

URBAN DESIGN INSTITUTE OF SOUTH AFRICA

UDISA

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THE CONSTITUTION OF THE URBAN DESIGN INSTITUTE OF SOUTH AFRICA

1. Definitions and interpretation

In this Constitution:

- 1.1 a reference to "the institute" shall be a reference to the Urban Design Institute of South Africa, being the association for which this is its constitution;
- 1.2 a reference to "urban design" shall be a reference to the inter-disciplinary field of the built environment professions focusing on the design and shaping of the physical features of cities, towns and villages, such as streets, public spaces, municipal services, public infrastructure and the like features;
- 1.3 words referring to persons shall include a reference to both natural and juristic persons;
- 1.4 words expressed in the singular shall include a reference to the plural, and vice versa;
- 1.5 words referring to one gender shall include a reference to the other genders;
- 1.6 "days" shall exclude Saturdays, Sundays and public holidays;
- 1.7 any stipulated period shall be reckoned by excluding the first day and including the last day;
- 1.8 the headings are for reference purposes only.

2. Name of the institute

- 2.1. The name of the institute is the Urban Design Institute of South Africa.
- 2.2. The short form of the name of the institute is UDISA.

3. The association's address

- 3.1. The institute's address is at 71 Hout Street, Cape Town.
- 3.2. The institute's address may be changed to any other address in the Republic of South Africa by decision of a majority of its members at any duly convened meeting of its members.

4. Legal and non-profit status

- 4.1. The institute is a distinct and separate legal entity, with the ability to acquire, to hold and to alienate property of any description.
- 4.2. The institute is further able to acquire rights and obligations.
- 4.3. The institute has perpetual succession.
- 4.4. The institute has the capacity to sue and be sued. All actions, suits or legal proceedings (including arbitrations) shall be brought by or against the institute in the name of the institute and the Committee may authorise any person or persons to act on behalf the institute and to sign all such documents and to take all such steps as may be necessary in connection with any such proceedings.

- 4.5. The institute is a non-profit association and is not formed and does not exist for the purpose of carrying on any business that has as its objective the acquisition of gain, either by the institute or its individual members.
- 4.6. Notwithstanding paragraph 4.5 above, individual members may, because of the services rendered as individual practitioners, receive honoraria from clients, but the institute does not exist for the purpose of its individual members carrying on any business for gain. No member of the institute shall be obliged to carry on a business for gain or render services for which he receives payment.
- 4.7. The income and assets of the institute shall be applied solely for the promotion of the institute's objectives as recorded in paragraph 5 below, or as may be authorised by special resolution by its members at any duly convened meeting of its members.
- 4.8. No part of the income or assets of the institute shall be paid, directly or indirectly, by way of dividends, donations or otherwise, to any person, unless such payment is in respect of the institute's ordinary day to day obligations or in the course of the undertaking of its objectives or has been authorised by a special resolution of the institute's members at any duly convened meeting of its members.
- 4.9. The institute shall not be entitled to carry on any trading or other profit-making activities or participate in any business, profession or occupation carried on by any of its members. The institute shall further not provide financial assistance or any premises or services or facilities to any of its members for the purpose of carrying on any business, profession or occupation.

5. Mission Statement and Objectives

- 5.1. The institute was formed during 2006 with the following as its main objectives:
 - 5.1.1. to promote greater public and professional awareness of the need for urban design;
 - 5.1.2. to engage with built environment professionals in promoting the aims of urban design;
 - 5.1.3. to support the educational, institutional and professional capacity of its members in the arena of urban design;
 - 5.1.4. to engage and promote, through its members, the conservation, rehabilitation and/or protection of the natural and built environments;
 - 5.1.5. to promote environmental awareness, notably between all members of the built environment professions; and
 - 5.1.6. to provide funds or resources to other institutions to carry out any activity furthering any of the objectives set out in paragraphs 5.1.1 to 5.1.5 above.
- 5.2. Through its voluntary membership, the institute aims to undertake the management of the profession by means of active and rigorous self-regulation.
- 5.3. To further these objectives, the institute and its members shall strive to:
 - 5.3.1. promote excellence in its members' practice of the profession of urban design;
 - 5.3.2. demonstrate that membership of the institute is the best and most appropriate measure of competence for those in the profession and practice of urban design;
 - 5.3.3. promote a greater awareness among government bodies, associated built environment professions, development agents and the public of the benefits of urban design and membership of the institute;
 - 5.3.4. promote urban design as a career path to students and potential students;
 - 5.3.5. build co-operative relationships with associated fields within the built environment, including architecture, landscape architecture, civil engineering, heritage resource management, environmental management and transport planning;

