

Draft Constitution of World Urban Parks Ltd

(Australia) Corporations Act 2001

Company Limited by Guarantee not having a Share Capital

October 2014

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1. NAME

The name of the Association (a non-for-profit company limited by guarantee) is World Urban Parks Limited; or such other name as the board may approve.

2. DEFINITIONS AND INTERPRETATION

2.1 In this constitution unless the context requires:

Act means the *Corporations Act 2001* as amended from time to time;

Affiliate Member (if used) means a Member of this description as set out in the By-laws and Rules;

Annual General Meeting means the annual general meeting of the Association;

Association means World Urban Parks Limited;

Associate Member means a Member of this description as set out in the By-laws and Rules; (an individual who belongs to a member organisation)

Auditor means the auditor or auditors of the Association;

Board means the board of directors of the Association;

By-Laws and Rules means the by-laws and rules made under the constitution;

Chairperson means the chairperson of the Board;

Council of Trustees means the council established in accordance with clause 32.1;

Director means a person elected or appointed to the Board

Extraordinary Meeting means a meeting of the Members other than an Annual General Meeting;

Financial Year means the period from 1 July in any calendar year to 30 June of the next calendar year and is inclusive of both dates;

Full Member means a Member that is an organisation or individual with voting rights as set out in the By-laws and Rules;

General Meeting means an Annual General Meeting or an Extraordinary Meeting;

Member means an individual or organisation admitted to the Association

Urban Park means an area of outdoor environmental open space, whether natural or landscaped, for recreational, conservation, wildlife habitat, heritage, scientific and/or community use within or serving a metropolitan area;

Recreation means activity done for enjoyment or refreshment, usually when one is not working

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

Representative means a person described in clause 12;

Secretary means any person appointed by the Board to perform the duties of a Secretary of the Association on terms and conditions determined by the Board;

State means the country where the World Urban Parks Organisation is registered

Vice Chairperson means the vice chairperson of the Board.

2.2 In this constitution, unless the context requires otherwise:

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

2.2.1 a statute includes regulations under it and consolidations, amendments, re-enactments or replacement of any of them;

2.2.2 this or any other document includes the document as varied or replaced regardless of any change in the identity of the parties;

2.2.3 a clause, schedule or appendix is a reference to a clause, schedule or appendix in or to this constitution;

2.2.4 a word or phrase that is defined has the corresponding meaning in its other grammatical forms;

2.2.5 writing includes all modes of representing or reproducing words in a legible, permanent and visible form;

2.2.6 the singular includes the plural and vice versa;

2.2.7 a gender includes all other genders;

2.2.8 a reference to time means a reference to the (Australian Eastern) Standard Time;

2.2.9 headings and sub-headings are inserted for ease of reference only and do not affect the interpretation of this constitution; and

2.2.10 a word or phrase that is defined in the Act has the same meaning in this constitution.

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

3. OBJECTS

The objects of the Association are to be the international peak body for urban parks, open space and recreation in accordance with the following Vision, Mission, Goals and Objectives.

3.1 Vision: A World where people value and have easy access to quality urban parks, open space and recreation.

3.2 Mission: To promote and support the provision, effective management and use of urban parks, open space and recreation world-wide as an integral contribution to healthy communities connected to the natural world.

3.3 Goals. Four long-range goals represent the outcomes that World Urban Parks seeks to achieve over time.

3.3.0 Park Networks

Comprehensive and well managed urban parks and city open space networks improving the quality of life for urban dwellers and protecting natural and cultural values within the broader landscape

3.3.1 Park, Open Space and Recreation Benefits.

The economic, environmental, cultural and social values of urban parks, open space and recreation are well understood and supported across the world by communities and their governments.

3.3.2 People Networks

Urban park, open space and recreation managers and stewards are well connected with ready access to quality information and training to enhance their effectiveness.

3.3.3 Global Voice

World Urban Parks is recognized as the global unified voice for urban parks, city open space and recreation.

3.4 Objectives. The Objectives are what the organisation will do in the short to medium term to advance towards achieving its long-term goals and fulfilling its Mission. The Business Plan will be framed around achieving these Objectives.

3.4.1 Build credibility as a knowledgeable and respected organisation able to provide policy advice to Governments and high level decision makers across the

world.

