

The Royal Aero Club of WA - Constitution

PART 1 — PRELIMINARY

1. Terms used

In these Rules, unless the contrary intention appears —

Act means the *Associations Incorporation Act 2015*;

Associate Member means a Member with the rights referred to in rule 10(6);

Association means The Royal Aero Club of WA (Inc.);

Books, of the Association, includes the following —

- (a) a register;
- (b) Financial Records, Financial Statements or Financial Reports, however compiled, recorded or stored;
- (c) a document;
- (d) any other record of information;

By-laws means by-laws made by the Association under rule 70;

Chairperson means the Committee Member holding office as the Chairperson and President of the Association;

Club means The Royal Aero Club of WA (Inc.);

Club Captain means the Committee Member holding office as the Club Captain;

Commissioner means the person for the time being designated as the Commissioner under section 153 of the Act;

Committee means the management Committee of the Association;

Committee meeting means a meeting of the Committee;

Committee Member means a Member of the Committee;

Executive Manager means an employee of the Association tasked with Chief Executive Officer or General Manager responsibilities, appointed by the management Committee of the Association;

Executive Secretary means an employee of the Association tasked with administrative responsibilities, appointed by the management Committee of the Association;

Financial Records includes —

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
- (b) documents of prime entry; and
- (c) working papers and other documents needed to explain —
 - (i) the methods by which Financial Statements are prepared; and
 - (ii) adjustments to be made in preparing Financial Statements;

Financial Report, of a Tier 2 association or a Tier 3 association, has the meaning given in section 63 of the Act;

Financial Statements means the Financial Statements in relation to the Association required under Part 5 Division 3 of the Act;

Financial Year, of the Association, has the meaning given in Rule 4;

General Meeting, of the Association, means a meeting of the Association that all Members are entitled to receive notice of and to attend;

Member means a person (including a body corporate) who is an Ordinary Member or an Associate Member of the Association;

Ordinary Committee Member means a Committee Member who is not an office holder of the Association under rule 29(3);

Ordinary Member means a Member with the rights referred to in rule 10(4);

Register of Members means the Register of Members referred to in section 53 of the Act;

Rules means these rules of the Association, as in force for the time being;

Executive Secretary means the Executive Secretary of the Association;

Special General Meeting means a General Meeting of the Association other than the Annual General Meeting;

Special Resolution means a resolution passed by the Members at a General Meeting in accordance with section 51 of the Act;

Sub-Committee means a Sub-Committee appointed by the Committee under rule 53(1)a;

Subscription means the Membership fee;

Tier 1 association means an incorporated association to which section 64(1) of the Act applies;

Tier 2 association means an incorporated association to which section 64(2) of the Act applies;

Tier 3 association means an incorporated association to which section 64(3) of the Act applies;

Treasurer means the Committee Member holding office as the Treasurer of the Association;

Vice President means the Committee Member holding office as the Vice President of the Association.

2. Name

(1) The name of the Association is the Royal Aero Club of Western Australia (Inc.).

3. Objects

(1) The objects for which the Association is formed are:

- a. To undertake activities to associate together Members and all persons who are interested in aviation.
- b. To create and foster an interest in aviation.
- c. To acquire and maintain property, aircraft, hangars, plant, tools, machinery and other equipment necessary to establish and maintain a school of aeronautics and to provide aircraft that are available for hire by Members.
- d. To promote the development of aviation.
- e. To provide training and education in aviation and to promote the development of training and education in aviation.
- f. To be a member or a representative of the Royal Federation of Aero Clubs of Australia or other non-profit associations that advance the objects of the Association.
- g. To be an exemplary thought leader in the aviation industry, and maintain the highest reputation for quality of training, service, safety and compliance.
- h. To do all such activities and things as are incidental to the attainment of the above objects.

4. Financial Year

(1) The Financial Year of the Association is the 12 month period commencing 1st July and terminating 30th June.

PART 2 — ASSOCIATION TO BE NOT FOR PROFIT BODY

5. Not-for-profit body

- (1) The property and income of the Association must be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any Member, except in good faith in the promotion of those objects or purposes.
- (2) A payment may be made to a Member out of the funds of the Association only if it is authorised under subrule (3).
- (3) A payment to a Member out of the funds of the Association is authorised if it is:
 - a. the payment in good faith to the Member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
 - b. the payment in good faith to the Member by way of salary as an employee; or
 - c. the payment of interest, on money borrowed by the Association from the Member, at a rate not greater than the rate charged by reputable financial institutions for similar loans; or
 - d. the payment of reasonable rent to the Member for premises leased by the Member to the Association; or
 - e. the reimbursement of reasonable expenses properly incurred by the Member on behalf of the Association; or
 - f. a prize or scholarship, won by, or awarded to, the Member, in contests directly related to the purposes of the Association.

PART 3 — MEMBERS

Division 1 — Membership

6. Eligibility for Membership

- (1) Any person who supports the objects or purposes of the Association is eligible to apply to become a Member.

7. Applying for Membership

- (1) A person who wants to become a Member must apply in writing to the Association.
- (2) The application must include a Member's nomination of the applicant for Membership.
- (3) The application must be signed by the applicant and the Member nominating the applicant.
- (4) The applicant must specify in the application the class and optionally the sub-class of Membership, to which the application relates.

8. Dealing with Membership applications

- (1) The Committee must consider each application for Membership of the Association and decide whether to accept or reject the application.
- (2) Subject to subrule (3), the Committee must consider applications in the order in which they are received by the Association.
- (3) The Committee may delay its consideration of an application if the Committee considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
- (4) The Committee must not accept an application unless the applicant:
 - a. is eligible under rule 6; and
 - b. has applied under rule 7.
- (5) The Committee may reject an application even if the applicant:
 - a. is eligible under rule 6; and
 - b. has applied under rule 7.
- (6) The Committee must notify the applicant of the Committee's decision to accept or reject the application as soon as practicable after making the decision.
- (7) If the Committee rejects the application, the Committee is not required to give the applicant its reasons for doing so.
- (8) If the Committee accepts the application, the Association must make available to the new Member, a copy of the Rules in force at the time their Membership commences.

9. Becoming a Member

- (1) An applicant for Membership of the Association becomes a Member when:
 - a. the Committee accepts the application; and
 - b. the applicant pays any Membership fees payable to the Association under rule 14.

10. Classes of Membership

- (1) The Association consists of two broad categories of Membership, Ordinary and Associate which determine the privileges that apply to Membership, and within these, classes of Membership which determine the Membership fee that applies.
- (2) The Association may create new classes of Membership by resolution at a General Meeting.

