

# CONSTITUTION OF THE AUSTRALIAN AVIATION CLUB INC

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CANBERRA

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# Part 1.1 Preliminary

## 1 Definitions for model rules

In these rules:

*Note:* A definition applies except so far as the contrary intention appears (see Legislation Act, s 155).

**financial year** means the year ending on 30 June.

**member** means a member, however described, of the Club.

**ordinary committee member** means a member of the committee who is not an office-bearer of the Club as mentioned in section 12 (1) (a).

**secretary** means the person holding office under these rules as secretary of the Club or, if no such person holds that office, the public officer of the Club.

**the Act** means the *Clubs Incorporation Act 1991*.

**the regulation** means the *Clubs Incorporation Regulation 1991*.

### 1A Application of Legislation Act 2001

The *Legislation Act 2001* applies to these rules in the same way as it would if they were an instrument made under the Act.

### 1B Preamble

- (a) The Club shall be called "The Australian Aviation Club Incorporated ("the Club").
- (b) The Club is a non-proprietary club. The income and property of the Club, however derived, shall be applied solely towards the promotion of the objectives of the Club

### 1C Objectives

- (a) To provide a meeting place & a social club for people interested in both civil & military Aviation.
- (b) To promote liaison and mutual understanding between persons engaged or previously engaged in the business of aviation, both military and civil.
- (c) The Club is to be a non-profit making organisation.

### 1D Powers

- a) In furtherance of the objects of the Club to buy, sell and deal in all kinds of apparatus and all kinds of provisions, liquid, and solid, required by the members of the Club or persons frequenting the Club's premises.
- (b) To invest and deal with the money of the Club not immediately required in such manner as may be permitted by law such as investment in a Bank term deposit account.
- (c) To procure contributions to the funds of the Club by way of subscriptions, donations, levies, annual subscriptions, joining fees, competitions and any other lawful means.
- (d) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Club.

## Part 1.2 Membership

**2 A** The membership of the Club shall be divided into the following classes:

- (a) "Ordinary Members" who shall be those persons who have attained the age of eighteen years and who have been accepted for membership of the club -
- (b) "Life Members" who shall be persons elected as such at an ordinary general meeting of the Club by a two-thirds majority. No person shall be made a life member except by resolution of a general meeting of the Club following the submission at such meeting of an appropriate recommendation from the committee. No person shall be made a life member except in the case where such person shall have rendered exceptional or unusual service to the Club. Upon election as a life member the member so elected shall have all the rights and privileges of an ordinary member including full voting rights and the right to be eligible to hold any office in the Club.

### **B. Membership qualifications**

A person is qualified to be a member if—

- (a) the person is a person mentioned in the Act, section 21 (2) (a) or (b) and has not ceased to be a member of the Club at any time after incorporation of the Club under the Act;  
or
- (b) the person—
  - (i) has been nominated for membership in accordance with section 3 (1); and
  - (ii) has been approved for membership of the Club by the committee of the Club.

### **3 Nomination for membership**

- (1) A nomination of a person for membership of the Club—
  - (a) must be made by a member of the Club in writing in the form set out in appendix 1; and
  - (b) must be lodged with the secretary of the Club.
- (2) As soon as is practicable after receiving a nomination for membership, the secretary must refer the nomination to the committee which must decide whether to approve or to reject the nomination.
- (3) If the committee decides to approve a nomination for membership, the secretary must as soon as practicable after that decision notify the nominee of that approval and request the nominee to pay within 28 days after receipt of the notification the sum payable under these rules by a member as the entrance fee and the first year's annual subscription.
- (4) The secretary must, on payment by the nominee of the amounts mentioned in subsection (3) within the period mentioned in that subsection, enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the Club.

#### **4 Membership entitlements not transferable**

A right, privilege or obligation that a person has because of being a member of the Club—

- (a) cannot be transferred or transmitted to another person; and
- (b) terminates on cessation of the person's membership.

#### **5 Cessation of membership**

A person ceases to be a member of the Club if the person—

- (a) dies or, for a corporation, is wound up; or
- (b) resigns from membership of the Club; or
- (c) is expelled from the Club; or
- (d) fails to renew membership of the Club.

#### **6 Resignation of membership**

- (1) A member is not entitled to resign from membership of the Club, except in accordance with this section.
- (2) A member who has paid all amounts payable by the member to the Club may resign from membership of the Club by first giving notice (of not less than 1 month or, if the committee has determined a shorter period, that shorter period) in writing to the secretary of the member's intention to resign and, at the end of the period of notice, the member ceases to be a member.
- (3) If a person ceases to be a member, the secretary must make an appropriate entry in the register of members recording the date the member ceased to be a member.

