 48.2 any rights which they had against the Company that arose out of their Membership.

F General Meetings: frequency and notice

Annual General Meeting required

- 49 The Company must hold an Annual General Meeting:
- 49.1 in every calendar year;
- 49.2 within five months after the end of its financial year; and
- 49.3 at the time and place the Board determines.

Convening Extraordinary Meetings

- 50 An Extraordinary Meeting may be convened:
- 50.1 by the Board at such time and place as the Board thinks fit, (as long as it complies with the Act); and
 - 50.2 by Members as allowed under the Act.

Notice of General Meetings

- 51 The Board must give at least 21 days' written notice of a General Meeting to the Members, the Directors and the Auditor (unless a change to that arrangement is made under clause 53). The notice must specify:
- 51.1 the place, the day and the hour of meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
 - 51.2 the general nature of the meeting's business;
 - 51.3 the details of any special resolutions to be proposed at the meeting; and
 - 51.4 that Members are entitled to appoint a proxy who must be a Member.
- 52 A Member that is a company is responsible for notifying its Representative of any General Meeting.

Changing the notice procedure for General Meetings

- 53 A meeting may be convened in a way other than, and on shorter notice than, clause 51 requires as long as:
- 53.1 all the Members entitled to vote at the meeting consent to the change beforehand; and
 - 53.2 the notice and the shorter notice period comply with the Act.

Failure to receive Notice

- 54 A meeting and its proceedings and resolutions are valid even if any one or more of the following is the case:
- 54.1 the Company accidentally omitted to give notice of a meeting to any Member; or
 - 54.2 any Member did not receive notice of the meeting.

G General Meetings: proceedings

Use of technology in conferencing

- 55 The Chair may (with the approval of the meeting) confer with Members and others by radio, telephone, computer, Internet, closed circuit television or other electronic means of audio or audio visual communication. Any resolution passed using such a system is to be treated as having been passed at a meeting of the Members held on the day and at the time the conference was held — even if the Members were not present together in one place at the time. This clause does not limit the discretion of the Members to regulate their meetings.

- 56 The provisions of this Constitution regulating the proceedings of the Members apply so far as they are capable to such conferences.

Business at the meeting

- 57 The ordinary business of an Annual General Meeting may include:
- 57.1 considering any annual financial report, directors' report and Auditor's report;
 - 57.2 electing and appointing Directors; and
 - 57.3 appointing the Auditors and fixing the Auditor's remuneration (if the Company is required to have an auditor).
- 58 All other business at an Annual General Meeting, and all business at an Extraordinary Meeting, is regarded as special business.

Quorum required

- 59 For any business to be transacted at any General Meeting— except the adjournment of the meeting or where an amendment to this Constitution is proposed at an Annual General Meeting — a quorum must be present. The quorum for such a General Meeting is 15 Corporate, financial members present in person or by Representative or proxy.

Quorum required for amending Constitution

- 60 For any business to be transacted at any general meeting at which it is proposed to amend this Constitution — the Board may set the quorum for that general meeting higher than that required under the previous clause, but the quorum cannot be set higher than 50% of Members eligible to vote present in person or by Representative or proxy.

If no Quorum present

- 61 If a quorum is not present within half an hour after the time appointed for a General Meeting described in clause 59 or 60 then:
- 61.1 if the meeting was convened on the requisition of Members, then it will be dissolved; or
 - 61.2 in any other case, the meeting will be adjourned to the same day in the next week at the same time and place (or at such other place as the Chair decides). If at that adjourned meeting a quorum is not present within fifteen minutes after the time appointed for holding the meeting, then the Members present are a valid quorum.

Chair of the meeting

- 62 The Chair or in the Chair's absence, the Deputy Chair is to preside as chair at every General Meeting.
- 63 If at any General Meeting neither the Chair nor the Deputy Chair is present within fifteen minutes after the time appointed for holding the meeting (or if neither is willing to preside), then the Members present are to choose a Director to preside. If no Director is present (or if all Directors present decline to preside), then those persons present will choose a Member who is present to preside as Chair.