- (3) A person must only belong to one class of Membership at a point in time, and in the event that a Member is eligible for more than one class of Membership, they may elect their preferred class of Membership.
- (4) An Ordinary Member has:
 - a. full voting rights, provided the Member is at least 18 years of age,
 - b. the right to hire Association aircraft at Member rates, and
 - c. any other rights conferred on Ordinary Members by these Rules or approved by resolution at a General Meeting or determined by the Committee.
- (5) Ordinary Membership is divided into classes as follows:
 - a. An Ordinary Member whose normal place of residence is situated more than 80 kilometres from the nearest airport facility operated by the Association is eligible for Membership class "Ordinary - Country".
 - b. An Ordinary Member who has not reached the age of 18 is eligible for Membership class "Ordinary - Junior".
 - c. An Ordinary Member who has been conferred the award of Life Membership is assigned to Membership class "Life Member".
 - d. An Ordinary Member who has exercised the option to pay a lifetime Membership Subscription is assigned to Membership class "Ordinary - Paid For Life".
 - e. An Ordinary Member who –
 - i. is not assigned to a specific class; and
 - ii. is not eligible for another ordinary class or chooses to forego their right to another class is eligible for Membership class "Ordinary".
- (6) An Associate Member has any rights conferred on Associate Members by these Rules or approved by resolution at a General Meeting or determined by the Committee, but does NOT have:
 - a. the right to vote,
 - b. the right to hire Association aircraft at Member rates,
 - c. the right to hold office on the Committee.
- (7) Associate Membership is divided into classes as follows:
 - a. An Associate Member who has reached the age of 60 years, who is not in full-time employment, and will not exercise the privileges of a pilot's licence, is eligible for Membership class "Associate - Retired".
 - b. An Associate Member being a Company, Corporation, Firm, Business, Public Utility, Instrumentality, Association, Society or other body corporate, registered in an Australian State or Territory, is eligible for Membership class "Associate - Corporate".
 - c. An Associate Member who is temporarily granted Membership by the Association is assigned to Membership class "Associate - Temporary".
 - d. An Associate Member who -
 - i. is not assigned to a specific class; and
 - ii. is not eligible for another associate class or chooses to forego their right to another class is eligible for Membership class "Associate".
- (8) A person having been admitted to Membership in one class, may become a Member within a different class by paying the difference in Subscriptions (if any), provided the Member is eligible for Membership in the new class, and such a change will not entitle the Member to any refund of Subscription.

11. When Membership ceases

- (1) A person ceases to be a Member when any of the following takes place:
 - a. for a Member who is an individual, the individual dies;
 - b. for a Member who is a body corporate, the body corporate is wound up;
 - c. the person resigns from the Association under rule 12;
 - d. the person is expelled from the Association under rule 17;
 - e. the person ceases to be a Member under rule 14(9).
- (2) The Executive Secretary must keep a record, for at least one year after a person ceases to be a Member, of:
 - a. the date on which the person ceased to be a Member; and
 - b. the reason why the person ceased to be a Member.

12. Resignation

- (1) A Member may resign from Membership of the Association by giving written notice of the resignation to the Executive Secretary.
- (2) The resignation takes effect:
 - a. when the Executive Secretary receives the notice; or
 - b. if a later time is stated in the notice, at that later time.
- (3) A person who has resigned from Membership of the Association remains liable for any fees that are owed to the Association (the **owed amount**) at the time of resignation.
- (4) The owed amount may be recovered by the Association in a court of competent jurisdiction as a debt due to the Association.

13. Rights not transferable

- (1) The rights of a Member are not transferable and end when Membership ceases.

Division 2 — Membership fees

14. Membership fees

- (1) The Committee must determine the entrance fee (if any) and the annual Membership fee (if any) to be paid for Membership of the Association.
- (2) The fees determined under subrule (1) may be different for different classes of Membership.
- (3) The fees determined under subrule (1) must be submitted to a General Meeting of the Members for ratification.
- (4) The fees determined under subrule (1) may be varied in individual cases at the discretion of the Committee.
- (5) Where the Membership period to be paid is less than 1 year, the fee may be pro-rated or waived, following guidelines set out by the Committee.
- (6) A Member in the class “Life Member” or “Paid For Life” is granted Membership at no cost for the term of their natural life.
- (7) A Member must pay the annual Membership fee to the Treasurer, or another person authorised by the Committee to accept payments, by the date (the **due date**) determined by the Committee.
- (8) If a Member has not paid the annual Membership fee within the period of 2 months after the due date, the Member is not entitled to exercise the privileges of Membership, and the Executive Secretary must notify the Member in writing at the address shown in the Register of Members, of the amount overdue, and that if such amount is not paid by the end of the 3rd calendar month after the due date, the Committee may cause the name of the Member to be struck off the Register of Members.
- (9) If a Member has not paid the annual Membership fee within the period of 3 months after the due date, the Member ceases to be a Member on the expiry of that period.
- (10) If a person who has ceased to be a Member under subrule (9) offers to pay the annual Membership fee after the period referred to in that subrule has expired:
 - a. the Committee may, at its discretion, accept that payment; and
 - b. if the payment is accepted, the person’s Membership is reinstated from the date the payment is accepted.

Division 3 — Register of Members

15. Register of Members

- (1) In this rule –
 - address** means a destination for the serving of notices, either physically or electronically, including, but not limited to, a postal address, a residential address or an email address.
- (2) The Executive Secretary, or another person authorised by the Committee, is responsible for the requirements imposed on the Association under section 53 of the Act to maintain the Register of Members and record in that register any change in the Membership of the Association.
- (3) In addition to the matters referred to in section 53(2) of the Act, the Register of Members must include the class of Membership to which each Member belongs and the date on which each Member becomes a Member.
- (4) The Register of Members must be kept at the Association's clubhouse or in an electronic system accessible from the Association's clubhouse.
- (5) If —
 - a. a Member inspecting the Register of Members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
 - b. a Member makes a written request under section 56(1) of the Act to be provided with a copy of the Register of Members,
 - the Committee may require the Member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.
- (6) Subject to the Act, if a member requests that a particular address given to the Association is to be excluded from the Register of Members, the address must not be entered into the Register.
- (7) Subject to the Act, a member may provide an indirect address that is the address of an agent or guardian.
- (8) In satisfying the requirements under section 54(2) of the Act, the Association must take reasonable precautions to safeguard the privacy of juniors, other vulnerable Members, and Members who have indicated certain addresses are to be withheld under subrule (6).

PART 4 — DISCIPLINARY ACTION, DISPUTES AND MEDIATION

Division 1 — Term used

16. Term used: Member

- (1) In this Part —

Member, in relation to a Member who is expelled from the Association, includes former Member.

Division 2 — Disciplinary action

17. Suspension or expulsion

- (1) The Committee may suspend a Member's Membership or expel a Member from the Association if:
- a. the Member contravenes any of these Rules; or
 - b. the Member acts detrimentally to the interests of the Association.
- (2) The Committee must give the Member written notice of the proposed suspension or expulsion at least 28 days before the Committee meeting at which the proposal is to be considered by the Committee.
- (3) The notice given to the Member must state:
- a. when and where the Committee meeting is to be held; and
 - b. the grounds on which the proposed suspension or expulsion is based; and
 - c. that the Member, or the Member's representative, may attend the meeting and will be given a reasonable opportunity to make written and/or oral submissions to the Committee about the proposed suspension or expulsion.
- (4) At the Committee meeting, the Committee must:
- a. give the Member, or the Member's representative, a reasonable opportunity to make written and/or oral submissions to the Committee about the proposed suspension or expulsion; and
 - b. give due consideration to any submissions so made; and
 - c. decide:
 - i. whether or not to suspend the Member's Membership and, if the decision is to suspend the Membership, the period of suspension; or
 - ii. whether or not to expel the Member from the Association.
- (5) A decision of the Committee to suspend the Member's Membership or to expel the Member from the Association takes immediate effect.
- (6) The Committee must give the Member written notice of the Committee's decision, and the reasons for the decision, within 7 days after the Committee meeting at which the decision is made.
- (7) A Member whose Membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Committee's decision under subrule (6), give written notice to the Executive Secretary requesting the appointment of a mediator under rule 25.
- (8) If notice is given under subrule (7), the Member who gives the notice and the Committee are the parties to the mediation.

