



Aldinga Aero Club Inc.

CONSTITUTION

Revised August, 2007.

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ALDINGA AERO CLUB INCORPORATED - CONSTITUTION

1. Objects

- (1) Promotion of and participation in light aircraft flying.
- (2) Conduct social activities for members and their friends and relatives and other interested persons.
- (3) Promote safety in aviation by means of lectures, talks, seminars, displays.
- (4) Promote co-operation with similar flying groups or clubs.
- (5) Encourage and undertake competitions, sporting events, displays, tests, records and trials.
- (6) Encouragement of flying by youth and do all such things and acts conducive to the furtherance of the objects and interests of the Club.

2. Powers

- (1) To purchase, take on lease or exchange, to hire or otherwise acquire any real or personal property that may be deemed necessary or convenient.
- (2) To buy or sell and deal in goods of all kinds.
- (3) To construct, maintain and alter any building or works necessary or convenient.
- (4) To accept any gift or subsidy or grant or sponsorship whether or not subject to special trusts.
- (5) To take such steps as may from time to time seem necessary or expedient to procure contributions to the funds of the Club whether by way of donations, subscriptions or otherwise.
- (6) To print or publish such newspapers, periodicals, books, leaflets or other such documents (including films, videotape and sound recordings) as may be necessary or desirable for the promotion of the objects and purposes of the Club.
- (7) To borrow and raise monies on such terms as are acceptable to the Club.
- (8) To invest any monies of the Club not immediately required for its objects and purposes in such manner as the Club may from time to time determine.
- (9) To make gifts, subscriptions or donations to any persons or club and to grant scholarships to any persons.
- (10) To hire and employ such persons as may be necessary to further the objects and purposes of the Club.
- (11) To make, draw, accept, endorse and issue cheques, and open and operate such bank accounts as the committee deems necessary, and in accordance with conditions determined by the committee.
- (12) Hold and promote flying activities of any description authorised by law which may be calculated to advance the objects and purposes of the Club.

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- (13) To pursue common objectives with any body having similar aims or objectives upon such terms and conditions (if any) as may be mutually agreed upon.
- (14) To hold and promote social activities of any description authorised by law which may be calculated to advance the objects and purposes of the Club.

3. Non-Profit Policy

- (1) The assets and income of the Aldinga Aero Club shall be applied to the promotion of its objects as set out above in Section 1. and no portion shall be paid or distributed directly or indirectly to the members of the Club except as bona fide remuneration for services rendered or as reimbursement for expenses incurred on behalf of the Club.

4. Membership

- (1) Any person who has an interest in light aircraft flying shall be eligible for membership.
- (2) Classes of membership shall be :-
 - (a) **Ordinary Member** - any person over the age of 16 years who has paid full membership fee.
 - (b) **Junior Member** - any person under 18 years who has not paid the full membership fee and who has paid the Junior membership fee.
 - (c) **Associate Member** - any person over 16 years who has paid an Associate membership fee.
 - (d) **Life Member** - any person who by virtue of extraordinary service to the Club has been appointed by committee and who has all the rights and privileges of membership and who pays no fees.
 - (e) **Corporate Member** - any person appointed by the committee of another body corporate having similar objects and purposes and who has paid the full Corporate membership fee.
 - (f) **Honorary Member** - any person who shall be approved and elected as honorary member for a stipulated term by committee and who shall not be required to pay any fee during that term.
 - (g) **Patron** - who shall be appointed by committee and who shall have all the rights and privileges of membership but who shall not be required to pay any fee.
 - (h) **Student Member** - any person who is learning to fly (ab initio) as a student of an Aldinga-based flying school may be granted Student Membership for a period of twelve months from the date of receipt of his/her application for such membership. Student members pay no fees.

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- (3) Full voting rights are held by all classes of membership except Junior Members, Associate Members and Student Members who may not vote.
- (4) Eligible persons or bodies corporate shall be proposed and seconded for membership by an existing member of the Club and their membership approved by a majority of the committee as soon as practicable after application, and upon payment of the first annual subscription shall be a member.

5. Subscriptions

- (1) The annual membership or other fees shall be determined by the Management Committee at a committee meeting held not more than sixty (60) days prior to the start of each financial year of the Club.
- (2) A new member joining the Club part way through the club financial year shall pay a proportional fee based on the number of complete quarters remaining.
- (3) The subscription shall be paid annually at such time as the committee shall from time to time determine.
- (4) Any member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member of the Club provided always that the committee may reinstate such person's membership on such terms as it sees fit.

6. Resignation

- (1) A member's club membership shall terminate immediately if he/she resigns by forwarding a letter to the Secretary for that purpose.

