



**Constitution of the  
Model Flying Hawke's Bay Club  
Incorporated**

# Amendment Status

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Version	Change Detail	Date	Approved
V1	Draft for consultation with Members	April 2025	MFHB Committee
V2	Reviewed to have two meeting types. Common Seal deleted. Paragraphs renumbered.	May 2025	MFHB Committee

## Contents

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1	Name .....	4
2	Charitable status .....	4
3	Purposes .....	4
4	Act and Regulations .....	5
5	Registered office .....	5
6	Power to borrow money .....	5
7	Other powers.....	5
8	Minimum number of members .....	5
9	Types of members.....	6
9.1	Member.....	6
9.2	Life Member .....	6
9.3	Honorary Member .....	6
9.4	Flying Associate Member .....	6
9.5	Non-Flying Associate Member.....	6
9.6	Patron.....	6
10	Becoming a member .....	7
11	Obligations and rights .....	7
12	Subscriptions and fees.....	7
13	Ceasing to be a member .....	8
14	Obligations on resignation.....	8
15	Becoming a member again .....	8
16	Annual General Meetings .....	9
16.1	Frequency.....	9
16.2	Notices of Meetings .....	9
16.3	Quorum .....	9
16.4	Rules.....	9
16.5	Agenda .....	10
17	Special General Meetings .....	10
18	Committee .....	11
18.1	Composition.....	11
19	Qualifications .....	11
20	Election or appointment.....	11
20.1	Process .....	11
21	Term .....	12

22	Removal .....	12
23	Cessation of Committee membership.....	12
24	Functions .....	13
25	Officers' duties .....	13
26	Powers .....	14
27	Sub-committees .....	15
28	General issues .....	15
29	Conflicts of interest .....	15
30	Committee meetings.....	16
31	Records .....	16
31.1	Register of Members.....	16
31.2	Contents of Register of Members.....	16
32	Access to Register of Members.....	16
33	Interests Register .....	17
34	Access to other information .....	17
35	Finances and Signing of Documents.....	18
35.1	Control and management .....	18
36	Balance Date .....	18
37	Trophies, Equipment or Assets .....	19
38	Dispute resolution.....	19
38.1	Raising disputes .....	19
38.2	Investigating Disputes .....	19
38.3	The Decision-maker .....	20
38.4	Resolving disputes.....	21
39	Winding up.....	21
39.1	Process .....	21
40	Surplus Assets .....	21
41	Alterations to the Rules.....	22
42	Contact person.....	22
43	Bylaws and Policies .....	22

## 1 Name

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The name of the Club is Model Flying Hawke's Bay Incorporated (in these Rules referred to as the 'Club').

## 2 Charitable status

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The Club is not and does not intend to be registered as a charitable entity under the Charities Act 2005.

## 3 Purposes

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The primary purposes of the Club are:

- (a) To maintain an active association with model flying's national body New Zealand Model Aeronautical Association (NZMAA), trading as MFNZ.
- (b) To encourage and foster the sport or pastime of building and flying model aircraft in all its forms hereinafter referred to as "the said sport".
- (c) To publicise the activities of the Club and foster interest and pride as a stimulus to recruit new members there by maintaining membership.
- (d) To promote and assist in organising social activities for all members' enjoyment.
- (e) To do all other things as are incidental to or conducive to the attainment of the above purposes.

The Club must not operate for the purpose of, or with the effect of:

- (f) Any Member of the Club deriving any personal financial gain from membership of the Club, other than as may be permitted by law, or
- (g) Returning all or part of the surplus generated by the Club's operations to Members, in money or in kind, or
- (h) Conferring any kind of ownership in the Club's assets on Members

The Club will not be deemed to operate for the financial gain of Members simply if the Club:

- (i) Engages in trade,
- (j) For matters that are incidental to the purposes of the Club, pays a Member of the Club that is carried on for the private pecuniary profit of any individual,
- (k) Reimburses a member for reasonable expenses legitimately incurred on behalf of the Club or while pursuing the Club's purposes,
- (l) Provides benefits to members of the public or of a class of the public and those persons include Members or their families,
- (m) Pays a member a salary or wages or other payments for services to the Club on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or are terms less favourable to the Member than those terms),

- (n) Pays any Member interest at no more than current commercial rates on loans made by that Member to the Club, or
- (o) Provides a member with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the Club.
- (p) Ensures no Member is allowed to take part in, or influence any decision made by the Club in respect of payments to, or on behalf of, the Member of any income, benefit, or advantage.
- (q) Ensures any payments made to a member must be for goods and services that advance the charitable purpose and must be reasonable and comparable to payments that would be made between unrelated parties.