- 3.4.2 Help governments, organisations and the community at all levels to plan, manage and use urban parks, open space and recreation through advocacy and provision of strategic advice.
- 3.4.3 Strengthen capacity and effectiveness of urban park, open space and recreation managers and stewards through the provision of guidance, tools and knowledge, and providing recognition through accreditation.
- 3.4.4 Consolidate and share knowledge to promote good practice, establish international standards and good practice, resolve issues, and to demonstrate and communicate all the values of urban parks, open space and recreation.
- 3.4.5 Support urban park and recreation national associations (and facilitate new associations where none exist) - connecting groups, organisations and individuals through national and international networking and advocacy.
- 3.4.6 Develop partnerships and alliances with key sectors and organisations that benefit from the existence of urban parks, open space and recreation.
- 3.4.7 Promote research into the social, cultural, health, environmental and economic values of parks, open space and recreation.
- 3.4.8 Provide easy access to accumulated knowledge in readily understandable terms.
- 3.4.9 Increase investment in urban parks by informing public, private and philanthropic sectors of the essential contribution of parks, open space and recreation to healthy communities and ecosystems.
- 3.4.10 Exercise excellent governance and administration.

4. POWERS

- 4.1. The Association may exercise all powers, rights and privileges as a natural person may do or exercise and the powers of a company limited by under the Act, for the purpose of furthering the objects set out in clause 3.

5. NO PROFITS FOR MEMBERS

- 5.1 The income and property of the Association must be applied solely towards the promotion of the objects of the Association as set out in this constitution.

- 5.2** No income or property of the Association may be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, to any Member or director.
- 5.3** Except as provided in clauses 5.4 and 5.5, nothing in this clause 5 prevents the payment in good faith of:
- 5.3.1 Remuneration to any Member, officer or employee of the Association for any services rendered to the Association or for goods supplied in the ordinary course of business;
 - 5.3.2 Interest on money borrowed from any Members;
 - 5.3.3 Reasonable rent for premises let by any Member; or
 - 5.3.4 The Association from providing services or information to the Members on terms which are different from the terms under which services or information are provided to persons who are not Members.
- 5.4** The Association must not make any payment to a director for services rendered by that director to the Association unless the provision of those services has the prior written consent of the Board, the amount payable is approved by a resolution of the Board and is on reasonable commercial terms.
- 5.5** The Association must not make any payment to an employee of the Association in return for any services rendered by that employee to the Association unless the terms of that employment have first been approved by a resolution of the Board.
- 5.6** If desired the Association may register a separate trading company for the purposes of commercial activity associated with the objects of the Association.

6. CATEGORIES OF MEMBERSHIP

The Association has the following categories of membership:

- 6.1 Full Member, either as a national peak park/professional association; Park/city agency; regional/community organisation; university/ research institute, business, or individual;
- 6.2 Affiliate Member; being individuals who are part of member organisations and by virtue of their organisation's membership, have entitlements to certain products and services of, and participation in the activities of the Association;

7. FULL MEMBER

7.1 Full member Sub categories:

- 7.1.0 National peak park/professional associations: Only organisations considered by the board to represent urban park organisations and/or

professionals engaged in some aspect of urban park planning and management are eligible to apply to become a full member

7.1.1 Park/City agencies: Only organisations considered by the Board to have management and/or planning responsibilities for urban parks or city open spaces are eligible to apply to become a Full Member.

7.1.2 Businesses/ philanthropic organisations: Only businesses and philanthropic organisations considered by the board to be engaged in commercial activities related to urban parks/city open space planning, management and services, or that demonstrate a commitment to environmental, community or related outcomes, are eligible to apply to become a full member

7.1.3 Regional/Community organisations: Only organisations considered by the board to represent the wider community of urban park users/volunteers/activists or urban park-related outcomes, are eligible to apply to become a full member

7.1.4 Universities/ Research Institutes: Only organisations considered by the board to be significantly engaged in research related to urban parks and city open space and related outcomes are eligible to apply to become a full member

7.1.5 Individuals: Those people considered by the board to have a relevant interest in urban park, and city open space planning, management and related services are eligible to apply to become a full member

7.2 Full member Voting Eligibility

7.2.0 Full organisational members (7.1.0 - 7.1.4) have one vote at any election or General Meeting via their representative;

7.2.1 Full Individual members are entitled to be given notice of and attend any General Meeting, can vote on agenda items at AGMS, but can only vote for the election of individuals seeking a board position as a regional Chair.

7.2.3 Full members can self-nominate or nominate other Full members for election to the board of directors

8. ASSOCIATE MEMBER

8.1 Associate members are Individual members or employees of organisations that have been accepted as Full Members of the World Urban Parks Association, or individuals or groups that the board may choose to admit to affiliate membership from time to time. An Associate Member:

8.1.0 Is entitled to receive such communications and publications, participation in activities, discounts and any other benefits as the Board may determine from time to time.