Adjourning (and resuming) a meeting

- 64 The Chair of a General Meeting:
- 64.1 may, with the consent of the Members present and entitled to vote at any meeting, and at which a quorum is present, adjourn a meeting; and
 - 64.2 must adjourn a meeting if the meeting directs them to do so.
- 65 If the Chair adjourns a General Meeting, then they may do so to another time or place (or both).
- 66 If a General Meeting is adjourned for one month or more, then the Company must arrange for a new notice of the adjourned meeting to be given.
- 67 After an adjourned meeting is resumed, the only business that may be transacted at the meeting is business that was unfinished before the adjournment.

Auditor attending etc. meeting

- 68 The Auditor is entitled:
- 68.1 to attend any General Meeting of the Company;
 - 68.2 to receive the same notices of, and other communications relating to, any General Meeting that a Member is entitled to receive; and
 - 68.3 to be heard at any General Meeting which the Auditor attends on any part of the business of the meeting which concerns the Auditor in that capacity. The Auditor's right to be heard exists even if the Auditor retires at that meeting or if a resolution to remove the Auditor from office is passed at that meeting.

H General Meetings: voting

Show of hands vote

- 69 Every item of business submitted to a General Meeting is to be decided in the first instance by a show of hands of the Members, or their Representatives, who are personally present and entitled to vote. In the event the result of the vote is tied, the Chair will have a casting vote.

Evidence of resolution

- 70 It is conclusive evidence that a resolution has been passed (regardless of whether there is any proof of the number or proportion of the votes recorded in favour of or against the resolution) if:
- 70.1 the Chair declares that a resolution has been passed or lost (having regard to the majority required); and
 - 70.2 an entry to that effect has been made in the Company's books and signed by the Chair of that, or the next meeting.

Poll vote

- 71 The Chair or any Member present (personally or by Representative or proxy) may demand a

poll before, or on the declaration of the result of, a show of hands. Any person who has demanded a poll may withdraw their demand.

72 A poll demanded on any question of adjournment must be taken before any adjournment.

73 The poll is to be taken:

73.1 in the manner and at the time and place as the Chair of the meeting directs; and

73.2 either at once or after an interval or adjournment or otherwise.

74 The result of the poll is to be the resolution of the meeting at which the poll was demanded.

75 If there is a dispute as to the admission or rejection of a vote, then the Chair will finally determine that dispute.

76 In the event the result of the poll is tied, the Chair will have a casting vote.

Continuing with other business before a Poll

77 After a poll has been demanded, the meeting may continue with any business other than the issue on which poll has been demanded.

I General Meetings: appointing a proxy

Eligibility to be proxy

78 Any Member may:

78.1 appoint a natural person who is a Member, or a Representative, as a proxy to vote on the Member's behalf; and

78.2 may direct the proxy to vote either for or against each or any resolution.

Company receiving notice of proxy

79 For an appointment of a proxy to be valid, the Company must receive the document or electronic communication appointing the proxy (in the case of a Corporate Member, completed by the nominated representative of the Corporate Member):

79.1 at any time before the time for voting or poll is held at the relevant meeting or adjourned meeting or poll; and

79.2 at one of:

- the Registered Office;
- an electronic address (including email or website in the case of internet based voting) specified for such purpose in the notice of meeting.

80 A document or electronic communication appointing a proxy is valid for any adjournment of the meeting to which it relates — unless it states something to the contrary.

Form of proxy

81 A document or electronic communication appointing a proxy must be signed in writing or otherwise electronically authenticated (in accordance with the requirements of the Act and Regulations, as amended from time to time) by the appointor and must contain the following information:

- 81.1 the Company name;
- 81.2 the Member's name and address;
- 81.3 the Member's type of Membership;
- 81.4 the proxy's name or the name of the office held by the proxy; and
- 81.5 the meetings at which the appointment may be used.

Proxy's voting instructions

- 82 A document or electronic communication appointing a proxy may specify the way in which the proxy is to vote for a particular resolution. If it does so, then the proxy must vote on the resolution as specified.

Proxy's authority

- 83 A document or electronic communication appointing a proxy will be treated as giving the proxy:
 - 83.1 authority to demand, or join in demanding, a poll; and
 - 83.2 the power to act generally at the meeting for the person giving the proxy (except to the extent to which the proxy is specifically directed to vote for or against any proposal).

