



## Constitution of Model Flying Hawkes Bay Incorporated

### 1. Name.

- 1.1. The name of the club is Model Flying Hawkes Bay Incorporated.  
(Hereinafter referred to as The Club).

### 2. Registered Office.

- 2.1. The registered office of Model Flying Hawkes Bay Incorporated will be situated at a place in New Zealand as shall from time to time be notified to The Registrar of Incorporated Societies.
- 2.2. Unless otherwise notified it will normally be at the place of residence of the current Secretary.

### 3. Interpretation.

- 3.1. **Aero Modelling:** Any activity connected with the participation, promotion and encouragement of the sport and hobby of model aircraft construction and flying.
- 3.2. **AGM:** Annual General Meeting.
- 3.3. **Executive Officers:** The President, Secretary, Treasurer and Club Captain.
- 3.4. **Financial Year:** The financial year of the club will commence on the 1<sup>st</sup> April and end 31<sup>st</sup> day of March of the following year.
- 3.5. **Management Committee:** Are persons empowered or elected by the club to run the day to day business of the club.
- 3.6. **Model Aircraft:** Any model aircraft used in the pursuit of recreational aviation.
- 3.7. **Month:** Calendar month.
- 3.8. **NZMAA:** New Zealand Model Aeronautical Association Incorporated.
- 3.9. **Patron:** A Patron may be appointed annually by a motion from the Management Committee at the AGM. However if he/she already holds office then reconfirmed annually at the AGM. The Patron does not need to be a paid up member of the club.
- 3.10. **Rules:** The current rules of the club and the By-Laws of the club.
- 3.11. **SGM:** Special General Meeting.
- 3.12. **The ACT:** The Incorporated Societies Act of 1908, with amendments thereto.
- 3.13. **The Registrar:** The Registrar of Incorporated Societies under the act.

### 4. Objectives.

- 4.1. To promote and facilitate the design, construction, restoration, testing and safe operation of model aircraft of all types for competition, educational and recreational purposes.
- 4.2. To provide the means of contact between members engaged in construction, restoration, testing or operation of model aircraft.
- 4.3. To provide, for the benefit of all Members, advice, education and technical information to promote and encourage safety in the design, construction, restoration and or operation of model aircraft.

- 4.4. To liaise on behalf of all members with the Civil Aviation Authority, Airways Corporation, other government departments and any other bodies or organizations.
- 4.5. To promote flying meetings, competitions and technical symposia.
- 4.6. To publish via media and the written word articles of any description, which may assist the knowledge of aero modelling.
- 4.7. To buy, sell, lease, hire, mortgage, charge, exchange or otherwise deal with any real or personal property, including any rights and privileges thereto.
- 4.8. To construct, maintain and alter any buildings or erections necessary or convenient for the work of the club.
- 4.9. To raise money fees or by other lawful means for the club and to grant any rights and privileges to any Members.
- 4.10. To borrow, raise funds, receive gifts of any kind for the benefit of the club on such terms and on such security as may be thought fit.
- 4.11. To undertake and execute any trusts which may lawfully be taken by the club and may be appropriate to the clubs objectives. To appoint trustees to administer these funds under trust.
- 4.12. To temporarily invest surplus monies of the club in or upon such investments, securities or property as may be deemed fit by the management committee.
- 4.13. To do all such other things as are incidental or conducive to the attainment of the above objectives or any of them. Provided however that the foregoing objectives shall in no way limit the rights and powers conferred upon societies incorporated under the act.

## 5. Membership.

### 5.1. Membership applications.

- 5.1.1. Applications for membership in any of the following categories will be forwarded to the management committee for approval, upon approval the appropriate fees will be deemed due.
- 5.1.2. The membership year will be 1<sup>st</sup> April to 31<sup>st</sup> March
- 5.1.3. The management committee will ensure the application for membership meets all requirements in accordance with the rules and by-laws of the club and the NZMAA.
- 5.1.4. The management committee **will** have the discretion to decline any application for membership.

### 5.2. Membership Categories

- 5.2.1. **Senior member:** A senior member shall be a person 18 years of age or over as at the 1<sup>st</sup> April each year. All senior members have voting rights and may participate in all club activities and events and will receive the clubs publications and notices.
- 5.2.2. **Junior member:** A junior member shall be a person under 18 years of age on the 1<sup>st</sup> April each year. They will have no voting rights but may participate in all the clubs events and activities and will receive the clubs publications and notices.
- 5.2.3. **Family Membership:** Family membership includes at least one senior member and is defined as including husband and/or wife/partner and may include any number of junior members.
  - 5.2.3.1. Once a junior reaches 18years they will be classified as a SENIOR and if no longer a full-time student must pay the appropriate full fee as SENIOR.
  - 5.2.3.2. Senior members who have paid full club fees within a family membership will have full voting rights however the junior members or spouse/partner included in the family group will have no voting rights.
- 5.2.4. **Life Member:** Any person who has provided special services or support to the club. Nomination for life membership shall be made to the management committee by any senior member. Life membership may be approved at any AGM of the club following a resolution and passing by the assembled members. A life member will have full voting rights at either an AGM or SGM.