- 8.1.1 Has no voting rights and is not eligible to be nominated as a Director and serve as chair of committees and commissions

9. MEMBERSHIP FEE

Except as provided in clause 11.2, the annual membership fee to be paid by each Member will become due on the first day of each Financial Year and must be paid within two months of the due date or by such other date as decided by the Board from time to time.

10. REGISTER

10.1 Register of Members

The Association must establish and maintain the Register in accordance with the Act and otherwise as the Board determines.

10.2 Disputes

Any dispute that arises in relation to the Register must be referred to the Board, whose decision will be final and binding on all Members.

11. APPLICATION AND ADMISSION TO MEMBERSHIP

11.1 An organisation or an individual, which is eligible for admission as a Member, must submit an application. The application must:

11.1.0 be made in writing and signed by a duly authorised officer of the applicant organisation, or the person nominated as an individual;

11.1.1 be in such form as the Board from time to time prescribes; and

11.1.2 nominate its Representative when an organisation.

11.2 The Board will establish membership selection criteria and delegate the Executive Officer to assess the application promptly after the receipt of the application. If the application does not meet the eligibility criteria it will be referred to the Board for consideration. The Board is not required to give any reason for the rejection of an application.

11.3 If the Board rejects an application for membership, the Board will promptly notify the applicant in writing.

11.4 If an applicant for membership is accepted, the Executive Officer will promptly notify the applicant in writing and enter its name, address, membership category and sub-category and details of its Representative in the Register. The Member will then be sent an invoice for Membership fees.

11.5 An applicant will not become a Member until Membership fees are received in full and its details are entered in the Register.

12. REPRESENTATIVE

- 12.1 Each Member and applicant for membership, unless an applicant as an individual member, must appoint as its Representative a natural person who is a current employee of that organisation.
- 12.2 The name and address of the Representative will be entered in the Register.
- 12.3 The appointment must set out what the Representative is empowered to do and may set out restrictions on the Representative's powers. If the appointment is made by reference to a position held, the appointment must identify the position. Unless otherwise specified, the Representative may exercise on the Member's behalf all the powers that the Member could exercise at a meeting or in voting or in relation to a resolution.
- 12.4 A Member may remove and replace a Representative by giving written notice to the Board in a form approved by the Board.

13. LIABILITY OF MEMBERS

- 13.1 The liability of a member is limited to the amount specified in clause 13.3.
- 13.2 Each Member undertakes to contribute to the assets of the Association, if it is wound up:
 - 13.2.0 while that person is a Member; or
 - 13.2.1 within one year after that person ceases to be a Member,for payment of the debts and liabilities of the Association contracted before that person ceases to be a Member, for the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves.
- 13.3 The amount to be contributed by any Member will not exceed fifty dollars.

14. CESSATION OF MEMBERSHIP

- 14.1 The membership of any Member ceases if:
 - 14.1.0 the Association receives written notice from the Member resigning from membership of the Association;
 - 14.1.1 the Member organisation ceases to exist as an entity; or
 - 14.1.2 the Member is expelled in accordance with clause 15.
- 14.2 The name of any organisation ceasing to be a Member must be removed from the Register forthwith.
- 14.3 Despite cessation of membership, the former Member remains liable for:
 - 14.3.0 any moneys which may be owing to the Association; and

14.3.1 in the case of the Association being wound up within one year of the date on which the organisation's membership ceases, the relevant contribution under clause 13.

14.4 Termination of membership does not entitle a Member to any refund of all or part of any membership fee whether an initial membership fee or an annual membership fee.

15. DISCIPLINARY ACTION AND EXPULSION

15.1 Resolution

15.1.0 Subject to clause 15.2, the Board may by a resolution of at least 75% of votes of the full Board, expel a Member or implement appropriate disciplinary action if the Member:

15.1.0.1 refuses or neglects to comply with the provisions of this constitution or any applicable rules or regulations made by the Board;

15.1.0.2 engages in conduct which in the opinion of the directors is unbecoming of the Member or prejudicial to the interests of the Association;

15.1.0.3 fails to pay any debt due to the Association for a period of three months after the due date for payment.

15.1.1 No director nominated by the Member which is the subject of a resolution under clause 15.1.0 may vote on that resolution.

15.2 Notice

15.2.0 At least one month before the meeting of the Board at which a resolution referred to in clause 15.1.0 is considered, the Member must be:

15.2.0.1 served notice of the meeting including the particulars of the alleged act, omission or conduct complained of and the intended resolution; and

15.2.0.2 given the opportunity to present in writing or orally or both at the meeting and before the passage of the resolution any explanation the Member thinks fit

and the Board will take the explanation into consideration.

