



ORANGE AERO CLUB INCORPORATED

RULES

Edition 4 - August 2015

(Amended by Resolution of Special GM 30 August 2015)

STATEMENT of GOALS

TO DEVELOP & FOSTER SOCIAL AVIATION ACTIVITIES

1. **Promote** Orange airport activities.
2. **Foster** fellowship through aviation activities.
3. **Encourage** improved flying expertise and techniques.
4. **Stimulate** aviation activities in youth
5. **Educate** theory of flight.

**RULES
of the
ORANGE AERO CLUB INCORPORATED**

PART 1 - PRELIMINARY

1.1 Objects

The objects for which the Orange Aero Club Incorporated is established are

- 1.1.1 To undertake such activities as will promote the interests of General Aviation, including recreational flying, training, and aircraft ownership;
- 1.1.2 To encourage and assist with the promotion of activities and facilities at the Orange Airport;
- 1.1.3 To associate with other organisations whose aims and interests are similar to those of this association;
- 1.1.4 To organise social and fellowship activities for the benefit of members and friends;
- 1.1.5 To promote the association within the local community by involvement in community activities

1.2 Non-Profit Association

The assets and income of the association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to the members of the association except as bona fide remuneration for services rendered or expenses incurred on behalf of the association.

1.3 Dissolution Clause

In the event of the association being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities shall be paid and applied by the association in accordance with its powers to any association which has similar objects and which has rules prohibiting the distribution of its assets and income to its members.

1.4 Definitions

In these rules:

“the association” means the Orange Aero Club Incorporated.

“the Act” means the Association Incorporation Act, 1984.

“the regulation” means the Association Incorporation Regulation, 1994

The provisions of the Interpretation Act, 1987, apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

1.5 Exclusions

Rule 33 detailed in the Department of Fair Trading Model Rules for associations incorporated under the Act, is excluded as not being relevant to this association.

PART 2 - MEMBERSHIP

2.1 Membership Qualifications

- 2.1.1 A person or organisation is qualified to be a member of the association if, but only if
 - 2.1.1.1 an application for membership of the association has been submitted as provided by rule 2.2, and
 - 2.1.1.2 the applicant has been approved for membership of the association by the committee of the association.
- 2.1.2 Only persons who hold, or have held, a pilot license or certificate, are deemed to qualify as full (or pilot) members of the association.
- 2.1.3 Persons who do not hold, or have not held, a pilot license or certificate may be admitted as alternate members, with voting power. These persons may be designated as “Associate Members”, or such other designation as the committee may from time to time specify, and may be elected to the committee of management, in positions other than office bearers.

2.2 Membership Application

- 2.2.1 An application by a person or organisation for membership of the association, must be made in a manner approved by the committee and lodged with the secretary of the association.
- 2.2.2 As soon as practicable after receiving an application for membership, the secretary must refer the application to the committee which is to determine whether to approve or to reject the application. The committee is not required to supply reasons for accepting or rejecting an application for membership.
- 2.2.3 If the committee determines to approve an application for membership, the secretary must, as soon as practicable after that determination, notify the applicant of that approval, and, where payment has not been made with the application, request that the applicant pay to the association within 28 days after the receipt of the notification, a once off joining fee of the amount as determined by the committee from time to time, together with the annual membership fee as described in rule 2.5.

2.2.4 The secretary must, on payment by the applicant of the fees referred to in clause 2.2.3, enter the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the association.

2.3 Cessation of Membership

2.3.1 A person ceases to be a member of the association if the person:

2.3.1.1 dies; or

2.3.1.2 resigns that membership (see clause 2.3.3); or

2.3.1.3 is expelled from the association; or

2.3.1.4 has membership fees payable to the association more than 12 months in arrears.

2.3.2 A right, privilege or obligation which a person has by reason of being a member of the association, is not capable of being transferred or transmitted to another person, and terminates upon cessation of the person's membership.

2.3.3 A member of the association, may resign from membership of the association by giving to the secretary written notice of the member's intention to resign, stating the date on which the resignation is to take effect, after which date the secretary must make an appropriate entry in the register of members, recording the date on which the member ceased to be a member.

2.4 Register of Members

2.4.1 The secretary of the association must establish and maintain a register of members of the association specifying the name, address and grade of membership of each member of the association together with the date on which membership became effective.

2.4.2 The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.

2.5 Annual Membership Fees

2.5.1 All members of the association must pay to the association an annual membership fee of the amount as determined by the committee from time to time.

2.5.2 Annual membership fees become due on 1st July of each calendar year.

2.6 Member's Liabilities

The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association, or the costs, charges, and expenses of the winding up of the association, is limited to the amount of unpaid membership fees.

2.7 Resolution of Internal Disputes

Disputes between members (in their capacity as members) of the association, and disputes between members and the association, are to be resolved by mediation.

2.7.1 Each side of the dispute will nominate a representative who is not directly involved in the dispute, and who will negotiate a settlement.