- 5.3.6. maintain a data base of qualified and registered urban designers;
- 5.3.7. develop a system of accreditation for urban designers;
- 5.3.8. develop and enforce a code of conduct for urban designers;
- 5.3.9. advocate and promote urban design activities targeting local authorities, development agencies and the public at large;
- 5.3.10. host debates and discussions on urban design and development challenges;
- 5.3.11. undertake a continuing professional development programme; and
- 5.3.12. support and promote the education and training of urban designers.

6. Powers of the institute

- 6.1. The institute shall have all such powers as may be necessary for the proper attainment of its objectives as set out in paragraph 5 above.
- 6.2. In particular, but without limitation, the institute shall have the following powers:
 - 6.2.1. To maintain a register of its members;
 - 6.2.2. To establish and publish, whether in print or electronically, a newsletter for the benefit of its members and/or interested persons;
 - 6.2.3. To acquire movable and/or immovable property for the advancement of its objectives;
 - 6.2.4. To maintain and improve any of the institute's property;
 - 6.2.5. To mortgage and/or encumber any of the institute's property;
 - 6.2.6. To institute, conduct, defend, compound or abandon any legal proceedings by or against the institute, or otherwise concerning the affairs of the institute;
 - 6.2.7. To open one or more bank account in the institute's name and to draw, accept, endorse, make and/or execute bills of exchange, promissory notes, cheques and/or other negotiable instruments connected with the institute's objectives;
 - 6.2.8. To invest and deal with any money of the institute not immediately required for the attainment of its objectives;
 - 6.2.9. To conclude contracts as may be required to be concluded in order to further the institute's objectives, and to secure the fulfilment of any such contracts;
 - 6.2.10. To borrow or raise money; and/or
 - 6.2.11. To register as a non-profit organisation, to apply for the status of a public benefit organisation and to apply for such tax benefits as may be afforded to organisations of such nature.

7. Membership

7.1. Register of members

- 7.1.1. The institute shall maintain a register of its members.
- 7.1.2. The register of members shall be available to all other members upon written request to the Committee provided that the register of members so provided shall list only the names and surnames of members, and not their addresses or other contact details.
- 7.1.3. The addresses and/or contact details of members may only be divulged by the Committee to other members or third parties after the particular member has consented thereto in writing.

7.2. Qualification

- 7.2.1. Every member, or prospective member, must fall within any of the classes of membership as set out below. No member of the institute shall be obliged to carry on a business for gain or render services for which he receives payment.
- 7.2.2. Applicants for membership of the institute must complete an application form and pay an application fee. The application fee shall be reviewed and adjusted from time to time, and shall be approved by the members at any duly convened meeting of the institute's members.
- 7.2.3. Failure by any new member to pay the application fee shall disqualify such member from being entered onto the register of members.
- 7.2.4. Members must be in good standing. A member shall not be in good standing if they:
 - 7.2.4.1. have failed to pay the annual membership fee by 31st July of the year for which the fee is payable;
 - 7.2.4.2. have failed to comply with the continuing professional development requirements of the institute;
 - 7.2.4.3. have been found guilty of misconduct which justifies disqualification or expulsion of membership to the institute; and/or
 - 7.2.4.4. no longer falls within any of the classes of membership as set out below.