15.2.1 The Board will serve the Member with notice of any Board resolution made at the above meeting. If the Board resolves to expel the Member, the Member will cease to be a Member on the service of such notice.

15.3 Removal from the Register

- 15.3.0 Where a Member is expelled from the Association, that Member's name must be removed from the Register on the service of the expulsion notice.
- 15.3.1 Upon removal of that Member's name from the Register:
 - 15.3.1.1 the Member will forfeit all rights and privileges attaching to membership and all rights which the Member may have had against the Association arising out of the membership; and
 - 15.3.1.2 the Association will have no liability to such Member in respect of the removal from the Register.

16. GENERAL MEETINGS

16.1 Annual General Meetings

The Association must hold:

- 16.1.0 its first Annual General Meeting within eighteen months of incorporation; and
- 16.1.1 an Annual General Meeting each year thereafter within five months of the end of the financial year

at such time and place as the Board thinks fit.

16.2 Extraordinary Meetings

The Board may call an Extraordinary Meeting at such time and place as the Board thinks fit. Members may call an Extraordinary Meeting but only in accordance with the Act.

16.3 Notice of Meeting

Subject to the provisions of the Act relating to special resolutions and agreements for shorter notice, the Board must give at least twenty-one days' notice of a General Meeting (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) to the Members, the directors and the Auditor specifying:

- 16.3.0 the place, day and hour of meeting (and if the meeting is to be held in two or more places, or by electronic means, the technology that will be used to facilitate this);
- 16.3.1 the general nature of the meeting's business;
- 16.3.2 the details of any special resolutions to be proposed at the meeting;
- 16.3.3 that a Member is entitled to appoint a proxy;
- 16.3.4 that the proxy needs to be a Representative or an employee of a Member, unless an individual member

17. PROCEEDINGS AT GENERAL MEETINGS

17.1 Business

With the exception of the consideration at the Annual General Meeting of the annual financial report, directors' report, the auditor's report, the appointment of the Auditor and the fixing of the Auditor's remuneration, all businesses conducted at a General Meeting will be special business.

17.2 Quorum

17.2.0 No business may be transacted at any General Meeting unless a quorum of Members is present. Eight Full Members present by Representative or proxy, will be a quorum.

17.2.1 If within thirty minutes from the time appointed for the meeting a quorum is not present, the meeting will be dissolved, if convened upon the requisition of Full Members. In any other case it will stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine. If at the adjourned meeting a quorum is not present within thirty minutes from the time appointed for the meeting, the Full Members present by Representative or proxy will be a quorum.

17.3 Chairperson

17.3.0 The Chairperson will preside as chairperson at every General Meeting, or if there is no Chairperson, or if he or she is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice Chairperson will preside. If neither the Chairperson nor the Vice Chairperson is present or willing to preside, the Full Members present will elect a director to preside. If no director is present or if all directors present decline to preside, then those Full Members present will elect a Representative of a Full Member present to preside as chairperson.

17.3.1 The chairperson may, with the consent of any General Meeting at which a quorum is present (and will if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business will be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place. When a General Meeting is adjourned for one month or more, notice of the adjourned meeting must be given as in the case of an original meeting. Otherwise, it will not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.

17.3.2 At any General Meeting a resolution put to the vote of the meeting will be decided on a show of hands unless a poll (before or on the declaration of the result of the show of hands) is demanded:

- 17.3.2.1 by the chairperson of the meeting; or
- 17.3.2.2 by at least one Full Member present by Representative or proxy.
- 17.3.3 The demand for a poll may be withdrawn.
- 17.3.4 Unless a poll is so demanded, a declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect made in the book containing the minutes of the proceedings of the Association, will be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 17.3.5 If a poll is duly demanded, it must be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairperson directs. A poll demanded on the election of a chairperson or on a question of adjournment will be taken immediately. The result of the poll must be the resolution of the meeting at which the poll was demanded.
- 17.3.6 In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded will be entitled to a second or casting vote.

18. PROXIES

- 18.1 A Full Member may appoint a natural person to exercise the Member's rights as a proxy at a General Meeting and may, in the case of a Member with voting rights, instruct the proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as he or she thinks fit. A proxy will be deemed to confer authority to demand or join in demanding a poll. Unless the contrary is stated on it, an instrument appointing a proxy is valid for any adjournment of the meeting to which it relates.
- 18.2 A proxy must be a Representative or an employee of a Full Member, but not necessarily of the Member appointing the proxy.
- 18.3 The Association must receive the instrument appointing a proxy (and an original or certified copy of the power of attorney or other authority, if any, under which it is signed) at either:
 - 18.3.0 the registered office of the Association;
 - 18.3.1 a fax number of the registered office of the Association; or
 - 18.3.2 at such other place as is specified for that purpose in the notice convening the meeting

not less than forty-eight hours before the time for holding the meeting or adjourned meeting or poll at which the person named in the instrument is to vote.