## 4 Act and Regulations

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Nothing in this Constitution authorises the Club to do anything which contravenes or is inconsistent with the Act, any regulations made under the Act, or any other legislation.

## 5 Registered Office

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The Registered Office of the Club shall be at such a place in New Zealand as the Committee from time to time determines, and changes to the Registered Office shall immediately be notified to the Registrar of Incorporated Societies in a form and as required by the Act.

## 6 Power to Borrow Money

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The Club has the power to borrow money and provide security for that if authorized by majority vote at any Club Meeting.

## 7 Other powers

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In addition to its statutory powers, the Club may (subject to exercising the care and skill that a prudent person of business would exercise in managing the affairs of others) for the purposes of carrying on any operation within the scope of its objects:

- (a) Use its funds to pay the costs and expenses to advance or carry out its objects,
- (b) Employ or contract with such people as may be appropriate, and
- (c) Invest in any investment.

## 8 Minimum number of members

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The Club shall maintain the minimum number of Members required by the Act.

## 9 Types of members

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Membership and the method by which Members are admitted to different classes of membership are decided by the Club and are not limited to the classes below:

### 9.1 Member

A Member is an individual admitted to membership under these Rules and who has not ceased to be a member. A Member will either be a Junior Member or Senior Member as per Model Flying New Zealand (MFNZ) definition.

### 9.2 Life Member

A Life Member is a person honoured for highly valued services to the Club elected as a Life Member by resolution of a General Meeting passed by a two-thirds majority of those Members present and voting. A Life Member shall have all the rights and privileges of a Member and shall be subject to all the same duties as a Member except those of paying the Club subscriptions.

### 9.3 Honorary Member

Honorary Member may be appointed by the Committee for a period not exceeding 12 months and, in all cases, terminating at the next General Meeting. An Honorary Member has no membership rights, privileges or duties.

### 9.4 Flying Associate Member

Persons, who are financial Members of MFNZ, either through another club or directly with MFNZ, may join the Club and be classed as a Flying Associate Member.

### 9.5 Non-Flying Associate Member

A current Member who does not wish to take an active part in the said sport (flying) can remain in the Club as a Non-Flying Associate Member. Previous Club Members and new persons wishing to become Club Members who do not wish to take an active part in the said sport (flying) can apply to become Non-Flying Associate Members. As Members in this class do not take an active part in the said sport (flying) they will not need to be financial members of MFNZ. There is no restriction on Members in this class changing their membership class.

### 9.6 Patron

The Club may by resolution of a General Meeting passed by a two-thirds majority of those Members present and voting elect a Patron of the Club for such period as may be deemed necessary.

## 10 Becoming a member

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- (a) Consent
  - (i) Every applicant for membership must consent in writing to becoming a member
- (b) Process
  - (i) An applicant for membership must complete and sign any application form, supply any information, or attend an interview, as may be reasonably required by the Committee regarding an application for membership.
- (c) The Committee may accept or decline an application for membership. The Committee must advise the applicant of its decision (but is not required to provide reasons for that decision).

## 11 Obligations and rights

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- (a) Every Member shall provide the Club with that Member's name and contact details (including postal address, telephone number(s), and any email address) and promptly advise the Club of any changes to those details.
- (b) Membership does not confer on any Member any right, title, or interest (legal or equitable) in the property of the Club.
- (c) All Members (including Committee Members) shall promote the interests and purposes of the Club and shall do nothing to bring the Club into disrepute.
- (d) A Member is only entitled to exercise the rights of membership (including attending and voting at General Meetings, accessing or using the Club's premises, facilities, equipment and other property) if all subscriptions and any other fees have been paid to the Club by their respective due dates, but no Member or Life Member is liable for an obligation of the Club by reason only of being a Member.
- (e) The Committee may decide what access or use Members may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the Club, including any conditions of and fees for such access or use.