#### **7 Fee, subscriptions etc**

- (1) The membership fee to the Club is \$15 or, if any other amount has been determined by resolution of the committee, the other amount.
- (2) The annual membership fee of the Club is \$10 or, if any other amount has been determined by resolution of the committee, that other amount.
- (3) The annual membership fee is payable—
  - (a) except as provided by paragraph (b)—before 1 July in each calendar year; or
  - (b) if a person becomes a member on or after 1 July in any calendar year—before 1 July in each succeeding calendar year.

#### **8 Members' liabilities**

The liability of a member to contribute towards the payment of the debts and liabilities of the Club or the costs, charges and expenses of the winding up of the Club is limited to the amount (if any) unpaid by the member in relation to membership of the Club as required by section 7.

## **9 Suspension and Expulsion of Members**

If the committee shall be of the opinion that any alleged act or omission of any member whether done or omitted within or without the precincts of the Club is or is likely to be injurious to or is not desirable in the interest or welfare of the Club, such person shall be given notice in writing of the matter alleged against him and afforded an opportunity of being heard by the committee in explanation. If in the opinion of the majority of the committee the explanation of such person is unsatisfactory, or if such person does not avail himself of the opportunity of making an explanation then he may be -

- (a) suspended for such time as the committee thinks fit; or
- (b) requested in writing by the committee to resign, and if he shall not resign within fourteen days after the delivery to him by registered mail of such request, such person may be expelled by resolution of the committee, and thereupon such person shall cease to be a member of the Club, and his subscription and entrance fee (if any) for the current year shall be forfeited.

## Part 1.3 Committee

### 11 Powers of committee

The committee, subject to the Act, the regulation, these rules, and to any resolution passed by the Club in general meeting—

- (a) controls and manages the affairs of the Club; and
- (b) may exercise all functions that may be exercised by the Club other than those functions that are required by these rules to be exercised by the Club in general meeting; and
- (c) has power to perform all acts and do all things that appear to the committee to be necessary or desirable for the proper management of the affairs of the Club.

### 12 Constitution and membership

(1) The committee consists of—

- (a) the office-bearers of the Club; and
- (b) at least 3 ordinary committee members; each of whom must be elected under section 13 or appointed in accordance with subsection (4).

(2) The office-bearers of the Club are—

- (a) the president; and
- (b) the vice-president; and
- (c) the treasurer; and
- (d) the secretary.

(3) Each member of the committee holds office, subject to these rules, until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

(4) If there is a vacancy in the membership of the committee, the committee may appoint a member of the Club to fill the vacancy and the member so appointed holds office, subject to these rules, until the conclusion of the next annual general meeting after the date of the appointment.

### 13 Election of committee members

(1) Nominations of candidates for election as office-bearers of the Club or as ordinary committee members—

- (a) must be made in writing, signed by 2 members of the Club and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and
- (b) must be given to the secretary of the Club not less than 7

days before the date fixed for the annual general meeting at which the election is to take place.

- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations may be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the people nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held.
- (6) The ballot for the election of office-bearers and ordinary committee members must be conducted at the annual general meeting in the way the committee may direct.
- (7) A person is not eligible to simultaneously hold more than 1 position on the committee.

#### **14 Secretary**

- (1) The secretary of the Club must, as soon as practicable after being appointed as secretary, notify the Club of his or her address.
- (2) The secretary must keep minutes of—
  - (a) all elections and appointments of office-bearers and ordinary committee members; and
  - (b) the names of members of the committee present at a committee meeting or a general meeting; and
  - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

#### **15 Treasurer**

- (1) The treasurer of the Club must—
  - (a) collect and receive all amounts owing to the Club and make all payments authorised by the Club; and
  - (b) keep correct accounts and books showing the financial affairs of the Club with full details of all receipts and expenditure connected with the activities of the Club.

#### **16 Vacancies**

For these rules, a vacancy in the office of a member of the committee happens if the member—

- (a) dies; or

- (b) ceases to be a member of the Club; or
- (c) resigns the office; or
- (d) is removed from office under section 17 (Removal of committee members); or
- (e) becomes bankrupt or personally insolvent; or
- (f) suffers from mental or physical incapacity; or
- (g) is disqualified from office under the Act, section 63 (1); or
- (h) is absent without the consent of the committee for 3 consecutive committee meetings.

## **17 Removal of committee members**

The Club in a regular meeting may by resolution, subject to the Act, section 50, remove any member of the committee from the office of member of the committee before the end of the member's term of office.

## **18 Committee meetings and quorum**

- (1) The committee must meet at least 3 times in each calendar year at the place and time that the committee may decide.
- (2) Additional meetings of the committee may be called by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or any other period that may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subsection (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business may be transacted at the meeting, except business that the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 4 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business may be transacted by the committee unless a quorum is present and, if within half an hour after the time appointed for the meeting a quorum is not present, the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting is dissolved.
- (8) At meetings of the committee—

- (a) the president or, in the absence of the president, the vice president presides; or
- (b) if the president and the vice-president are absent—1 of the remaining members of the committee may be chosen by the members present to preside.

