

Rules - The Aero Club of Southern Tasmania Inc

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1. Name of Association

The name of the association is as follows - **The Aero Club of Southern Tasmania Inc**

2. Interpretation

In these rules, unless the context otherwise requires:

accounting records has the same meaning as in the Act;

Act means the Associations Incorporation Act 1964;

annual general meeting means an annual general meeting of the Association held under rule 11;

Association means the association referred to in rule 1;

association has the same meaning as in the Act;

auditor means the person appointed as the auditor of the Association under rule 9;

authorised deposit-taking institution means a body corporate that is an authorised deposit-taking institution for the purposes of the Banking Act 1959 of the Commonwealth;

committee means the committee of management referred to in rule 21;

financial year has the same meaning as in the Act;

general meeting means:

- a. an annual general meeting; or
- b. a special general meeting;

officer of the Association means a person elected as an officer of the Association at an annual general meeting or appointed as an officer of the Association under rule 22.4;

ordinary business of an annual general meeting means the business specified in rule 11.4;

ordinary committee member means a member of the committee other than an officer of the Association;

special committee meeting means a meeting of the committee that is convened under rule 26.1 by the president or any two of the members of the committee;

special general meeting means a meeting of the Association, other than an annual general meeting, convened under rule 12;

special resolution has the same meaning as in the Act.

3. Association's Office

The office of the Association is to be at the following place or at any other place the committee determines:

Building 2, Cambridge Aerodrome, Cambridge TAS 7170

4. Objects and Purpose of Association

4.1 The object and purpose of the Association is to:

- a. provide an Association of persons interested in the encouragement and development of aeronautics;
- b. undertake the control and promotion of competitions, sporting events and trials in connection with aeronautics;
- c. provide flying grounds and to maintain those grounds for aviation or any other purpose of the Association and to provide club houses, pavilions, workshops, sheds and other conveniences;
- d. buy, prepare, make, repair, supply, sell and deal in all kinds of aircraft and all apparatus used in connection with aviation;
- e. represent generally the views of persons connected with aeronautics. To consider, originate and promote reforms and improvements in the law and to consider proposed alterations to the law and to oppose to support the same to effect improvements in the administration of the law.

4.2 In addition to the basic object of the Association (as set out in rule 4.1), the objects and purposes of the Association include the following:

- a. the purchase, taking on lease or in exchange, hire or other acquisition of any real or personal property necessary or convenient for the purpose of the Association;
- b. the purchase, sale or supply of, or other dealing in, goods;
- c. the construction, maintenance or alteration of any building or works necessary or convenient for the purpose of the Association;
- d. the acceptance of a gift for the purpose of the Association;
- e. the taking of any step the committee or the members of the Association at a general meeting determine expedient for the purpose of procuring contributions to the funds of the Association;
- f. the printing or publication of any newspaper, periodical, book, leaflet or other document the committee or the members of the Association at a general meeting determine desirable for the promotion of the purpose of the Association;

- g. the borrowing and raising of money in any manner and on terms:
 - i. the committee thinks fit; or
 - ii. approved or directed by resolution passed at a general meeting;
- h. subject to the provisions of the Trustee Act 1898, the investment, in any manner the committee determines, of any money of the Association not immediately required for the purpose of the Association;
- i. the establishment and support, or aiding in the establishment or support, of any other association formed for any of the basic objects of the Association referred to in rule 4.1;
- j. the purchase, or acquisition, and the undertaking of all or part of the property, assets, liabilities or engagements of any association with which the Association is amalgamated in accordance with the provisions of the Act and the rules of the Association;
- k. the doing of any lawful thing incidental or conducive to the attainment of the purpose of the Association.