18. Consequences of suspension

- (1) During the period a Member's Membership is suspended, the Member:
 - a. loses any rights (including voting rights) arising as a result of Membership; and
 - b. is not entitled to a refund, rebate, relief or credit for Membership fees paid, or payable, to the Association.
- (2) When a Member's Membership is suspended, the Executive Secretary must record in the Register of Members:
 - a. that the Member's Membership is suspended; and
 - b. the date on which the suspension takes effect; and
 - c. the period of the suspension.
- (3) When the period of the suspension ends, the Executive Secretary must record in the Register of Members that the Member's Membership is no longer suspended.

Division 3 — Resolving disputes

19. Terms used

In this Division —

grievance procedure means the procedures set out in this Division;

party to a dispute includes a person —

- a. who is a party to the dispute; and
- b. who ceases to be a Member within 30 days before the dispute has come to the attention of each party to the dispute.

20. Application of Division

- (1) The procedure set out in this Division (the grievance procedure) applies to disputes —
 - a. between Members; or
 - b. between one or more Members and the Association.

21. Parties to attempt to resolve dispute

- (1) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

22. How grievance procedure is started

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 21, any party to the dispute may start the grievance procedure by giving written notice to the Executive Secretary of:
 - a. the parties to the dispute; and
 - b. the matters that are the subject of the dispute.
- (2) Within 28 days after the Executive Secretary is given the notice, a Committee meeting must be convened to consider and determine the dispute.
- (3) The Executive Secretary must give each party to the dispute written notice of the Committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- (4) The notice given to each party to the dispute must state:
 - a. when and where the Committee meeting is to be held; and

- b. that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written and/or oral submissions to the Committee about the dispute.
- (5) If:
- a. the dispute is between one or more Members and the Association; and
 - b. any party to the dispute gives written notice to the Executive Secretary stating that the party:
 - i. does not agree to the dispute being determined by the Committee; and
 - ii. requests the appointment of a mediator under rule 25,
- the Committee must not determine the dispute.

23. Determination of dispute by Committee

- (1) At the Committee meeting at which a dispute is to be considered and determined, the Committee must:
 - a. give each party to the dispute, or the party's representative, a reasonable opportunity to make written and/or oral submissions to the Committee about the dispute; and
 - b. give due consideration to any submissions so made; and
 - c. determine the dispute.
- (2) The Committee must give each party to the dispute written notice of the Committee's determination, and the reasons for the determination, within 7 days after the Committee meeting at which the determination is made.
- (3) A party to the dispute may, within 14 days after receiving notice of the Committee's determination under subrule (1)c, give written notice to the Executive Secretary requesting the appointment of a mediator under rule 25.
- (4) If notice is given under subrule (3), each party to the dispute is a party to the mediation.

Division 4 — Mediation

24. Application of Division

- (1) This Division applies if written notice has been given to the Executive Secretary requesting the appointment of a mediator:
 - a. by a Member under rule 17(7); or
 - b. by a party to a dispute under rule 22(5)b(ii) or rule 23(3).
- (2) If this Division applies, a mediator must be chosen or appointed under rule 25.

25. Appointment of mediator

- (1) The mediator must be a person chosen:
 - a. if the appointment of a mediator was requested by a Member under rule 17(7) — by agreement between the Member and the Committee; or
 - b. if the appointment of a mediator was requested by a party to a dispute under rule 22(5)b(ii) or rule 23(3) — by agreement between the parties to the dispute.
- (2) If there is no agreement for the purposes of subrule (1)a or subrule (1)b, then, subject to subrules (3) and (4), the Committee must appoint the mediator.
- (3) The person appointed as mediator by the Committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by:
 - a. a Member under rule 17(7); or
 - b. a party to a dispute under rule 22(5)b(ii); or
 - c. a party to a dispute under rule 23(3) and the dispute is between one or more Members and the Association.
- (4) The person appointed as mediator by the Committee may be a Member or former Member of the Association but must not:
 - a. have a personal interest in the matter that is the subject of the mediation; or
 - b. be biased in favour of or against any party to the mediation.

26. Mediation process

- (1) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- (2) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
- (3) In conducting the mediation, the mediator must:
 - a. give each party to the mediation every opportunity to be heard; and
 - b. allow each party to the mediation to give due consideration to any written statement given by another party; and
 - c. ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- (4) The mediator cannot determine the matter that is the subject of the mediation.
- (5) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- (6) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

27. If mediation results in decision to suspend or expel being revoked

(1) If:

- a. mediation takes place because a Member whose Membership is suspended or who is expelled from the Association gives notice under rule 17(7); and
- b. as the result of the mediation, the decision to suspend the Member's Membership or expel the Member is revoked,

that revocation does not affect the validity of any decision made at a Committee meeting or General Meeting during the period of suspension or expulsion.

PART 5 — COMMITTEE

Division 1 — Powers of Committee

28. Committee

- (1) The Committee Members are the persons who, as the management Committee of the Association, have the power to manage the affairs of the Association.
- (2) Subject to:
 - a. the Act;
 - b. these Rules;
 - c. the By-laws; and
 - d. any resolution passed at a General Meeting, subject to rule 64(9)the Committee has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- (3) The Committee must take all reasonable steps to ensure that the Association complies with the Act, these Rules and the By-laws.

Division 2 — Composition of Committee and duties of Members

29. Committee Members

- (1) The Committee Members consist of:
 - a. the office holders of the Association; and
 - b. five Ordinary Committee Members.
- (2) The following are the office holders of the Association:
 - a. the Chairperson, who may use the title “President”;
 - b. the Deputy Chairperson, who may use the title “Vice President”;
 - c. the Treasurer; and
 - d. the Club Captain.
- (3) A person may be a Committee Member if the person is:
 - a. an individual who has reached 18 years of age; and
 - b. an Ordinary Member; and
 - c. a suitable person according to section 39 of the Act.
- (4) A person must not hold 2 or more of the offices mentioned in subrule (2) at the same time.
- (5) Each position of Ordinary Committee Member will bear a distinct position number from 1 to 5, to identify each position for the purpose of managing vacancies under rules 41, 42 and 43, and to determine the year that the position becomes vacant under rule 40(2).

30. Patron

- (1) The Committee may appoint a Patron of the Association for such term and under such conditions as the Committee sees fit.

31. Executive Manager

- (1) The Committee may provide for the general management of all the affairs and undertakings of the Association by appointment of an Executive Manager and the delegation to such manager of such routine duties and financial delegations as the Committee may from time to time decide.

- (2) An Executive Manager appointed under subrule (1) must
 - a. take the title designated by the aviation regulator, if any;
 - b. meet the qualifications required by the aviation regulator, if any; and
 - c. fulfil the duties of the senior executive officer specified by the aviation regulator, if any.
- (3) The Executive Manager has the following duties:
 - a. ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name;
 - b. ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the Committee;
 - c. ensuring that any payments to be made by the Association that have been authorised by the Committee or at a General Meeting are made on time;
 - d. ensuring the safe custody of the Association's Financial Records, Financial Statements and Financial Reports, as applicable to the Association;
 - e. if the Association is a Tier 1 association, coordinating the preparation of the Association's Financial Statements before their submission to the Association's Annual General Meeting;
 - f. if the Association is a Tier 2 association or Tier 3 association, coordinating the preparation of the Association's Financial Report before its submission to the Association's Annual General Meeting;
 - g. providing any assistance required by an auditor or reviewer conducting an audit or review of the Association's Financial Statements or Financial Report under Part 5 Division 5 of the Act;
 - h. carrying out any other duty given to the Executive Manager under these Rules or by the Committee, appropriate to the proper and lawful management of the Association.
- (4) In the absence of an appointment under subrule (1), the Committee must ensure the duties of the Executive Manager given in subrule (3) are performed by the Committee, other Members of the Association, or other servants of the Association.

