

10<sup>th</sup> November 2023

## Commonwealth Association of Planners

# CONSTITUTION

### 1. NAME

The name of the Association is the Commonwealth Association of Planners.

### 2. INTERPRETATION

In these Articles –

“Alternate Representative” means a person appointed by a member organisation to take the place of the Representative in the event that the Representative is unable to attend a meeting of the Assembly or General Assembly, pursuant to Article 5.1(e) and (f).

“Assembly” means the governing body of the Commonwealth Association of Planners, comprising the appointed Representatives in accordance with Articles 5.1 and 5.2

“Association” means the Commonwealth Association of Planners as established by this Constitution.

“Board” means the Board of Trustees for the Association, as established by the General Assembly, pursuant to Article 5.1(c) and in accordance with Article 5.3.

“Board Trustee” means an individual elected to the Board, responsible for the general control and management of the administration of the Association in accordance with Article 5.6.

“Committee” means a formal body established to assist the Board in the performance of its required duties in accordance with Article 5.3(f).

“Commonwealth” means any country recognised as a member of the Commonwealth by the Commonwealth Secretariat.

“Eligible Voter” means the accredited Representative or Alternate Representative or the Proxy of a member organisation that is up to date with its subscriptions.

“Entitled Voter” means the same as “Eligible Voter”

“General Assembly” means the biennial meeting of the Assembly at which strategic decisions on the two-yearly strategic plan and budget are made and elections are held for the President and Board Trustees, in accordance with Article 5.1.

“Member organisation” means any organisation granted membership to the Association pursuant to Article 4.2 in a class of membership pursuant to Article 4.1.

“Network” means a forum for knowledge sharing and collaboration between individual professional planners and member organisations in Commonwealth countries who have shared interests or characteristics, established in accordance with Article 5.2(i).

“Representative” means a representative of a member organisation accredited to a General Assembly or Assembly pursuant to Article 5.1(e) and (f).

“Trustee” means a member of the Board, comprising the President, Secretary-General and Board Trustees in accordance with Article 5.3(a).

“Working Group” means a group formed by the Assembly or Board to carry out specific tasks to further the purposes of the Association, in accordance with Article 5.7.

### 3. PURPOSES

The purpose of the Association is to advance the Art and Science of Planning (including urban, regional and spatial planning) across the Commonwealth for the benefit of the public.

### 4. MEMBERSHIP

#### 4.1 Classes of Members

- (a) Full membership of the Association is open to: -

- (i) national organisations of professional planners in Commonwealth countries; and
  - (ii) international organisations of individual professional planners in Commonwealth countries where no national organisation of professional planners exists.
- (b) Affiliate membership of the Association is open to: -
- (i) organisations from Commonwealth countries involved in professional activities in national, regional and local planning; and
  - (ii) organisations from Commonwealth countries involved in planning education and research.
- (c) Friend membership of the Association is open to: -
- (i) organisations from non-Commonwealth countries which support the objects of the Association.
  - (ii) individuals from Commonwealth and non-Commonwealth countries who support the objects of the Association.
- (d) For the avoidance of doubt, it is hereby declared that an organisation, membership of which is open to organisations that qualify in their own right for membership of the Association, is not eligible for full membership of the Association.

#### 4.2 Admission to Membership

- (a) An application for membership of the Association must be made in writing to the President of the Association in the form specified by the Board and must be accompanied by such documentation concerning the

legal status, membership, objects and purposes of the applicant organisation as the Board may require.

- (b) The Board is to decide for which class of membership, if any, an applicant organisation is eligible and may approve the application for membership of the Association or refer the application for approval by the Assembly.

#### 4.3 Cessation of Membership

- (a) A member may leave the Association on giving three months notice of intention to resign.
- (b) A member may be suspended from membership by a decision of the Assembly. For the avoidance of doubt, suspension may be decided on the basis of non-payment of subscriptions for a period of more than one year.
- (c) A member may be expelled from membership by a decision of the Assembly, arrived at by not less than a two-thirds majority of Eligible Voters. For the avoidance of doubt, expulsion may be decided on the basis of non-payment of subscriptions for a period of more than two years.