- 18.4 The appointment of a proxy may be a standing one.
- 18.5 A vote given in accordance with the terms of an instrument of proxy will be valid despite the previous death or unsoundness of mind of the principal or revocation of the instrument, if no notice in writing of such death, unsoundness of mind or revocation has been received by the Association at the registered office by 5.00pm on the day before the meeting or adjourned meeting at which the instrument is used.

19. BOARD AND EXECUTIVE

- 19.1 The Board will comprise up to 23 voting elected directors as shown below:
- 4-5 members elected from National park/recreation/professional associations
 - 4-6 members elected from urban park/recreation/city agencies
 - 2-3 members elected from businesses/philanthropic Organisations
 - 1 member elected from regional/community organisations
 - 1 member elected from university/research institutes
 - 3-4 chairs of Regional Committees elected from each region
- 19.2 The board may also comprise 1 to 3 voting directors appointed by the board, as shown below:
- One young professional and up to two further skills-based members.
- 19.3 The executive of the Board will consist of the Chairperson, the Vice Chairperson and one other director.
- 19.4 A director will hold office as a member of the executive from the date of election to that office until the end of the next Annual General Meeting.
- 19.5 The directors will elect from among their number:
- 19.4.1 the Chairperson, the Vice Chairperson and one other Director to serve on the Executive at the first Board meeting following incorporation; and thereafter Executive positions shall be subject to an annual election, to be held at the first Board meeting following or immediately prior to the Annual General Meeting.
- 19.4.2 any casual vacancy on the Executive (a vacancy which arises between Annual General Meetings) shall be filled by appointment by the Board.

20. FIRST DIRECTORS

- 20.1 The first directors are:
 - 20.1.0 the persons specified in the application to register the Association lodged under section 117 of the Act and who have consented to become directors; and
 - 20.1.1 any person appointed by a resolution of the Board prior to the first election of directors in accordance with clause 21.2.0.
- 20.2 First directors will comprise the membership categories in Clause 19 excepting that 4-6 national peak park/professional associations, 6-8 urban park/ city agencies, and 2-4 business/ philanthropic organisations are eligible for first directors.
- 20.3 The first directors will hold office until the end of the first Annual General Meeting, at which time each such director will retire but will be eligible for re-election.

21. ELECTION OF DIRECTORS

- 21.1 Eligibility for Election as Director

No person may be elected or appointed as a director or continue in such office unless the person is a Representative of a Full Member or an individual member
- 21.2 Term of Appointment and Retirement
 - 21.2.0 The directors shall hold office for 3 years and shall automatically retire at the annual general meeting held 3 years following their appointment
 - 21.2.1 All retiring directors are eligible for re-appointment or re-election, as the case may be, but shall not be eligible for re-appointment or re-election or nomination if they have served 6 consecutive years, except where the Board has the right to reappoint beyond 6 years as required.
 - 21.2.2 Retiring directors should notify the Board of their intention to retire, 100 days prior to the Annual General Meeting.
- 21.3 Nominations for Election
 - 21.3.0 An election will be held for so many directors as there are vacancies created each year.
 - 21.3.1 At least 90 days prior to the Annual General Meeting, the Board will notify each Member eligible to vote if an election for one or more directors is to be held and will call for nominations of candidates for election.

- 21.3.2 A nomination for election must be made in writing, signed by the Representative who is the candidate, the Full Member nominating its Representative as the candidate and a Full Member seconding the nomination.
 - 21.3.3 A candidate may submit to the Secretary a statement not exceeding 200 words which may include a policy statement, a brief curriculum vitae, a list of offices and positions currently or previously held by the candidate and a photograph of the candidate. The Secretary will include with the ballot paper issued to each Member eligible to vote a copy of each such statement.
 - 21.3.4 The nomination for election as a director must be lodged with the Secretary not later than 5.00pm at least 60 days (or such lesser time as the Board thinks fit) prior to the Annual General Meeting at which the candidate seeks election.
- 21.4 Conduct of Elections
- 21.4.0 If the number of candidates is either less than or equal to the number of vacancies on the Board, then the chairperson of the Annual General Meeting will declare those candidates to be duly elected as directors.
 - 21.4.1 If the number of candidates for election exceeds the number of vacancies on the Board, then the Board will conduct a ballot for the election of directors.
 - 21.4.2 Balloting lists will be prepared containing the names of the candidates for each category of membership.
 - 21.4.3 Each Full Member is entitled to vote for up to three candidates in each category, listing an order of preference. The first choice will attract 3 votes, the second two votes and the third one vote.
 - 21.4.4 The chairperson of the Annual General Meeting will declare elected as directors those candidates who have received the greatest number of votes for the available vacancies in each category of membership. In the case of an equality of votes, the chairperson of the Annual General Meeting will have a casting vote or votes to ensure the election of not more than one director to fill each vacancy.