## **19 Delegation by committee to subcommittee**

- (1) The committee may, in writing, delegate to 1 or more subcommittees (consisting of the member or members of the Club that the committee considers appropriate) the exercise of the functions of the committee that are specified in the instrument, other than—
  - (a) this power of delegation; and
  - (b) a function that is a function imposed on the committee by the Act, by any other Territory law, or by resolution of the Club in general meeting.
- (2) A function, the exercise of which has been delegated to a subcommittee under this section may, while the delegation remains unrevoked, be exercised from time to time by the subcommittee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to any conditions or limitations about the exercise of any function, or about time or circumstances, that may be specified in the instrument of delegation.
- (4) Despite any delegation under this section, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a subcommittee acting in the exercise of a delegation under this section has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, in writing, revoke wholly or in part any delegation under this section.
- (7) A subcommittee may meet and adjourn as it considers appropriate.

## **20 Voting and decisions**

- (1) Questions arising at a meeting of the committee or of any subcommittee appointed by the committee are decided by a majority of the votes of members of the committee or subcommittee present at the meeting.
- (2) Each member present at a meeting of the committee or of any subcommittee appointed by the committee (including the person presiding at the meeting) is entitled to 1 vote but, if the votes on any question are equal, the person presiding may exercise a second or casting vote.

## **20A. Register of members**

It shall be the duty of the secretary to keep a register showing the names and addresses of all members of the Club. Each member shall notify any change of address to the secretary.

## **Part 1.4 General meetings**

### **21 Annual general meetings—holding of**

- (1) With the exception of the first annual general meeting of the Club, the Club must, at least once in each calendar year and within 5 months after the end of each financial year of the Club, call an annual general meeting of its members.
- (2) The Club must hold its first annual general meeting—
  - (a) within 18 months after its incorporation under the Act; and
  - (b) within 5 months after the end of the first financial year of the Club.
- (3) Subsections (1) and (2) have effect subject to the powers of the registrar-general under the Act, section 120 in relation to extensions of time.

### **22 Annual general meetings—calling of and business at**

- (1) The annual general meeting of the Club must, subject to the Act, be called on the date and at the place and time that the committee considers appropriate.
- (2) In addition to any other business that may be transacted at an annual general meeting, the business of an annual general meeting is—
  - (a) to confirm the minutes of the last annual general meeting and of any general meeting held since that meeting; and
  - (b) to receive from the committee reports on the activities of the Club during the last financial year; and
  - (c) to elect members of the committee, including office-bearers; and
  - (d) to receive and consider the statement of accounts and the reports that are required to be submitted to members under the Act, section 73 (1).
- (3) An annual general meeting must be specified as such in the notice calling it in accordance with section 24 (Notice).
- (4) An annual general meeting must be conducted in accordance with the provisions of this part.

## **23 General meetings—calling of**

- (1) The regular monthly social meeting shall be considered to be a General Meeting of the Club for the purposes of this clause.
- (2) The committee may, whenever it considers appropriate, call a general meeting of the Club.
- (2) The committee must, on the requisition in writing of not less than 5% of the total number of members, call a general meeting of the Club.
- (3) A requisition of members for a general meeting—
  - (a) must state the purpose or purposes of the meeting; and
  - (b) must be signed by the members making the requisition; and
  - (c) must be lodged with the secretary; and
  - (d) may consist of several documents in a similar form, each signed by 1 or more of the members making the requisition.
- (4) If the committee fails to call a general meeting within 1 month after the date when a requisition of members for the meeting is lodged with the secretary, any 1 or more of the members who made the requisition may call a general meeting to be held not later than 3 months after that date.
- (5) A general meeting called by a member or members mentioned in subsection (4) must be called as nearly as is practicable in the same way as general meetings are called by the committee and any member who thereby incurs expense is entitled to be reimbursed by the Club for any reasonable expense so incurred.

## **24 Notice**

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Club, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, notify each member in writing specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Club, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, send notice to each member in the way provided in subsection (1) specifying, in addition to the matter required under that subsection, the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice calling a general meeting may be transacted at the meeting except, for an annual general meeting, business that may be transacted under section 22 (2).
- (4) A member desiring to bring any business before a general meeting may give written notice of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

## **25 General meetings—procedure and quorum**

- (1) No item of business may be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Ten members present in person (who are entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within 30 minutes after the appointed time for the start of a general meeting a quorum is not present, the meeting if called on the requisition of members is dissolved and in any other case stands adjourned to the same day in the following week at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the start of the meeting, the members present (being not less than 5) constitute a quorum.