J General Meeting: voting by proxy

Validity of vote after death or revocation

- 84 If a person who has appointed a proxy has either died or revoked the appointment but any notice in writing of the death or revocation has not been received at the Registered Office before the meeting, then a vote given in accordance within the terms of appointment will be valid.

Person who has appointed proxy may attend meetings

- 85 A person who has appointed a proxy may attend and take part in a meeting. Doing so does not revoke the appointment — unless the person votes on the resolution to which the appointment applies.

K Directors

Number and qualifications of Directors

- 86 The number of Directors comprising the Board will be at least 3 and no more than 14. They may be elected by the Members in accordance with this Constitution, or appointed under clause 90 or clause 101.
- 87 Each Director must be a financial Member or a Representative of a financial Member except that where the company has less than 3 financial Members, additional directors need not be financial Members or Representatives of a financial Member.

Length of appointment

- 88 Subject to clause 90, each elected or appointed Director will hold office until the Annual General Meeting which is 3 years after their appointment and an elected or appointed Director, can be re-elected or re-appointed to that office, but no person can serve more than two consecutive terms, nor more than three terms.
- 89 For the purposes of calculating the consecutive or non consecutive terms referred to in clause 88 and for determining the eligibility of persons who are or have previously been directors, the following rules apply:
- 89.1 each term served by a person as a Director counts towards the calculation of the 'two terms' and 'three terms' limits, but a term served because of an appointment made in accordance with clause 101 (casual vacancy) does not count towards those limits;
 - 89.2 if a person has served three terms which total not more than 7 years, then that person is eligible for re-election or re-appointment for one further term, from the date of the third AGM after the conclusion of their most recent term;
 - 89.3 if a person is eligible to serve a third or fourth term, then the person is only eligible for re-election or re-appointment from the date of the third AGM after the conclusion of their most recent term;
 - 89.4 with the agreement of the relevant Director, the Board by unanimous resolution may agree to extend a Director's term beyond the 3 year period referred to in clause 88; and
 - 89.5 any period of parental leave taken by the relevant Director during a term of appointment does not affect the fact that that term applies to the calculation of the maximum consecutive and non-consecutive terms.

Election of Directors

- 90 A person who is eligible for appointment under this Part K, may be appointed as a Director if all the Members sign a resolution to that effect. The appointment takes effect on the date the last Member signs.
- 91 In addition to clause 90, Directors may be elected in the following way:
- 91.1 Any two Members may nominate a person who is eligible for appointment under this Part K, to serve as a Director.
 - 91.2 The nomination of any Member or Representative as a candidate for election as a Director must be:
 - in writing and signed by the nominated person and their proposer; and
 - lodged with the Secretary at least 30 days before the Annual General Meeting at which the election is to take place (or any other scheduled General Meeting).
 - 91.3 If the number of nominated candidates:
 - *is no more than the number of vacancies*, then the Chair of the Annual General Meeting will declare those candidates elected as Directors.
 - *is more than the number of vacancies*, an election of directors is to be held by postal ballot, unless the board determines from time to time that

an electronic voting system should be used in place of, or in conjunction with, the postal ballot, in accordance with **Schedule 1**. This determination must be made no later than 30 days before the annual general meeting. If a postal ballot or electronic voting, or combination of both, is not held, directors shall be elected by separate resolution for each candidate. If the election under this clause 91.3 is to be held by postal ballot, then an independent returning officer, nominated by the Board, will arrange for balloting lists to be prepared containing the names of the candidates in an order determined by lot. The Board may determine the method of the ballot. Each Member is entitled to vote for any number of candidates not exceeding the number of vacancies. *is not enough to meet the required minimum number of Directors*, then the Board must appoint a Member or Representative as Director (as long as they consent) until there is at least the minimum number of Directors.

Officers of the Board

- 92 At the first board meeting after the Annual General Meeting, the Directors will elect:
- 92.1 from among their number a Chair, a Deputy Chair, a Secretary and a Treasurer (one Director may fill more than one position); and
 - 92.2 a President and Vice President (which need not be held by Directors).

Immediate Past President

- 93 Following election of a President pursuant to clause 92.2, the immediately preceding President will automatically take up office as the Immediate Past President.