7.3. Classes of membership

- 7.3.1. The institute will have two categories of membership, for practicing and non-practicing members.
- 7.3.2. There shall be the following classes of practicing members:
 - 7.3.2.1. a Senior Professional member - being an urban designer who has qualified as a professional member and has practiced as such for a minimum duration (to be determined by the steering committee from time to time), who has established a reputation for excellence in practice in the field of urban design, and who has had no adverse findings made against them in the disciplinary processes of the institute;
 - 7.3.2.2. a Professional Member - being an urban designer who is recognised by UDISA as competent to provide urban design services independently of oversight by another urban designer;
 - 7.3.2.3. a Candidate Member - being any person who is currently working in the urban design field under the mentorship of a Professional Member;
 - 7.3.2.4. a Life Member - being any practicing member who is recognised by the institute's members as having made an exemplary contribution to field and practice of urban design. A Life Member shall enjoy the privileges of membership without having to pay an application fee or the annual membership fee.
- 7.3.3. There shall be the following classes of non-practicing members:
 - 7.3.3.1. a Student Member - being a person who is a registered student at any post-graduate course that could lead to an urban design qualification that is recognised as such by the institute;
 - 7.3.3.2. an Associate Member (non-practicing) - being any person who is a member of an allied built environment profession, or has a demonstrable interest in

urban design, and does not qualify as a Professional Member, Student Member, or Honorary Member, but who has, in the discretion of the Committee, and subject to such conditions as the Committee may prescribe, been accepted as a member;

- 7.3.3.3. an Honorary Member – being any person who has made an exemplary contribution to the institute, the urban design profession, or society at large, whom the institute wishes to honour.

7.4. Election of members

- 7.4.1. Except in the case of life and honorary members, applications for membership in any category shall be in writing and by completion of an application form. The format of an application form shall be as the Committee may from time to time decide and shall contain such information and particulars, together with such verification thereof, as the Committee may require.
- 7.4.2. The Committee shall have the right to vary or amend the application form, and may prescribe different application forms for different classes of membership.
- 7.4.3. The Committee shall have the right to amend the application requirements for different classes of membership, provided that any amendments of a substantial nature will require to be put to a vote at a meeting of the institute's members.
- 7.4.4. Applicants for membership (except for life and honorary membership) shall be elected by a majority vote of the Committee, or if a Membership Subcommittee has been appointed, then by a majority vote of the Membership Subcommittee. For the purpose of the election of applicants for membership, the quorum of the Committee and/or Membership Subcommittee shall be not less than three Committee members.
- 7.4.5. Should any applicant be inadvertently admitted as a member in any class of membership, the Committee may declare the members' election void, and shall give notice to that effect to the member. Any application or membership fee paid by such applicant shall be refunded. Such applicant shall further cease to be a member in any such class of membership to which the member was inadvertently admitted, and the person's name shall be erased from the register of members.
- 7.4.6. If at any time after the admission of an applicant as member it appears that the person has been admitted under a misrepresentation or mistake as to their true identity or owing to incorrect information provided in their application, the Committee shall have the power to cancel such admission. The person whose admission is cancelled in this matter shall cease to be a member of the institute and the person's name shall be erased from the register of members. The person shall have no claim against the association for damages and/or return of their application or membership fees, but the Committee shall be entitled, without being obliged thereto, to make such ex gratia refund of the application or membership fees as the Committee may consider appropriate.
- 7.4.7. Any applicant whose application for membership has been rejected shall not be entitled to seek election again within one year of the date of such rejection. If, however, at any time after the rejection of an applicant it transpires that such rejection has been made under a misapprehension or mistake as to the persons' identity, or owing to a misapprehension or mistake in respect of any information provided in the application

for membership, the Committee shall be entitled to reconsider such application forthwith.

- 7.4.8. On the admission of an applicant as a member in any of the classes of membership, the Committee shall notify the applicant of their admission and shall further, on application by such member, provide a copy of this constitution, as may be amended from time to time. The Committee shall as soon as possible thereafter enter that member's name onto the register of members.
- 7.4.9. In the case of life and honorary members, nominations to these categories may be made by any member, to be confirmed through election by a majority of members present at a meeting of the institute's members, as contemplated under clause 10.