## 12 Subscriptions and fees

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- (a) The annual subscription and any other fees for membership for the next financial year shall be set by resolution of a General Meeting.
- (b) Any Member failing to pay the annual subscription, any levy, or any capitation fees, within 2 calendar month(s) of the date the same was due for payment shall be considered as nonfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any Club activity or to access or use the Club's premises, facilities, equipment and other property until all the arrears are paid. If such arrears are not paid within 2 calendar months of the due date for payment of the subscription, any other fees, or levy the Committee may terminate the Member's membership (without being required to give prior notice to that Member).



## 13 Ceasing to be a Member

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- (a) A Member ceases to be a member:
  - (i) On death, or
  - (ii) By resignation from that Member's class of membership by notice to the Secretary, or
  - (iii) On termination of a member's membership under these Rules.
- (b) With effect from (as applicable):
  - (i) The date of death of the Member, or
  - (ii) The date of receipt of the notice of resignation by the Secretary (or any subsequent date stated in the notice of resignation), or
  - (iii) The date of termination of membership under these Rules, or
  - (iv) The date specified in a resolution of the Committee.

## 14 Obligations on Resignation

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- (a) A Member who resigns or whose membership is terminated under these Rules:
  - (i) Remains liable to pay all subscriptions and other fees to the Club's next balance date,
  - (ii) Shall cease to hold himself or herself out as a Member of the Club, and
  - (iii) Shall return to the Club all material provided to Members by the Club (including any membership certificate, badges, handbooks and manuals).
  - (iv) Shall cease to be entitled to any of the rights of a Club Member.
  - (v) Return club access keys issued

## 15 Becoming a member again

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- (a) Any former Member may apply for re-admission in the manner prescribed for new applicants and may be re-admitted only by resolution of the Committee.
- (b) However, if a former Member's membership was terminated following a dispute resolution process, the applicant may be re-admitted only by a General Meeting on the recommendation of the Committee.

## 16 Annual General Meetings

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### 16.1 Frequency

An Annual General Meeting shall be held once a year on a date and at a location determined by the Committee and consistent with any requirements in the Act.

### 16.2 Notices of Meetings

Notices of General Meetings shall be given to Members by email, written or printed memoranda despatched by ordinary post or by electronic media to the Member's last known address. Unless a longer notice is provided to be given for any general meeting, Notices of Motion or remits are to be circulated at least seven days before the meeting. Notices shall be deemed to be given on the date upon which they could be delivered in the ordinary course of post. The accidental omission of any Member in being given notice shall not invalidate any proceedings at any meeting.

### 16.3 Quorum

At all Annual or Special General Meetings, the presence of 20% of the current financial Members who are entitled to vote shall constitute a quorum. Proxies shall not be included in the determination of a quorum.

### 16.4 Rules

The Rules relating to the procedure to be followed as set out below shall apply:

- (a) Annual General Meetings may be held at one or more venues using any real-time audio, audio and visual, or electronic communication that gives each member a reasonable opportunity to participate.
- (b) All Annual General Meetings shall be chaired by the President. If the President is absent, the President's Nominated Committee Member shall chair that meeting.
- (c) Any person chairing an Annual General Meeting has a deliberative and, in the event of a tied vote, a casting vote
- (d) Any person chairing an Annual General Meeting may:
  - (i) With the consent a simple majority of members present entitled to vote at that Annual General Meeting adjourn the Annual General 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.
  - (ii) Direct that any person not entitled to be present at the Meeting, obstructing the business of the Meeting, behaving in a disorderly manner, being abusive, or failing to abide by the directions of the chairperson be removed from the Meeting, and
  - (iii) In the absence of a quorum or in the case of emergency, adjourn the Meeting or declare it closed.

- (e) The Committee may put forward motions for the Club to vote on ('Committee Motions'), which shall be notified to Members with the notice of the General Meeting.
- (f) Any Member may request that a motion be voted on ('Member's Motion') at a General Meeting, by giving notice to the Secretary at least 7 Working Days before that meeting. The Member may also provide information in support of the motion ('Member's Information').
- (g) Minutes of all General Meetings must be kept by the Secretary.