5.2.5. **Associate Membership:** Associate membership may be granted to any member of the club who, in the opinion of the management committee, because of circumstances preventing that member from participating fully in the club activities. Associate members will be provided with a gate key but cannot participate in flying activities unless they are a member of NZMAA with another Club.

5.2.5.1. An associate member will have no voting rights at an AGM or SGM.

5.2.6. **Country Membership:** Country membership shall be granted to a person 18 years of age or over as at the 1<sup>st</sup> April each year. They must reside in a country district with a journey greater than 50 kilometres from the clubs Awatoto flying site. They will have voting rights and may participate in all of the clubs events, contests or activities also receive the clubs publications and notices.

5.2.7. **Affiliated Membership:** Membership to The NZMAA is a **compulsory** condition of all classes of membership in Model Flying Hawkes Bay, except associate membership. Affiliation fees for The NZMAA are received by Model Flying Hawkes Bay through the clubs treasurer, after processing passed onto The NZMAA.

## 6. Discipline and Termination of Membership or Affiliation.

6.1. Membership of the club may be terminated, suspended or varied under any of the following circumstances.

6.1.1. Any member may resign at any time by notifying the Secretary in writing of his or her intention to do so.

6.1.2. If any fees, levies or any other dues of a member due to the club remain unpaid for three months after due date for payment, it shall be taken that the member has resigned from the club.

6.1.3. The management committee may suspend any member if any such member acts in such a way to bring into dispute or wilfully disobeys any rule, regulation or by-law as laid down by the club. The suspended person will be advised in writing by the Secretary giving the reason for this suspension.

6.2. The resigning member shall return all property or assets held by the member on behalf of the club, eg. gate entry key

## 7. Fees, Levies.

7.1. Any joining fees, annual Fees, levies or dues payable by any class of membership will be recommended by the management committee and presented annually at the AGM for ratification and come into effect at the beginning of the next financial year.

7.2. No on going joining or annual fees shall be charged or due by Life Members.

## 8. Management.

8.1. The business of the club shall be managed by a duly elected management committee. The management committee shall consist of the President, Secretary, Treasurer, Club Captain, and at least three committee members to a limit of five committee members.

8.2. The property of the club shall be invested in the management committee for the time being as trustees for the members. The management committee shall be generally responsible for the safe custody of the assets of the club and shall implement any or all of the objects of the club at its discretion. No member of the management committee shall have any transmissible or assignable interest therein.

8.3. The election of the management committee shall take place at each AGM. At each AGM the members of the management committee shall retire but are eligible for re-election. No candidate, other than a retiring member of the management committee shall be eligible for election unless his nomination is lodged with the secretary in writing at least seven days prior to the date of the meeting at which he is proposed to be elected. Failing a sufficient number of nominations to fill vacancies, further nominations may be accepted during the meeting to fill the vacant positions.

- 8.4. Any casual vacancies occurring in any of the offices or in the management committee shall be filled by the management committee and any so person appointed shall hold office until the next ensuing AGM. A vacancy caused by expulsion shall be deemed a casual vacancy.
- 8.5. The president shall preside at all management committee meetings, if unable to attend the club captain or any member of the management committee will act as deputy.
- 8.6. The quorum for a management committee meeting shall be five members.
- 8.7. Each member of the management committee shall have one vote at management committee meeting. The president or chairperson shall have a casting vote. No proxy voting shall be allowed at management committee meetings.
- 8.8. Any member of the management committee failing to attend three consecutive management committee meetings without having his apologies sustained shall ipso facto cease to hold office and membership of the management committee.
- 8.9. The management committee may at any time by resolution passed by a 2/3rds majority remove from office any officer or member of the management committee if the removal of such person is deemed to be in the best interest of the club.
- 8.10. Any member of the club has the right to attend management committee meetings by invitation of the president or chairperson of the forthcoming meeting of the management committee itself. Such members may speak at the meeting only if invited to do so by the chairperson but shall have no voting rights.

