



This is the Annexure marked A referred to in the statutory declaration of Trevor Mark Gale made on the 22/6/16

before me

Justice of the Peace

## CONSTITUTION

### 1 NAME

The name of the incorporated association shall be ADELAIDE MODEL AEROSPORT INCORPORATED referred herein as the association.

### 2 DEFINITIONS

**Committee** – Means the committee of management of the association;

**General Meeting** – Means a general meeting of members of the association convened in accordance with these rules and includes Annual General Meetings, Special General Meetings and General Meetings;

**Officers** – Means the positions of President, Vice President, Secretary, Treasurer and Field Manager;

**Member** – Means a member of the association;

**The Act** – Means the *Associations Incorporation Act 1985*;

**Month** – Shall mean a calendar month;

**MASA** – Means Model Aerosport of South Australia the State governing body;

**MAAA** – Means Model Aeronautical Association of Australia

**Operational Expenditure** – Means expenses incurred in the general running of the association and include repairs and maintenance to existing facilities but not new work;

**New Capital Expenditure** – Means expenditure on facilities and services that previously did not exist;

**Primary Membership** - The MAAA affiliated Club to which an affiliate member pays their annual membership.

### 3 OBJECTS AND PURPOSE

To promote the development of model aviation in South Australia by, the promotion, organisation and encouragement in the building, flying and development of model aircraft and model aeronautics generally within, and in conjunction with MASA.

### 4 POWERS OF THE ASSOCIATION

For the purpose of carrying out its objects the association may:

- a Acquire, hold, deal with, and dispose of, any real or personal property;
- b Administer any property on trust;
- c Open and operate bank accounts;
- d Invest its money in any security in which trust monies may, by act of parliament, be vested;
- e Borrow money upon such terms and conditions as the association thinks fit;
- f Give such security for the discharge of liabilities incurred by the association as it thinks fit;
- g Appoint agents to transact any business of the association;
- h Enter into any other contracts it considers necessary or desirable.

## 5 MEMBERSHIP

### 5.1 Types

Membership of the association shall be open to persons interested in model aerospport and who support the objects of the association and agree to be bound by its rules. Applications for membership of the association shall be proposed by one member and seconded by another member. The application for membership shall be made in writing and signed by the applicant and the proposer and seconder. Upon acceptance of the application by the Committee and upon payment of the first annual subscription the applicant shall become a member of the association.

- a **Full member** - members of the association who are eighteen (18) years or over on the first day of January of the calendar year. Full members shall have the right to propose or second motions, vote or be eligible to be an officer of the association;
- b **Affiliate member** – members of the association who are eighteen (18) years or over on the first day of January of the calendar year and whose primary membership is paid through another MAAA approved Club. A senior affiliate member will have all of the rights of full members except that they will not have the right to propose or second motions, vote at any meeting of the association or be an officer of the association.
- c **Junior member** (including junior affiliate) - members of the association who are seventeen (17) years or less on the first day of January of the calendar year. Junior members shall not have the right to propose or second motions, vote or be an officer of the association;
- d **Retired member** - full members of the association who are over sixty-five (65) years of age, have retired from paid employment and are holders of a seniors benefit card. Retired members have all rights as for full members of the association;
- e **Life Member** – a member who has been deemed by members of the association to have provided the association with outstanding and meritorious service over a prolonged period of time. Life Membership can be conferred by the association at any time at either an annual general meeting or special general meeting of members. A Life Member will not be required to pay a subscription to the association but will be liable for all other fees associated with membership. A Life Member will have all of the rights of a full member of the association provided they remain a primary member of the association or another MAAA approved Club.
- f **Social member** - members of the association who are eighteen (18) years or over on the first day of January of the calendar year and who do not fly model aircraft. A social member will not have the right to propose or second motions, vote at any meeting of the association or be an officer of the association.

### 5.2 Subscriptions

- a The subscription fees for membership shall be such sum as the members shall determine each year at the annual general meeting of the association;
- b Subscription fees shall fall due on 1<sup>st</sup> July each year and when paid will render the applicant a member until 30<sup>th</sup>. of June the following year. Membership will cease after the 30<sup>th</sup> June if renewal fees are not paid, or upon a Member's written resignation being accepted. No part of fees shall be refundable to a resigning Member;
- c Half membership fees may be made available to new members joining the association after 1<sup>st</sup>. January of the membership year.
- d Any previous member whose membership has lapsed for more than twelve (12) months must reapply as a new member should they wish to re-join the association.

