

## **RULES OF MATAMATA AERO CLUB (INCORPORATED)**

1. NAME: The name of the Society shall be "Matamata Aero Club (Incorporated)" hereinafter referred to as "the Club".

2. AFFILIATION: The Club is affiliated to the Royal New Zealand Aero Club.

3. OBJECTS: The objects for which the Club is established are:

(a) Generally to co-operate with the Government of New Zealand and assist in every way in the advancement of Aviation, and any Act, Craft, Trade or Profession connected therewith or incidental thereto, and in particular in any of the following modes:

(i) By providing and establishing and managing Aerodromes, Flying Grounds, Landing Grounds, Workshops, Repair facilities, or any other facilities for the use or benefit of the Club and its members and any member of any other Club affiliated to the Royal New Zealand Aero Club.

(ii) By promoting or arranging for displays, exhibitions and matches, competitions, lectures and discussions.

(iii) By watching and/or promoting general or local legislation related to Aviation.

(iv) By carrying out instructions in aviation, mechanics, or any matter connected with or incidental to the same or either of them.

(v) By purchasing or otherwise acquiring and to sell and otherwise dispose of aircraft of all and every kind and all plant equipment spare parts and accessories used or required in connection therewith.

(vi) By establishing and carrying on for hire or reward any service by aircraft for the carriage of passengers or goods including charter flights and use of aircraft or air ambulances or for aerial spraying and aerial topdressing, air and sea rescue and generally commercial flying of every description.

(vii) By applying for and obtaining appropriate licences or other privileges or concessions required or desirable in connection with the foregoing objects or any of them.

(viii) By establishing or arranging for printing and publication of manuals, magazines, essays and reports.

(ix) Such further or other objects as may from time to time appear to the Club in general meeting or the Committee to be in the interests of the Club or the furtherance of the other objectives of the Club as set out.

#### 4. THE POWERS OF THE CLUB SHALL BE:

- (a) To establish and maintain Clubrooms with furniture, accommodation, refreshments for use of (subject to the rules of the Club) members and visitors and to hold entertainments in such Clubrooms or elsewhere.
- (b) For the purpose of the Club to purchase, hire or take on any lease, real or personal property.
- (c) To buy, sell, lease, mortgage, charge, exchange or otherwise deal with all or any of the Club's real or personal property
- (d) To do all, or any of the things hereby authorised, alone or in conjunction with another or others.
- (e) To join or affiliate as a member of any Club Association or Society whether incorporated under "The Incorporated Societies Act 1908" or not, having as one of its objects the advancement or government of aeronautics.
- (f) To subscribe for and take up shares or debentures in any aviation company.
- (g) To do all such other things as are incidental to or conducive to the attainment of the above objects.

#### 5. MEMBERSHIP:

Any persons of the age of sixteen years or upwards and corporate bodies interested in the advancement of the Club shall be eligible as members of the Club.

#### 6. (a) Members shall be divided into the following classes.

"Ordinary Members": All members joining the Club because they are interested in either flying or in aviation generally.

"Family Members": Those members of an ordinary member's family who wish to be associated with the Club.

#### (b) Additional classes of members are:

"Life Members": Any member may become a Life Member free of further subscription who has performed, in the opinion of the committee, valuable service to the Club. Such recommendations for life membership shall be ratified by two-thirds of the members of the Club at the Annual General Meeting of the Club.

"Honorary Members": The Committee shall have the power to invite and admit any person or class of persons it thinks fit as Honorary Members.

"Visiting Members": Being members of other recognised aero clubs and visitors to or temporary residents of the district to whom the privilege of membership has been granted by the Club.

## 7. ELECTION OF MEMBERS:

(a) Candidates for membership shall be nominated by a proposer and seconder who are members of the Club. All nominations shall be on a form provided which shall be signed by the proposer and seconder and by the candidate provided, however, that the Committee may after enquiry in the case of persons not personally known to members of the Club resolve that such candidate be deemed to be duly nominated on the production of a written reference as to character from a suitable person

(b) The name and address of every candidate for membership shall be posted in the Club House for at least fourteen (14) days before the nomination is dealt with by the Committee, or published in the club's bulletin or circular circulated to members.

(c) Acceptance for membership of the Club shall be by the Committee, who shall vote by ballot, if necessary.

(d) Notice in writing of his acceptance shall be sent through the post to each new member together with a copy of the rules of the club and a request for payment of a subscription.

(e) No candidate shall participate in any of the privileges or advantages of the Club until his subscription has been paid.

8. (a) Honorary Members. Such persons shall not be required to pay fees, and shall be elected for a period determined by the Committee.