### 5. ADMINISTRATION

#### 5.1 General Assembly

- (a) The Association is governed by an Assembly of Representatives from member organisations.
- (b) At intervals of not longer than two years, the Assembly shall meet as a General Assembly in such format, at such places and at such times as the Board shall decide. For the avoidance of doubt, the General Assembly may meet in person or in teleconference or in an electronic forum or in a combined format.

- (c) The purposes of the General Assembly are to:
  - (i) adopt a plan to guide the programme of the Association for the period until the next General Assembly;
  - (ii) adopt a budget for the period until the next General Assembly;
  - (iii) set the annual subscriptions to be paid by Full, Affiliate and Friends members for the period of the budget;
  - (iv) elect the President; and,
  - (v) elect Board Trustees.
- (d) The Secretary-General must advise member organisations of the format, date and place at which the General Assembly is to be held no less than six months before it is convened.
- (e) It is the responsibility of each member organisation to appoint the person it wishes to serve as its Representative at the General Assembly and subsequent Assembly meetings. Each member organisation may also appoint an Alternate Representative. Each Representative is:
  - (i) responsible for soliciting its organisation's inputs into the Association and for reporting to its organisation on the conduct of the affairs of the Association; and
  - (ii) required to provide a point of contact for all matters appertaining to the affairs of the Association.
- (f) Each Full and Affiliate member organisation must notify the Secretary-General in writing at least two weeks before the General Assembly whom it has appointed as its Representative and, if desired, its Alternate Representative at the General Assembly and to serve for approximately two years until replaced or reappointed by the member organisation.
- (g) Any vacancy occurring in the office of Representative between General Assemblies, whether by reason of ascension of a Representative to the

office of President or Board Trustee or otherwise, must be filled by the relevant member organisation by appointing a replacement Representative as soon as possible and notifying the Secretary-General accordingly.

- (h) Notwithstanding any other provision of this Article, a member organisation which, being entitled to vote in a General Assembly, is not represented at the General Assembly by an accredited Representative or Alternative Representative, may appoint a Proxy to attend and act for and vote on its behalf by submitting to the Secretary-General, at least two weeks before the date of the General Assembly, a duly signed proxy in the form specified in the First Schedule.
- (i) Each Full and Affiliate member organisation of the Association that is up to date with its subscriptions has one vote in a General Assembly, to be cast by its Representative, Alternative Representative or Proxy.
- (j) Except where otherwise provided, voting at General Assemblies is by simple majority of Eligible Voters.
- (k) Subject to any limitations set by the Board, any number of representatives of member organisations without voting powers or observers may attend a General Assembly.
- (l) Subject to the provisions of this Article, the General Assembly has the power to regulate its own proceedings.
- (m) For the avoidance of doubt, Friend members of the Association are not eligible to vote at the General Assembly.

## 5.2 Assembly

- (a) In the intervals between meetings of the General Assembly, the accredited Representatives or Alternate Representatives shall meet in Assembly. The Assembly shall meet not less than twice annually in years when there is no General Assembly and once annually in years when there is a General Assembly. The meetings shall take place in teleconference or in an electronic forum and at such times as the Board shall decide.

- (b) The Secretary-General must advise the Representatives and Alternate Representatives of the date on which an Assembly is to be held not less than one calendar month before the meeting.
- (c) The Assembly shall receive reports on their activities from the Board, Networks and any Working Groups. The Assembly shall adopt a Scheme of Delegation which identifies the duties and responsibilities delegated by the Assembly to the Board. The Assembly shall be responsible for taking decisions on such strategic and management matters that are not delegated.
- (d) Notwithstanding any other provision of this Article, a member organisation which, being entitled to vote in an Assembly, is not represented at the Assembly by an accredited Representative, may appoint a Proxy to attend and act for and vote on its behalf by submitting to the Secretary-General, at least two weeks before the date of the Assembly, a duly signed proxy in the form specified in the First Schedule.
- (e) Each Full and Affiliate member organisation of the Association that is up to date with its subscriptions has one vote in the Assembly, to be cast by its Representative, Alternative Representative or Proxy.
- (f) Except where otherwise provided, voting at Assemblies is by simple majority of Eligible Voters.
- (g) Subject to any limitations set by the Board any number of representatives of member organisations without voting powers or observers may attend an Assembly.
- (h) The Assembly shall act as a forum for the exchange of professional planning knowledge and planning information to further the purposes of the Association.
- (i) The Assembly may approve the formation of a Network. Any Network so approved must submit to and have approved by the Board:
  - (i) the name of its Chair or Co-ordinator, who may thereafter attend meetings of the Assembly and General Assembly;