5. Membership of Association

5.1 Classes of Membership

The Association shall consist of:

a. Full Members

Persons who wish to participate fully in the activities and operations of the Association and who have full voting rights.

b. Flying Syndicate Members

Persons who contribute towards a scheme for financing the operations and maintenance of the Association owned, hired or leased aircraft on an annual subscription basis. A Flying Syndicate Member must also be a Full Member of the Association. The committee will have the power to allocate sub classes of flying syndicate membership and their rights and subscriptions from time to time according to prevailing circumstances.

c. Honorary Members

- i. Persons who are visiting or temporarily in residence in Hobart, or persons who are members of professional aviation organisations providing services to the Association.
- ii. The committee may elect honorary members for a period of one month renewable at the discretion of the committee for further terms of one month and may also appoint such honorary medical officers honorary solicitors and other honorary officers whether members or not as the committee may from time to time deem expedient.

- iii. Honorary members shall not be required to pay entrance fees or subscriptions nor shall they have any vote in the management of the Association nor shall they be entitled to be elected as officers of the Association or as committee members or to attend or vote at any general meetings but in all other respects they shall be entitled to all the rights and subject to all the duties of members of the Association.
- iv. Notwithstanding rule 5.2, candidates for honorary membership must be proposed by a member of the Association and seconded by a committee member.

d. **Honorary Life Members**

- i. Persons who have been elected to the position of life members by a general meeting of the Association.
- ii. Persons of distinguished position or attainment may be elected honorary members for life. Election of honorary members shall be passed at an annual general meeting. Honorary life members are exempt from all subscriptions and may hold any office in the Association and shall subject to these rules be entitled to all rights and privileges of a member.

e. **Associate Members**

- i. Persons who wish to be associated with the Association but who do not wish to become Full Members, do not have voting rights but who may from time to time make use of premises or facilities provided by the Association.
- ii. The committee is entitled to elect Associate Members on such terms and conditions and subject to the payment of such fees as may from time to time be decided.

f. **Junior Members**

Persons over 14 and under 17 years of age.

g. **Non-resident Members**

Persons who have previously been a member but who are no longer permanently resident in the state of Tasmania.

5.2 **Becoming a member**

- a. A person who is not a member of the Association at the time of the incorporation of the Association is not to be admitted as a member of the Association unless:
 - i. the person nominates for membership in accordance with subrule 5.2b; and
 - ii. the person is approved for membership by the committee.
- b. A nomination by a person for membership is to be:
 - i. made in writing or by such other means as determined by the Association from time to time; and
 - ii. lodged with the public officer of the Association.

5.3 **Approving membership**

- a. As soon as practicable after the receipt of a nomination, the public officer is to refer the nomination to the committee.
- b. If a nomination is approved by the committee, the public officer is to:
 - i. notify the nominee, in writing, that the nominee has been approved for membership of the Association; and
 - ii. on receipt of the amount payable by the nominee as the first annual subscription, enter the nominee's name in a register of members.

5.4 **When a person becomes a member**

- a. A person:
 - i. becomes a member of the Association when his or her name is entered in the register of members; and
 - ii. ceases to be a member of the Association when his or her name is removed from the register of members.

5.5 **Resignation as a member**

- a. A member of the Association may resign by serving on the public officer a written notice of resignation.
- b. On receipt of a notice from a member of the Association under subrule 5.4, the public officer is to remove the name of the member from the register of members.

5.6 **Other membership matters**

- a. Any right, privilege or obligation of a person as a member of the Association:
 - i. is not capable of being transferred to another person; and
 - ii. terminates on the cessation of the membership.
- b. If the Association is wound up, each member of the Association, and each person who was a member of the Association within the period of 12 months immediately preceding the commencement of the winding-up, is liable to contribute:
 - i. to the assets of the Association for payment of the liabilities of the Association; and
 - ii. for the costs, charges and expenses of the winding-up; and
 - iii. for the adjustment of the rights of the contributors among themselves.
- c. Any liability under subrule 5.6b is not to exceed \$50.00.

- d. Despite subrule 5.6b, a former member of the Association is not liable to contribute under that subrule in respect of any liability of the Association incurred after he or she ceased to be a member.
- e. No newly elected member shall participate in any of the privileges or advantages of the Association until the subscription shall have been paid. No member whose subscription is in arrears shall be entitled to vote at any meeting.