Officers on the Executive Committee

- 94 The President, Vice President, Immediate Past President, Secretary and Treasurer will together form the Executive Committee. Each officer will hold office on the Executive Committee for the duration of their office as specified in clauses 95 to 100 inclusive, or until the Board revokes their appointment and nominates a replacement.

Term of officers

- 95 Each officer elected under clause 92 holds that office until the Annual General Meeting which is 3 years after their appointment, but where that officer is also a director, then subject to the officer continuing as a director for that period. If the officer ceases as a director, then that person's office is vacated.
- 96 The officers in clause 92:
- 96.1 can be reappointed to that office for a consecutive term (total term 6 years) (**Full Term**); and
 - 96.2 can be reappointed for a third time (total term 9 years) provided that they are not appointed until the date which is 3 years after their previous term ended.
- 97 Any Executive Committee member who:
- 97.1 is due to complete a Full Term by the next Annual General Meeting; and

97.2 wishes to serve as President following expiry of the Full Term, must notify the Board in writing of their intention to nominate for election as President at least 3 months prior to the next Annual General Meeting.

98 Subject to clause 99, any Executive Committee member who has notified the Board of their intention to nominate for election as President in accordance with clause 97 may be appointed at the first board meeting immediately after the next Annual General Meeting to serve as President for a maximum period of 3 years following expiry of the Full Term but only if the Board agrees to do so unanimously.

99 If more than one Executive Committee member wishes to serve as President following expiry of the Full Term, the Directors may elect and appoint the President out of the available candidates but only if the Board agrees to do so unanimously.

Term of Immediate Past President

100 The Immediate Past President holds that office until their office automatically ceases by virtue of appointment of a new President.

Casual vacancies

101 If there is a casual vacancy in the office of Director or any of the offices referred to in clause 92, then the Board may appoint a replacement Director or officer. That person holds office until the end of the next Annual General Meeting.

Disqualification of Directors

102 The office of a Director will be vacated if the Director:

102.1 is a Member, or a Representative of a Member, and they become bankrupt or make any arrangement or composition with their creditors;

102.2 is a Representative of a Member and that Member resigns or is expelled as a Member;

102.3 is a Representative of a Member which is not a natural person, and a winding up order is made in respect of that Member;

102.4 becomes of unsound mind;

102.5 is absent for three consecutive Board Meetings without leave of the Board (unless the Board resolves to the contrary);

102.6 resigns from their Directorship by giving written notice to the Company; or

102.7 ceases to hold office by reason of any order made under the Act.

Appointment, Powers and Duties of CEO

103 The Board may from time to time appoint a chief executive officer (CEO) of the Company and may enter into contracts for the provision of the services of the CEO to the Company. The appointment of a CEO will be at such remuneration and with such responsibilities as is determined by the Board. The CEO will report to and be responsible to the President or as otherwise determined from time to time by the Board.

Role and Powers of Executive Committee

- 104 The Executive Committee, subject to the directions of the Board, is to be active in:
- 104.1 Development and implementation of strategic direction and policy of the Company;
and
 - 104.2 Administering the affairs of the Company.
- 105 The Board may confer upon the Executive Committee, any of the powers exercisable by the Board upon such terms and conditions and with such restrictions as it thinks fit. Any such powers conferred may be concurrent with, or to the exclusion of, the powers of the Board provided that the Board may at any time withdraw or vary any of the powers so conferred upon the Executive Committee.

Meetings of Executive Committee

- 106 The Executive Committee will meet at least 2 times in a calendar year at such time and place determined by the Executive Committee.
- 107 A quorum at Executive Committee meetings (unless the Board determines otherwise) is all 5 Office bearers being present.
- 108 No business of the Executive Committee can be transacted unless a quorum is present and, if within half an hour after the time appointed for the meeting a quorum is not present, the meeting stands adjourned to a time and place determined by the Office bearers present.
- 109 If at the adjourned meeting, a quorum is not present within half an hour after the time appointed for the meeting, the meeting will be dissolved.
- 110 At meetings of the Executive Committee the President or, in the absence of the President, the Vice President will preside.
- 111 Questions arising at a meeting of the Executive Committee will be determined by a majority of the votes of the Office bearers forming the quorum, where each Office bearer is entitled to one vote but, in the event of an equality of votes on any question, the question must go back to the Board for consideration.

