

# **Rules of MATAMATA AERO CLUB Incorporated (“the Rules”)**

## **1 Name of the Club**

1.1 The name of the Club is MATAMATA AERO CLUB Incorporated ("the Club").

## **2 Registered Office**

2.1 The Registered Office of the Club is Matamata Aerodrome, 6393 State Highway 27, Waharoa 3474, or at such place as determined from time to time by the Committee.

## **3 Purpose of Club**

3.1 The purposes of the Club are:

3.1.1 to promote and encourage amateur sport and recreational aviation; and

3.1.2 to do anything necessary or helpful to the above purpose.

3.2 Pecuniary gain is not a purpose of the Club.

3.2.1 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;

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

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

3.2.2.2 Interest on money lent at no greater than current market rates.

## **4 Affiliation**

4.1 The Club is affiliated to Flying New Zealand (the Royal New Zealand Aero Club Inc.).

## **5 Powers of the Club**

5.1 The Club may:

5.1.1 Employ people for the purposes of the Club;

5.1.2 Exercise any power a trustee might exercise;

5.1.3 Invest in any investment that a trustee might invest in;

5.1.4 Borrow money and provide security for that if authorised by Majority Vote at any Club Meeting.

## **6 Use of Money and Other Assets**

6.1 The Club may only Use Money and Other Assets if:

6.1.1 It is for a purpose of the Club;

6.1.2 It is not for the sole personal or individual benefit of any Member; and

6.1.3 That Use has been approved by either the Committee or by Majority Vote of the Club.

6.1.4 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 shall be registered with the Club's bank as signatories.

## **7 Patron**

- 7.1 The Club may appoint a Patron to support and promote the Club. This is an honorary position which is called upon for advice or guidance. The patron is a person who the members of the Club hold in utmost respect.
  - 7.1.1 The appointment of a patron is recommended by the committee and shall be ratified by two-thirds of the Members voting at an Annual General Meeting.
  - 7.1.2 The removal of a Patron shall be recommended by the committee and shall be ratified by two-thirds of the Members voting at a Club Meeting.

## **8 Managing Committee**

- 8.1 The Club shall have a managing committee ("the Committee"), comprising the following
  - 8.1.1 Officers:
    - 8.1.1.1 The President,
    - 8.1.1.2 The Secretary,
    - 8.1.1.3 The Treasurer,
    - 8.1.1.4 The Club Captain, and
  - 8.1.2 General Committee members:
    - 8.1.2.1 Up to four elected Members;
  - 8.1.3 and such other Members as the Club shall decide from time to time.
- 8.2 Only Ordinary Members and Life Members of the Club may be Committee Members.

## **9 Appointment of Committee Members**

- 9.1 At a Club Meeting, the Club members may decide by Majority Vote:
  - 9.1.1 Who shall be the President, Secretary, Treasurer, Club Captain, and General Committee member;
  - 9.1.2 Whether any Committee Member may hold more than one position as an officer;
  - 9.1.3 How long each person will be a Committee Member ("the Term").
- 9.2 Unless specified through 9.1.3, the default Term is about one year and expires at the Annual General Meeting following a Committee Member's appointment.

## **10 Cessation of Committee Membership**

- 10.1 Persons cease to be Committee Members when:
  - 10.1.1 They resign by giving written notice to the Committee;
  - 10.1.2 They become bankrupt or otherwise disqualified;
  - 10.1.3 They are removed by majority vote of the Club at a Club Meeting;
  - 10.1.4 Their Term expires;
  - 10.1.5 They have been absent for three consecutive meetings without approved leave of absence, and the Chair/President declares their position to be vacant.

- 10.2 If a person ceases to be a Committee Member, that person must return all Club documents and property to the Committee within one month.

## **11 Nomination of Committee Members**

- 11.1 Nominations for members of the Committee shall be called for at least 28 days before an Annual General Meeting. Each candidate shall be proposed and seconded in writing by Members and confirm acceptance of that nomination in writing. The completed nomination shall be delivered to the Secretary. Nominations close before the start of the Annual General Meeting.
- 11.2 All retiring members of the Committee shall be eligible for re-election.
- 11.3 If the position of any Officer becomes vacant between Annual General Meetings, the Committee may appoint another Committee Member to fill that vacancy until the next Annual General Meeting.
- 11.4 If the position of any General Committee Member becomes vacant between Annual General Meetings, the Committee may appoint another Club Member to fill that vacancy until the next Annual General Meeting.