## 16.5 Agenda

- (a) Confirm the minutes of previous Annual or Special General Meeting(s),
- (b) Adopt the annual report on Club business,
- (c) Adopt the Treasurer's report on the finances of the Club, and the annual financial statements,
- (d) Set any subscriptions for the next financial year,
- (e) Consider any motions,
- (f) Consider any general business
- (g) Election of Officers and Committee

## 17 Special General Meetings

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- (a) Special General Meetings may be called at any time by the Committee by resolution. The Committee must call a Special General Meeting if the Secretary receives a written request signed by at least 10 per cent of Members. Any resolution or written request must state the business that the Special General Meeting is to deal with.
- (b) The Rules relating to the procedure to be followed at Annual General Meetings shall apply to a Special General Meeting, and a Special General Meeting shall only consider and deal with the business specified in the Committee's resolution or the written request by Members for the Meeting.
- (c) The Committee shall give all Members at least 15 Working Days' Notice of any Special General Meeting and of the business to be conducted at that Special General Meeting.
- (d) The Special General Meeting and its business will not be invalidated simply because one or more Members do not receive the Notice of the Special General Meeting.
- (e) All financial Members may attend, speak and vote at Special General Meetings:
  - (i) In person
  - (ii) No proxy voting shall be permitted.
- (f) No Special General Meeting may be held unless at least 10 eligible financial Member's attend, this will constitute a quorum.
- (g) If, within half an hour after the time appointed for a Special General Meeting a quorum is not present, the meeting – if convened upon request of Members – shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the President of the Club, and if at such adjourned meeting a quorum is not present those present in person shall be deemed to constitute a sufficient quorum. Any decisions made when a quorum is not present are not valid.

## 18 Committee

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### 18.1 Composition

- (a) The Committee will consist of 7 Committee Members who are:
  - (i) Members; and
  - (ii) Natural persons; and
  - (iii) Not disqualified by these Rules or the Act.
- (b) The Committee will include as minimum:
  - (i) A President,
  - (ii) A secretary,
  - (iii) A Treasurer, and
  - (iv) A Club Captain.
  - (v) 3 Elected members
- (c) Should one person undertake a dual role position, then an additional Committee Member may be elected.

## 19 Qualifications

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- (a) Prior to election or appointment, every Committee Member must consent in writing to be a Committee Member and certify in writing that they are not disqualified from being appointed or holding office as a Committee Member by these Rules or the Act.
- (b) Persons are disqualified from being appointed or holding office as a Committee Member in accordance with the Act

## 20 Election or appointment

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### 20.1 Process

The election of Committee Members shall be conducted as follows

- (a) Committee Members shall be elected during Annual General Meetings. However, if a vacancy in the position of any Committee Member occurs between Annual General Meetings, that vacancy shall be filled by resolution of the Committee (and any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as a Committee Member by these Rules or the Act).
- (b) A candidate's written nomination, accompanied by the written consent of the nominee (who must be a financial member) with a certificate that the nominee is not disqualified from being appointed or holding office as a Committee Member by these Rules or the Act, shall be received by the Secretary at least 10 Working Days before the date of the Annual General Meeting. If there are insufficient valid nominations received, further nominations may be received from the floor at the Annual General Meeting.

- (c) Votes shall be cast in such a manner as the person chairing the Meeting determines. In the event of any vote being tied, the tie shall be resolved by the incoming Committee (excluding those in respect of whom the votes are tied). The Committee may co-opt members as it sees fit.
- (d) Two Members (who are not nominees) or non-Members appointed by the President shall act as scrutineers for the counting of the votes and destruction of any voting papers.
- (e) The failure for any reason of any financial Member to receive such Notice shall not invalidate the election.

## 21 Term

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- (a) The term of office for all Committee Members shall be 1 year, expiring at the end of the Annual General Meeting in the year corresponding with the second year of each Committee Member's term of office.
- (b) There is no restriction on the consecutive term of office Committee Members may serve.

## 22 Removal

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- (a) Where a complaint is made about the actions or inaction of a Committee Member (and not in the Committee Member's capacity as a Member of the Club) the following steps shall be taken:
  - (i) The Committee Member who is the subject of the complaint, must be advised of all details of the complaint.
  - (ii) The Committee Member who is the subject of the complaint, must be given adequate time to prepare a response.
  - (iii) The complainant and the Committee Member who is the subject of the complaint, must be given an adequate opportunity to be heard, either in writing or at an oral hearing by the Committee (excluding the Committee Member who is the subject of the complaint) if it considers that an oral hearing is required.
  - (iv) Any oral hearing shall be held by the Committee (excluding the Committee Member who is the subject of the complaint), and/or any oral or written statement or submissions shall be considered by the Committee (excluding the Committee Member who is the subject of the complaint).
- (b) If the complaint is upheld the Committee Member may be removed from the Committee by a resolution of the Committee or of a General Meeting, in either case passed by a two-thirds majority of those present and voting.