(b) Life Members. Life members shall remain members of the Club for life, with the full rights and privileges of membership including holding office and voting but without payment of Annual subscription subject however to compliance with the provisions of Rules, 11, 12, and 14.

(c) Visitors. Visiting financial members of Aero Clubs who are members of the R.N.Z.A.C. or recognised overseas Aero Clubs shall be entitled to use the privileges of the Club for a period not exceeding one month while they are visiting the Matamata area.

## 9. ENTRANCE FEE:

Before nominations can receive approval an entrance fee as fixed by the Committee from time to time shall be payable. In the event of the Committee refusing a nominee the entrance fee shall be refunded in full.

## 10 . (a) SUBSCRIPTIONS:

The annual subscription shall be such sum as may be determined by the members at the annual general meeting, and shall become payable as from the date of such Annual General Meeting. Such

subscriptions will become due and payable on the date set as above. In the case of newly elected members subscriptions shall be due and payable upon receipt of notification of election to membership. The committee may allow pro-rata subscriptions for new members.

(b) MEMBERS IN ARREARS:

Members whose subscriptions are unpaid by 30 days after the Annual General Meeting shall not, until they have paid their subscription, be entitled to vote at the next Annual General Meeting nor at any Special meeting held prior to that meeting. Neither shall such members use the Club's privileges or property.

11. MEMBERS BOUND BY RULES:

Members shall be deemed to consent to and be bound by the Rules, By-laws and Regulations of the Club and the decision of the Committee on the interpretation of the Rules, By-laws and Regulations or in regard to anything done or suffered thereunder shall be final and conclusive and members shall not be entitled to appeal or apply to any Court because of anything done or purported or omitted to be done under such Rules, By-laws or Regulations of the Club.

12. TERMINATION OF MEMBERSHIP:

Resignation: Any member wishing to resign from membership of the Club shall give notice in writing to the Secretary to that effect and pay all arrears of subscriptions and dues up to the date such notice takes effect.

13. A member shall remain continually liable for subscriptions until his membership is terminated by resignation or otherwise.

14. CONDUCT - SUSPENSION AND EXPULSION:

If representations be made to the Committee that the conduct of any member, either in or out of the Club rooms is injurious to the character and interests of the Club, a Special Meeting of the Committee shall be summoned to enquire into the matter.

Should the Committee deem it necessary they may request the member to attend a meeting, due notice of which will be furnished to him or her, and on receipt of such notice it shall be obligatory on the member so notified to appear before the committee. If the Committee think that the circumstances require it, it shall have the power to expel such member providing there is a majority of three to one in favour of such expulsion.

15. OFFICERS:

The Officers of the Club shall consist of a Patron, the President, a Vice President, Club Captain, Treasurer, and Secretary. The Patron shall be an honorary position only.

The Officers of the Club shall be separate and distinct positions and no one person shall permanently fill more than one position.

16. COMMITTEE:

There shall be a General Committee (herein referred to as the "Committee") consisting of the above named Officers and not more than six other members.

17. ANNUAL GENERAL MEETING:

The Annual General Meeting of the Club shall be held in the month of September in each year or as soon as practicable thereafter.

Agenda to consist of:

- Electron of Officers by vote or ballot
- Financial Report
- General Business
- Open Discussion

At every Annual General Meeting it shall be the right of all members desiring to serve on the Committee to have their names proposed and seconded. The positions of President, Vice President, Secretary, Treasurer and Club Captain and not more than six members of the General Committee will then be filled by nomination and votes from the floor.

18. SPECIAL GENERAL MEETINGS:

A Special General Meeting may be called at any time by order of the Committee or on requisition signed by at least 15% of the members, such requisition to state the purpose for which such meeting is to be held.

19. NOTICE OF MEETING:

Not less than fourteen day notice of any general meeting (Annual or Special) shall be given by post or email to members' registered address. A notice shall also be displayed on the Notice Board of the Club at the Club Rooms.

## 20. QUORUM:

Twelve members shall form a quorum at all Annual General and Special Meetings; five to form a quorum at Committee Meetings. A decision of a majority of those members present shall be binding on those absent or dissentient.

## 21. BALLOT:

When a ballot is not expressly provided for by these rules, all questions shall be resolved by a show of hands, provided always that three members can demand a written ballot.

## 22. MEETING PROCEDURE:

(a) Ballot papers shall be handed to members present at the Annual General Meeting at which voting shall take place. The members present shall appoint two scrutineers who shall collect and examine the voting papers and report the result to the meeting.

(b) Any member not able to be present at such meeting shall have the right to nominate a proxy to vote for him as long as such proxy is in writing and is handed in before the commencement of the meeting.