- (ii) Terms of Reference for the Network confirming the purpose, responsibilities and scope of membership of the Network and the date of review of the Terms of Reference.
- (j) A meeting of the Assembly shall only make decisions if it is quorate, with a minimum of six Eligible Voters present.
- (k) At the request of the Board under Article 5.6(h), the Assembly may suspend Article 5.3(e) until the outcome of the next election for Board Trustees.

### 5.3 Board of Trustees

- (a) The management of the affairs of the Association rests with a Board consisting of:
  - (i) the President;
  - (ii) Seven Trustees, elected by the General Assembly; and
  - (iii) the Secretary-General.
- (b) The Board shall meet at least three times a year in teleconference or in an electronic forum or in a combined format including some present in person, provided that:
  - (i) if the Board proposes to meet in combined format (including some present in person), one month's notice is given to each member of the Board; and
  - (ii) if the Board proposes to meet other than in combined format, seven days notice of the proposed meeting is given to each member of the Board.
- (c) Voting at meetings of the Board is by simple majority of those present and entitled to vote; provided that whenever there is an equality of votes



on any matter on which the Board has voted, the President has a deciding vote as well as an original vote.

- (d) For the avoidance of doubt, Friend members of the Association are not entitled to be members of the Board.
- (e) A meeting of the Board shall only be entitled to make decisions if it is attended by a minimum of five Trustees including either the President or Secretary-General.
- (f) The Board may form Committees to assist in the performance of its duties. Any Committee shall contain at least one Trustee and shall have approved by the Board:
  - (i) the name of its Chair or Co-ordinator;
  - (ii) Terms of Reference confirming the purpose and responsibilities;
  - (iii) the list of members; and,
  - (iv) the duration of its term.

#### 5.4 The President

- (a) The President is:
  - (i) jointly with the Board, responsible to the member organisations for the orderly and proper conduct of all the affairs of the Association;
  - (ii) the principal spokesperson for the Association; and,
  - (ii) required, if present, to preside over the General Assembly, the Assembly and the Board.

- (b) The Secretary-General must call for nominations from Full and Affiliate members for the office of President at least six months prior to the General Assembly. Full and Affiliate members not attending the General Assembly will be entitled to use a proxy vote or may vote by forwarding a ballot paper to the Secretary-General by a date to be specified by the Secretary-General.
- (c) Only professional planners appearing on the membership list of organisations that are Full national members of the Association as identified in paragraph 4.1(a)(i) are eligible for election to the office of President.
- (d) Any vacancy occurring in the office of President between General Assemblies must be filled by the Board appointing an Acting President from amongst the Board Trustees. This appointment is to be for the period until and including the next General Assembly and the decision must be ratified by the next meeting of the Assembly.
- (e) The President shall take office on the 1<sup>st</sup> January following election by the General Assembly. The current President may be re-elected for a further term of office subject to the limitation that no person may hold the office of President for longer than six consecutive calendar years.

#### 5.5 The Secretary-General

- (a) The Board must appoint a Secretary-General, and may appoint such other permanent or temporary staff, or enter into contracts for services, as it deems necessary and may authorise appropriate remuneration.
- (b) The Secretary-General is:
  - (i) responsible to the Association for the orderly and proper maintenance of the accounts and records and the administration of the affairs of the Association, in accordance with the directions of the Board; and

- (ii) required to ensure that minutes are made in proper form of every meeting of the General Assembly, the Assembly and the Board and to disseminate the minutes of all meetings to member organisations, by such means as is effective and convenient.
- (c) For the avoidance of doubt, the Secretary-General cannot vote in the General Assembly, Assembly or Board.