2.7.2 Should the nominated representatives be unable to resolve the dispute, the dispute shall be referred to a person mutually agreed upon for mediation.

2.7.3 If the dispute cannot be resolved by the procedures in clause 2.7.1 or 2.7.2, it shall be referred to a Community Justice Centre for mediation, in accordance with the Community Justice Centres Act 1983.

2.8 Disciplining of Members

2.8.1 A complaint may be made by any member of the association, that some other member of the association has persistently refused or neglected to comply with a provision or provisions of these rules, or has persistently and willfully acted in a manner prejudicial to the interests of the association.

2.8.2 On receiving such a complaint, the committee must cause notice of the complaint to be served on the member concerned, who must be given at least 14 days from the time the notice is served, within which to make submissions to the committee in connection with the complaint.

2.8.3 If, after considering the complaint and any submissions made in connection with the complaint, the committee is satisfied that the facts alleged in the complaint have been proved, the committee may, by resolution, expel the

member from the association, or apply such other discipline on the member, as the committee deems fit.

- 2.8.4 The secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action, and of the member's right of appeal if appropriate.
- 2.8.5 A member may appeal to the association against a disciplining resolution of the committee, within 7 days after the notice of the resolution is served on the member, by lodging with the secretary a notice to that effect. On receipt of a notice from a member, the secretary must notify the committee, which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- 2.8.6 At a general meeting of the association convened under clause 2.8.5, no business other than the question of the appeal is to be transacted, and the committee and the member must be given the opportunity to state their respective cases. The members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 2.8.7 The disciplinary action does not take effect until the expiration of the period within which the member is entitled to appeal against the resolution concerned.

PART 3 - MANAGEMENT

3.1 Powers of the Committee

The committee is to be called the committee of management of the association and, subject to the Act, the regulation, and these rules, and to any resolution passed by the association in general meeting, has the power to perform all such acts and do all such things as appear to the committee to be necessary and desirable for the proper management of the affairs of the association, other than those functions that are required by these rules to be exercised by a general meeting of members of the association.

3.2 Constitution of Committee Membership

- 3.2.1 The committee of management of the association is to consist of the office-bearers and such ordinary members, as determined and elected at the annual general meeting of the association under clause 3.3. At least 2/3 of the committee membership must be full (or pilot) members of the association.
- 3.2.2 The office-bearers of the association are to be, the president, the vice president, the treasurer, and the secretary.
- 3.2.3 Each member of the committee is, subject to these rules, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- 3.2.4 In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

3.3 Election of Committee Members

- 3.3.1 Nominations of candidates for election of members to the committee of management, must be made in writing, signed by two members of the association, and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination), and delivered to the secretary of the association before the start of the annual general meeting at which the election is to take place.
- 3.3.2 If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken as to be elected and further

nominations are to be received at the annual general meeting. Any vacant positions remaining on the committee are taken to be casual vacancies.

- 3.3.3 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be conducted in such manner as the committee may direct.

3.4 Casual Vacancies

For the purposes of these rules, a casual vacancy in the office of a member of the committee occurs if the member:

- 3.4.1 dies; or
- 3.4.2 ceases to be a member of the association; or
- 3.4.3 becomes insolvent under administration within the meaning of Corporations Law; or
- 3.4.4 resigns office by notice in writing given to the secretary; or
- 3.4.5 is removed from office under rule 3.5; or
- 3.4.6 becomes incapacitated due to ill health; or
- 3.4.7 is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.

3.5 Removal of Member

The association in general meeting may by resolution remove any member of the committee from the office of committee member before the expiration of the member's term of office and may by resolution appoint another person to hold the office until the expiration of the term of office of the member so removed.

3.6 Meetings and Quorum

- 3.6.1 The committee of management must meet at least 3 times in each period of 12 months at such place and time as the committee may determine.

- 3.6.2 Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee before the time appointed for the holding of the meeting. Notice of the meeting must specify the general nature of the business to be transacted at the meeting and no other business is to be transacted at the meeting, except business which the committee members present unanimously agree, to treat as urgent business.
- 3.6.3 Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee. No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to a place and time as agreed.

3.7 Funds

- 3.7.1 The funds of the association are to be derived from joining fees and annual subscriptions of members, donations, and such other sources as the committee may determine.
- 3.7.2 All money received by the association must be deposited as soon as practicable, and without deduction, to the credit of the association's bank account. The association must, as soon as practicable after receiving any money, issue an appropriate receipt.
- 3.7.3 Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the committee determines.
- 3.7.4 It is the duty of the treasurer of the association to ensure that all money due to the association is collected and received, that all payments authorised by the association are made, and that correct books and accounts are kept showing the financial affairs connected with the activities of the association.
- 3.7.5 All cheques, drafts, bills of exchange, promissory notes, and other negotiable instruments must be signed by any 2 members of the committee or employees of the association, being members or employees authorised to do so by the committee.