6. Income and Property of Association

- 6.1 The income and property of the Association is to be applied solely towards the promotion of the objects and purposes of the Association.
- 6.2 No portion of the income or property of the Association is to be paid or transferred to any member of the Association unless the payment or transfer is made in accordance with this rule.
- 6.3 The Association may pay a servant or member of the Association:
 - a. remuneration in return for services rendered to the Association, or for goods supplied to the Association, in the ordinary course of business of the servant or member; or
 - b. remuneration that constitutes a reimbursement for out-of-pocket expenses incurred by the servant or member for any of the objects or purposes of the Association; or
 - c. interest at a rate not exceeding 7.25% on money lent to the Association by the servant or member; or
 - d. a reasonable amount by way of rent for premises, or a part of premises, let to the Association by the servant or member; and
- 6.4 Despite rule 6.3, the Association is not to pay a person any amount under that rule unless the Association or committee has first approved that payment.
- 6.5 No committee member shall receive any remuneration for acting as a committee member, however, a committee member may be remunerated in accordance with rule 6.3.

7. Accounts of Receipts and Expenditure

- 7.1 True accounts are to be kept of the following:
 - a. each receipt or payment of money by the Association and the matter in respect of which the money was received or paid;
 - b. each asset or liability of the Association.
- 7.2 The accounts are to be open to inspection by the members of the Association at any reasonable time, and in any reasonable manner, determined by the committee.

- 7.3 The treasurer of the Association is to keep all accounting books, and general records and records of receipts and payments, connected with the business of the Association in the form and manner the committee determines.
- 7.4 The accounts, books and records are to be kept at the Association's office or at any other place the committee determines.

8. Banking and Finance

- 8.1 On behalf of the Association, the treasurer of the Association is to:
- a. receive any money paid to the Association; and
 - b. immediately after receiving the money, issue an official receipt in respect of the money; and
 - c. cause the money to be paid into the account opened under subrule 8.2 as soon as practicable after it is received.
- 8.2 The committee is to open with an authorised deposit-taking institution an account in the name of the Association.
- 8.3 The committee may:
- a. receive from an authorised deposit-taking institution a cheque drawn by the Association on any of the Association's accounts with the authorised deposit-taking institution; and
 - b. release or indemnify the authorised deposit-taking institution from or against any claim, or action or other proceeding, arising directly or indirectly out of the drawing of that cheque.
- 8.4 Except with the authority of the committee, a payment of an amount exceeding \$50 is not to be made from the funds of the Association otherwise than by cheque, credit card or any electronic system which incorporates an auditable record of the transaction drawn on the Association's account.
- 8.5 The committee may provide the treasurer with an amount of money to meet urgent expenditure, subject to any conditions the committee may impose in relation to the expenditure.
- 8.6 A cheque is not to be drawn on the Association's account except for the purpose of making a payment that has been authorised by the committee.
- 8.7 A cheque, draft, bill of exchange, promissory note or other negotiable instrument is to be signed by any two of the president, secretary, treasurer and a person appointed annually by the committee.

9. Auditor

- 9.1 At each annual general meeting, the members of the Association present at the meeting are to appoint a person as the auditor of the Association.
- 9.2 If an auditor is not appointed at an annual general meeting under subrule 9.1, the committee is to appoint a person as the auditor of the Association as soon as practicable after that annual general meeting.
- 9.3 The auditor is to hold office until the next annual general meeting and is eligible for re-appointment.
- 9.4 The auditor may only be removed from office by special resolution.
- 9.5 If a casual vacancy occurs in the office of auditor, the committee is to appoint a person to fill the vacancy until the next annual general meeting.