## **12 Role of the Committee**

- 12.1 Subject to the rules of the Club ("the Rules"), the role of the Committee is to:
- 12.1.1 Administer, manage, and control the Club;
  - 12.1.2 Carry out the purposes of the Club, and Use Money or Other Assets to do that;
  - 12.1.3 Manage the Club's financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meetings;
  - 12.1.4 Set accounting policies in line with generally accepted accounting practice;
  - 12.1.5 Delegate responsibility and co-opt members where necessary;
  - 12.1.6 Ensure that all Members follow the Rules;
  - 12.1.7 Decide how a person becomes a Member, and how a person stops being a Member;
  - 12.1.8 Decide the times and dates for Meetings, and set the agenda for Meetings;
  - 12.1.9 Decide the procedures for dealing with complaints;
  - 12.1.10 Set all fees and levies other than membership fees;
  - 12.1.11 Make regulations.
- 12.2 The Committee has all the powers of the Club, unless the Committee's power is limited by these Rules or by a majority decision of the Club.
- 12.3 Decisions of the Committee bind the Club, unless the Committee's power is limited by these Rules or by a majority decision of the Club.

## **13 Roles of Committee Members**

- 13.1 The Chair/President is responsible for:
- 13.1.1 Ensuring that the Rules are followed;
  - 13.1.2 Convening Meetings and establishing whether a quorum is present;
  - 13.1.3 Chairing Meetings, deciding who may speak and when;
  - 13.1.4 Overseeing the operation of the Club;

- 13.1.5 Providing a report on the operations of the Club at each Annual General Meeting.
- 13.2 The Secretary is responsible for:
  - 13.2.1 Recording the minutes of Meetings;
  - 13.2.2 Keeping an up-to-date Register of Members;
  - 13.2.3 Holding the Club's records, documents, and books except those required for the Treasurer's function;
  - 13.2.4 Receiving and replying to correspondence as required by the Committee;
  - 13.2.5 Forwarding the annual financial statements for the Club to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting.
  - 13.2.6 Advising the Registrar of Incorporated Societies of any rule changes;
- 13.3 The Treasurer is responsible for:
  - 13.3.1 Keeping proper accounting records of the Club's financial transactions to allow the Club's financial position to be readily ascertained;
  - 13.3.2 Preparing annual financial statements for presentation at each Annual General Meeting; These statements should be prepared in accordance with the Societies' accounting policies (see 12.1.4);
  - 13.3.3 Providing financial information to the Committee as the Committee determines;
  - 13.3.4 Receipting and banking all moneys to the Club's bank account coming into his hands on behalf of the Club;
  - 13.3.5 Scheduling a list of accounts payable at each monthly Committee meeting and action their payment;
  - 13.3.6 Sending out subscription notices.
- 13.4 The Club Captain is responsible for:
  - 13.4.1 the sporting and social events of the Club;
  - 13.4.2 assisting in attracting and retaining club members;
  - 13.4.3 generally assisting other committee members in their roles; and
  - 13.4.4 carrying out such duties as may be determined by the Committee from time to time.

## **14 Committee Meetings**

- 14.1 Committee meetings may be held in person, via video or telephone conference, or other formats as the Committee may decide.
- 14.2 No Committee Meeting may be held unless at least four Committee Members attend.
- 14.3 The Chair/President shall chair Committee Meetings, or if the Chair/President is absent, the Committee shall elect a Committee Member to chair that meeting.
- 14.4 All decisions of the Committee shall be by Majority Vote.
- 14.5 In the event of an equal vote, the Chair/President shall have a casting vote, that is, a second vote.
- 14.6 Only Committee Members present, in person or via electronic means, at a Committee Meeting scheduled per 14.1 may vote at that Committee Meeting; proxy votes are not allowed.
- 14.7 Any Club member may attend and speak at a Committee Meeting but does not have voting rights.
- 14.8 Any Committee member with a direct or indirect financial interest in a matter must disclose, as soon as practically possible, that interest to the committee and register it in a conflicts of

interest register.

- 14.9 A Committee member who has disclosed a financial interest in a matter must not vote on that matter.
- 14.10 Subject to these Rules, the Committee may regulate its own practices.
- 14.11 The Chair/President or his nominee shall adjourn the meeting if necessary.
- 14.12 Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chair/President of the Club, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chair/President may with the consent of any Club Meeting adjourn the same 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.