## 5.6 Board Trustees

- (a) Board Trustees are jointly responsible with the President and Secretary-General for ensuring that the Association is fulfilling its Purposes as set out in Article 3, complies with relevant law and fulfils the Association's responsibilities in maintaining and reporting its finances.
- (b) Except in the case of elections called under paragraph 5.6(g), the Secretary-General must call for nominations from Full and Affiliate members for the office of Board Trustees at least six months prior to the General Assembly. Full and Affiliate members not attending the General Assembly will be entitled to use a proxy vote or may vote by forwarding a ballot paper to the Secretary-General by a date to be specified by the Secretary-General.
- (c) Only persons who appear on the membership lists of organisations that are Full and Affiliate members of the Association as identified in paragraph 4.1(a)(i) are eligible for election to the office of Board Trustee.
- (d) With the exception of the Secretary-General and including the President, not more than one Trustee from any individual nation may be elected to serve concurrently. In the event that more than one person from by any nation is successful in the ballot, only the person elected as President or otherwise the person with the largest number of votes may take office.
- (e) A Board Trustee cannot also serve as a Representative or Alternate Representative of a member organisation during the term of office. Any Representative or Alternate Representative of a member organisation elected as a Board Trustee shall resign from the position of Representative or Alternate Representative prior to taking office.

- (f) Except for Board Trustees elected in accordance with Article 5.6(g), the elected Board Trustees shall take office on the 1<sup>st</sup> January following election by the General Assembly. In all cases, a current Board Trustee may be re-elected for a further term of office subject to the limitation that no person may hold the office of Board Trustee for longer than six calendar years concurrently.
  
- (g) In the event that there are vacancies for Board Trustees (that is, fewer than seven Board Trustees in office, whether following resignations, removal from office or insufficiency of candidates at an election by General Assembly), at the discretion of the President or of the Board, the Secretary-General shall convene an election for Board Trustees at the next meeting of the Assembly, provided that:
  - (i) the Secretary-General must call for nominations from Full and Affiliate members for the office of Board Trustees at least three months prior to the Assembly. Full and Affiliate members not attending the General Assembly will be entitled to use a proxy vote or may vote by forwarding a ballot paper to the Secretary-General by a date to be specified by the Secretary-General; and,
  - (ii) Board Trustees so elected shall take office one calendar month after the date of election and shall serve until 31 December following the next General Assembly.
  
- (h) In the event that the number of Board Trustees is reduced to fewer than the number required to form a quorum in accordance with Article 5.3(e), the continuing Trustees may act to address the lack of quorum but for no other purpose. The continuing Trustees may instruct the Secretary-General to convene an election for Board Trustees in accordance with Article 5.6(g), and/or call a meeting of the Assembly, seeking that it use its powers in accordance with Article 5.2(k).

## 5.7 Working Groups

- (a) At the request of the Assembly or by its own decision, the Board may form Working Groups in order to address a specific topic or topics to further the purposes of the Association. Any Working Group so approved must submit to and have approved by the Board:
  - (i) the name of its Chair or Co-ordinator; and

- (ii) Terms of Reference for the Working Group confirming the purpose, responsibilities, duration, and scope of membership of the Working Group and the date of review of the Terms of Reference.
- (b) Any Working Group shall report to the Board or, at the direction of the Board, to the next meeting of the Assembly.

5.8. Removal from Office

- (a) In the event that the President or any elected Board Trustee shall have:
  - (i) failed to attend at least three meetings of the Board consecutively; or
  - (ii) acted in such a way as to bring the Association into disrepute,

any Representative on the Assembly or the President may propose the removal of the individual from office for the period extending to the next General Assembly.
- (b) In the event that a proposal to remove from office has been tabled at the Assembly and supported by a simple majority of Entitled Voters, the Secretary-General shall:
  - (i) give notice in writing to the individual affected within 7 days of the proposal being made at the Assembly; and,
  - (ii) convene a special meeting of the Assembly within three months of the proposal to remove from office for the purpose of debating the proposal and deciding on removal from office. The individual affected shall be invited to attend the meeting in order to offer an explanation or defence of their position. In the event that the individual affected is the President of the Association, they may not act as chair of the meeting and a Representative shall chair the meeting in place of the President.