32. Executive Secretary

- (1) The Committee may appoint an Executive Secretary of the Association for such term and under such conditions as the Committee sees fit.
- (2) The Executive Secretary has the following duties:
 - a. dealing with the Association's correspondence;
 - b. consulting with the Chairperson regarding the business to be conducted at each Committee meeting and General Meeting;
 - c. preparing the notices required for meetings and for the business to be conducted at meetings;
 - d. maintaining on behalf of the Association the Register of Members, and recording in the register any changes in the Membership, as required under section 53(1) of the Act;
 - e. maintaining on behalf of the Association an up-to-date copy of these Rules, as required under section 35(1) of the Act;
 - f. maintaining on behalf of the Association a record of Committee Members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;
 - g. ensuring the safe custody of the books of the Association, other than the Financial Records, Financial Statements and Financial Reports, as applicable to the Association;
 - h. maintaining full and accurate minutes of Committee meetings and General Meetings;
 - i. maintaining a register of By-laws in effect;

- j. carrying out any other duty given to the Executive Secretary under these Rules or by the Committee, appropriate to the proper and lawful management of the Association.
- (3) In the absence of separate appointments, the Executive Manager may also be appointed Executive Secretary.
- (4) In the absence of an appointment under subrule (1), the Committee must ensure the duties of the Executive Secretary given in subrule (2) are performed by the Committee, other Members of the Association, or other servants of the Association.

33. Chairperson

- (1) It is the duty of the Chairperson to consult with the Executive Secretary regarding the business to be conducted at each Committee meeting and General Meeting.
- (2) The Chairperson has the powers and duties relating to convening and presiding at Committee meetings and presiding at General Meetings provided for in these Rules.

34. Treasurer

- (1) The Treasurer has the following duties:
 - a. ensuring that the Association complies with the relevant requirements of Part 5 of the Act;
 - b. carrying out any other duty given to the Treasurer under these Rules or by the Committee.

35. Club Captain

- (1) The Club Captain has the following duties:
 - a. chairing the Flying Sub-Committee;
 - b. organising and overseeing social events, flying events and competitions for the Members;
 - c. carrying out any other duty given to the Club Captain under these Rules or by the Committee.

Division 3 — Election of Committee Members and tenure of office

36. How Members become Committee Members

- (1) A Member becomes a Committee Member if the Member:
 - a. is elected to the Committee at a General Meeting; or
 - b. is appointed to the Committee by the Committee to fill a casual vacancy under rule 43.

37. Nomination of Committee Members

- (1) At least 42 days before an Annual General Meeting, the Executive Secretary must send written notice to all the Members —
 - a. advising the positions that will be declared vacant; and
 - b. calling for nominations for election to the Committee; and
 - c. stating the date by which nominations must be received by the Executive Secretary to comply with subrule (2).
- (2) A Member who wishes to be considered for election to the Committee at the Annual General Meeting must nominate for election by sending written notice of the nomination to the Executive Secretary at least 28 days before the Annual General Meeting.
- (3) The written notice must include the names and signatures of a proposing Member and a seconding Member in support of the nomination.
- (4) A Member may nominate either:
 - a. for exactly one specified position of office holder of the Association; or
 - b. to be an Ordinary Committee Member.
- (5) A Member whose nomination does not comply with this rule is not eligible for election to the Committee unless the Member is nominated under rule 38(2) or rule 39(1)b.

38. Election of office holders

- (1) At the Annual General Meeting, a separate election must be held for each position of office holder of the Association whose position has become vacant.
- (2) If there is no nomination for a position, the Chairperson of the meeting may call for nominations from the Ordinary Members at the meeting.
- (3) If only one Member has nominated for a position, the Chairperson of the meeting must declare the Member elected to the position.
- (4) If more than one Member has nominated for a position, the Ordinary Members at the meeting must vote in accordance with procedures that have been determined by the Committee to decide who is to be elected to the position.
- (5) Each Ordinary Member present at the meeting may vote for one Member who has nominated for the position.
- (6) A Member who has nominated for the position may vote for himself or herself.
- (7) A person declared elected under this rule becomes an office holder from the date of the Annual General Meeting and assumes office upon conclusion of the Annual General Meeting.

39. Election of Ordinary Committee Members

- (1) If the number of Members nominating for the position of Ordinary Committee Member is not greater than the number to be elected, the Chairperson of the meeting —
 - a. must declare each of those Members to be elected to the position; and
 - b. may call for further nominations from the Ordinary Members at the meeting to fill any positions remaining unfilled after the elections under subrule (1)a.
- (2) If after declaring Members elected under subrule (1)b there are any unfilled positions, the Committee must treat these as casual vacancies in the manner set out in rule 43.
- (3) If —
 - a. the number of Members nominating for the position of Ordinary Committee Member is greater than the number to be elected; or
 - b. the number of Members nominating under subrule (1)b is greater than the number of positions remaining unfilled,

the Ordinary Members at the meeting must vote in accordance with procedures that have been determined by the Committee to decide the Members who are to be elected to the position of Ordinary Committee Member.
- (4) A Member who has nominated for the position of Ordinary Committee Member may vote in accordance with that nomination.

40. Term of office

- (1) The term of office of a Committee Member begins when the Member —
 - a. is elected at an Annual General Meeting, or under subrule 41(3)b; or
 - b. is appointed to fill a casual vacancy under rule 43.
- (2) Subject to rule 42, a Committee Member holds office until –
 - a. in the case of the Chairperson and Treasurer, the Annual General Meeting of a calendar year which is an even number;
 - b. in the case of the Deputy Chairperson and Club Captain, the Annual General Meeting of a calendar year which is an odd number;
 - c. in the case of an Ordinary Committee Member holding an odd numbered position specified by rule 29(5), the Annual General Meeting of a calendar year which is an odd number;
 - d. in the case of an Ordinary Committee Member holding an even numbered position specified by rule 29(5), the Annual General Meeting of a calendar year which is an even number.
- (3) A Committee Member may be re-elected.

41. Resignation and removal from office

- (1) A Committee Member may resign from the Committee by written notice given to the Executive Secretary or Chairperson.
- (2) The resignation takes effect —
 - a. when the notice is received by the Executive Secretary or Chairperson; or
 - b. if a later time is stated in the notice, at the later time.
- (3) At a General Meeting, the Association may —
 - a. by Special Resolution, remove one or more Committee Members from office; and
 - b. elect a Member who is eligible under rule 29(3) to fill the vacant position.

- (4) A Committee Member who is the subject of a proposed resolution under subrule (3)a may make written representations (of a reasonable length) to the Executive Secretary or Chairperson and may ask that the representations be provided to the Members.
- (5) The Executive Secretary or Chairperson may give a copy of the representations to each Member or, if they are not so given, the Committee Member may require them to be read out at the General Meeting at which the resolution is to be considered.
- (6) The Committee may —
 - a. by resolution with at least two thirds majority, remove a Committee Member from office in the manner set out in rule 17, for which purpose —
 - i. the words “Committee Member” are to be read for the word “Member”;
 - ii. the words “Committee Membership” are to be read for the word “Membership”; and
 - iii. the word “Committee” is to be read for the word “Association”; and
 - b. elect a Member who is eligible under rule 29(3) to fill the vacant position.