## 9. Duties of Officers.

### 9.1. Patron.

9.1.1. The patron shall officiate in any manner at their convenience at the request of the management committee.

9.1.2. The Patron need not necessarily be a member of the club. He may attend meetings of the club or management committee, to speak there at but have no voting rights

9.2. **President:** The President shall preside at all meetings.

9.3. The Secretary, Treasurer or Club Captain shall act as the Presidents deputy in any way so requested by the President.

9.4. **Treasurer:** It shall be the duty of the Treasurer:

- a) To collect and receive all monies due to the club.
- b) To pay all debts owing as soon as payment thereof is authorised by the management committee.
- c) To keep a correct record of all receipts and payments, and an accounts of all assets and liabilities of the club.
- d) To have the custody of the funds of the club.
- e) To produce financial statements from time to time as required by the management committee.
- f) To prepare for each annual general meeting of the club a proper statement of income and expenditure and a balance sheet showing the clubs assets and liabilities as at the 31<sup>st</sup> March preceding each annual general meeting.
- g) Submit to review the balance sheet, and income and expenditure account and shall lay these<sup>5</sup> together with such supplementary information as may be reasonably required before the Annual General Meeting of the Club.
- h) To pay all moneys received into the account of the club with the clubs bankers.
- i) To keep a register of all members showing classification of each member.

9.5. **Secretary:** It shall be the duty of the Secretary:

- a) To conduct all the clubs correspondence and convene all meetings.
- b) To keep accurate records of all meetings of the club.
- c) To assist the treasurer compile and maintain a register of all club members.
- d) To act as custodian of the common seal and all books, papers and accounts of the club and to produce the same to the management committee whenever called upon to do so.
- e) To see that the provisions of The Incorporated Societies Act are duly complied with.
- f) To notify each new member of their election to the club.

- g) In the case of inability to attend any meetings to cause the necessary books and papers to be conveyed to the meeting place and handed to the chairperson.

**9.6. Club Captain:** It shall be the duty of the Club Captain:

- a) To officiate at clubs flying meetings, to ensure that all activities conform to flying rules recognised by the club.
- b) To supervise the operation of the measurement committee and its time keepers.
- c) To supervise club flying meetings. He shall have the power to appoint deputies as required.

**9.7. Bulletin Editor: (outside of committee).** It shall be the duty of the bulletin editor

- 9.7.1. To publish newsletters with regular items of clubs activities.

**9.8. Paid Officers:**

- 9.8.1. The management committee may employ such paid officers as it may from time to time determine.

**10. Advisory Committees.**

- 10.1. The management committee shall have the power to delegate any matters to an advisory Committee, and such committee may consist of such members of the management committee as may be appointed thereto.

**11. Controls and use of funds.**

- 11.1. The income and property of the club, from any source, shall be applied solely towards the promotion of the objectives of the club and no portion shall be paid or transferred, directly or indirectly, to any member of the club.
- 11.2. A banking account or accounts shall be opened for the funds of the club and any cheque or electronic withdrawal shall be signed / authorised by any two of the treasurer, secretary and one other nominated signing/authorizing authority.
- 11.3. To establish an upper limit of spending of \$10,000.00 for any single item or project and approved at committee level by the duly elected management committee at the time of request.
- 11.4. To call a Special General Meeting, in accordance with clause 14.1 of Model Flying Hawkes Bay Inc. constitution, of all financial members to approve expenditure in excess of \$10,000.00.

**12. Engagement of Funds.**

- 12.1. The Club shall appoint an accountant to review the annual financial statements of the Club ("the Reviewer"). The Reviewer shall conduct an examination with the objective of providing a report that nothing has come to the Reviewer's attention to cause the Reviewer to believe that the financial information is not presented in accordance with the Clubs accounting policies. The Reviewer must be a suitably qualified person, preferably a member of the New Zealand Institute of Chartered Accountants, and must not be a member of the Committee, or an employee of the Club. If the Society appoints a Reviewer who is unable to act for some reason, the Committee shall appoint another Reviewer as a replacement.

The Committee is responsible to provide the Reviewer with:

- a. Access to all information of which the Committee is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters
- b. Additional information that the reviewer may request from the Committee for the purpose of the review; and
- c. Reasonable access to persons within the Club from whom the reviewer determines it necessary to obtain evidence.