- (c) A decision to remove the individual from office must be approved by a two-thirds majority of the Entitled Voters.

## 6. HONORARY OFFICES AND TITLES

### 6.1 Patron

- (a) The Assembly may appoint a Patron or Patrons as an Honorary Ambassador for the Association. A candidate for Patron is a high profile person of influence with international standing relevant to the Association and its purposes, and who supports the Commonwealth and the principles embodied in the Commonwealth Charter.
- (b) The term of office of the Patron shall be for a period of two years, renewable by decision of the Assembly.
- (c) The appointment may be terminated on either part by giving two months' notice in writing.
- (d) The Patron shall at the request of the Board report to the Assembly on any activities undertaken on behalf of the Association in the period since any previous such report.
- (e) The Patron is entitled to attend meetings of the Assembly (including the General Assembly). For the avoidance of doubt, the Patron is not eligible to vote and may not stand for election as President or Board Trustee.

### 6.2 Honorary Vice President

- (a) The Assembly may bestow the title of Honorary Vice President on any individual who has given exemplary service to the Association in recognition of that service.
- (b) The title is bestowed for the lifetime of the appointee, unless otherwise decided by the Assembly, but an Honorary Vice President may resign the title at any time by giving two months' notice in writing to the Secretary-General.

- (c) An Honorary Vice President may not stand for election as President or Board Trustee but is entitled to attend all meetings of the Assembly, including General Assembly. For the avoidance of doubt, an Honorary Vice President has no entitlement to vote.
- (d) Where it is considered that the title holder is acting or has acted in such a way that may bring the Association into disrepute, the Assembly may withdraw the title, the decision to be approved by a two-thirds majority of the Entitled Voters.

## 7. FINANCES

- (a) The Funds of the Association consist of annual subscriptions of member organisations, as regulated by the General Assembly, and such grants, contributions, bequests and other forms of income as the Association may from time to time receive.
- (b) Subscriptions are due on 1<sup>st</sup> January of each year and are payable annually by the 31<sup>st</sup> March to the Association.
- (c) The funds of the Association shall be applied exclusively to the purposes of the Association, in accordance with the budget set by the General Assembly and directed by the Board.
- (d) The Secretary-General must keep accounts of the transactions of the Association and present to the Assembly statements of accounts examined annually by an Independent Examiner appointed by the Board.
- (e) The Assembly may, at any time, appoint Independent Examiners to examine the accounts of the Association and to report thereon.

## 8. AMENDMENT OF CONSTITUTION

- (a) This Constitution may be amended by the General Assembly by a majority of not less than two-thirds of the Entitled Voters.
- (b) Any member organisation proposing an amendment to the Constitution must give notice to the Secretary General not less than three months prior to the date fixed for the General Assembly.
- (c) The Secretary-General must give notice of a motion to amend the Constitution to member organisations not less than two months prior to the General Assembly.
- (d) Any proposal to amend the Constitution shall be considered by the Board prior to its presentation to the General Assembly and the Board must make a recommendation on the proposed change.

## 9. DISSOLUTION OF THE ASSOCIATION

In the event of the dissolution of the Association, any assets remaining after the satisfaction of all debts and liabilities shall be paid to or distributed among the member associations that are recognised charitable associations in their own right. The final distribution of any surplus revenues shall be based upon the same proportional basis as the annual subscriptions.



**FIRST SCHEDULE**

**General Assembly/Assembly**

The Secretary General

The Commonwealth Association of Planners

The [*name of member organisation*] hereby appoints [*name of member organisation*] to attend and act for and vote on its behalf at General Assembly/Assembly meetings for the period [*date*] to [*date*], and any adjournment or adjournments thereof in the same manner, to the same extent and with the same powers as if its accredited Representative were present at the said meeting or such adjournment or adjournments thereof.

Date: .....

Name: .....

Position: .....

Signature: .....