## **15 Membership classes**

- 15.1 The Club membership comprises these types:
  - 15.1.1 Ordinary Members join the Club because they are interested in either flying or in aviation generally;
  - 15.1.2 Youth Flying Members are members as in 15.1.1 who are 14 to less than 18 years old;
  - 15.1.3 Associate Members wish to be associated with the Club and to take part in its social activities;
  - 15.1.4 Temporary Members are
    - 15.1.4.1 members of other recognised aero clubs or
    - 15.1.4.2 persons who have enrolled in a trial flight in the Club's aeroplane(s), and
    - 15.1.4.3 to whom the privilege of short-term membership has been granted by the Committee;
  - 15.1.5 A Life Member is a person who has performed valuable and extended service to the Club. Life membership is recommended by the committee and shall be ratified by two-thirds of the Members attending an Annual General Meeting.

## **16 Members rights and responsibilities**

- 16.1 All Club members (and Committee Members) shall promote the purposes of the Club and shall do nothing to bring the Club into disrepute.
- 16.2 By signing the membership application form, members shall be deemed to consent to and be bound by these Rules, the By-laws and Regulations of the Club, and the decision of the Committee on the interpretation of the Rules, By-laws and Regulations.
- 16.3 Each membership class gives a financial member certain rights:
  - 16.3.1 Flying Members have the right to use the Club's privileges or property, can be elected to the Committee, and have voting rights at all Club Meetings.
  - 16.3.2 Youth Flying Members have the right to use the Club's privileges or property, but cannot be elected onto the Committee, and have no voting rights at Club Meetings.
  - 16.3.3 Associate Members can take part in all social activities of the club but do not have flying privileges. They cannot hire the Club's planes, receive training or claim any airfield use concession. They cannot be voted on the committee and cannot vote at Club Meetings.

- 16.3.4 Temporary Members have the right to use the Club's privileges or property for a limited period specified by the Committee, but cannot be elected onto the Committee, and have no voting rights at Club Meetings.
- 16.3.5 Life Members are free from further membership subscription, have the right to use the Club's privileges or property, can be elected to the Committee, and have voting rights at all Club Meetings. Charges or levies other than the annual Club membership subscription might still apply to Life Members.

## **17 Admission of Members**

- 17.1 To become a Member, a person ("the Applicant") must:
  - 17.1.1 Be 14 to less than 18 years of age for Youth Membership, or 18 years and over for all other memberships;
  - 17.1.2 Complete an application form - for youth members the legal guardian must complete the form;
  - 17.1.3 Supply any other information the Committee requires; and
  - 17.1.4 Pay the entrance fee as set by the Committee from time to time.
- 17.2 The Committee may interview the Applicant when it considers Membership applications.
- 17.3 The Committee shall have complete discretion when it decides whether or not to allow the Applicant to become a Member. The Committee shall advise the Applicant of its decision, and that decision shall be final.
- 17.4 In the event of the Committee refusing a nominee, the entrance fee shall be refunded in full.
- 17.5 No candidate shall participate in any of the privileges or advantages of the Club until the annual subscription has been paid. The committee may allow pro-rata subscriptions for new members.

## **18 The Register of Members**

- 18.1 The Secretary shall keep a register of Members ("the Register"), which shall contain the names, the postal and email addresses and telephone numbers of all Members, and the dates at which they became Members.
- 18.2 If a Member's contact details change, that Member shall give the new postal or email address or telephone number to the Secretary.
- 18.3 Each Member shall provide such other details as the Committee requires.
- 18.4 Members shall have reasonable access to their information on the Register of Members.