7.5. Rights of membership

- 7.5.1. Every practicing member, of whatever class, who is in good standing, shall be entitled to:
- 7.5.1.1. attend, speak and vote at any general or special meeting of the institute's members;
 - 7.5.1.2. be elected onto the Committee;
 - 7.5.1.3. receive all notices and general correspondence relating to their membership and membership in general;
 - 7.5.1.4. if sued in their capacity as an official of the institute, to call upon the institute to defend such legal proceedings on their behalf and cover any costs in relation thereto.
- 7.5.2. Every member, whether practicing or non-practicing, who is in good standing, shall be entitled to:
- 7.5.2.1. identify themselves as a member of the institute by use of the antefix initials allocated to the relevant class of membership by the Committee;
 - 7.5.2.2. attend and speak at any general or special meeting of the institute's members;
 - 7.5.2.3. receive any newsletter published by the institute.
- 7.5.3. In addition to the privileges set out above, Senior Professional members shall be entitled to:
- 7.5.3.1. inclusion on a list of recommended practitioners made available to the public by the institute; and
 - 7.5.3.2. the benefits of marketing campaigns by the institute which shall specifically promote the work and status of Senior Professional members.
- 7.5.4. Membership does not give any member of any class a right to any of the monies, property or assets of the institute, but only confers upon such member the privileges of membership.
- 7.5.5. All members of the institute are bound by the terms of this constitution, as may be amended from time to time. No member may or shall be absolved or exempted from the application of this constitution.

7.6. Duration and termination

- 7.6.1. A member's membership shall commence on the day the Committee has notified the applicant of admission.
- 7.6.2. A member's membership shall terminate:

- 7.6.2.1. upon their written resignation;
- 7.6.2.2. upon their death; or
- 7.6.2.3. upon their no longer being in good standing.

7.7. Transfer in class, re-instatement and re-admission

- 7.7.1. The Committee may re-instate a defaulting member on payment of all arrear, application or membership fees, or any other amounts owing to the association, on such conditions as the Committee may deem appropriate.
- 7.7.2. The Committee shall have the power to re-admit a member who, for any reason, has relinquished membership, on such terms and conditions as the Committee may deem appropriate.
- 7.7.3. A member of any class of membership may, on written application to the Committee, apply to be transferred from one class of membership to another. Upon the Committee's written approval of such application, the transfer shall be effective as from the commencement of the institute's next financial year and shall be subject to such terms and conditions as the Committee may deem appropriate.

7.8. Misconduct

- 7.8.1. A member shall be guilty of misconduct if they:
 - 7.8.1.1. breach any of the provisions of this constitution;
 - 7.8.1.2. are found guilty of breaching the institute's Code of Conduct (as may be amended from time to time);
 - 7.8.1.3. fail to pay any money due to the institute after due notice, and, in respect of membership fees, fail to make payment of the annual membership fees by 31st July of the year in question;
 - 7.8.1.4. fail to comply with the continuing professional development requirements of the institute and to submit returns thereon by due date of the year in question;
 - 7.8.1.5. are found guilty of conduct which is offensive to other members, of any class of membership, or to the Committee; or
 - 7.8.1.6. are found guilty of behaving in a manner unbecoming of a member of the institute or of behaving in a manner prejudicial to the interests and/or reputation of the institute or the urban design profession. Such behaviour may be directed at any other member, employee of the institute or any third party.
- 7.8.2. The investigation of any complaint with regards to a member's misconduct shall fall under the auspices of the Ethics Committee.
- 7.8.3. The manner in which the complaint should be made, the procedure to follow thereafter, and the sanctions that may be imposed on a finding of guilt, shall be in accordance with Appendix A hereto.

7.9. Appeal

- 7.9.1. Any member who has been found guilty of any sanctionable conduct in terms of paragraph 7.8 above, shall be entitled to take such a finding on appeal.