7. Expulsion

- (1) Subject to giving a member an opportunity to be heard or make a written submission, the committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Club.
- (2) Particulars of the charge shall be communicated to the member at least one calendar month before the meeting of committee at which the matter will be determined.
- (3) The determination of the committee shall be communicated to the member and in the event of an adverse determination the member shall, subject to Rule 4 (below), cease to be a member within 14 days after the determination of the committee has been communicated to the member.
- (4) It shall be open to the member to appeal to the Club in General Meeting against the expulsion. The "intention to appeal" shall be communicated to the Secretary or Public Officer of the Club within 14 days after the determination of the committee has been communicated to the member.

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- (5) In the event of an appeal the appellant's membership of the Club shall not be terminated unless the determination of the committee to expel the member is upheld by the members of the club General Meeting.

8. Committee

- (1) Management of the Club shall be controlled exclusively by a committee which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of the Club, and are not required by the Act or by these rules to be done by the Club at General Meeting.
- (2) The committee shall have the power to appoint such officers and employees as are required to carry out the objects of the Club, including a Public Officer as required by the Act, and may discuss or delegate any of its powers to such officers and employees.
- (3) The committee shall be comprised of a President, Vice-President, Secretary, Treasurer and four committee members, all of whom shall be members of the Club.
- (4) The committee may appoint a person to fill a casual vacancy and such a committee member shall hold office until the next Annual General Meeting of the Club and shall be eligible for re-appointment.
- (5) A retiring committee member shall be eligible to stand for re-election without nomination but no member not being a retiring committee member shall be eligible to stand for election unless a member of the Club has nominated him/her at least twenty-eight (28) days before the meeting by delivering a nomination of that person to the Secretary of the Club. The nomination shall be signed by the proposer and by the nominee to signify his/her willingness to stand for election.
- (6) Notice of all persons seeking election to the committee shall be given to all members of the Club with the notice calling the meeting at which the election is to take place.
- (7) If only the required number of persons are nominated to fill existing vacancies, the Secretary shall report accordingly to the Annual General Meeting and the Chairperson shall declare such persons duly elected as committee members.
- (8) At the Annual General Meeting the following office bearers shall be elected from those members who have been elected as committee members -
 - a) President
 - b) Vice President
 - c) Secretary
 - d) Treasurer

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- (9) The committee may delegate any of its powers to one or more sub-committees consisting of such members of the Club as the committee may from time to time determine.

9. Disqualification of a Committee Member

- (1) The office of Committee Member shall become vacant if a committee member is
 - a) Disqualified by the Act.
 - b) Expelled under these rules.
 - c) Permanently incapacitated by ill health.
 - d) Absent without apology from more than three (3) consecutive meetings, or more than three (3) committee meetings in one financial year.
 - e) No longer the duly appointed representative of a corporate member.

10. Proceedings of Committee

- (1) The committee shall meet together for the dispatch of business bi-monthly or as it may otherwise decide.
- (2) Questions arising at any meeting shall be decided by a majority of votes and, in the event of equality of votes, the chairperson shall have a casting vote in addition to a deliberative vote.
- (3) A quorum for a meeting of the committee shall be five (5) members.
- (4) A member of the committee having a pecuniary interest in a contract with the Club must disclose that interest to the committee as required by the Act, and shall not vote with respect to that contract.

11. Financial Year

- (1) The financial year of the Club shall be the period ending 30th June in each year.

12. Borrowing Powers

- (1) Subject to this rule, the Club may borrow money from banks or other financial institutions upon such terms and conditions as the committee sees fit and may secure the repayment thereof by charging the property of the Club.
- (2) Subject to section 53 of the Act (Associations Incorporations Act 1985, administered by the Office of Consumer & Business Affairs), the Club may invite and accept deposits of money from any person on such terms and conditions as may be determined by the committee from time to time.

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13. Rules

- (1) Subject to approval by a resolution of the members of the Club at General Meeting or Special General Meeting, these rules may be altered (including an alteration to name) or be rescinded and replaced by substitute rules. Such resolution shall be considered to be a Special Resolution. Such alteration shall be registered with the Commission as required by the Act (Associations Incorporations Act 1985, administered by the Office of Consumer & Business Affairs).
- (2) The registered rules shall bind the Club and every member of the Club to the same extent as if they had respectively signed and sealed them and agreed to be bound by all of the provisions thereof.

14. Seal

- (1) The Club shall have a common seal upon which its corporate name shall appear in legible characters.
- (2) The seal shall not be used without the express authorisation of the committee and every use of the seal shall be recorded in the minute book of the Club. The affixing of the seal shall be witnessed by the Secretary and one other committee member.

15. Meetings

- (1) The committee shall call a Special General Meeting in accordance with the Act and may call such a meeting at any time.
- (2) The Annual General Meeting shall be held within five months of the end of each financial year.
- (3) Upon receipt of a requisition in writing of not less than 50% of the total number of members of the Club, the committee shall, within one month of receipt of the requisition, convene a Special General Meeting for the purpose specified in the requisition.
- (4) Every requisition for a Special General Meeting shall be signed by the members making the same and shall state the purpose of the meeting.
- (5) If a Special General Meeting is not convened within one month as required under Rule 3 above, then the requisitionists may convene a Special General Meeting. Such a meeting shall be convened in the same manner as a meeting convened by the committee and, for this purpose, the committee must ensure that the requisitionists are supplied at no charge with particulars of the members entitled to receive notice of meeting. The reasonable cost of convening and conducting such a meeting shall be borne by the Club.