## **19 Cessation of Membership**

- 19.1 Any Member may resign by giving written notice to the Secretary.
- 19.2 Club membership ceases 30 days after the Annual General Meeting unless it has been renewed by returning the Club's membership renewal form, and the required subscription has been paid. After that date, the Member shall (without being released from the obligation of payment of any sums due to the Club) have no Membership rights and shall not be entitled to participate in any Club activity.
- 19.3 Membership can be terminated in the following way:
  - 19.3.1 If, for any reason whatsoever, the Committee is of the view that a Member is breaching the

Rules or acting in a manner inconsistent with the purposes of the Club, the Committee may give written notice of this to the Member (“the Committee’s Notice”). The Committee’s Notice must:

- 19.3.1.1 Explain how the Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Club;
  - 19.3.1.2 State what the Member must do in order to remedy the situation; or state that the Member must write to the Committee giving reasons why the Committee should not terminate the Member’s Membership.
  - 19.3.1.3 State that if, within 14 days of the Member receiving the Committee’s Notice, the Committee is not satisfied, the Committee may in its absolute discretion immediately terminate the Member’s Membership.
  - 19.3.1.4 State that if the Committee terminates the Member’s Membership, the Member may appeal to the Club.
- 19.3.2 Fourteen days after the Member received the Committee’s Notice, the Committee may in its absolute discretion by majority vote terminate the Member’s Membership by giving the Member written notice (“Termination Notice”), which takes immediate effect. The Termination Notice must state that the Member may appeal to the Club at the next Meeting by giving written notice to the Secretary (“Member’s Notice”) within 14 days of the Member’s receipt of the Termination Notice.
- 19.3.3 If the Member gives the Member’s Notice to the Secretary, the Member will have the right to be fairly heard at a Club Meeting held within the following 28 days. If the Member chooses, the Member may provide the Secretary with a written explanation of the events as the Member sees them (“the Member’s Explanation”), and the Member may require the Secretary to give the Member’s Explanation to every other Member within 7 days of the Secretary receiving the Member’s Explanation. If the Member is not satisfied that the other Club Members have had sufficient time to consider the Member’s Explanation, the Member may defer his or her right to be heard until the following Club Meeting.
- 19.3.4 When the Member is heard at a Club Meeting, the Club may question the Member and the Committee Members.
- 19.3.5 The Club shall then by majority vote decide whether to let the termination stand, or whether to reinstate the Member. The Club’s decision will be final.

## **20 Financial Year**

- 20.1 The financial year of the Club begins on 1 August of every year and ends on 31 July of the next year.

## **21 Assurance on the Financial Statements**

- 21.1 The Club shall appoint a qualified person 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 Club’s accounting policies. The Reviewer must be a suitably qualified person and must not be a member of the Committee or an employee 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. The Committee is responsible to provide the Reviewer with:

- 21.1.1 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;
- 21.1.2 Additional information that the reviewer may request from the Committee for the purpose of the review; and
- 21.1.3 Reasonable access to persons within the Club from whom the reviewer determines it necessary to obtain evidence.

## 22 Club Meetings

- 22.1 A Club Meeting is either an Annual General Meeting or a Special General Meeting.
- 22.2 The Annual General Meeting shall be held once every year no later than five months after the Club's balance date. The Committee shall determine when and where the Club shall meet within those dates.
- 22.3 Special General Meetings may be called by the Committee. The Committee must call a Special General Meeting if the Secretary receives a written request signed by at least 15% of the Members.
- 22.4 The Secretary shall:
  - 22.4.1 Give all Members at least 28 days notice of the date of a Club Meeting and at least 14 days Written Notice of the business to be conducted at that Club Meeting.
  - 22.4.2 Additionally, the Secretary will provide, if appropriate:
    - 22.4.2.1 A copy of the Chair/President's Report on the Club's operations and of the Annual Financial Statements as approved by the Committee,
    - 22.4.2.2 A list of Nominees for the Committee, and information about those Nominees if it has been provided. (The Secretary must not provide Members with information exceeding one side of an A4 sheet of paper per Nominee.)
    - 22.4.2.3 Notice of any motions and the Committee's recommendations about those motions.
    - 22.4.2.4 If the Secretary has sent a notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.
- 22.5 All Members may attend Club Meetings.
- 22.6 Only Ordinary Members and Life Members have voting rights at Club Meetings.
- 22.7 No Club Meeting may be held unless at least 20 % of Members eligible to vote attend in person. This will constitute a quorum.
- 22.8 Any member eligible to vote and not able to be present at a Club Meeting shall have the right to nominate a proxy to vote for him. This proxy must be in writing on the form provided by the Club from time to time, and must be handed to the secretary before the commencement of the Club Meeting.
- 22.9 All Club Meetings shall be chaired by the Chair/President. If the Chair/President is absent, the Club shall elect another Committee Member to chair that meeting. In the event of an equal vote, the person chairing a Club Meeting has a casting vote.
- 22.10 On any given motion at a Club Meeting, the Chair/President shall in good faith determine whether to vote by:
  - 22.10.1 Voices;
  - 22.10.2 Show of hands; or
  - 22.10.3 Secret ballot.