## 23 Cessation of Committee Membership

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- (a) A Committee Member shall be deemed to have ceased to be a Committee Member if that person ceases to be a Member.
- (b) Each Committee Member shall within 15 Working Days of submitting a resignation or ceasing to hold office, deliver to the Secretary all books, papers and other property of the Club held by such former Committee Member.

## 24 Functions

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From the end of each Annual General Meeting until the end of the next, the Club shall be administered by the Committee, which shall be accountable to the Members for the advancement of the Club's purposes and the implementation of resolutions approved by any General Meeting.

## 25 Officers' duties

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### (a) Committee Member

- (i) Shall act in good faith and in what he or she believes to be in the best interests of the Club,
- (ii) Must exercise all powers for a proper purpose,
- (iii) Must not act, or agree to the Club acting, in a manner that contravenes the Act or these Rules,
- (iv) When exercising powers or performing duties as a Committee Member, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances considering, but without limitation, the nature of the Club, the nature of the decision, the position of the Committee Member and the nature of the responsibilities undertaken by him or her,
- (v) Must not agree to the activities of the Club being carried on in a manner likely to create a substantial risk of serious loss to the Club or to the Club's creditors, or cause or allow the activities of the Club to be carried on in a manner likely to create a substantial risk of serious loss to the Club or to the Club's creditors, and
- (vi) Must not agree to the Club incurring an obligation unless he or she believes at that time on reasonable grounds that the Club will be able to perform the obligation when it is required to do so.

### (b) President

- (i) The President shall preside at all meetings.
- (ii) The Secretary, Treasurer or Club Captain shall act as the President's deputy in any way so requested by the president.

### (c) Secretary

- (i) To conduct all the club's correspondence and convene all meetings.
- (ii) To keep accurate records of all meetings of the club.
- (iii) To assist the Treasurer compile and maintain a register of all club members.
- (iv) To act as custodian of the common seal and all books, papers and accounts of the club and produce the same to management committee when required.
- (v) To see that the provisions of The Incorporated Society Act are duly complied with.
- (vi) To notify each new member of the election to the club.
- (vii) In the case of inability to attend any meetings the necessary books and papers to be conveyed to the meeting place and handed to the chairperson.

- (d) Treasurer
  - (i) To collect and receive all monies due to the club
  - (ii) To pay all debts owing as soon as payment thereof is authorised by the management committee.
  - (iii) To keep a correct record of all receipts, payments and an account of all assets and liabilities of the club.
  - (iv) To have the custody of the funds of the club
  - (v) To produce financial statements from time to time as required by the management committee.
  - (vi) To prepare for each Annual General Meeting of the club a statement of income and expenditure and a balance sheet showing the clubs assets and liabilities as at the 31<sup>st</sup> March prior to the general meeting.
  - (vii) Submit to review the balance sheet, and income and expenditure account and shall prepare these together with required supplementary information as may be required before the Annual General Meeting of the club.
  - (viii) To keep a register of all members showing classification of each member.
- (e) Club Captain
  - (i) To officiate at all the club's flying meetings, to ensure that all activities conform to flying rules recognised by the club.
  - (ii) To supervise the operation of the measurement committee and its timekeepers.
  - (iii) To supervise all club flying meetings. The Club Captain has the power to appoint deputies as required.
- (f) Bulletin Editor
  - (i) Not required to be a member of committee
  - (ii) To publish newsletters with regular items of the club's activities.
- (g) Paid Officers
  - (i) The management committee may employ such paid officers as it may from time to time.

## 26 Powers

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Subject to these Rules and any resolution of any Annual or Special General Meeting the Committee may:

- (a) Exercise all the Club's powers, other than those required by the Act or by these Rules to be exercised by the Club in General Meeting, and
- (b) Enter contracts on behalf of the Club or delegate such power to a Committee Member, sub-committee, employee, or other person.

## 27 Sub-committees

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The Committee may appoint sub-committees consisting of such persons (whether or not Members of the Club) and for such purposes as it thinks fit. Unless otherwise resolved by the Committee:

- (a) The quorum of every sub-committee is all the members of the sub-committee,
- (b) No sub-committee shall have power to co-opt additional members,
- (c) A sub-committee must not commit the Club to any financial expenditure without express authority, and
- (d) A sub-committee must not further delegate any of its powers.