7.9.2. The manner in which such appeal should be lodged, the procedure to follow thereafter, the constitution of the Appeal Committee, and the sanctions that may be imposed, shall be in accordance with Appendix A.

8. Fees

- 8.1. The application and annual membership fees for each of the various classes of membership shall be such sums as the Committee may from time to time determine. Such fees shall be approved each year by the members at their annual general meeting.
- 8.2. The Committee shall be entitled but not obliged, in the event of an applicant becoming a member during the course of the year, to charge only a portion of the annual membership fee.
- 8.3. Members shall pay their annual membership fees upfront, and by no later than 31st July of each year, or by such other date as may be determined by the steering committee from time to time.
- 8.4. Any member failing to make payment of the annual membership fees by 31st July shall no longer be in good standing. A member failing to pay the annual membership fees within 30-days of a notice issued to them after 31st July shall be removed from the register of members without the Committee having to refer the matter to a disciplinary hearing as set out in paragraph 7.8 above.

9. Continuing Professional Development

- 9.1. The Committee shall develop a continuing professional development programme, the purpose of which shall be to keep the institute's members abreast of developments in the urban design profession, including if deemed necessary, developments in the other built environment professions.
- 9.2. The Committee shall, from time to time, publish such programme to its members.
- 9.3. The Committee may impose upon members to comply with such programme in such respects as the Committee may deem necessary, and failure by a member to comply may result in that member no longer being in good standing.
- 9.4. The Committee may accredit the continuing development programmes of other built environment professions as equivalent compliance with the institution's own continuing development programme.

10. Meetings of members

10.1. Annual General Meetings

- 10.1.1. The annual general meeting of members of the institute shall be held at such time and place as the Committee may determine, and shall be held as soon as possible after the 1st of March of each year.
- 10.1.2. Notice of the date, time and place of the annual general meeting shall be distributed by the Committee to all members. Such notice may be given by ordinary post or by electronic means and shall be given at least three weeks before the date fixed for the annual general meeting.

- 10.1.3. Failure to notify any member of the annual general meeting shall not in itself invalidate the meeting or the passing of any resolutions thereat.
- 10.1.4. Any member may, by no later than ten days before the date fixed for the annual general meeting, submit with the Committee any matter to be included on the agenda and, if the matter is to be put to a vote, the terms of any resolutions to be proposed at the meeting. Any proposed resolution adding to, appealing or amending any of the terms of this constitution shall be given as provided for in paragraph 13 below.
- 10.1.5. The ordinary business to be included in the agenda for each annual general meeting shall include:
 - 10.1.5.1. confirmation of the minutes of the previous annual general meeting;
 - 10.1.5.2. confirmation of the minutes of any special meeting held since the previous annual general meeting;
 - 10.1.5.3. election of the Committee for a one-year term;
 - 10.1.5.4. confirmation of the institute's financial statements for the preceding financial year;
 - 10.1.5.5. approval of a budget for the upcoming financial year;
 - 10.1.5.6. confirmation of the application fees for each of the classes of practicing and non-practicing membership for that year; and
 - 10.1.5.7. confirmation of the annual membership fees for each of the classes of practicing and non-practicing membership for that year.
- 10.1.6. In addition to the aforesaid, any matter placed on the agenda in accordance with the provisions of paragraph 10.1.4 above shall be discussed.
- 10.1.7. At any meeting of members, the members may nominate and accept life and honorary members to the institute. Once so accepted, the Committee shall enrol the name of such life and honorary members on the register of members.
- 10.1.8. The members may, at any general or special meeting of members, review, approve or amend any decision taken by the Committee. No action taken by the Committee prior to the review or amendment of any decision shall be invalidated by reason of the subsequent review or amendment thereof.

10.2. Special Meetings of members

- 10.2.1. The Committee may at any time call a special meeting of members by giving notice thereof at least three weeks before the date fixed for the holding of such meeting, unless exceptional circumstances require of the Committee to give less than three weeks' notice.
- 10.2.2. Any practicing member may request the Committee to call a special meeting. The Committee shall not be obliged to accede to such a request. However, upon receiving such a request signed by at least five practicing members, the Committee shall be obliged to call a special meeting.
- 10.2.3. The omission to give any member notice of such a special meeting shall not in itself invalidate the holding of the meeting or the passing of any resolution thereat.