10. Audit of Accounts

- 10.1 When the annual revenue of the Association is less than \$250,000 the committee has the discretion to determine if the Association accounts are required to be audited.
- 10.2 If the committee determines that an audit is required under rule 10.1, or an audit is to be undertaken in accordance with the Act, the auditor is to audit the financial affairs of the Association at least once in each financial year of the Association.
- 10.3 The auditor, after auditing the financial affairs of the Association for a particular financial year of the Association, is to:
- a. certify as to the correctness of the accounts of the Association; and
 - b. at the next annual general meeting, provide a written report to the members of the Association present at that meeting.
- 10.4 In the report and in certifying to the accounts, the auditor is to:
- a. specify the information, if any, that he or she has required under subrule 10.6b and obtained; and
 - b. state whether, in his or her opinion, the accounts exhibit a true and correct view of the financial position of the Association according to the information at his or her disposal; and
 - c. state whether the rules relating to the administration of the funds of the Association have been observed.
- 10.5 The public officer of the Association is to deliver to the auditor a list of all the accounting records, books and accounts of the Association.
- 10.6 The auditor may:

- a. have access to the accounting records, books and accounts of the Association; and
- b. require from any servant of the Association any information the auditor considers necessary for the performance of his or her duties; and
- c. employ any person to assist in auditing the financial affairs of the Association; and
- d. examine any member of the committee, or any servant of the Association, in relation to the accounting records, books and accounts of the Association.

11. Annual General Meeting

- 11.1 The Association is to hold an annual general meeting on or before 30 November each year at such time and place as the committee determines.
- 11.2 An annual general meeting is to be in addition to any other general meeting that may be held in the same year.
- 11.3 The notice convening an annual general meeting is to specify the purpose of the meeting.
- 11.4 The ordinary business of an annual general meeting is to be as follows:
 - a. to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - b. to receive from the committee, auditor and servants of the Association reports on the transactions of the Association during the last preceding financial year of the Association;
 - c. to elect the officers of the Association and the ordinary committee members;
 - d. to appoint the auditor and determine his or her remuneration;
 - e. to determine the remuneration of servants of the Association.
- 11.5 An annual general meeting may transact special business of which notice is given in accordance with rule 13.
- 11.6 Minutes of proceedings of an annual general meeting are to be kept, in the minute book of the Association, by the public officer or, in the absence from the meeting of the public officer, by an officer of the Association who is nominated by the chairperson of the meeting.

12. Special General Meetings

- 12.1 The committee may convene a special general meeting of the Association at any time.
- 12.2 The committee, on the requisition in writing of at least 10% of the members of the Association, is to convene a special general meeting of the Association.

- 12.3 A requisition for a special general meeting:
- a. is to state the objects of the meeting; and
 - b. is to be signed by each of the requisitionists; and
 - c. is to be deposited with the secretary or president; and
 - d. may consist of several documents, each signed by one or more of the requisitionists.
- 12.4 If the committee does not cause a special general meeting to be held within 21 days after the day on which a requisition is deposited with the secretary or president, any one or more of the requisitionists may convene the meeting within 3 months after the day of the receipt of the requisition.
- 12.5 A special general meeting convened by requisitionists is to be convened in the same manner, as nearly as practicable, as the manner in which a special general meeting would be convened by the committee.

13. Notices of General Meetings

- 13.1 Notice of a general meeting must be given to:
- a. each member entitled to vote at the meeting;
 - b. each committee member; and
 - c. the auditor (if any).
- 13.2 Notice of a general meeting must be provided in writing at least 14 days before the meeting, and must be sent to the address (which may be an electronic address) of each person entitled to be given notice in accordance with rule 13.1.
- 13.3 Notice of a general meeting must include:
- a. the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
 - b. the general nature of the meeting's business;
 - c. if applicable, that a special resolution is to be proposed and the words of the proposed resolution;
- 13.4 If a general meeting is adjourned (put off) for one month or more, the members must be given new notice of the resumed meeting.

14. Business and Quorum at General Meetings

- 14.1 All business transacted at a general meeting, other than the ordinary business of an annual general meeting, is special business.

- 14.2 Business is not to be transacted at a general meeting unless a quorum of members of the Association entitled to vote is present at the time the meeting considers that business.
- 14.3 A quorum for the transaction of the business of a general meeting is 50% plus one of the members of the Association entitled to vote.
- 14.4 If a quorum is not present within one hour after the time appointed for the commencement of a general meeting, the meeting:
- a. if convened on the requisition of members of the Association, is dissolved; or
 - b. if convened by the committee, is to be adjourned to the same day in the next week at the same time and:
 - i. at the same place; or
 - ii. at any other place specified by the chairperson:
 - A. at the time of the adjournment; or
 - B. by notice in a manner determined by the chairperson.
- 14.5 If at an adjourned general meeting a quorum is not present within one hour after the time appointed for the commencement of the meeting, the meeting is dissolved.