## 28 General issues

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- (a) The Committee and any sub-committee may act by resolution approved during a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next Committee meeting.
- (b) Other than as prescribed by the Act or these Rules, the Committee or any sub-committee may regulate its proceedings as it thinks fit.
- (c) Subject to the Act, these Rules and the resolutions of General Meetings, the decisions of the Committee on the interpretation of these Rules and all matters dealt with by it in accordance with these Rules and on matters not provided for in these Rules shall be final and binding on all Members.

## 29 Conflicts of interest

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- (a) An Officer or a member of the Committee and/or member of a sub-committee who is an Interested Member in respect of any matter being considered by the Club, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified)
  - (i) To the Committee and or sub-committee; and
  - (ii) In an Interests Register kept by the Committee.
- (b) Disclosure must be made as soon as practicable after the member of the Committee and/or sub-committee becomes aware that they are interested in the matter.
- (c) A member of the Committee and/or sub-committee who is an Interested Member regarding a matter
  - (i) Must not vote or take part in the decision of the Committee and/or sub-committee relating to the matter; and
  - (ii) Must not sign any document relating to the entry into a transaction or the initiation of the matter; but



- (iii) May take part in any discussion of the Committee and/or sub-committee relating to the matter and be present at the time of the decision of the Committee and/or sub-committee (unless the Committee and/or sub-committee decides otherwise).
- (d) However, a member of the Committee and/or sub-committee who is prevented from voting on a matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the matter is considered.
- (e) Where 50 per cent or more of Committee Members are prevented from voting on a matter because they are interested in that matter, a Special General Meeting must be called to consider and determine the matter, unless all non-interested members agree otherwise, and where 50 per cent or more of the members of a sub-committee are prevented from voting on a matter because they are interested in that matter, the Committee shall consider and determine the matter.

## 30 Committee meetings

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- (a) The Committee shall meet at least quarterly at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the President or Secretary.
- (b) The quorum for Committee meetings is at least 3 Committee Members.

## 31 Records

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### 31.1 Register of Members

- (a) The Secretary shall keep an up-to-date Register of Members, recording for each Member their name, contact details, the date they became a Member, and any other information required by these Rules or prescribed by Regulations under the Act.

### 31.2 Contents of Register of Members

- (a) The information contained in the Register of Members shall include each Member's:
  - (i) Postal address
  - (ii) Phone number (landline and/or mobile)
  - (iii) Email address (if any)
  - (iv) Whether the Member is financial or un-financial
- (b) Every Member shall promptly advise the Secretary of any change of their contact details.

## 32 Access to Register of Members

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With reasonable notice and at reasonable times, the Secretary shall make the Register of Members available for inspection by Members and Committee Members. However, no access will be given to information on the Register of Members to Members or any other person, other than as required by law.

## 33 Interests Register

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The Secretary shall maintain an up-to-date register of the interests disclosed by Officers.

## 34 Access to other information

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- (a) A Member may at any time make a written request to the Club for information held by the Club.
- (b) The request must specify the information sought in sufficient detail to enable the information to be identified.
- (c) The Club must, within a reasonable time after receiving a request:
  - (i) provide the information, or
  - (ii) agree to provide the information within a specified period, or
  - (iii) agree to provide the information within a specified period if the Member pays a reasonable charge to the Club (which must be specified and explained) to meet the cost of providing the information, or
  - (iv) refuse to provide the information, specifying the reasons for the refusal.
- (d) Without limiting the reasons for which the Club may refuse to provide the information, the Club may refuse to provide the information if:
  - (i) Withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
  - (ii) The disclosure of the information would, or would be likely to, prejudice the commercial position of the Club or of any of its members, or
  - (iii) The disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether that person supplied the information to the Club, or
  - (iv) Withholding the information is necessary to maintain legal professional privilege, or
  - (v) The disclosure of the information would, or would be likely to, breach an enactment, or
  - (vi) The burden to the Club in responding to the request is substantially disproportionate to any benefit that the member (or any other person) will or may receive from the disclosure of the information, or
  - (vii) The request for the information is frivolous or vexatious.
- (e) If the Club requires the Member to pay a charge for the information, the Member may withdraw the request, and must be treated as having done so unless, within 10 Working Days after receiving notification of the charge, the Member informs the Club
  - (i) That the Member will pay the charge; or
  - (ii) That the Member considers the charge to be unreasonable.
- (f) Nothing in this Rule limits Information Privacy Principle 6 of the Privacy Act 2020.