- 22.11 However, if any Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot.
- 22.12 The business of an Annual General Meeting shall be:
- 22.12.1 Receiving any minutes of the previous Club's Meeting(s);
  - 22.12.2 The Chair/President's report on the business of the Club;
  - 22.12.3 The Treasurer's report on the finances of the Club, and the Annual Financial Statements;
  - 22.12.4 Election of Committee Members;
  - 22.12.5 Setting the membership fee for each member category;
  - 22.12.6 Motions to be considered;
  - 22.12.7 General business.
- 22.13 The Chair/President or his nominee shall adjourn the meeting if necessary.
- 22.14 Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chair/President of the Club, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chair/President may with the consent of any Club Meeting adjourn the same 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.

## **23 Motions at Club Meetings**

- 23.1 Any Member may request that a motion be voted on ("Member's Motion") at a particular Club Meeting, by giving written notice to the Secretary at least 21 days before that meeting. The Member may also provide information in support of the motion ("Member's Information"). The Committee may in its absolute discretion decide whether or not the Club will vote on the motion. However, if the Member's Motion is signed by at least 10 % of eligible Members:
- 23.1.1 It must be voted on at the Club Meeting chosen by the Member; and
  - 23.1.2 The Secretary must give the Member's Information to all Members at least 14 days before the Club Meeting chosen by the Member; or
  - 23.1.3 If the Secretary fails to do this, the Member has the right to raise the motion at the following Club Meeting.
- 23.2 The Committee may also decide to put forward motions for the Club to vote on ("Committee Motions") which shall be suitably notified.

## **24 Common seal**

- 24.1 The Committee shall provide a common seal for the Club and may from time to time replace it with a new one.
- 24.2 The Secretary shall have custody of the common seal, which shall only be used by the authority of the Committee. Every document to which the common seal is affixed shall be signed by the President and countersigned by the Secretary or a member of the Committee.

## **25 Altering the Rules**

- 25.1 The Club may alter or replace these Rules at a Club Meeting by a resolution passed by a two-thirds majority of those Members present and voting.
- 25.2 Any proposed motion to amend or replace these Rules shall be proposed by the Committee or signed by at least 15 % of eligible Members and given in writing to the Secretary at least 21 days before the Club Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.
- 25.3 At least 14 days before the Club Meeting at which any Rule change is to be considered the Secretary shall give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.
- 25.4 When a Rule change is approved by a Club Meeting no Rule change shall take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies.

## **26 Bylaws**

- 26.1 The Committee may from time-to-time make, alter or rescind bylaws for the general management of the Club, so long as these are not repugnant to these rules or to the provisions of law. All such bylaws shall be binding on members of the Club. A copy of the bylaws for the time being, shall be available for inspection by any member on request to the Secretary.

## **27 Winding up**

- 27.1 If the Club is wound up:
  - 27.1.1 The Club's debts, costs and liabilities shall be paid;
  - 27.1.2 Surplus Money and Other Assets of the Club may be disposed of:
    - 27.1.2.1 By resolution; or
    - 27.1.2.2 According to the provisions in the Incorporated Societies Act 1908; but
  - 27.1.3 No distribution may be made to any Member;
  - 27.1.4 The surplus Money and Other Assets shall be distributed to:
    - 27.1.4.1 Another incorporated association having objects similar to those of the Club; or
    - 27.1.4.2 For charitable or benevolent purposes, which incorporated Association or purposes, as the case requires, shall be determined by resolution of the members.

## **28 Definitions and Miscellaneous matters**

- 28.1 In these Rules:
  - 28.1.1 "Majority Vote" means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.
  - 28.1.2 "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Club.
  - 28.1.3 "Club Meeting" means any Annual General Meeting, or any Special General Meeting, but not a Committee Meeting.
  - 28.1.4 "Use Money or Other Assets" means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.

28.1.5 “Written Notice” means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.

28.1.6 It is assumed that

28.1.6.1 Where a masculine is used, the feminine is included

28.1.6.2 Where the singular is used, plural forms of the noun are also inferred

28.1.6.3 Headings are a matter of reference and not a part of the rules

28.2 Matters not covered in these rules shall be decided upon by the Committee.