15. Meeting at More Than One Place

- 15.1 A meeting of members of the Association may be held in two or more places linked together by any technology that:
- a. gives the members as a whole in those places a reasonable opportunity to participate in proceedings;
 - b. enables the chairperson of the meeting to be aware of proceedings in each place; and
 - c. enables the voting delegates of members in each place to vote on a show of hands and on a poll.
- 15.2 If a meeting of members is held in two or more places under subrule 15.1:
- a. a member present at one of the places is taken to be present at the meeting; and
 - b. the chairperson of that meeting may determine at which place the meeting is taken to have been held.

16. Chairperson at General Meetings

- 16.1 At each general meeting of the Association, the chairperson is to be:
- a. the president; or

- b. in the absence of the president, a member of the Association elected to preside as chairperson by the members of the Association present and entitled to vote at the general meeting.

16.2 The chairperson is responsible for the conduct of the general meeting, and for this purpose must give members a reasonable opportunity to make comments and ask questions (including to the auditor (if any)).

17. Adjournment of General Meetings

17.1 The chairperson of a general meeting at which a quorum is present may adjourn the meeting with the consent of the members of the Association who are present and entitled to vote at the meeting, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

17.2 If a meeting is adjourned for 14 days or more, notice of the adjourned meeting is to be given in the same manner as the notice of the original meeting.

17.3 If a meeting is adjourned for less than 14 days, it is not necessary to give any notice of the adjournment or of the business to be transacted at the adjourned meeting.

18. Determination of Questions Arising at General Meetings

18.1 A question arising at a general meeting of the Association is to be determined on a show of hands.

18.2 A declaration by the chairperson that a resolution has, on a show of hands, been lost or carried, or carried unanimously or carried by a particular majority, together with an entry to that effect in the minute book of the Association, is evidence of that fact unless a poll is demanded on or before that declaration.

19. Votes

19.1 On any question arising at a general meeting of the Association, a member of the Association (including the chairperson) has one vote only.

19.2 All votes are to be given personally.

19.3 Despite subrule 19.1, in the case of an equality of votes, the chairperson has a second or casting vote.

20. Taking of Poll

20.1 If at a general meeting a poll on any question is demanded:

- a. the poll is to be taken at that meeting in the manner the chairperson determines; and
- b. the result of the poll is taken to be the resolution of the meeting on that question.

- 20.2 A poll that is demanded on the election of a chairperson, or on a question of adjournment, is to be taken immediately.
- 20.3 A poll that is demanded on any other question is to be taken at any time before the close of the meeting as the chairperson determines.

21. Affairs of Association to be Managed by a Committee

- 21.1 The affairs of the Association are to be managed by a committee of management constituted as provided in rule 23.
- 21.2 The committee:
- a. is to control and manage the business and affairs of the Association; and
 - b. may exercise all the powers and perform all the functions of the Association, other than those powers and functions that are required by these rules to be exercised and performed by members of the Association at a general meeting; and
 - c. has power to do anything that appears to the committee to be essential for the proper management of the business and affairs of the Association.

22. Officers of the Association

- 22.1 The officers of the Association are as follows:
- a. one president;
 - b. one treasurer;
 - c. one secretary who will also be the public officer.
- 22.2 Rules 24.2, 24.3 and 24.4 apply, with all necessary modifications, to the election of persons to any of the offices referred to in subrule 22.1.
- 22.3 Each officer of the Association is to hold office until the next annual general meeting after that at which he or she is elected and is eligible for re-election.
- 22.4 If a casual vacancy in an office referred to in subrule 22.1 occurs, the committee may appoint one of its members to fill the vacancy until the next annual general meeting after the appointment.