42. When Membership of Committee ceases

- (1) A person ceases to be a Committee Member if the person —
 - a. dies or otherwise ceases to be a Member; or
 - b. resigns from the Committee or is removed from office under rule 41; or
 - c. becomes ineligible to accept an appointment or act as a Committee Member under section 39 of the Act;
 - d. becomes permanently unable to act as a Committee Member because of a mental or physical disability; or
 - e. fails to attend 3 consecutive Committee meetings, of which the person has been given notice, without having notified the Committee that the person will be unable to attend.

43. Filling casual vacancies

- (1) The Committee may appoint a Member who is eligible under rule 29(3) to fill a position on the Committee that —
 - a. has become vacant under rule 42; or
 - b. was not filled by election at the most recent Annual General Meeting, or under rule 41(3)b.
- (2) A Member appointed to the Committee under subrule (1) will hold office for an abbreviated term that expires according to the position held, in the manner set out in rule 40(2).
- (3) Subject to the requirement for a quorum under rule 50, the Committee may continue to act despite any vacancy in its Membership.
- (4) If there are fewer Committee Members than required for a quorum under rule 50, the Committee may act only for the purpose of:
 - a. appointing Committee Members under this rule; or
 - b. convening a General Meeting.
- (5) If an Auditor approved at an Annual General Meeting under rule 55(3)d becomes unable for any reason to fulfil the duties of auditor, the Committee may appoint a new Auditor.

44. Validity of acts

- (1) The acts of a Committee or Sub-Committee, or of a Committee Member or Member of a Sub-Committee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a Committee Member or Member of a Sub-Committee.

- (2) Each Member of a Committee or Sub-Committee is indemnified by the Association against any loss, expense or liability incurred by any act or deed done in good faith as such Member, and the Committee may use the funds of the Association for such purpose when required.

45. Payments for travel and accommodation to Committee Members

- (1) In this rule —
 - a. **Committee Member** includes a Member of a Sub-Committee;
 - b. **Committee meeting** includes a meeting of a Sub-Committee.
- (2) Subject to Committee approval, a Committee Member may be paid out of the funds of the Association for any out-of-pocket expenses for travel and accommodation properly incurred —
 - a. in attending a Committee meeting or
 - b. in attending a General Meeting; or
 - c. otherwise in connection with the Association's business.

Division 4 — Committee meetings

46. Committee meetings

- (1) The Committee must meet at least 4 times in each year on the dates and at the times and places determined by the Committee.
- (2) The date, time and place of the first Committee meeting must be determined by the Committee Members as soon as practicable after the Annual General Meeting at which the Committee Members are elected.
- (3) Special Committee meetings may be convened by the Chairperson or any 2 Committee Members.

47. Notice of Committee meetings

- (1) Notice of each Committee meeting must be given to each Committee Member at least 48 hours before the time of the meeting.
- (2) The notice must state the date, time and place of the meeting and must describe in general terms, the business to be conducted at the meeting.
- (3) Business that has not been described in the notice may be conducted at the meeting at the discretion of the Committee.

48. Procedure and order of business

- (1) The Chairperson or, in the Chairperson's absence, the Deputy Chairperson must preside as Chairperson of each Committee meeting.
- (2) If the Chairperson and Deputy Chairperson are absent or are unwilling to act as Chairperson of a meeting, the Committee Members at the meeting must choose one of them to act as Chairperson of the meeting.
- (3) The procedure to be followed at a Committee meeting must be determined from time to time by the Committee.
- (4) The order of business at a Committee meeting may be determined by the Committee Members at the meeting.
- (5) A Member or other person who is not a Committee Member may attend a Committee meeting if invited to do so by the Committee.
- (6) A person invited under subrule (5) to attend a Committee meeting cannot vote on any matter that is to be decided at the meeting.

- (7) Subject to section 42 of the Act, a Member of the Committee having, or potentially having, a material personal interest in any matter being considered at a Committee meeting must disclose the nature and extent of that interest to the Committee.
- (8) If the Committee determines that a material personal interest exists for a disclosure under subrule (7), it must be recorded in the minutes of the meeting.
- (9) A Member who is determined to have a material personal interest may be asked to vacate the meeting while the matter is being considered, and may not vote on the matter.

49. Use of technology to be present at Committee meetings

- (1) The presence of a Committee Member at a Committee meeting need not be by attendance in person but may be by that Committee Member and each other Committee Member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A Member who participates in a Committee meeting as allowed under subrule (1) is taken to be present at the meeting and, if the Member votes at the meeting, the Member is taken to have voted in person.

50. Quorum for Committee meetings

- (1) Four Committee Members present constitutes a quorum of the Committee.
- (2) Subject to rule 43(4), no business is to be conducted at a Committee meeting unless a quorum is present.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Committee meeting —
 - a. in the case of a special meeting, the meeting lapses; or
 - b. otherwise, the meeting is adjourned to the same time, day and place in the following week.
- (4) If —
 - a. a quorum is not present within 30 minutes after the commencement time of a Committee meeting held under subrule (3)b; and
 - b. at least 2 Committee Members are present at the meeting, those Members present are taken to constitute a quorum.

51. Voting at Committee meetings

- (1) Each Committee Member present at a Committee meeting has one vote on any question arising at the meeting.
- (2) A motion is carried if a simple majority of the Committee Members present at the Committee meeting vote in favour of the motion, except where these Rules specify a greater majority, in which case the motion is carried if the specified majority of the Committee Members present at the Committee meeting vote in favour of the motion.
- (3) If the votes are divided equally on a question decided by a simple majority, the Chairperson of the meeting has a second or casting vote.
- (4) A vote may take place by the Committee Members present indicating their agreement or disagreement or by a show of hands, unless the Committee decides that a secret ballot is needed to determine a particular question.
- (5) If a secret ballot is needed, the Chairperson of the meeting must decide how the ballot is to be conducted.

52. Minutes of Committee meetings

- (1) The Committee must ensure that minutes are taken and kept of each Committee meeting.
- (2) The minutes must record the following:

- a. the names of the Committee Members present at the meeting;
 - b. the name of any person attending the meeting under rule 48(5);
 - c. the business considered at the meeting;
 - d. any motion on which a vote is taken at the meeting and the result of the vote.
- (3) The minutes of a Committee meeting must be entered in the records of the Association's minutes within 30 days after the meeting is held.
- (4) The Chairperson must ensure that the minutes of a Committee meeting are reviewed and signed as correct by —
- a. the Chairperson of the meeting; or
 - b. the Chairperson of the next Committee meeting.
- (5) When the minutes of a Committee meeting have been signed as correct they are, until the contrary is proved, evidence that —
- a. the meeting to which the minutes relate was duly convened and held; and
 - b. the matters recorded as having taken place at the meeting took place as recorded; and
 - c. any appointment purportedly made at the meeting was validly made.