L Powers of the Board

The board controls and directs the company

- 112 The control and direction of the Company and the management of its property and affairs are vested in the Board and – to the extent delegated by the Board – in the Executive Committee and the CEO.
- 113 The Board may exercise all powers of the Company that are not required to be exercised or done by the Company in General Meeting.

Borrowing

- 114 The Board may raise money in any manner it thinks fit including by borrowing money (whether on the security of the Company's assets or not) and the issuing of a security for any other purpose — so long as this is done to further the Company's objects set out in clause 2.

Investment

115 The Board may invest the Company's money in any manner, and for any period, it thinks fit.

Negotiable instruments

116 Where a document specified in this clause is more than \$10,000 in value or where the total payments made for the year in relation to an expense item or series of items will exceed the annual budget approved by the Board, then subject to clause 117, two Directors, or one Director and some other officer authorised by the Board for the purpose, may sign, draw, accept, endorse or otherwise execute (as the case may be) the following documents for and on behalf of the Company: all cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company.

117 The Board may adopt from time to time such other authorities as it thinks fit regarding:

117.1 Which person or persons may sign documents or give effect to transactions of a particular value;

117.2 The adoption of an annual budget; and

117.3 the protocols for approval and payment of amounts as contemplated by, or in excess of, budgeted amounts.

M Proceedings of the Board

General

118 The Board may meet for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.

119 The Board must meet at least 4 times a year.

Use of technology in Board conferencing

120 The Board may, if it thinks fit, confer by radio, telephone, computer, Internet, closed circuit television or other electronic means of audio or audio visual communication. Any resolution passed using such a system is to be treated as having been passed at a meeting of the Board held on the day and at the time the conference was held — even if the Directors were not present together in one place at the time. This clause does not limit the discretion of the Board to regulate its meetings.

121 The provisions of this Constitution regulating the proceedings of the Board apply so far as they are capable to such conferences.

Notice of meeting

122 At any time, the Board may convene a Board meeting by notice served on each Director. The Secretary is to arrange that notice at the request of the Chair or Deputy Chair.

123 The proceedings of a Board meeting are valid even if:

123.1 the Company accidentally omitted to give notice of a meeting to any Director; or

123.2 any Director did not receive notice of the meeting.

Quorum

- 124 A quorum for Board meetings is (unless the Board determines otherwise) if the number of Directors:
- 124.1 is an even number, half of the Board plus one other director; or
- 124.2 is an odd number, the odd number nearest to, and greater than, half of the number of Directors.

Chair

- 125 The Chair, or in the Chair's absence the Deputy Chair, is to chair every Board meeting.
- 126 If at a Board meeting neither the Chair nor the Deputy Chair is present within fifteen minutes after the time appointed for holding that meeting (or if neither is willing to chair), then the Directors present will choose one of their number to chair the meeting.

Voting

- 127 Questions arising at any meeting will be decided by a majority of votes. Each Director present is entitled to one vote. The Chair does have a casting vote.
- 128 However, the Board may suspend a Director's entitlement to vote if the Director (or the Member for whom the Director is a Representative) owes the Company any amount that is more than 3 months overdue (or such other period as the Board determines).

Delegation by the Board

- 129 Subject to clause 130, the Board may, as it thinks fit, delegate any of its powers to the CEO, individual Directors or Members or to committees including the Executive Committee. A committee may consist of the Directors or Members (or both) that the Board thinks fit. Any individual or committee must comply with any Board direction about how to execute the delegated powers.
- 130 The Board may not delegate its power to delegate.
- 131 The meetings and proceedings of any committee will be governed by the provisions of this Constitution that regulate the meetings and proceedings of the Board so far as they apply and so far as the Board has not replaced them.

Defects in appointment

- 132 An act done in good faith by any meeting of the Board, any meeting of any committee formed by the Board or by any person acting as a Director will not be invalidated merely because of:
- 132.1 any defect in the election, appointment or tenure of a Director or person acting on any such committee; or
- 132.2 the disqualification of any of them.