23. Constitution of the Committee

- 23.1 The committee consists of:
- a. the officers of the Association; and
 - b. no more than five ordinary committee members elected at an annual general meeting or in accordance with this rule 23.

- 23.2 At least three ordinary committee members must retire at each annual general meeting and those three ordinary committee members are eligible for re-election.
- 23.3 The ordinary committee members who must retire at each annual general meeting under subrule 23.2 will be the ordinary committee members who have been longest in office since last being elected. Where ordinary committee members were elected on the same day, the ordinary committee member(s) to retire will be decided by lot unless they agree otherwise.
- 23.4 If a casual vacancy occurs in the office of ordinary committee member, the committee may appoint a member of the Association to fill the vacancy until the next annual general meeting after the appointment.
- 23.5 A committee member who has held office for a continuous period of nine years or more may only be re-appointed or re-elected by a special resolution.

24. Election of Numbers of Committee

- 24.1 A nomination of a candidate for election as an officer of the Association, or as an ordinary committee member, is to be:
- a. made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the nomination); and
 - b. delivered to the public officer of the Association at least 3 days before the day on which the annual general meeting is to be held.
- 24.2 If insufficient nominations are received to fill all vacancies on the committee:
- a. the candidates nominated are taken to be elected; and
 - b. further nominations are to be received at the annual general meeting.
- 24.3 If the number of nominations received is equal to the number of vacancies on the committee to be filled, the persons nominated are taken to be elected.
- 24.4 If the number of nominations received exceeds the number of vacancies on the committee to be filled, a ballot is to be held.
- 24.5 If the number of further nominations received at the annual general meeting exceeds the number of remaining vacancies on the committee to be filled, a ballot is to be held in relation to those further nominations.
- 24.6 The ballot for the election of officers and ordinary committee members is to be conducted at the annual general meeting in the manner determined by the committee.

25. Vacation of Office

For the purpose of these rules, the office of an officer of the Association, or of an ordinary committee member, becomes casually vacant if the officer or committee member:

- a. dies; or
- b. becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes an assignment of his or her remuneration or estate for their benefit; or
- c. becomes a represented person within the meaning of the Guardianship and Administration Act 1995; or
- d. resigns office in writing addressed to the committee; or
- e. is absent from four consecutive meetings of the committee without the permission of the other members of the committee; or
- f. ceases to be a member of the Association; or
- g. fails to pay all arrears of subscription within 14 days after receiving a notice in writing signed by the public officer of the Association stating that the officer or committee member has ceased to be a financial member of the Association.

26. Meetings of the Committee

- 26.1 The committee is to meet at such times and places as they may arrange and a special meeting may be summoned at any time by the president or on requisition signed by two committee members.
- 26.2 Written notice of any special committee meeting is to be served on members of the committee and is to specify the general nature of the business to be transacted.
- 26.3 A special committee meeting may only transact business of which notice is given in accordance with subrule 26.2.
- 26.4 A quorum for the transaction of the business of a meeting of the committee is 50% plus one of the members of the committee.
- 26.5 Business is not to be transacted at a meeting of the committee unless a quorum is present.
- 26.6 If a quorum is not present within half an hour after the time appointed for the commencement of:
 - a. a meeting of the committee (other than a special committee meeting), the meeting is to be adjourned to the same day in the next week at the same time and at the same place; or

- b. a special committee meeting, the meeting is dissolved.
- 26.7 At each meeting of the committee, the chairperson is to be:
- a. the president; or
 - b. in the absence of the president, a member of the committee elected to preside as chairperson by the members of the committee present at the meeting.
- 26.8 Any question arising at a meeting of the committee is to be determined:
- a. on a show of hands; or
 - b. if demanded by a member, by a poll taken at that meeting in the manner the chairperson determines.
- 26.9 On any question arising at a meeting of the committee, a member of the committee (including the chairperson) has one vote only.
- 26.10 Despite subrule 26.9, in the case of an equality of votes, the chairperson has a second or casting vote.
- 26.11 Written notice of each committee meeting is to be served on each member of the committee by:
- a. sending it by post to the person's postal or residential address or address in the ordinary course of post before the day on which the meeting is to be held; or
 - b. emailing it to the member's email address.