22. CASUAL VACANCIES

- 22.1 If there are not a sufficient number of candidates nominated to fill the number of vacancies on the Board, then the Board may appoint eligible Representatives to fill those vacancies, provided they are within the same category of membership.
- 22.2 The Board may appoint any eligible Representative either to fill a casual vacancy or as an addition to the existing directors, provided that the total number of directors does not at any time exceed the number fixed in accordance with this

constitution. Any person so appointed will hold office until the next Annual General Meeting.

23. VACATION OF OFFICE OF DIRECTOR

The office of a director will become vacant if:

- 23.1 the director ceases to be the Representative of a Full Member;
- 23.2 the director ceases to be a director due to the operation of the Act;
- 23.3 the director becomes bankrupt or makes any arrangement or composition with the creditors of the director generally;
- 23.4 the director is prohibited from being a director of a company by reason of any order made under the Act;
- 23.5 the director becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- 23.6 the director resigns office by notice in writing to the Association; or
- 23.7 the director is absent without leave of the Board from three consecutive meetings of the Board.

24. POWERS AND DUTIES OF THE BOARD

- 24.1 The control and direction of the Association and the management of its property is vested in the Board.
- 24.2 Any By-law and Rule made by the Board may be disallowed by the Association in General Meeting. No resolution made by the Association in General Meeting will invalidate any prior By-Law and Rule made by the Board which would have been valid if that resolution had not been passed or made.

25. BORROWING

The Board may raise money in any manner it thinks fit including the borrowing of money on the security of the Association's assets and the issuing of a security for any other purpose.

26. INVESTMENT

The Board may invest funds of the Association in any manner and for any period as it thinks fit.

27. NEGOTIABLE INSTRUMENTS

All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Association, must be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two directors or in such other manner as the directors from time to time determine.

28. REIMBURSEMENT OF EXPENSES

The Board may authorise the payment of expenses incurred by any director, Representative or Member in connection with the performance of their duties to the Association.

29. FEES IMPOSED BY THE ASSOCIATION

29.1 Determination of Fees

The Board may prescribe:

29.1.0 the annual cost payable by each member, depending upon the size of the organisation as set out in the fees schedule to be approved by the board each year, by way of membership fees and such other fees as the Board thinks fit; and

29.1.1 when and in what circumstances these fees are payable.

29.2 Notice of Fees

The Board must give Members not less than one month's notice of any increase in the fees payable under clause 29.1.

30. PROCEEDINGS OF THE BOARD

30.1 General

30.1.0 The Chairperson will be chairperson of the Association.

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

30.1.2 The Board must meet at least four times a year.

30.1.3 A director may at any time, and the Secretary must on the requisition of a director, summon a meeting of the directors.

30.1.4 The accidental omission to give notice of a meeting to, or the non-receipt of a notice of meeting by a director will not invalidate a Board meeting.

30.1.5 Except as provided otherwise in this constitution, questions arising at any meeting of the Board will be decided by a majority of votes and each director will have one vote. In case of an equality of votes, the chairperson of the meeting will have a second or casting vote.

30.1.6 A quorum for meetings of the Board is half plus one of the directors, or if the number of directors is not a multiple of two, then the odd number nearest to and greater than half the directors.

30.1.7 Where the number of directors becomes less than the minimum required by clause 19.1, then the continuing directors may only act so

as to increase the number of the directors to the minimum required or to call a General Meeting.

30.1.8 The Chairperson will preside as chairperson at every meeting of the Board, or if there is no chairperson of the Board, or if he or she is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice Chairperson will chair the Board meeting. If neither the Chairperson nor Vice Chairperson is present, or being present is unwilling to act, then the other directors present will elect one of their number to be chairperson of the Board meeting.