Division 5 — Sub-Committees and subsidiary offices

53. Sub-Committees and subsidiary offices

- (1) To help the Committee in the conduct of the Association's business, the Committee may do either or both of the following:
- a. appoint one or more Sub-Committees;
 - b. create one or more subsidiary offices and appoint people to those offices.
- (2) A Sub-Committee may consist of the number of people, whether or not Members, that the Committee considers appropriate.
- (3) A person may be appointed to a subsidiary office whether or not the person is a Member.
- (4) Subject to any directions given by the Committee —
- a. a Sub-Committee may meet and conduct business as it considers appropriate; and
 - b. the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.
- (5) The Chairperson, Deputy Chairperson and Treasurer of the Association are ex officio members of all Sub-Committees.

54. Delegation to Sub-Committees and holders of subsidiary offices

- (1) In this rule —
- non-delegable duty*** means a duty imposed on the Committee by the Act or another written law.
- (2) The Committee may delegate to a Sub-Committee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the Committee other than —
- a. the power to delegate; and
 - b. a non-delegable duty.
- (3) A power or duty, the exercise or performance of which has been delegated to a Sub-Committee or the holder of a subsidiary office under this rule, may be exercised or performed by the Sub-Committee or holder in accordance with the terms of the delegation.

- (4) The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the Committee specifies in the delegation.
- (5) The delegation does not prevent the Committee from exercising or performing at any time the power or duty delegated.
- (6) Any act or thing done by a Sub-Committee or by the holder of a subsidiary office, under the delegation has the same force and effect as if it had been done by the Committee.
- (7) The Committee may amend or revoke the delegation.

PART 6 — GENERAL MEETINGS OF ASSOCIATION

55. Annual General Meeting

- (1) The Committee must determine the date, time and place of the Annual General Meeting, giving preference to the month of September.
- (2) If it is proposed to hold the Annual General Meeting more than 6 months after the end of the Association's Financial Year, the Executive Secretary must apply to the Commissioner for permission under section 50(3)(b) of the Act within 4 months after the end of the Financial Year.
- (3) The ordinary business of the Annual General Meeting is as follows:
 - a. to confirm the minutes of the previous Annual General Meeting and of any Special General Meeting held since then if the minutes of that meeting have not yet been confirmed;
 - b. to receive and consider —
 - i. the Committee's annual report on the Association's activities during the preceding Financial Year; and
 - ii. if the Association is a Tier 1 association, the Financial Statements of the Association for the preceding Financial Year presented under Part 5 of the Act; and
 - iii. if the Association is a Tier 2 association or a Tier 3 association, the Financial Report of the Association for the preceding Financial Year presented under Part 5 of the Act;
 - iv. if required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or auditor's report on the Financial Statements or Financial Report;
 - c. to elect the office holders of the Association and other Committee Members;
 - d. if applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act;
 - e. to confirm or vary the entrance fees, Subscriptions and other amounts (if any) to be paid by Members.
- (4) Any Member eligible to vote may give notice of any motion to be included in the business of the Annual General Meeting, by delivering such notice in writing to the Executive Secretary at least 28 days before the date fixed of the Annual General Meeting.
- (5) Any other business of which notice has been given in accordance with these Rules may be conducted at the Annual General Meeting.

56. Special General Meetings

- (1) The Committee may convene a Special General Meeting.
- (2) The Committee must convene a Special General Meeting if at least 10 of the Members require a Special General Meeting to be convened.
- (3) The Members requiring a Special General Meeting to be convened under subrule (2) must —
 - a. make the requirement by written notice given to the Executive Secretary; and
 - b. state in the notice the business to be considered at the meeting; and
 - c. each sign the notice.
- (4) The Special General Meeting must be convened within 28 days after notice is given under subrule (3)a.
- (5) If the Committee does not convene a Special General Meeting within that 28 day period, the Members making the requirement (or any of them) may convene the Special General Meeting.
- (6) A Special General Meeting convened by Members under subrule (5) —
 - a. must be held within 3 months after the date the original requirement was made; and

- b. may only consider the business stated in the notice by which the requirement was made.
- (7) The Association must reimburse any reasonable expenses incurred by the Members convening a Special General Meeting under subrule (5).

57. Notice of General Meetings

- (1) The Executive Secretary or, in the case of a Special General Meeting convened under rule 56(5), the Members convening the meeting, must give to each Member —
 - a. at least 21 days' notice of a General Meeting if a Special Resolution is to be proposed at the meeting; or
 - b. at least 14 days' notice of a General Meeting in any other case.
- (2) The notice must —
 - a. specify the date, time and place of the meeting; and
 - b. indicate the general nature of each item of business to be considered at the meeting; and
 - c. if the meeting is the Annual General Meeting, include the names of the Members who have nominated for election to the Committee under rule 37(2); and
 - d. if the meeting is the Annual General Meeting, and notice of motion has been given under rule 55(4), set out the wording of the motion; and
 - e. if a Special Resolution is proposed —
 - i. set out the wording of the proposed resolution as required by section 51(4) of the Act; and
 - ii. state that the resolution is intended to be proposed as a Special Resolution; and
 - f. comply with rule 58(7).

58. Proxies

- (1) Subject to subrule (2), an Ordinary Member entitled to vote may appoint an individual who is an Ordinary Member who is entitled to vote, as his or her proxy to vote and speak on his or her behalf at a General Meeting.
- (2) An Ordinary Member may be appointed the proxy for not more than 5 other Members.
- (3) The appointment of a proxy must be in writing and signed by the Member making the appointment.
- (4) The Member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.
- (5) If no instructions are given to the proxy, the proxy may vote on behalf of the Member in any matter as the proxy sees fit.
- (6) If the Committee has approved a form for the appointment of a proxy, the Member may use that form or any other form —
 - a. that clearly identifies the person appointed as the Member's proxy; and
 - b. that has been signed by the Member.
- (7) Notice of a General Meeting given to an Ordinary Member under rule 57 must —
 - a. state that any Member entitled to vote may appoint an individual who is an Ordinary Member entitled to vote, as a proxy for the meeting; and
 - b. include a copy of any form that the Committee has approved for the appointment of a proxy, or directions to access an electronic copy of the form.
- (8) A form appointing a proxy must be given to the Executive Secretary before the commencement of the General Meeting for which the proxy is appointed.

- (9) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association not later than 24 hours before the commencement of the meeting.
- (10) A member represented by a proxy is considered to be present at the meeting for the purposes of voting at a General Meeting.

59. Use of technology to be present at General Meetings

- (1) The presence of a Member at a General Meeting need not be by attendance in person but may, where practicable, be by that Member and each other Member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A Member who participates in a General Meeting as allowed under subrule (1) is taken to be present at the meeting and, if the Member votes at the meeting, the Member is taken to have voted in person.
- (3) A Member applying to participate under subrule (1) must give 48 hours advance notice to the Executive Secretary.

60. Presiding Member and quorum for General Meetings

- (1) The Chairperson or, in the Chairperson's absence, the Deputy Chairperson must preside as Chairperson of each General Meeting.
- (2) If the Chairperson and Deputy Chairperson are absent or are unwilling to act as Chairperson of a General Meeting, the Committee Members at the meeting must choose one of them to act as Chairperson of the meeting.
- (3) A quorum is established by the presence of twelve Ordinary Members entitled to vote.
- (4) No business is to be conducted at a General Meeting unless a quorum is present.
- (5) If a quorum is not present within 30 minutes after the notified commencement time of a General Meeting —
 - a. in the case of a Special General Meeting, the meeting lapses; or
 - b. in the case of the Annual General Meeting, the meeting is adjourned to —
 - i. the same time and day in the following week; and
 - ii. the same place, unless the Chairperson specifies another place at the time of the adjournment or written notice of another place is given to the Members before the day to which the meeting is adjourned.
- (6) If —
 - a. a quorum is not present within 30 minutes after the commencement time of an Annual General Meeting held under subrule (5)b; and
 - b. at least 2 Ordinary Members entitled to vote, are present at the meeting, those Members present are taken to constitute a quorum.