### 5.3 Resignations

A member may resign from membership of the association by giving written notice to the secretary or public officer of the association. Any resigning member will be liable for any outstanding subscriptions which may be recovered as a debt due to the association.

#### **5.4 Expulsion of a member**

- a Where the Committee is of the opinion that a member has :-
  - i persistently refused or neglected to comply with a provision or provisions of the association rules or other approved procedures; or
  - ii persistently and wilfully acted in a manner prejudicial to the interests of the association

The Committee may, either:-

- i expel the member from the association; or
  - ii suspend the member from membership of the association for a specified period.
- b The member will be advised in writing of the proposed penalty by the President or Secretary of the association. Having been advised, the member has a right of appeal as follows:-
  - i The appellant member must within seven (7) calendar days advise the President in writing (or the Secretary in the case that the appellant is the President) of their intention to appeal;
  - ii The appellant will be given the opportunity to present their case to a General Meeting of the association. At this meeting a representative of the association Committee will also state the associations position with regard to the penalty that is proposed;
  - iii Having heard both the appellant's position and the Committee's reasons for imposing a penalty the members present will vote by secret ballot. The outcome of the vote will be by simple majority with the President having a casting vote in the event of a tied ballot;
  - iv Should the General Meeting uphold the recommendation of the Committee the decision will be considered final and no further rights of appeal will be extended to the appellant member;
  - v Should the General Meeting not uphold the recommendation of the Committee it may determine to reinstate the member or vary the conditions of the proposed penalty;
  - vi If the member chooses not to exercise their right of appeal the decision of the Committee will be considered final once seven (7) calendar days have elapsed.

#### **5.5 Register of Members**

A register of members must be maintained utilising the Model Aeronautical Association of Australia (MAAA) online membership register.

### **6 COMMITTEE**

#### **6.1 Powers and Duties**

- a The affairs of the association shall be managed and controlled by the Committee which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the association, and are not required by either the Act or these rules to be undertaken by the association in general meeting;
- b The Committee has the management and control of the funds and other property of the association with the following provisos:-
  - i. The maximum financial delegation for operational expenditure, other than water usage, is \$2000 per line item. Accounts in excess of this amount must be endorsed for payment by members at a General Meeting;

- ii. The maximum financial delegation for items relating to new capital expenditure is \$1000. All items of capital expenditure in excess of this amount must be approved by members at a General Meeting.
- c. The Committee may appoint sub-committees and assign to the further sub-committees any duties as it may deem fit. Decisions reached by such sub-committees shall be subject to the Committee's approval and confirmation;
- d. The President shall assume the role of Public Officer of the association in all matters requiring the attention of the Public Officer as required by the Act.

## 6.2 Appointment

- a. The Committee shall be comprised of the following Officers:-
  - ❖ President
  - ❖ Vice President
  - ❖ Secretary
  - ❖ Treasurer
  - ❖ Field Manager
- b. The President shall co-ordinate the activities of the association to create harmony within the membership;
- c. The Secretary shall conduct all correspondence on behalf of the association and shall have custody of all documents of the association, except those required by other officers in the course of their duties;
- d. The Secretary shall keep full and correct minutes of all meetings of the association;
- e. The Treasurer shall receive all monies on behalf of the association and pay all such monies into an account or accounts at such bank or banks as the Committee may from time to time direct;
- f. The Treasurer shall keep the Committee informed of all transactions each month;
- g. The Treasurer shall pay all accounts due and gain approval for special payments as deemed appropriate;
- h. The Treasurer shall record all financial transactions and shall summarise transactions in a financial report representing the financial reporting period ending 30th April each year in a written report to the Annual General Meeting;
- i. The Treasurer shall return completed registration forms to the appropriate State or National organisation as required;
- j. The Vice President shall assist the President in his or her duties and act as a proxy in their absence;
- k. The Officers of the association will be elected by a simple majority at each Annual General Meeting for a term of one (1) year;
- l. A retiring member may be eligible to stand for re-election without nomination. No other person shall be eligible to stand for election unless a member of the association has nominated that person at least twenty-one (21) days before the meeting by delivering the nomination of that person to the Secretary of the association. The nomination shall be signed by the proposer and by the nominee;
- m. Notice of all persons seeking election to the Committee shall be given to all members of the association with the notice calling the annual general meeting at which the election will take place;

- n. A casual vacancy shall be declared if an officer of the association:
  - i Ceases to be a member of the association;
  - ii Tenders their resignation in writing to the Secretary of the association.
- o. The Committee may appoint a member to fill a casual vacancy and such member shall hold office until the next annual general meeting of the association and shall be eligible for further election to the Committee without nomination.