10.3. Notice of meetings

- 10.3.1. Written notice of the annual general meeting shall include the agenda of the meeting. Any member may, in addition, request:
- 10.3.1.1. the minutes of the previous annual general meeting;
 - 10.3.1.2. the minutes of any special meeting held since the previous annual general meeting;
 - 10.3.1.3. the institute's financial statements that will be presented for approval; and/or
 - 10.3.1.4. the budget that will be presented for approval.
- 10.3.2. As soon as reasonably possible after the Committee has received notice of any member of a matter to be placed on the agenda and/or any proposed resolution, notice thereof shall be given to the other members.

10.4. Proceedings at meetings

- 10.4.1. The Chairperson of the Committee shall preside at all meetings of members. Should the Chairperson be absent, the Deputy Chairperson shall preside, and should they too be absent, then the members present shall appoint one of them as the chairperson for that meeting.
- 10.4.2. Any resolution circulated to all members of the association and signed by 51% of the practicing members, shall be binding on the institute as if adopted at a duly constituted meeting of members at which a quorum was present. Such resolution shall be noted for record purposes at the following annual general meeting of members.

10.5. Quorum

- 10.5.1. The quorum for the annual general meeting or any special meeting shall be not less than 15% of the total practicing membership of the institute.
- 10.5.2. Any practicing member shall be entitled to provide any other member with a proxy to attend and vote at any meeting of members, subject thereto that no member shall be entitled to attend a meeting of members on behalf of more than two other members. Proxies may not be given to non-members.
- 10.5.3. In the event of there not being a quorum present at any meeting of members, the meeting shall be adjourned for 30 minutes. The members then present at the meeting shall be deemed to be a quorum for the transaction of the business of that meeting.

10.6. Adjournment of meetings

- 10.6.1. The Chairperson at any meeting of members may, with the consent of the majority of the members present, adjourn the meeting to any other place or time as the majority of members have decided.
- 10.6.2. No business shall be transacted at any adjourned meeting other than such business left unfinished at the meeting from which the adjournment took place.

10.7. Voting

- 10.7.1. All practicing members shall be eligible and entitled to vote at any annual or special meeting of members.
- 10.7.2. Each practicing member shall have one vote.
- 10.7.3. Any ordinary resolution shall be adopted by majority vote.
- 10.7.4. Any special resolution shall be decided by not less than 66% of those members present voting in favour of the proposed resolution.
- 10.7.5. A member may be represented at any meetings of members by another member on proxy.
- 10.7.6. Subject to paragraph 11.1.6 below, voting shall take place by a show of hands. If, however, any member present and entitled to vote demand that a vote be taken by ballot, then voting in respect of such issue shall be taken by ballot.
- 10.7.7. The Chairperson at any meeting of members shall have a casting vote. If the Chairperson is absent, then the Deputy Chairperson shall have a casting vote.

11. The Committee

11.1. Election of Committee

- 11.1.1. The Committee shall consist of no less than five persons.
- 11.1.2. Only practicing members of the institute may be appointed to the Committee.
- 11.1.3. The Committee shall be appointed at every annual general meeting.
- 11.1.4. The Committee shall meet as often as would be reasonably required in order to perform their duties but no less than once every three months.
- 11.1.5. Each member of the Committee shall automatically retire on the day of the next annual general meeting following their appointment. Each member of the Committee shall, upon retirement, be eligible for nomination and re-election as a member of the Committee.
- 11.1.6. At the annual general meeting, the voting for the election of members of the Committee shall be by way of a ballot of those members present. Proxy holders must provide their proxies before the meeting starts.