61. Adjournment of General Meeting

- (1) The Chairperson of a General Meeting at which a quorum is present may, with the consent of a majority of the Ordinary Members present at the meeting and entitled to vote, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned —
 - a. if there is insufficient time to deal with the business at hand; or
 - b. to give the Members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 57.

62. Voting at General Meeting

- (1) On any question arising at a General Meeting —
 - a. subject to subrule (3), each Ordinary Member entitled to vote has one vote; and
 - b. Ordinary Members entitled to vote may vote personally or by proxy.
- (2) Except in the case of a Special Resolution, a motion is carried if a majority of the Ordinary Members present at a General Meeting and entitled to vote, vote in favour of the motion.
- (3) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (4) If the question is whether or not to confirm the minutes of a previous General Meeting, only Ordinary Members who were present at that meeting and are entitled to vote at this meeting, may vote.
- (5) For a person to be eligible to vote at a General Meeting as an Ordinary Member, the person —
 - a. must have been an Ordinary Member entitled to vote, at the time notice of the meeting was given under rule 57; and
 - b. must have paid any fee or other money payable to the Association by the Member.

63. When Special Resolutions are required

- (1) A Special Resolution is required if it is proposed at a General Meeting —
 - a. to alter these Rules;
 - b. to alter the corporate structure of the Association;
 - c. to amalgamate the Association with another body;
 - d. to wind up the Association;
 - e. to expel a Committee Member from the Committee under rule 41(3)a; or
 - f. to make any other change requiring a Special Resolution in the Act.
- (2) Subrule (1) does not limit the matters in relation to which a Special Resolution may be proposed.

64. Determining whether resolution carried

- (1) In this rule —

poll means the process of voting in relation to a matter that enables an exact determination of the number of votes for each possible outcome, taking proxies into account;

ballot means a poll that uses a ballot paper;

Special Resolution means a resolution that requires the votes of not less than $\frac{3}{4}$ of those Members present and eligible to vote, to pass;

by-law means a resolution of a procedural or administrative nature similar to a rule, that forms an addendum to these Rules, and is retained in a register of By-laws.
- (2) Subject to subrule (5), the Chairperson of a General Meeting may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been:
 - a. carried; or
 - b. carried unanimously; or
 - c. carried by a particular majority; or

- d. lost.
- (3) If the resolution is a Special Resolution, the declaration under subrule (2) must identify the resolution as a Special Resolution.
- (4) If the resolution is a by-law, the declaration under subrule (2) must identify the resolution as a by-law.
- (5) If a poll is demanded on any question by the Chairperson of the meeting or by at least 3 other Ordinary Members present in person or by proxy —
 - a. the poll must be taken at the meeting in the manner determined by the Chairperson;
 - b. the Chairperson must declare the determination of the resolution on the basis of the poll.
- (6) If a poll is demanded on the election of the Chairperson or on a question of an adjournment, the poll must be taken immediately.
- (7) If a poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by the Chairperson.
- (8) A declaration under subrule (2) or (5) must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.
- (9) A motion without notice carried by any General Meeting is not binding on the Association until, and unless, it is endorsed by the Committee.

65. Minutes of General Meeting

- (1) The Executive Secretary, or a person authorised by the Committee from time to time, must take and keep minutes of each General Meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each Annual General Meeting must record —
 - a. the Financial Statements or Financial Report presented at the meeting, as referred to in rule 55(3)b; and
 - b. any report of the review or auditor's report on the Financial Statements or Financial Report presented at the meeting, as referred to in rule 55(3)b.iv.
- (4) The minutes of a General Meeting must be entered in the Association's records within 30 days after the meeting is held.
- (5) The Chairperson must ensure that the minutes of a General Meeting are reviewed and signed as correct by:
 - a. the Chairperson of the meeting; or
 - b. the Chairperson of the next General Meeting.
- (6) When the minutes of a General Meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that —
 - a. the meeting to which the minutes relate was duly convened and held; and
 - b. the matters recorded as having taken place at the meeting took place as recorded; and
 - c. any election or appointment purportedly made at the meeting was validly made.
- (7) The names of the Ordinary Members attending the meeting, together with the names of Members for whom they are proxy (if any) must be recorded in the attendance log.
- (8) All proxy forms submitted under rule 58(8) must be retained in the Association records.

PART 7 — FINANCIAL MATTERS

66. Source of funds

- (1) The funds of the Association may be derived from entrance fees, annual Subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.

67. Control of funds

- (1) The Association may open one or more accounts in the name of the Association with any number of financial institutions, which collectively form the accounts from which all expenditure of the Association is made and into which all funds received by the Association are deposited.
- (2) Subject to any restrictions imposed at a General Meeting, the Committee may approve expenditure on behalf of the Association.
- (3) The Committee may authorise the Treasurer and Executive Manager to expend funds on behalf of the Association up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by two signatories authorised by the Committee each of whom must be:
 - a. a Committee Member; or
 - b. a paid servant of the Association.

68. Foundation

- (1) The Royal Aero Club of Western Australia Foundation is an investment account constituted for the benefit of the Association and the Members.
- (2) Funds related to the Foundation shall be kept separate from, and accounted for separately to, other accounts in the name of the Association.
- (3) The Foundation:
 - a. is not a formal trust;
 - b. is protected by these Rules, not a trust deed.
- (4) The Foundation will accept a monetary gift from any source, on the understanding that the gift is given unconditionally.
- (5) A gift received under subrule (4) will be known as a Foundation Contribution.
- (6) A gift received under subrule (4) may be returned under extenuating circumstances, however any associated income earned while the gifted funds were invested in the Foundation, are forfeited to the Association.
- (7) Association funds other than Foundation Contributions, may be invested in the Foundation at the discretion of the Committee.
- (8) An amount invested under subrule (7) will be known as an Ancillary Contribution.
- (9) The principle and related income of any Ancillary Contributions may be withdrawn and transferred to another Association account at any time.
- (10) Foundation funds will be invested in a conservative managed investment fund or funds, as promptly as practicable after receipt.
- (11) Each managed fund in subrule (10) must be reputable, managed in Australia, and subject to the requirement to provide a Product Disclosure Statement to investors.

- (12) In each reporting year that there is a net increase in the value of the Foundation, an amount determined by the Committee not greater than the earnings for that year, will be allocated to the scholarship program for the subsequent year.
- (13) A scholarship program administered by the Committee, will distribute the earnings from the Foundation on an annual basis.
- (14) The scholarship program in subrule (13) must be consistent with the Objects of the Association and:
 - a. provide financial support for flying training for worthy candidates who are Members of the Association, who might otherwise not be able to afford that training; or
 - b. support a worthy cause at the discretion of the Committee.
- (15) Administration of the Foundation is at the discretion of the Committee.
- (16) The committee may delegate oversight of the Foundation to a member or non-member with appropriate financial experience.
- (17) A delegate appointed under subrule (16):
 - a. has the discretion to transfer amounts between eligible managed funds to optimise the earnings of the Foundation; and
 - b. must provide regular reports of the financial performance of the Foundation to the Committee and the Executive Manager.
- (18) No withdrawal may be made from the Foundation unless the withdrawal is:
 - a. the annual withdrawal of funds allocated to scholarships under subrule (12); or
 - b. the principle and earnings corresponding to an Ancillary Contribution invested in the Foundation under subrule (7),except by resolution passed at a General Meeting.