(c) In the event of a tie at any election or on any appointment by the Club or the Committee and whether such election be conducted or appointment be made at a meeting of the club or the Committee the same shall be decided by lot, the drawing of such lot to be performed by the Chairman of the meeting at which the election or appointment is held or made.

(d) Casual vacancies in the offices of Patron, President, Vice President, Club Captain, and among the committee-men shall be filled by the committee and if expedient at the first meeting of the Committee after such vacancy has occurred. The officer and/or committeemen so co-opted shall hold office and/or committeeship (as the case may be) only until the next General meeting when he shall be eligible for re-election.

## 23. REMOVAL FROM OFFICE:

The Club at any General Meeting may, by a majority of three fourths of the members voting, remove any officer or member of the committee of the Club before the expiration of his period of office, and may by resolution appoint another person in his stead. The person so appointed shall hold office, during such time as the person in whose place he is appointed would have held the same, if he had not been removed.

#### 24. VACANCIES:

The office of a Member of the Committee shall become vacated:

- (a) If he ceases to be a member of the Club.
- (b) If he sends in his resignation in writing.
- (c) If his office is declared vacant by resolution of a General meeting.
- (d) If he absents himself from three consecutive meetings of the Committee, unless rule 25 applies.
- (e) If he becomes bankrupt.

#### 25. COMMITTEE MEETINGS:

The Committee shall meet monthly. Any member of a Committee, except as an ex officio member, failing to attend three consecutive meetings shall cease to be a Committee member thereof, unless he shall have first obtained leave of absence for a definite purpose or period.

#### 26. POWERS OF COMMITTEE:

(a) The Committee shall have the entire government and management of the club and the control of its property and funds, and is hereby empowered on behalf of the Club to do, execute and carry out, save such as are expressly by these rules or by any statute for the time being in force required to be exercised or done by the Club in General Meeting.

(b) The Committee shall have the power to appoint or arrange for the appointment of such sub-Committee or other persons as it may from time to time deem necessary. Such Sub-Committee may or may not consist of members of the Committee, and shall have such powers and duties and be appointed or elected in such manner as the Committee may determine.

#### 27. (a) DUTIES OF PRESIDENT:

The President shall preside at meetings of the Club and in his absence the Vice President. If both are absent a Senior Committee member shall take the chair.

The President shall made himself conversant with and adhere to the Club's Operations Manuals.

#### (b) DUTIES QE SECRETARY:

The Club shall appoint a Secretary. The duties of the Secretary shall be:

- (i) To keep a true record of the proceedings of all meetings of the Club in a book provided for that purpose

- (ii) To keep a correct roll of all members, dates of their election and registered addresses.
- (iii) To keep a correct list of the ownership of each aircraft enrolled on the Club Register.
- (iv) To file all documents, records, reports, and communications, connected with the business of the Club and bring them before such meetings as may properly deal with them.
- (v) To notify each new member of his election and furnish that member with a copy of the Club Rules and Regulations on request at no cost to the member.
- (vi) To conduct the correspondence of the Club.
- (vii) To notify those members eligible of every meeting.
- (viii) In the case of inability to attend any meeting, to cause the necessary books and papers to be conveyed to the place of meeting.
- (ix) To aid any Committee member to gain knowledge of the Club's responsibilities.
- (x) To clear the Post Office box of the Club at least twice a week and advise the President of all mail received.

(c) DUTIES OF TREASURER:

The Treasurer's duties shall be:

- (i) To receipt and bank all moneys to the Club's bank account coming into his hands on behalf of the Club within one working day from receipt of the money.
- (ii) To send out subscription notices.
- (iii) To schedule a list of accounts payable at each monthly Committee meeting.
- (iv) To do a bank reconciliation each month in time for the monthly Committee meeting.
- (v) To ensure that receipts and tax invoices are received for all moneys being paid on behalf of the Club.
- (vi) To prepare the Balance Sheet each year.
- (vii) To have the accounts reviewed.

(d) CLUB CAPTAIN'S DUTIES:

The duties of the Club Captain shall be, under the direction of the Committee, to exercise the functions of the nature generally assigned to a Club Captain, including the arranging of Club Competitions and Inter Club visits.

The Club Captain shall make himself conversant with the Club's Operations and Training Manuals and shall in co-operation with the President ensure that this document is adhered to.



28. FINANCIAL YEAR:

The financial year of the Club shall end on the thirty-first day of July in each year or on such other dates as the Club in General Meeting shall decide upon.

29. No moneys shall be paid out except those authorised by minute of the Committee. Such payments shall be made by cheque, automatic payment, direct debit or other electronic means signed or authorised by at least two Committee members, who shall be authorised by the Committee from time to time, and registered at the Club's bank as signatories.