27. Meetings by Telephone or Other Means of Communication

A meeting of the committee may be held by the committee communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion.

28. Circular Resolutions of Members of the Committee

- 28.1 The members of the committee may pass a circular resolution without a committee meeting being held.
- 28.2 A circular resolution is passed if all the members of the committee entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in rule 28.3 or rule 28.4.
- 28.3 Each member of the committee may sign:
- a. a single document setting out the resolution and containing a statement that they agree to the resolution; or

- b. separate copies of that document, as long as the wording of the resolution is the same in each copy.
- 28.4 The Association may send a circular resolution by email to the members of the committee and the members of the committee may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.
- 28.5 A circular resolution is passed when the last member of the committee signs or otherwise agrees to the resolution in the manner set out in rule 28.3 or rule 28.4.

29. Conflicts of Interest

- 29.1 A committee member must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of members of the committee (or that is proposed in a circular resolution):
- a. to the other members of the committee; or
 - b. if all of the members of the committee have the same conflict of interest, to the members at the next general meeting, or at an earlier time if reasonable to do so.
- 29.2 The disclosure of a conflict of interest by a member of the committee must be recorded in the minutes of the meeting.
- 29.3 Each member of the committee who has a material personal interest in a matter that is being considered at a meeting of members of the committee (or that is proposed in a circular resolution) must not, except as provided under subrule 29.4:
- a. be present at the meeting while the matter is being discussed; or
 - b. vote on the matter.
- 29.4 A member of the committee may still be present and vote if:
- a. their interest arises because they are a member of the Association, and the other members have the same interest;
 - b. their interest relates to an insurance contract that insures, or would insure, the member of the committee against liabilities that the member of the committee incurs as a member of the committee of the Association;
 - c. the members of the committee who do not have a material personal interest in the matter pass a resolution that:
 - i. identifies the member of the committee, the nature and extent of the member of the committee's interest in the matter and how it relates to the affairs of the Association; and
 - ii. says that those members of the committee are satisfied that the interest should not stop the member of the committee from voting or being present.

30. Flying Captain

- 30.1 Following each Annual General Meeting the committee shall appoint from the members of the Association, a suitably qualified member to assist in aircraft management.
- 30.2 The appointed member will work with the committee in relation to any matters regarding aircraft management of operation.

31. Activities Committee

- 31.1 The committee may appoint a coordinator to assist with any particular tasks associated with the Association's activities as necessary and may prescribe that coordinator with such powers and functions as determined by the committee.

32. Executive Committee

- 32.1 The president, the treasurer and the secretary constitute the executive committee.
- 32.2 During the period between meetings of the committee, the executive committee may issue instructions to the public officer and servants of the Association in matters of urgency connected with the management of the affairs of the Association.
- 32.3 The executive committee is to report on any instructions issued under subrule 32.2 to the next meeting of the committee.

33. Annual Subscription

- 33.1 The committee may from time to time fix the yearly subscription fee, for the various classes of membership. All subscriptions shall be payable on application for membership and subsequent subscriptions on the first day of July each year, or where applicable via monthly instalments at a pro-rata or greater amount as determined by the committee.
- 33.2 In the case of the subscriptions not being paid within one calendar month of becoming a member and failing a satisfactory explanation the membership may be cancelled and the candidate's name erased from the list of members.
- 33.3 A person ceases to be a member of the Association if that member does not pay the membership fee within a period of three months after the day the subscription becomes due.
- 33.4 The secretary or treasurer may send one or more reminder notices to a member that the member's subscription is due. There is no obligation for the secretary or treasurer to send the reminder notice. Nothing is to be imputed by the practice of sending a reminder notice. It is wholly the member's obligation to ensure the payment of membership dues within the time prescribed in these rules.
- 33.5 The committee may reinstate a member on satisfactory grounds being shown for the failure of payment.
- 33.6 A member on paying his/her subscription is thereby considered to have submitted himself/herself to these rules.