69. Financial Statements and Financial Report

- (1) For each Financial Year, the Committee must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the Financial Statements or Financial Report of the Association are met.
- (2) Without limiting subrule (1), those requirements include —
 - a. if the Association is a Tier 1 association, the preparation of the Financial Statements; and
 - b. if the Association is a Tier 2 association or Tier 3 association, the preparation of the Financial Report; and
 - c. if required, the review or auditing of the Financial Statements or Financial Report, as applicable; and
 - d. the presentation to the Annual General Meeting of the Financial Statements or Financial Report, as applicable; and
 - e. if required, the presentation to the Annual General Meeting of the copy of the report of the review or auditor's report, as applicable, on the Financial Statements or Financial Report.

PART 8 — GENERAL MATTERS

70. By-laws

- (1) The Association may, by resolution at a General Meeting, make, amend or revoke By-laws.
- (2) By-laws may —
 - a. provide for the rights and obligations that apply to any classes of Associate Membership approved under rule 10(2); and
 - b. impose restrictions on the Committee's powers, including the power to dispose of the association's assets; and
 - c. impose requirements relating to the financial reporting and financial accountability of the association and the auditing of the association's accounts; and
 - d. provide for any other matter the association considers necessary or convenient to be dealt with in the By-laws.
- (3) A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these Rules.
- (4) Without limiting subrule (3), a by-law made for the purposes of subrule (2)c may only impose requirements on the Association that are additional to, and do not restrict, a requirement imposed on the Association under Part 5 of the Act.
- (5) At the request of a Member, the Association must make a copy of the By-laws available for inspection by the Member.
- (6) A by-law carried by any General Meeting without notice is not binding on the Association except by resolution of the Committee.

71. Executing documents and common seal

- (1) The Association may execute a document without using a common seal if the document is signed by:
 - a. two Committee Members; or
 - b. one Committee Member and a person authorised by the Committee.
- (2) If the Association has a common seal —
 - a. the name of the Association must appear in legible characters on the common seal; and
 - b. a document may only be sealed with the common seal by the authority of the Committee and in the presence of:
 - i. two Committee Members; or
 - ii. one Committee Member and a person authorised by the Committee,
and each of them is to sign the document to attest that the document was sealed in their presence.
- (3) The Executive Secretary must make a written record of each use of the common seal.
- (4) The common seal must be kept in the custody of the Executive Secretary or a Committee Member authorised by the Committee.

72. Giving notices to Members

- (1) In this rule —

recorded means recorded in the Register of Members.
- (2) A notice or other document that is to be given to a Member under these Rules is taken not to have been given to the Member unless it is in writing and —
 - a. delivered by hand to the recorded address of the Member; or

- b. sent by prepaid post to the recorded postal address of the Member; or
 - c. sent by electronic transmission to an appropriate recorded number or recorded electronic address of the Member.
- (3) Notice required under these Rules is taken to be given provided such notice is published in:
- a. an official Association publication mailed to a Member; or
 - b. an electronic official Association publication emailed or electronically transferred to a Member.

73. Custody of books and securities

- (1) Subject to subrule (2), the Books and any securities of the Association must be kept in the Executive Secretary's custody or under the Executive Secretary's control.
- (2) The Financial Records and, as applicable, the Financial Statements or Financial Reports of the Association must be kept in the Executive Manager's custody or under the Executive Manager's control.
- (3) Subrules (1) and (2) have effect except as otherwise decided by the Committee.
- (4) The Books of the Association must be retained for at least 7 years.

74. Record of office holders

- (1) The record of Committee Members and other persons authorised to act on behalf of the Association that is required to be maintained under section 58(2) of the Act must be kept in the Executive Secretary's custody or under the Executive Secretary's control.
- (2) The record of Committee Members must contain the names and addresses of the persons who are Members of the management Committee or hold other offices of the Association provided for by its Rules.
- (3) The Association must retain records of the names and addresses of any persons authorised to use the common seal of the association (if it has a common seal); and
- (4) The Association must retain records of the names and addresses of any persons appointed or acting as a trustee on behalf of the Association.

75. Inspection of records and documents

- (1) Subrule (2) applies to a Member who wants to inspect —
 - a. the Register of Members under section 54(1) of the Act; or
 - b. the record of the names and addresses of Committee Members, and other persons authorised to act on behalf of the Association, under section 58(3) of the Act; or
 - c. any other record or document of the association.
- (2) The Member must contact the Executive Secretary to make the necessary arrangements for the inspection.
- (3) The Member may make a copy of or take an extract from a record or document referred to in subrule (1) but does not have a right to remove the record or document for that purpose.
- (4) The inspection is free of charge, however the Association may charge a fee to recover the costs of labour and materials incurred by the Association to fulfil a request for a copy or extract, which must be paid by the Member prior to receiving the copy or extract.
- (5) If the Member wants to inspect a document that records the minutes of a Committee meeting, the right to inspect that document is subject to any decision of the Committee about minutes of Committee meetings generally, or the minutes of a specific Committee meeting, being available for inspection by Members.
- (6) The Member must not use or disclose information in a record or document referred to in subrule (1) except for a purpose —

- a. that is directly connected with the affairs of the Association; or
- b. that is related to complying with a requirement of the Act.

76. Association and Member Liability

- (1) The Association is not responsible for:
 - a. injury or damage sustained by any member using or hiring Association aircraft;
 - b. injury or damage to members or their property while on any airfield;
 - c. injury or damage to third parties;
 - d. injury or damage to the person or property of any person flying in Association aircraft or on the premises of the Association.
- (2) Any member causing loss or damage to the Association or its equipment or property through failure to observe and comply with –
 - a. these Rules; or
 - b. the aviation regulations; or
 - c. the Operations Manuals; or
 - d. the directions or orders of the Committee; or
 - e. any flying instructorwill be fully liable therefore.
- (3) A member of the Club shall not use the name of the Club -
 - a. in any advertisement or prospectus or business announcement; or
 - b. as an address for the purpose of identification in any legal proceedings.

77. Publication by Committee Members of statements about Association business prohibited

- (1) A Committee Member must not publish, or cause to be published, any statement about the business conducted by the Association at a General Meeting or Committee meeting unless —
 - a. the Committee Member has been authorised to do so at a Committee meeting; and
 - b. the authority given to the Committee Member has been recorded in the minutes of the Committee meeting at which it was given.

78. Distribution of surplus property on cancellation of incorporation or winding up

- (1) In this rule **surplus property**, in relation to the Association, means property remaining after satisfaction of —
 - a. the debts and liabilities of the Association; and
 - b. the costs, charges and expenses of winding up or cancelling the incorporation of the Association,but does not include Books relating to the management of the Association.
- (2) On the cancellation of the incorporation or the winding up of the Association, its surplus property must be distributed as determined by Special Resolution by reference to the persons mentioned in section 24(1) of the Act.

79. Alteration of Rules

- (1) If the Association wants to alter or rescind any of these Rules, or to make additional Rules, the Association may do so only by Special Resolution and by otherwise complying with Part 3 Division 2 of the Act.