## 35 Finances and Signing of Documents

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### 35.1 Control and management

- (a) The funds and property of the Club shall be:
- (b) controlled, invested and disposed of by the Committee, subject to these Rules, and
- (c) devoted solely to the promotion of the objects and purposes of the Club.
- (d) Authorised persons to sign The Club's legal or binding documents and Create and Approve Online Payments from the Club's Bank Accounts are to be confirmed at the first Committee meeting each year.
- (e) Club Documents shall be signed by the President.
- (f) If a witness is required, it shall be signed by either the Secretary or the Treasurer.
- (g) Online payments from the Club's Bank Accounts shall be created by The Treasurer.
- (h) Online payments from the Club's Bank Accounts shall be approved by.
  - (i) The Treasurer and also
  - (ii) Either one of the two (2) Authorised Committee Members.
  - (iii) In the event of a long-term absence of any Authoriser the Committee shall appoint another Committee Member as an Authoriser.
- (i) In the event of payments being made to any person who is an approver, then the other two authorisers shall create and approve that payment.
- (j) 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.
- (k) To call a Special General Meeting, of all financial members to approve expenditure in excess of \$10,000.00.

## 36 Balance Date

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The Club's financial year shall commence on 1<sup>st</sup> April of each year and end on 31<sup>st</sup> March (the latter date being the Club's balance date).

- (a) The Club shall appoint a suitably qualified person, preferably a Member of Chartered Accountants Australia and New Zealand (CA ANZ), and must not be a Member of the Committee, or an employee of the Club to finalise and examine the annual financial statements of the club ("the accountant").
- (b) 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
- (c) Additional Information that the reviewer may request from the Committee for the purpose of the review
- (d) Reasonable access to persons within the Club from whom the reviewer determines it necessary to obtain evidence.

- (e) If the club appoints an Accountant who is unable to act for some reason, the Committee shall appoint another Accountant as a replacement. The Club is responsible to provide the accountant with access to all information and persons of whom the Club is aware that is relevant to the preparation of the financial statements such as records, documentation and any additional information that the accountant may request.

## 37 Trophies, Equipment or Assets

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- (a) Trophies unless otherwise determined by the Club in a General Meeting shall remain the property of the Club and are for continual competition on a basis as may be arranged from time to time by the Committee. Any member holding a trophy, or losing the right to hold a trophy, must return the trophy to the Club Captain in good condition upon request.
- (b) Equipment or assets purchased by or given to the Club shall remain the property of the Club unless otherwise determined by the Club in a general meeting. Equipment must be kept secure either at the Club rooms or in safe keeping with a Club Member. If equipment is being held by a Club member it must be returned to the Club when requested by the Club.

## 38 Dispute resolution

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### 38.1 Raising disputes

- (a) Any grievance by a member, and any complaint by anyone, is to be lodged by the complainant with the Secretary in writing and must provide such details as are necessary to identify the details of the grievance or complaint. All Members (including the Committee) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Club's activities.
- (b) The complainant raising a grievance or complaint, and the Committee, must consider and discuss whether a grievance or complaint may best be resolved through informal discussions, mediation or arbitration. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.
- (c) The resolution of all disputes must be conducted in a manner that is consistent with natural justice.

### 38.2 Investigating Disputes

- (a) This rule concerns any grievances of members relating to their rights and interests as Members, and any complaints concerning the alleged conduct or discipline of members, collectively referred to as "disputes."
- (b) These disputes procedures are designed to enable and facilitate the fair, prompt and efficient resolution of grievances and complaints.
- (c) Rather than investigate and deal with any grievance or complaint, the Committee may:
- (d) appoint a sub-committee to deal with the same, or
- (e) refer the same to an external arbitrator, arbitral tribunal, or external visitor (or referee), so long as minimum standards of natural justice and the following requirements under this rule are satisfied.
- (f) The Committee or any such sub-committee or person considering any grievance or complaint is referred to hereafter as the "decision-maker".