- 33.7 Where a member has or is paying the annual subscription via monthly instalments, said member is entitled to vote at a general meeting per clause 19.1 provided they have been a member and paid for 3 consecutive months prior to the general meeting occurring.

34. Service of Notices and Requisitions

Except as otherwise provided by these rules, a document may be served under these rules on a person by:

- a. giving it to the person; or
- b. leaving it at, or sending it by post to, the person's postal or residential address or place or address of business or employment last known to the server of the document; or
- c. emailing it to the person's email address.

35. Expulsion of Members

- 35.1 The committee may expel a member from the Association if, in the opinion of the committee, the member is guilty of conduct detrimental to the interests of the Association.
- 35.2 The expulsion of a member under subrule 35.1 does not take effect until the later of the following:
- a. the fourteenth day after the day on which a notice is served on the member under subrule 35.3;
 - b. if the member exercises his or her right of appeal under this rule, the conclusion of the special general meeting convened to hear the appeal.
- 35.3 If the committee expels a member from the Association, the public officer of the Association, without undue delay, is to cause to be served on the member a notice in writing:
- a. stating that the committee has expelled the member; and
 - b. specifying the grounds for the expulsion; and
 - c. informing the member of the right to appeal against the expulsion under rule 36.

36. Appeal Against Expulsion

- 36.1 A member may appeal against an expulsion under rule 35 by serving on the public officer of the Association, within 14 days after the service of a notice under rule 35.3, a requisition in writing demanding the convening of a special general meeting for the purpose of hearing the appeal.

- 36.2 On receipt of a requisition, the public officer is to immediately notify the committee of the receipt.
- 36.3 The committee is to cause a special general meeting to be held within 21 days after the day on which the requisition is received.
- 36.4 At a special general meeting convened for the purpose of hearing an appeal under this rule:
- a. no business other than the question of the expulsion is to be transacted; and
 - b. the committee may place before the meeting details of the grounds of the expulsion and the committee's reasons for the expulsion; and
 - c. the expelled member must be given an opportunity to be heard; and
 - d. the members of the Association who are present are to vote by secret ballot on the question of whether the expulsion should be lifted or confirmed.
- 36.5 If at the special general meeting a majority of the members present vote in favour of the lifting of the expulsion:
- a. the expulsion is lifted; and
 - b. the expelled member is entitled to continue as a member of the Association.
- 36.6 If at the special general meeting a majority of the members present vote in favour of the confirmation of the expulsion:
- a. the expulsion takes effect; and
 - b. the expelled member ceases to be a member of the Association.

37. Disputes

- 37.1 A dispute between a member of the Association, in the capacity as a member, and the Association is to be determined by arbitration in accordance with the provisions of the Commercial Arbitration Act 2011.
- 37.2 This rule does not affect the operation of rule 36.

38. Seal of Association

- 38.1 The seal of the Association is to be in the form of a rubber stamp inscribed with the name of the Association encircling the word "Seal".
- 38.2 The seal is not to be affixed to any instrument except by the authority of the committee.
- 38.3 The affixing of the seal is to be attested by the signatures of:

- a. two members of the committee; or
- b. one member of the committee and the public officer of the Association or any other person the committee may appoint for that purpose.

38.4 If a sealed instrument has been attested under subrule 38.3, it is presumed, unless the contrary is shown, that the seal was affixed to that instrument by the authority of the committee.

38.5 The seal is to remain in the custody of the public officer of the Association.

39. Winding up

39.1 If the Association is wound up, any surplus assets must not be distributed to a member or a former member of the Association.

39.2 Subject to the Act and any other applicable legislation, and any court order, any surplus assets that remain after the Association is wound up must be distributed to one or more organisations:

- a. with purposes similar to, or inclusive of, the purposes in rule 4; and
- b. which also prohibit the distribution of any surplus assets to its members to at least the same extent as the Association.

39.3 The decision as to the organisation or organisations to be given the surplus assets must be made by a special resolution of members at or before the time of winding up. If the members do not make this decision, the Association may apply to the Supreme Court to make this decision.

40. Amending the Rules

The members may amend these rules by passing a special resolution.