30. The Club shall have the power to borrow or raise money by way of overdraft or otherwise, and either with or without giving security, and to secure repayment of any moneys borrowed or owing by the club by mortgage of the Club's property and to execute and issue mortgages, bonds or debentures, promissory notes or other instruments for securing the same on the security of all or any part of the Club's property and upon such terms as to priority and otherwise as the Committee think fit, and so that any such security may either be given to secure the payment of the balance of the account current from time to time existing between the Club and the holder of such security. The borrowing powers of the Club may be exercised from time to time by the committee.

31. REVIEW OF ACCOUNTS: At an Annual General Meeting, the Club may by majority vote appoint someone to review the Club's accounts ("the Reviewer"). The Reviewer shall review the Club's accounts, and shall confirm that they are correct. The Reviewer must be qualified to assess the accounts, and must not be a member of the Club. If the Club appoints a Reviewer who is unable to act for some reason, the Committee shall appoint another Reviewer as a replacement.

32. GUESTS:

(a) No member shall introduce as a guest a person who has been suspended, required to resign or expelled, or whose name has been struck off the register of members, either for non-payment of subscription or for any other reason in this Club or any other Aero Club.

(b) No Honorary Member shall be permitted to entertain or introduce any visitor into the Club except with the consent of the Committee.

(c) The member shall be responsible for the good conduct of his guest and shall also be liable for any debts incurred by the guest and for any dishonoured cheques.

33. CUSTODY AND USE OF THE COMMON SEAL: The Common Seal of the Club shall be in the custody of the Secretary, who shall affix it to such documents as the Committee may from time to

time resolve. Every document to which this seal is attached shall be signed by two members of the committee and the secretary.

34. INDEMNITY: All Officers and Trustees of the Club shall be indemnified by the Club from all losses and expenses incurred by them in or about the discharge of their respective duties, except such as happens through their own wilful act or default.

35. BY-LAWS: The Committee may, by resolution, make alter or rescind by-laws from time to time so long as they are not repugnant to these rules or the Act. Such by-laws may be either local and restricted or general in their application and all members are and shall be deemed to have notice of and shall obey such by-laws. Copies shall be kept at the registered office for the inspection of members. Any such by-laws made during the year shall be confirmed at the Annual General Meeting.

36. DISSOLUTION: A majority of the members present at a meeting convened for the purpose, may resolve that the Club be wound up, and also direct that the funds and property of the Club be applied after the winding up to a purpose determined by all members present in accordance with the provisions of the Incorporated Societies Act 1908. No member may participate in any surplus arising on winding up. Notice of resolution shall be sent to the Registrar.

37. CASES NOT PROVIDED FOR: Any matter occurring not provided for by these rules, shall be referred to the Committee, whose decision shall be final until such decision shall be superseded by a resolution passed at a General or Special Meeting of the Club. The Committee shall have the right if they so wish to seek a legal opinion.

38. REGISTERED OFFICE: The registered office of the Club shall for the time being be situated at the Matamata Aerodrome, State Highway 27, Waharoa. The situation of the registered office of the Club may from time to time be changed by the Committee who shall notify the Registrar accordingly.

39. SAVING CLAUSE: The accidental omission to give notice of a meeting or to comply with these rules in any way shall not invalidate the proceedings of such meeting nor affect the authority of people elected at such meeting or their subsequent decisions.

40. ALTERATIONS TO THE RULES: No alteration, amendment or rescission of the Rules shall be made except at the Annual General Meeting or a Special Meeting and by a majority of three-fourths of the members present at such meeting. Notice of any proposed addition, alteration, amendment or rescission shall be given to the members in the circular convening the meeting.

No addition to or alteration of the PECUNIARY PROFIT clause or the WINDING UP clause shall be approved without the Inland Revenue Department's approval.

No rule change is valid until accepted by the Registrar of Incorporated Societies.

41. PAYMENTS to MEMBERS (PECUNIARY PROFIT): No member or person associated with a member of the Club shall derive any income, benefit or advantage from the Club where they can materially influence the payment of income, benefit, or advantage.

Except where that income, benefit or advantage is derived from:

(a) Professional services to the Club rendered in the course of business, charged at no greater rate than current market rates, or

(b) Interest on money lent at no greater than current market rates.

42. INTERPRETATION:

The headings and marginal notes are for convenience and reference only and shall not be deemed in any way to govern or limit the construction of the context of these Rules.

In interpreting these Rules unless there is something inconsistent in the context:

Words signifying the singular number shall include the plural and vice versa.

Words signifying males extends to and include females.

Words signifying persons shall include bodies corporate.