30.2 Use of Technology in Conferencing

30.2.0 Without limiting the discretion of the Board to regulate its meetings, the Board may, if it thinks fit, confer by radio, telephone, facsimile, computer, Internet, closed circuit television or other electronic means of audio or audio-visual communication. A resolution passed by such a conference will, notwithstanding that the directors are not present together in one place at the time of the conference, be deemed to have been passed at a meeting of the Board held on the day and at the time that conference was held.

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

30.3 Circular Resolution

30.3.0 If a majority of 75% or over of Directors have signed a document containing a statement that they are in favour of (or against), a resolution in those terms will be deemed to have been passed (or rejected) at a meeting of the Board held on the day on which the resolution was signed and at that time at which the document was last signed by a Director. If the Directors signed the document on different days, the resolution in those terms will be deemed to have been passed (or rejected) on the day and time at which the document was last signed by a Director.

If the vote for or against the resolution by a majority of Directors is less than 75%, the resolution is to be discussed at a meeting of the Board to ensure democratic and fair debate on the issue. This meeting may take place by telephone or other means which the Board sees fit, as outlined in section 30.2 of this constitution.

30.3.1 Any such resolution in writing 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 Association.

30.3.2 A reference in clause **Error! Reference source not found.** to all directors does not include a reference to a director who, at a meeting of directors, would not be entitled to vote on the resolution.

30.4 Delegation by the Board

30.4.0 The Board may delegate any of its powers to individual directors, Members, Representatives, sub-committees consisting of such directors, staff and/or other persons as it thinks fit. Any individual so delegated and sub-committee so formed will, in the exercise of the powers so delegated, conform to any direction that may be imposed by the Board.

30.4.1 The meetings and proceedings of any sub-committee will be governed by the provisions of this constitution for regulating the meetings and proceedings of the Board so far as applicable and so far as those provisions are not superseded by any other direction by the Board.

30.5 Defects in Appointment

An act done in good faith at any meeting of the Board or of a sub-committee of the Board or by any person acting as a director or as a delegate of the Board will not be invalidated by reason of some defect in the election, appointment or tenure of any such director or person acting in the position described, or the disqualification of any of them.

31. MINUTES

31.1 Minutes to be kept

The Board must cause:

31.1.0 proper minutes to be made of the proceedings and resolutions of all meetings of the Association, the Board and committees formed by the Board;

31.1.1 the minutes to be circulated to all directors for comment and then entered in books kept for that purpose; and

31.1.2 the minutes to be signed by the chairperson of the meeting or the chairperson of the next meeting.

31.2 Evidence of proceedings and resolutions

A minute that is recorded and signed in accordance with clause 31.1 is evidence of the proceeding or resolution to which it relates, unless the contrary is proved.

32. COUNCIL OF TRUSTEES

32.1 The Board may by resolution establish a council of trustees to provide industry leadership, guidance, mentoring and to act as ambassadors for the Urban Parks industry.

32.2 The Board may determine the detailed terms of reference of the Council of Trustees, the term of appointment of trustees and appoint such individuals

connected with the Association or otherwise as the Board thinks fit to the Council of Trustees.

- 32.3 Any such Council of Trustees may be authorised by resolution of the Board to advise the Board on matters specified in the resolution or to undertake such tasks as are identified in the resolution and will be subject to such reporting requirements to the Board as the resolution specifies.

33. SECRETARIAT

- 33.1 The Board may appoint a chief executive officer and such other persons the Board thinks fit for such term, at such remuneration and upon such conditions to perform leadership and secretariat roles and other functions for the Association as the Board determines. Any person so appointed may be removed by the Board.
- 33.2 The Board may appoint an executive officer appointed under clause 33.1 as an additional Secretary for the purposes of the Act.

34. ACCOUNTS

34.1 Books of Account to be Kept

The Board will cause to be kept proper books of account in which will be kept true and complete accounts of the affairs and transactions of the Association. Proper books will not be deemed to be kept unless the books give a true and fair view of the state of the Association's affairs and explain its transactions.

34.2 Location of Books of Account

The books of account will be kept at the registered office of the Association or place or places as the Board thinks fit and will be open to the inspection of the directors during usual business hours. Except as provided by law or as determined by the Board from time to time, no Member will have any right to inspect the books of account.

35. AUDIT

- 35.1 A properly qualified Auditor must be appointed and the remuneration of that person fixed and duties regulated in accordance with the Act.
- 35.2 At least once every year, the Association's financial records must be examined by the Auditor who must report to the Members in accordance with the Act.