11.2. The Committee's functions

- 11.2.1. The Committee accepts the fiduciary responsibility for the institute.
- 11.2.2. As soon as possible after the election of the Committee, the members of the Committee shall meet and elect from among them the Chairperson, the Deputy Chairperson and the Treasurer.
- 11.2.3. No member may hold the office of Chairperson, Deputy Chairperson and/or Treasurer simultaneously. In addition, the Chairperson, Deputy Chairperson and Treasurer may not be connected persons as defined in the Income Tax Act 58 of 1962 (as may be amended from time to time) or any other legislation that may supercede that Act.
- 11.2.4. No member may hold the office of chairperson for more than three consecutive (one year) terms.

- 11.2.5. In the event of any member of the Committee resigning, the remaining members shall be entitled to nominate a substitute in that person's place. Such substitute need not be approved by a meeting of members.
- 11.2.6. The Chairperson of the institute shall, amongst any such other duties as they may have been given by the Committee, convene the meetings of members and preside at such meetings.
- 11.2.7. The Deputy Chairperson shall perform the Chairperson's functions in the absence of the Chairperson.
- 11.2.8. The Treasurer shall be responsible for the institute's financial affairs, which shall include:
 - 11.2.8.1. the preparation of an annual budget for approval by the members at their annual general meeting; and
 - 11.2.8.2. preparation of the association's financial statements.
- 11.2.9. The Committee shall be entitled to employ auditors and/or bookkeepers to assist with the Treasurer's duties.
- 11.2.10. The Committee shall be responsible for the management of the institute's affairs and to that end shall be vested with such power and authority as may be necessary for the Committee to perform its functions. The Committee shall, however, not have the power or authority to deal with any issues specifically reserved to be dealt with at a general meeting of members. In addition to the general powers and authorities hereby conferred on the Committee, and without in any way limiting its powers or authorities, the Committee shall have the following specific powers:
 - 11.2.10.1. To appoint such agents or persons, permanently or temporarily, to perform such services as the Committee may require to be performed, and to terminate such agents or persons' power or employment;
 - 11.2.10.2. To execute any contracts in the name of the institute;
 - 11.2.10.3. To refer any claim or demand by or against the institute to arbitration;
 - 11.2.10.4. To make or give receipts, releases and other discharges for monies payable to the institute and for the claims and demands of the institute;
 - 11.2.10.5. To appoint any one or more of the members of the Committee to transact on the institute's bank account;
 - 11.2.10.6. To take legal action on the institute's behalf, or to defend any legal proceedings against the institute. The Committee may further appoint or authorise any person or persons to act on behalf the institute and to sign all such documents and to take all such steps as may be necessary in connection with any such legal proceedings;
 - 11.2.10.7. To delegate the election of members to a Membership Subcommittee. If so constituted, the Membership Subcommittee shall consist of not less than three Professional Members, of which at least one must be a member of the Committee, but shall not include the Chairperson; and
 - 11.2.10.8. To appoint the Ethics Committee, which shall consist of not less than three Professional members of the institute drawn from a pool of members who have made themselves available for appointment. The membership of the Ethics Committee shall aim to avoid conflict, reflect a balance of experience(s) and viewpoints, include at least two Senior Professional Members and at least one member that is not also a member of the steering committee. Members of the Ethics Committee shall be

appointed for a period of three years, or such other period as the Committee may from time to time decide.

- 11.2.11. The Committee may form its own rules with regards to the conduct and procedures to be adopted as Committee meetings.
- 11.2.12. The Committee may not make details of the institute's members, other than their names and surnames, available to either other members or any third parties, unless the particular member has consented thereto in writing, and subject to such disclosure obligations as may rest on the Committee in terms of any law.
- 11.2.13. The Committee shall maintain the register of the institute's members.
- 11.2.14. The Committee must determine and publish guidelines for the minimum requirements of continuing professional development by practicing members of the institute.
- 11.2.15. The Committee shall promote and manage the marketing of the urban design profession and especially the work of its Senior Professional members.
- 11.2.16. The committee may identify works in the public interest which it and its members may sponsor or otherwise support.