### **6.3 Proceedings of Committee**

- a The Committee shall meet at least bi-monthly and may meet at other times by agreement of the Officers of the association;
- b Decisions made by the Committee will be by simple majority;
- c A quorum for a meeting of the Committee shall be three (3) Officers one of whom must be the President or Vice-President;
- d The President shall preside over all meetings of the Committee. In the absence of the President the Vice President shall chair the meeting;
- e A member of the Committee having a direct or indirect pecuniary interest in a contract or proposed contract with the association must disclose the nature and extent of that interest to the Committee as required by the Act, and shall not vote with respect to that contract or proposed contract. The member must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the association.

### **6.4 Disqualification of Committee Members**

The office of a Committee member shall become vacant if a committee member is:-

- a Disqualified from being a Committee member by the Act;
- b Expelled as a member by these rules;
- c Permanently incapacitated by ill health;
- d Absent without apology from more than four (4) meetings in a financial year.

## **7 THE SEAL**

The association seal shall be kept in the care of the President. The Seal of the association shall not be used or affixed to any deed or other documents except pursuant to a resolution of the Committee and in the presence of the President and two (2) members of the Committee, both of whom should subscribe their names as witnesses. All use of the seal shall be recorded in the Committee minutes.

## **8 GENERAL MEETINGS**

### **8.1 Annual General Meetings**

- a The Annual General Meeting shall be held prior to the 30<sup>th</sup> June each year to adopt and receive the annual reports and the financial statements for the annual reporting period ending 30<sup>th</sup> April of each year, and to elect officers for the following financial year;
- b Members shall be advised in writing of the date and time of the Annual General Meeting at least fourteen (14) days prior to the meeting;
- c The order of business shall be:-
  - i The consideration of the accounts and reports of the Committee and the auditors report;
  - ii The election of Committee members;
  - iii The appointment of auditors;
  - iv Any other business requiring consideration by the association.

## **8.2 Special General Meeting**

- a The Committee may call a special general meeting of the association at any time;
- b The Committee shall call a Special General Meeting within twenty-one (21) days of receipt of a requisition by ten (10) or more members of the association;
- c Every requisition for a Special General Meeting shall be signed by the relevant members and shall state the purpose of the meeting;
- d If a Special General Meeting is not convened within one (1) month as required by the clauses above, fifty percent (50%) or more of the requisitioners may convene a Special General Meeting. Such a meeting shall be convened in the same manner as nearly practical as a meeting convened by the Committee, and for this purpose the Committee shall ensure that the requisitioners are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the association.

## **8.3 Notice of General Meetings**

- a A General Meeting of the association shall be held bi-monthly;
- b Members shall receive at least seven (7) days' notice of the meeting;
- c Notice of a meeting at which a special resolution is to be proposed shall be given twenty-one (21) days prior to the date of the meeting;
- d A notice of the meeting may be given by the association to any member by serving the member with the notice personally, by sending it in the post to the address recorded in the register of members or electronically via email or facsimile;
- e Where a notice is sent by post:-
  - i The service is effected by properly addressing, prepaying and posting the letter containing the notice; and
  - ii Unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of the post.

## **8.4 Proceedings at General Meetings**

- a Eight (8) or more members present shall constitute a quorum for the transaction of business at any general meeting;
- b If within thirty (30) minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within thirty (30) minutes of the time appointed for the meeting the members present shall form a quorum;
- c The President of the association will preside as chairperson over a general meeting of the association;
- d If the President is not present within five (5) minutes after the time appointed for the commencement of the meeting or he or she is present but declines to take or retires from the chair, the members may choose a Committee member or one of the other members present to preside over the meeting.

## **8.5 Voting at General Meetings**

- a Subject to these rules every member of the association has only one (1) vote on each resolution at a meeting of the association;
- b Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members present who vote in person;

- c Unless a ballot is demanded by at least five (5) members, a question for decision at a general meeting must be determined by a show of hands.

### **8.6 Ballot at General Meetings**

- a If a ballot is demanded by at least five (5) members, it must be conducted in a manner specified by the person presiding and the result of the ballot is the resolution of the meeting on that question;
- b A ballot demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other ballot may be conducted at any time before the close of the meeting.