N Board minutes and circulated resolutions

Making Board resolutions

- 133 The Board may make resolutions either:
- 133.1 in a meeting, of which minutes must be kept as set out in clause 134; or
 - 133.2 by circulated resolution which must be made and kept as set out in clause 135.

Minutes to be kept

- 134 The Board must arrange for:
- 134.1 proper minutes to be made of the proceedings and resolutions of all meetings of the Company, the Board and committees formed by the Board;
 - 134.2 the minutes to be entered in books kept for that purpose; and
 - 134.3 the minutes to be signed by the Chair of the meeting or by the Chair of the next meeting.

Circulated Resolution General

- 135 If all the Directors have signed a document containing a statement that they are in favour of a resolution set out in the document, then that resolution is to be treated as having been passed as a Circulated Resolution at a meeting of the Board held at the time and date on which the resolution was last signed by a Director. (However, the reference to "all the Directors" in this clause does not include any Director who is not entitled to vote on the Resolution.)
- 136 Any Circulated Resolution may consist of several documents in identical terms, each signed by one or more Directors and must be entered in the relevant book of minutes of the Company.

Evidence of proceedings and resolutions

- 137 A minute or Circulated Resolution that is recorded and signed in accordance with clause 134 or 135 to 136 (as the case may be) is evidence of the proceeding or resolution to which it relates (unless the contrary is proved).

O Accounts

Accounts to be kept

- 138 The Board must arrange for the Company to keep proper books of account that:
- 138.1 record true and complete accounts of the affairs and transactions of the Company; and
 - 138.2 give a true and fair view of the state of the Company's affairs and explain its transactions.

Location and inspection of accounts

- 139 The Board must arrange for the books of account:
- 139.1 to be kept at the Registered Office, or in a place or places it thinks fit; and
 - 139.2 to be open to the inspection of the Directors during usual business hours.

Auditor

- 140 The Company will comply with the Act in relation to the appointment, removal and resignation of an Auditor.

P Indemnity

Definition of Liability and Officer

- 141 In clauses 142 to 145:
- 141.1 **Liability** means costs, losses, liabilities and expenses.
- 141.2 **Officer** means a Director, secretary or other officer of the Company and includes a former Officer, but does not include an auditor or agent of the Company.

Indemnity of Officers

- 142 The Company must indemnify every Officer out of the assets of the Company against any Liability incurred by that Officer in their capacity as an Officer by reason of any act or thing done or omitted to be done by that person:
- 142.1 in that capacity; or
- 142.2 in any way in the discharge of that person's duties; or
- 142.3 by reason of or relating to the person's status as an Officer.
- 143 However, the indemnity in clause 142 does not extend to any Liability from, or against, which the Company is not permitted by the Corporations Act to exempt or indemnify the Officer.

Indemnity for Proceedings

- 144 Without limiting clause 142, the Company must indemnify every Officer out of the assets of the Company against any Liability incurred by that person in defending proceedings, whether civil or criminal, in respect of any act or thing done by the Officer in that person's capacity as such Officer.
- 145 However, the indemnity in clause 144 does not extend to any Liability from, or against, which the Company is not permitted by the Corporations Act to exempt or indemnify the Officer.

Q Notices

- 146 The Company may serve notice on any Member in the ways shown in the left hand column of the table below. A notice will be taken to be served at the time shown in the right hand column of that table on the relevant row. Any notice to be served on a Representative is served by serving it on the relevant Member.

Way of serving notice	Timing of notice taken to be
Personally	When served

By sending it through the ordinary post to the Member's Registered Address	3 days after the day it is posted. In proving service, it is sufficient to prove that the envelope containing the notice was properly addressed and deposited as a prepaid letter at the post office or in some postal receptacle.
By leaving it at their Registered Address in an envelope addressed to the Member.	Business Day: The same day it is left at the Registered Address. Non Business Day: the Business Day after it is left at the Registered Address.
By sending it to the electronic address (if any) nominated by the Member.	On the Business Day after it is sent.

- 147 A certificate in writing signed by the Secretary or any officer of the Company that the envelope containing the notice was properly stamped, addressed and posted or delivered will be conclusive evidence of the service of such notice.