3.8 Records

- 3.8.1 It is the duty of the secretary to keep minutes of the names of members of the committee present at a committee meeting or a general meeting, and all proceedings at committee meetings and general meetings. Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- 3.8.2 Except as otherwise provided by these rules, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association.
- 3.8.3 The records, books, and other documents of the association must be open to inspection, free of charge, by a member of the association at any reasonable hour.

3.9 Common Seal

The common seal of the association must be kept in the custody of the public officer, and must not be affixed to any instrument except by the authority of the committee. The affixing of the common seal must be attested by the signatures either of 2 members of the committee or of 1 member of the committee and of the public officer or secretary.

3.10 Service of Notices

- 3.10.1 For the purpose of these rules, a notice may be served by or on behalf of the association on any member, either personally or by sending it by an appropriate method or means of communication to the member at the member's address provided for communication purposes, and shown in the register of members.
- 3.10.2 If a document is sent to a person, for example, by attaching it to an email, or by properly addressing, prepaying and posting to the person a letter containing the document, the document is taken for the purposes of these rules to have been served on the person at the time at which the email or letter would have been delivered in the ordinary course of such means of communication.

PART 4 - GENERAL MEETINGS

4.1 Annual General Meeting

- 4.1.1 The association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the association, convene an Annual General Meeting of its members. The Annual General Meeting must be specified as such in the notice convening it.
- 4.1.2 In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting is to include the following:
 - 4.1.2.1 to confirm the minutes of the last preceding Annual General Meeting and of any special general meetings held since that meeting;
 - 4.1.2.2 to receive from the committee reports on the activities of the association during the last preceding financial year;
 - 4.1.2.3 to elect office-bearers and ordinary members of the committee of management;
 - 4.1.2.4 to receive and consider the statement, which is required to be submitted to members under the Act.

4.2 Special General Meeting

- 4.2.1 The committee may, whenever it thinks fit, convene a special general meeting of the association.
- 4.2.2 The committee must, on the requisition in writing of at least 5 percent of the total number of members, convene a special general meeting of the association.

The requisition must:

- 4.2.2.1 state the purpose of the meeting; and
- 4.2.2.2 be signed by the members making the requisitions; and
- 4.2.2.3 be lodged with the secretary.

- 4.2.3 If the committee fails to convene a special general meeting within 1 month after the date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- 4.2.4 The statement of objects and these rules may be altered, rescinded or added to only at a special general meeting, by a special resolution of the association.

4.3 Notice of Meeting

- 4.3.1 The secretary must, at least 14 days before the date fixed for the holding of a general meeting, or special general meeting, send by a method described in clause 3.10.1, a notice specifying the place and time of the meeting and the nature of the business proposed to be transacted at the meeting. If the nature of the business proposed to be dealt with at the meeting requires a special resolution of the association, the secretary must specify the intention to propose a special resolution, in addition to other matters.
- 4.3.2 A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary, who must include that business in the next notice calling a general meeting, issued after receipt of the notice from the member.
- 4.3.3 No business other than that specified in the notice convening a general meeting, or special general meeting, is to be transacted at the meeting.

4.4 Procedure

- 4.4.1 No item of business is to be transacted at a general meeting, or special general meeting, unless a quorum of five members entitled under these rules to vote is present during the time the meeting is considering that item, except as defined in clause 4.4.3.
- 4.4.2 If within half an hour after the appointed time for the commencement of a general meeting, or special general meeting, a quorum is not present, the meeting is to stand adjourned to another place and time as specified at the time of the adjournment by the person presiding at the meeting or communicated in accordance with Clause 3.10 of these Rules, to members before the day to which the meeting is adjourned. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the meeting is dissolved.

- 4.4.3 The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

4.5 Presiding Member

The president, or in the president's absence, the vice-president, is to preside as chairperson at each general meeting, or special general meeting, of the association. If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

4.6 Making of Decisions

- 4.6.1 On any question arising at a general meeting, or a special general meeting, of the association a member has one vote only. All votes must be given personally
- 4.6.2 A member is not entitled to vote at any general meeting, or special general meeting, of the association unless all membership fees due and payable by the member to the association have been paid.
- 4.6.3 A question arising at a general meeting, or special general meeting, of the association is to be determined on a show of hands, unless before or on the declaration of the show of hands a poll is demanded. A poll may be demanded by the chairperson or by not less than 3 members present at the meeting. If a poll is demanded, the poll must be taken immediately in the case which relates to the election of the chairperson of the meeting or to the question of an adjournment, or in any other case, in such manner and at such time before the close of the meeting as the chairperson directs.
- 4.6.4 At a general meeting, in the case of an equality of votes on a question, the chairperson of the meeting is entitled to exercise a second or casting vote.
- 4.6.5 At a general meeting, a declaration by the chairperson, in accordance with rule 4.6.3 and 4.6.4, that a resolution has been carried or lost, and an entry to that effect is entered in the minute book of the association, is evidence of the fact without proof of the number or proportion of votes recorded in favour of or against that resolution.
- 4.6.6 At a special general meeting, a special resolution is declared carried if it is passed by not less than three-quarters of such members of the association entitled to vote, present at the meeting.