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- (6) Subject to Rule 7 below, at least fourteen (14) days notice of any General Meeting shall be given to members. The notice shall set out where and when the meeting will be held and particulars of the nature and order of business to be transacted at the meeting. In the case of an Annual General Meeting, the order of business of the meeting shall include the consideration of the accounts and reports of the committee and auditors, the appointment of auditors and committee (if necessary) and any other business requiring consideration of the Club and General Meeting.
- (7) Notice of a meeting at which a special resolution is to be proposed shall be given at least twenty-one (21) days prior to the date of the meeting.
- (8) A notice may be given by the Club to any member by serving the member personally or by sending it by post to the address appearing in the register of members.
- (9) Where a notice is sent by post, service of the notice shall be deemed to be affected if it is properly addressed and posted to the member by ordinary prepaid post.

16. Minutes

- (1) Proper minutes of all proceedings of meetings of the Club and of meetings of the committee shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- (2) The minutes kept pursuant to this rule shall be signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting.
- (3) Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held and that all appointments made at that meeting shall be deemed to be valid.
- (4) Subject to these rules each member present in person or by proxy shall be entitled to one vote.
- (5) A member being a body corporate shall be entitled to appoint one person, who need not be a member of the Club, to represent it at a particular meeting or at all meetings of the Club. That person shall be appointed the corporate member by a resolution of its board which shall be authorised under its seal. Such a person shall be deemed to be a member of the Club for all purposes until the authority to represent the body corporate is revoked.

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17. Proceedings at Meetings

- (1) Ten (10) members present personally or by proxy shall constitute a quorum at any General Meeting.
- (2) If within thirty (30) minutes after the time appointed for the meeting a quorum of members is not present, then a meeting convened upon the requisition of members shall lapse. In any other case the meeting shall stand adjourned to the same day in the next week at the same time and place and, if at such an adjourned meeting a quorum is not present within thirty (30) minutes of the time appointed for the meeting, then the numbers present shall form a quorum.
- (3) The President or, if the President is not present, the Vice-President or, in their absence or on their declining to take or retiring from the Chair, one of the committee members chosen by the meeting shall preside as chairperson at every meeting.
- (4) The Chairperson may, with the consent of the meeting at which a quorum is present (and shall do so if directed by the meeting), adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (5) When a meeting is adjourned for thirty (30) days or more, notice of the meeting shall be given as if that meeting were an original meeting of members.
- (6) At any General Meeting a resolution put to the vote shall be decided by show of hands and a declaration by the Chairperson of the meeting that a resolution has been carried or lost shall be made without proof of the number or proportion of votes recorded in favour or against a resolution unless a poll is demanded as conclusive evidence.
- (7) If a poll is demanded by the Chairperson of the meeting or by three or more members present personally or by proxy, it shall be taken in such a manner as the Chairperson directs. The results of such poll shall be the resolution of the meeting except that, in the case of a special resolution, a majority of seventy-five percent (75%) of the members entitled to vote do so personally or by proxy.
- (8) A poll demanded on the election of a Chairperson of a meeting or on any question of an adjournment shall be taken at the meeting and without adjournment.

18. Proxies

- (1) A member shall be entitled to appoint in writing a person who is also a member of the Club to be his/her proxy at any meeting of the Club and attend and vote at any meeting of the Club.
- (2) The person so appointed may only exercise his/her proxy vote on those resolutions which are included in notices of meetings distributed to members.

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19. Accounts

- (1) The Treasurer shall receive all monies payable to the Club.
- (2) All monies so received shall be paid into an account of the Club.
- (3) The Treasurer shall present at each meeting (except a Special General Meeting unless required to do so) a book of account of all monies received and disbursed and a balance of the finances of the Club and perform all such duties as are directed by the committee from time to time.
- (4) No money shall be drawn from any account of the Club unless authorised to do so, signed by two members of committee, one of those members being an office bearer.
- (5) The Club shall keep such accounting records as are necessary to correctly record and explain the financial transactions of the Club.

20. Dissolution

- (1) The Club may be dissolved or wound up by a resolution of seventy-five percent (75%) of the members at a Special General Meeting called for the purpose.
- (2) If upon dissolution or winding-up of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or be distributed amongst the members of the Club but shall be given or transferred, as determined by the members at or before the time of dissolution or winding-up, to some other club having similar objects and rules prohibiting the distribution of its assets and income to its members.

21. By-Laws

- (1) The committee shall have the power to make, amend, or repeal by-laws from time to time, not inconsistent with this Constitution.