R Distribution of property on winding up

- 148 If on the winding up or dissolution of the Company after all its debts and liabilities have been satisfied there remains any property, then that property must not be paid to or distributed among the Members.

- 149 Instead, this property must be given or transferred to some other institution or institutions that have:

- 149.1 objects similar to the objects of the Company (if there is one); and
- 149.2 a Constitution which prohibits the distribution of its income and property among its members to an extent at least as great as is imposed on the Company under clause 7 of this Constitution.

- 150 Choosing which institution or institutions the Company will transfer this property to must be done by:

- 150.1 a special resolution of the Members at or before the time of the Company's dissolution; or
- 150.2 if no such special resolution is passed, then by a Judge or Registrar of the Supreme Court or such other court of competent jurisdiction.

S Replaceable Rules displaced

- 151 Each of the provisions of the Act that would, but for this clause, apply to the Company as a replaceable rule is expressly displaced and does not apply to the Company.

T Definitions and Interpretation

- 152 In this Constitution:

Act means the *Corporations Act* 2001 (Commonwealth).

Annual General Meeting means the annual general meeting of Members.

Applicant means a person who lodges an Application under this Constitution.

Application means an application for Membership.

Auditor means the auditor or auditors of the Company, if the Company is required to have one. If the Company is not required to have an auditor, but has one, then it includes any such auditor.

Board means the board of directors of the Company.

Business Day means Monday to Friday excluding public holidays in the State or Territory the Company is registered in.

Chair means the President who is elected in accordance with clause 92.1.

Company means Urban Development Institute of Australia (Victoria).

Constitution means this Constitution, as amended.

Corporate Member means an entity admitted to Membership in accordance with this Constitution, which is not an Individual Member.

Deputy Chair means the Vice President who is elected in accordance with clause 92.1.

Directors means the members individually or collectively of the Board.

Executive Committee means the committee constituted in accordance with clause 94.

Extraordinary Meeting means a General Meeting of Members other than an Annual General Meeting.

Financial Member means a Member which has paid all amounts due and payable by it to the Company.

General Meeting means an Annual General Meeting or an Extraordinary Meeting of the Company.

Individual Member means a natural person admitted to Membership in accordance with this Constitution, not including a life member.

Member means an Individual Member or a Corporate Member.

Membership means membership of the Company.

Office bearer means the President, Vice President, Immediate Past President, Treasurer and Secretary.

Register means the register of Members kept in accordance with the Act.

Registered Address means the address of a Member shown in the Register.

Registered Office means the registered office of the Company.

Regulations means the *Corporations Regulations* 2001 (Cth).

Representative means a person as described in clause 28 and 29.

Secretary means the Director who is elected to this office in accordance with clause 92.1.

Treasurer means the Director who is elected to this office in accordance with clause 92.1.

153 In this Constitution, unless the context requires otherwise:

153.1 a person includes a corporate body, association, firm, partnership, or other unincorporated body;

153.2 a statute includes regulations under it and consolidations, amendments, re

- enactments or replacements of any of them;
- 153.3 this or any other document includes the document as varied or replaced regardless of any change in the identity of the parties;
- 153.4 a clause, schedule or appendix is a reference to a clause, schedule or appendix in or to this Constitution;
- 153.5 a word or phrase that is defined has the corresponding meaning in its other grammatical forms
- 153.6 writing includes all modes of representing or reproducing words in a legible, permanent and visible form;
- 153.7 the singular includes the plural and vice versa;
- 153.8 a gender includes all other genders; and
- 153.9 headings and sub headings are inserted for ease of reference only and do not affect the interpretation of this Constitution.

Schedule 1

Electronic Voting

The directors may from time to time determine the following matters, and will seek advice on those matters from the returning officer:

- i. that the eligible voting members may record their votes using an electronic voting system;
- ii. the manner in which eligible voting members will be identified for the purposes of an election using an electronic voting system;
- iii. the rules and instructions for electronic voting and lodgement of electronic ballot papers;
- iv. the information required by eligible voting members that is reasonably necessary to facilitate electronic voting;
- v. the manner of delivery of that information to eligible voting members;
- vi. any other matters reasonably necessary to facilitate electronic voting using an electronic voting system.

If the directors make such determinations then the election procedures must incorporate the requirements of those determinations.