### **8.7 Special and Ordinary Resolutions**

- a Where these rules require the association to consider a special resolution the following provisions must be followed:-
  - i At least twenty-one (21) days' written notice specifying the intention to propose the resolution as a special resolution has been given to all members of the association; and
  - ii At least seventy-five percent (75%) of the current members of the association are present in person at the meeting;
  - iii A special resolution will be defeated if more than ten percent (10%) of those present at the meeting vote against the resolution;
- b An ordinary resolution is a resolution passed by a simple majority at a general meeting.

### **8.8 Proxies**

A member of the association does not have the right to vote by proxy.

## **9 MINUTES**

- a Proper minutes of all proceedings of general meetings of the association and of meetings of the committee, shall be recorded and maintained both in electronic and hard copy form by the Secretary of the association;
- b The minutes kept pursuant to this rule must be confirmed by the members of the association or the members of the committee (as relevant) at a subsequent meeting;
- c The minutes kept pursuant to this rule shall be signed by the member presiding over the meeting at which the proceedings took place or by the member presiding at the next succeeding meeting at which the minutes are confirmed;
- d Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

## **10 DISPUTE RESOLUTION**

All disputes should be referred to the Committee in the first instance to either make a determination or if this is not possible agree on a process for resolution of the dispute;

- a The resolution process must at all times observe the principles of natural justice as required by the Act.

## **11 FINANCIAL REPORTING**

### **11.1 Financial year**

The Financial Year commences on 1<sup>st</sup>. May and ends on 30<sup>th</sup>. April each year.

### **11.2 Accounts to be kept**

The association shall keep and retain such accounting records as are necessary to correctly record

and explain the financial transactions and financial position of the association in accordance with the Act.

### **11.3 Accounts and reports to be laid before members**

The accounts, together with the auditor's report on the accounts, the committee's statement and the committee's report, shall be laid before members at the annual general meeting

### **11.4 Annual returns**

As the association does not have gross receipts in excess of \$500,000 there is no requirement to lodge an annual return.

### **11.5 Appointment of auditor**

- a The Auditor shall be elected by a simple majority of members present and voting at the Annual General Meeting;
- b The Auditor shall inspect the membership roll, audit the annual statement of accounts and shall express an opinion as to whether they provide a true and accurate record;
- c The Auditor shall have the power at any time to call for the production of all books, accounts, vouchers and other documents relating to the financial affairs of the association;
- d The Auditor shall not hold any office and shall not be a member of the Committee.

## **12 PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS**

The income and capital 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 members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the association.

## **13 WINDING UP**

The Association may be wound up in a manner provided for in the Act.

## **14 APPLICATION OF SURPLUS ASSETS**

- a If after the winding up of the association there remains 'surplus assets' as defined in the Act, such surplus assets shall be distributed to either Model Aerosport of South Australia Inc. or another aeromodelling body that has similar objects and rules which prohibit the distribution of its assets and income to its members;
- b Such organisation or organisations shall be identified and determined by a resolution of members in general meeting.

## **15 RULES**

- a These rules may be altered (including an alteration to the association's name) at either a Special General Meeting or an Annual General Meeting of the association. This includes rescission or replacement by substitute rules;
- b The proposed amendment/s is/are to be advised to all members in writing at least fourteen (14) days prior to the meeting at which the amendment is to be considered;
- c The amendment is carried by two thirds of the majority of those voting after notice of the terms of "a" above;
- d The alteration shall be registered with the Office of Consumer and Business Affairs, Corporate Affairs Commission, as required by the Act;
- e The registered rules shall bind the association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.



## **16 OTHER MATTERS**

### **16.1 Standard Operating Procedures**

- a The Committee shall have the power to make, alter or repeal standard operating procedures that ensure good governance and safety of the association subject to ratification at the next General Meeting of the association;
- b The Standard Operating Procedures of the association shall be made available to all members.

### **16.2 MASA Delegate**

The Committee may appoint a delegate to represent the association at meetings of MASA.

### **16.3 Affiliations**

The association shall be affiliated with Model Aerospport of South Australia Inc. (MASA).

### **16.4 Sale of Monarto Property**

- a The sale of the association property situated at Monarto South Australia shall only be approved by special resolution (See Clause 8.7 above) at a Special General Meeting of the association called by the President;
- b Members of the association must be given twenty-one (21) days' notice in writing of the meeting and proposed sale;
- c At least seventy-five percent (75%) of the current members of the association must be present in person at the meeting;
- d A special resolution to sell the property will be defeated if more than ten percent (10%) of those present at the meeting vote against the resolution.