11.3. Termination of office

- 11.3.1. Any member of the Committee may resign as a member of the Committee.
- 11.3.2. Every member of the Committee shall be deemed to have resigned at the commencement of the annual general meeting following their appointment.
- 11.3.3. Any member of the Committee shall be deemed to have resigned if the member is:
 - 11.3.3.1. found guilty of any criminal offence of which dishonesty is an element; and/or
 - 11.3.3.2. is no longer a member of good standing; and/or
 - 11.3.3.3. is found guilty of misconduct which resulted in their expulsion or termination of their membership.
- 11.3.4. A member of the Committee shall be deemed to have resigned from the Committee if they (without leave of the Committee) are absent for more than three consecutive Committee meetings and a majority of the Committee resolves that they should so resign.

11.4. Meetings of the Committee

- 11.4.1. A quorum for the meetings of the Committee shall be not less than half of the members of the Committee plus one.
- 11.4.2. Any decision by the Committee by way of written communication between themselves, adopted unanimously, shall be regarded as a decision of the Committee at any of its meetings.

11.5. Voting

- 11.5.1. Each member of the Committee shall be entitled to vote at any of the Committee's meetings.
- 11.5.2. All decisions to be taken by the Committee shall be by majority vote.
- 11.5.3. No voting by proxy shall be permitted.
- 11.5.4. Voting shall take place by a show of hands. If, however, any member of the Committee demands that a vote be taken by ballot, then voting in respect of such issue shall be taken by ballot.
- 11.5.5. The Chairperson shall have a casting vote. If the Chairperson is absent, then the Deputy Chairperson shall have a casting vote.
- 11.5.6. The proceedings of the Committee shall be valid notwithstanding any temporary vacancy in the Committee.

12. Financial matters

- 12.1. The financial year of the institute shall end on the 31st of March of each year.
- 12.2. All monies payable to the institute shall be paid into a bank account opened in the name of the institute.

13. Amendments to the Constitution and other matters requiring special resolutions

- 13.1. This constitution may not be amended or repealed, unless supported by a special resolution adopted at a meeting of members.
- 13.2. Every amendment or repeal of any of the terms of this constitution must be preceded by a notice to all the institute's members not less than three weeks before the meeting of members at which the proposed amendment or repeal is to be tabled, providing details of every intended amendment or repeal.
- 13.3. At the meeting of members, the proposed amendments or repeal may be accepted in full or in part.
- 13.4. In addition to the foregoing, the following matters require support by way of a special resolution adopted at a meeting of members:
 - 13.4.1. The application of the institute's income and assets other than for the promotion of the association's objectives as recorded in paragraph 5 above;
 - 13.4.2. Payment of any part of the institute's income or assets, directly or indirectly, by way of dividends, donation or otherwise, to any person other than a creditor of the institute;
 - 13.4.3. The acquisition by the institute of any immovable property;
 - 13.4.4. The incurrence by the institute of any obligation exceeding R 50,000.00 (increased annually at a rate of inflation based on the Consumer Price Index), or such other amount as may from time to time be determined at a general meeting of members;
 - 13.4.5. The institute binding itself as surety or co-principle debtor for the obligations of any third party (whether such third party is a member of the institute or not); and/or
 - 13.4.6. The winding-up or termination of the institute.

14. Indemnity

14.1. Every member of the institute shall be indemnified by the institute against all costs, losses and expenses which the member may incur or become liable for by reason of any act or thing done by them in their capacity as member of the institute, unless such loss or costs have been caused by the member's gross negligence, dishonesty or breach of trust.

15. General

15.1. A copy of this constitution, as it may have been amended, shall be available to every member of the institute, free of charge.

15.2. Any notice to be given in terms of this constitution may be given by electronic means. If a notice given electronically is returned as undeliverable, such notice will be deemed not delivered.

15.3. On dissolution the institute shall transfer its assets, after payment of all its debts and other obligations, to another non-profit organisation with similar or aligned objectives, or any institution, board or body whose sole principal object is the carrying on of a public benefit activity.