## **26 Presiding member**

- (1) The president, or in the absence of the president, the vice-president, presides at each general meeting of the Club.
- (2) If the president and the vice-president are absent from a general meeting, the members present must elect 1 of their number to preside at the meeting.

## **27 Adjournment**

- (1) The person presiding at 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 may be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the Club stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subsections (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

## **28 Making of decisions**

- (1) A question arising at a general meeting of the Club is to be decided on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an

entry to that effect in the minute book of the Club, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

- (2) At a general meeting of the Club, a poll may be demanded by the person presiding or by not less than 3 members present in person at the meeting.
- (3) If the poll is demanded at a general meeting, the poll must be taken—
  - (a) immediately if the poll relates to the election of the person to preside at the meeting or to the question of an adjournment; or
  - (b) in any other case—in the way and at the time before the close of the meeting that the person presiding directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

## **29 Voting**

- (1) Subject to subsection (3), on any question arising at a general meeting of the Club a member has 1 vote only.
- (2) All votes must be given personally
- (3) If the votes on a question at a general meeting are equal, the person presiding is entitled to exercise a second or casting vote.
- (4) A member is not entitled to vote at any general meeting of the Club unless all money due and payable by the member or proxy to the Club has been paid, other than the amount of the annual subscription payable for the then current year.

## **Part 1.5 Miscellaneous**

### **31 Funds—source**

- (1) The funds of the Club must be derived from fees and annual subscriptions of members, donations and, subject to any resolution passed by the Club in general meeting and subject to the Act, section 114, any other sources that the committee decides.
- (2) All money received by the Club must be deposited as soon as practicable and without deduction to the credit of the Club's bank account.
- (3) The Club must, if requested after receiving any money, issue an appropriate receipt.

### **32 Funds—management**

- (1) Subject to any resolution passed by the Club in general meeting, the funds of the Club must be used for the objects of the Club in the way that the committee decides.

(2) All cheques, and other negotiable instruments must be signed by 2 members of the committee of the Club, being members of the Committee authorised to do so by the committee.

### **33 Alteration of objects and rules**

Neither the objects of the Club mentioned in the Act, section 29 nor these rules may be altered except in accordance with the Act.

### **34 Custody of books**

Subject to the Act, the regulation and these rules, the secretary must keep in his or her custody or under his or her control all records, books, and other documents relating to the Club.

### **35 Inspection of books**

The records, books and other documents of the Club must be open to inspection at a place in the ACT, free of charge, by a member of the Club at any reasonable hour.

### **37 Service of notice**

For these rules, the Club may serve a notice on a member by sending it to the member at the member's address shown in the register of members.

*Note* For how documents may be served, see the Legislation Act, pt 19.5.

### **38 Surplus property**

(1) At the first general meeting of the Club, the Club must pass a special resolution nominating—

- (a) another Club for the Act, section 92 (1) (a); or
- (b) a fund, authority or institution for the Act, section 92 (1) (b); in which it is to vest its surplus property in the event of the dissolution or winding up of the Club.

(2) A Club nominated under subsection (1) (a) must fulfil the requirements specified in the Act, section 92 (2).

### **39. Winding up**

If upon the winding up or dissolution of the Club there remains, after satisfaction of all its debts and liabilities, any property whatsoever the same shall not be given or transferred to or distributed among the members of the Club, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Club, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Club by virtue of this clause. Such institution or institutions which comply with the requirements of section 92 of the ACT Associations Incorporations Act shall be determined by the members of the Club at or before the time of dissolution.

#### **40. Alteration of constitution**

No alteration whether by way of addition or amendment or revocation of this constitution or these rules shall be made except by a general meeting of which at least twenty-one days' written notice specifying the business proposed to be transacted and the nature of the proposed amendment or addition has been given to members by the committee. No such amendment or addition shall be deemed to have been made unless at least three quarters of the members present and entitled to vote at such meeting are in favour.

# AUSTRALIAN AVIATION CLUB INC.



CANBERRA

## Membership Application

Surname: ..... Given Name(s).....

Name for Lapel Badge: .....

Company/Occupation: .....

Business Address: .....

.....

Phone: ..... Fax: ..... Mobile: .....

Email: .....

Private Address: .....

.....

Phone: ..... Fax: ..... Mobile: .....

Email: .....

Address for Club notices: *Business or Private:*

Interest in Aviation: .....

**I hereby apply for membership of the Australian Aviation Club and agree to abide by its Constitution & by-laws**

Signature: ..... Date: .....

Proposed by: ..... Signature: ..... Date: .....

Seconded by: ..... Signature: ..... Date: .....

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FOR CLUB USE: Annual Subscription: \$10  
 Nomination Fee: \$15 Receipt No :.....  
 Total: \$25

Approved/ Not approved President: .....

Date:..... Secretary: .....

**PO Box 3630 Weston Creek ACT 2611**