### 38.3 The Decision-maker

- (a) shall consider whether to investigate and deal with the grievance or complaint, and
- (b) may decline to do so (for instance, if the decision-maker is satisfied that the complainant has insufficient interest in the matter or otherwise lacks standing to raise it; the matter is trivial or does not appear to disclose material misconduct or material; the matter raised appears to be without foundation or there is no apparent evidence to support it; some damage to Members' interests may arise; or the conduct, incident, event or issue has already been investigated and dealt with by the Club).
- (c) Where the decision-maker decides to investigate and deal with a grievance, the following steps shall be taken:
  - (i) The complainant and the Member, or the Club, which is the subject of the grievance, must be advised of all details of the grievance.
  - (ii) The Member, or the Club, which is the subject of the grievance, must be given an adequate time to prepare a response.
  - (iii) The complainant and the Member, or the Club, which is the subject of the grievance, must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required.
  - (iv) Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.
- (d) Where the decision-maker decides to investigate and deal with a complaint, the following steps shall be taken:
  - (i) The complainant and the Member complained against must be advised of all allegations concerning the Member, and all details of the complaint.
  - (ii) The Member complained against must be given an adequate time to prepare a response.
  - (iii) The Member complained against must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required.
  - (iv) Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.
- (e) A Member may not decide on or participate as a decision-maker regarding a grievance or complaint, if 2 or more Committee Members, or the decision-maker, consider that there are reasonable grounds to infer that the person may not approach the grievance or complaint impartially, or without a predetermined view. Such a decision must consider the context of the Club and the case and may include consideration of facts known by the other Members about the decision-maker, so long as the decision is reasonably based on evidence that proves or disproves an inference that the decision-maker might not act impartially.

## 38.4 Resolving disputes

The decision-maker may

- (a) dismiss a grievance or complaint, or
- (b) uphold a grievance and make such directions as the decision-maker thinks appropriate (with which the Club and Members shall comply),
- (c) uphold a complaint and:
  - (i) reprimand or admonish the Member, and/or
  - (ii) suspend the Member from membership for a specified period, or terminate the Member's membership, and/or
  - (iii) order the complainant (if a member) or the Member complained against, to meet any of the Club's reasonable costs in dealing with a complaint.

## 39 Winding up

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### 39.1 Process

- (a) The Club may be wound up, or liquidated, or removed from the Register of Incorporated Societies in accordance with the provisions of the Act.
- (b) The Secretary shall give Notice to all Members of:
- (c) the proposed motion to wind up the Club or remove it from the Register of Incorporated Societies, and
  - (i) the General Meeting at which any such proposal is to be considered,
  - (ii) the reasons for the proposal, and
  - (iii) any recommendations from the Committee in respect to such notice of motion.
- (d) Any resolution to wind up the Club or remove it from the Register of Incorporated Societies must be passed by a two-thirds majority of all Members present and voting.

## 40 Surplus Assets

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- (a) If the Club is wound up, or liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any Member.
- (b) On the winding up or liquidation or removal from the Register of Incorporated Societies of the Club, its surplus assets after payment of all debts, costs and liabilities shall be vested in Model Flying New Zealand (Incorporated) or another affiliated Club of MFNZ having purposes like those of the Club.
- (c) However, on winding up by resolution under this rule, the Club may approve a different distribution to a different entity from that specified above, so long as the Club complies with these Rules and the Act in all other respects.

## 41 Alterations to the Rules

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- (a) The Club may amend or replace these Rules at a General Meeting by a resolution passed by a two-thirds of majority of those Members present and voting.
- (b) Changes to the Rules must not be inconsistent with the Rules of the Club.
- (c) Any proposed motion to amend or replace these Rules shall be signed by at least 10 per cent of eligible Members and given in writing to the Secretary at least 15 Working Days before the General Meeting at which the motion is to be considered and accompanied by a written explanation of the reasons for the proposal.
- (d) At least 7 Working Days before the General Meeting at which any amendment is to be considered the Secretary shall give to all Members notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.
- (e) When an amendment is approved by a General Meeting it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the Act for registration and shall take effect from the date of registration.

## 42 Contact person

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- (a) The Club Secretary shall be the required contact person for the Registrar of Incorporated Societies
- (b) Any change in that contact person(s) or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 Working Days of that change occurring, or the Club becoming aware of the change.

## 43 Bylaws and Policies

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The Committee from time to time may make and amend bylaws, and policies for the conduct and control of Club activities and codes of conduct applicable to Members, but no such bylaws, policies or codes of conduct applicable to Members shall be inconsistent with the Act, regulations made under the Act, or these Rules. All such changes shall be binding on members of the Club.