### **13. Annual General Meetings.**

- 13.1. The Annual General Meeting of the club shall be held once in every year, not later than 4 months after the clubs balance date. The time and place shall be decided by the management committee.
- 13.2. The quorum for an AGM shall be at least 15% of members entitled to be present and vote.
- 13.3. At any Annual General Meeting or General Meeting of the club if no quorum is present 30 minutes after the time fixed for commencement of the meeting such meeting shall stand adjourned until the same day of the following week at the same time and at such adjourned meeting the members present shall constitute a quorum.
- 13.4. The AGM shall:
  - a) Receive any apologies.
  - b) Receive the minutes of the previous AGM.
  - c) Matters arising, from the previous AGM.
  - d) Receive reports from the President.
  - e) Receive the reviewed accounts of the club.
  - f) The Reviewers report is to be attached to the accounts.
  - g) Appoint a Reviewer for the coming year.
  - h) Confirm fees or levies for the financial year.
  - i) Consider published remits and notices of motion
  - j) Consider general business.

### **14. Special General Meetings.**

- 14.1. Special general meetings of the club may be called at any time by order of the management committee or on a requisition executed by at least three members of the club. Such request shall specify the business to be placed before the special general meeting and at least fourteen days notice shall be given of all special general meetings. The management committee shall specify the time, date and place of the meeting. Special general meeting shall be presided over by the President or Chairperson so appointed.
- 14.2. The quorum for a Special General Meeting shall be at least 15% of members entitled to be present and vote.

### **15. Procedures for AGM or SGM.**

- 15.1. At least fourteen days notice shall be given in writing or by electronic communication to all members of the club specifying the date, place and time of such meeting and in the case of a SGM the general nature of the business. Accidental omission of this notice to any individual members shall not invalidate the proceeding of the meeting.
- 15.2. At least fourteen days clear notice of any notice of motion or remit shall be given in writing to all members of the club.
- 15.3. The President of the club for the time being shall preside at all meetings or, failing his/her being present the Secretary. In the event of the President and Secretary not being available the meeting may appoint a chairperson, this chairperson taking the chair temporarily for the purpose of this business.
- 15.4. Only financial and Life Members can attend any AGM or SGM. Only financial senior or life members will be entitled to vote.
- 15.5. At an AGM or SGM any resolution put to the vote at the meeting shall be decided on a show of hands by the majority. A secret ballot must be called out if at least one third of the members present call for it.
- 15.6. In the case of a tied vote either on a show of hands or ballot, the chairperson of the meeting shall be entitled to a casting vote.
- 15.7. The chairperson may, with the consent of a majority of the members present adjourn an agenda item or remit to be discussed at a later meeting. This item or remit must be placed on the agenda of the next AGM or SGM whichever meeting is held first.

- 15.8. The demand of any vote shall not prevent the continuation of a meeting or the transaction of any business other than the question on which the vote has been demanded.
- 15.9. Voting at AGM or SGM. Only financial senior members or life members of the club may vote at either a AGM or SGM.
- 15.10. Proxy voting at any AGM or SGM is not permitted.

## **16. Damages and Liability.**

- 16.1. No member of the club shall institute any claim for damages or any other claim against the club or any of its members arising from loss or injury sustained as a result of the action of any member of the club acting under the jurisdiction of the club or as a result of the negligence of any member of the club.

## **17. Notices.**

- 17.1. Notices may be served by the club upon any member personally or by sending it through the post in a prepaid letter or in the clubs on line electronic web based bulletin. This notice shall be sent to the last known registered address as it appears in the clubs membership address list.

## **18. Alteration of Rules.**

- 18.1. Any rule or rules of the club may only be rescinded, altered, repealed or added to by a two third majority vote of those present at an AGM or SGM called to change such rules.
- 18.2. Notice of any proposal to alter, repeal or add any rule shall be given to the members in writing at least twenty one days prior to the AGM or SGM.

## **19. By-Laws.**

- 19.1. The management committee may produce by-laws to cover any activity that is carried out by Its members but those by-laws must reflect the intent under the clubs rules.

## **20. Execution of Documents and Common Seal.**

- 20.1. All documents intended to bind the club shall be executed under the common seal of the club and such execution shall be attested by the president, the secretary and at least two other members of the management committee.
- 20.2. The common seal shall be held by the secretary.

## **21. Liquidation.**

- 21.1. A majority of members entitled to vote at an AGM or SGM may pass a resolution for the liquidation of the club. This resolution must be confirmed at a SGM called for the purpose to be held no earlier than 30 days after the resolution was passed. The resolution must be approved by a majority of the members present at the SGM and entitled to vote.
- 21.2. If upon liquidation of the club there remains after the satisfaction of all debts and liabilities any property what so ever the same shall not be paid or distributed to any member of the club. The remaining property shall be given or transferred to the New Zealand Model Aeronautical Association Incorporated or some other club or charitable purpose within New Zealand which the management committee or the liquidator conducting the wind up may nominate.

**27 October 2019.**

President: Lance Hickey



Secretary: Brett Robinson



Treasurer: Robert Lockyer