36. PUBLIC FUND

36.1 Establishment of the Public Fund

The World Urban Parks Association will establish and maintain a public fund, to be called the "Urban Parks Public Fund", for the specific purpose of supporting the objectives/purposes of Association. The fund is established to receive all gifts of money or property for this purpose, and any money received because of such gifts must be credited to its bank account. The fund must not receive any

other money or property into its account and it must comply with subdivision 30-E of the Income Tax Assessment Act 1997.

36.2 Not-for-Profit

The income and property of the organisation shall be used and applied solely in promotion of its objectives and no portion shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or by way of profit to members, directors, or trustees of the organisation.

36.3 Conduit Policy

Any allocation of funds or property to other persons or organisations will be made in accordance with the established purposes of the organisation and not be influenced by the preference of the donor.

36.4 Winding-up

In case of the winding-up of the fund, any surplus assets are to be transferred to another fund with similar objectives that is on the Register of Environmental Organisations.

36.5 Public Fund Rules

The public fund will contain the following rules:

- (a) The objective of the fund is to support the organisation's purposes.
- (b) Members of the public are to be invited to make gifts of money or property to the fund for the environmental purposes of the organisation.
- (c) Money from interest on donations, income derived from donated property, and money from the realisation of such property is to be deposited into the fund.
- (d) A separate bank account is to be opened to deposit money donated to the fund, including interest accruing thereon, and gifts to it are to be kept separate from other funds of the organisation.
- (e) Receipts are to be issued in the name of the fund and proper accounting records and procedures are to be kept and used for the fund.
- (f) The fund will be operated on a not-for-profit basis.
- (g) A committee of management of no fewer than three persons will administer the fund. The committee will be appointed by a general meeting of the organisation and be Australian citizens who are living permanently in Australia. A majority of the members of the committee are required to be 'responsible persons' as defined by the Guidelines to the Register of Environmental Organisations.

37. INDEMNITY

37.1 Definition of Liability and Officer

37.1.0 In this clause 36:

37.1.0.1 **Liability** means costs, losses, liabilities and expenses; and

37.1.0.2 **Officer** means a director, secretary or other officer of the Association and includes a former Officer but does not include an Auditor or agent of the Association.

37.2 Indemnity of Officers

Every Officer must be indemnified out of the assets of the Association against any Liability incurred by that Officer in the person's capacity as an Officer by reason of any act or thing done or omitted to be done by that person in that capacity or in any way in the discharge of that person's duties or by reason of or relating to the person's status as an Officer, but excluding any Liability from or against which the Association is not permitted by the Act to exempt or indemnify the Officer.

37.3 Indemnity for Proceedings

Without limiting clause 37.2, every Officer must be indemnified out of the assets of the Association 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 but excluding any Liability from or against which the Association is not permitted by the Act to exempt or indemnify the Officer.

37.4 Insurance

To the extent permitted by the Act, the Association may pay, or agree to pay, a premium in respect of a contract insuring an Officer against:

37.4.0 any Liability incurred by that person in their capacity as an Officer; and

37.4.1 any Liability incurred by that person in their capacity as an Officer in defending proceedings, whether civil or criminal and whatever their outcome.

38. NOTICES

38.1 The Association may serve notice on any Member:

38.1.0 personally;

38.1.1 by sending it through the ordinary post to the address of the Member shown in the Register;

38.1.2 by leaving it at the address of the Member shown in the Register in an envelope addressed to the Member; or

38.1.3 by sending it to the fax number or electronic address (if any) nominated by the Member.

- 38.2 A notice of meeting sent by fax or other electronic means is taken to be served on the business day after it is sent. Any notice sent by post is taken to be served three days after it was posted. In proving such service it is sufficient to prove that the envelope containing the notice was properly addressed and deposited as a pre-paid letter at the post office or in some postal receptacle.
- 38.3 A certificate in writing signed by the Secretary or any officer of the Association that the envelope containing the notice was properly stamped, addressed and posted will be conclusive evidence of the service of such notice.

39. WINDING-UP

- 39.1 Members have no right to any surplus assets remaining after the completion of the winding up or dissolution of the Association. Any surplus assets must be given or transferred to one or more institutions having:
- 39.1.0 objects similar to the objects of the Association or failing that, objects concerned with the promotion of the environment; and
- 39.1.1 a constitution that prohibits the distribution of its income and property among its members to an extent at least as great as imposed on the Association under to clause 5 of this constitution.
- 39.2 At or before the completion of the winding up or dissolution of the association, the Members must decide which one or more institutions is to receive the surplus assets of the Association. In default of any decision by the Members, the Supreme Court of New South Wales may decide which one or more institutions is to receive the surplus assets.

40. AMENDMENTS TO CONSTITUTION

This constitution may be amended in accordance with the Act.