

# NEW ZEALAND MODEL AERONAUTICAL ASSOCIATION (INC.)

(Associated with the Fédération Aéronautique Internationale)

## CONSTITUTION OF THE



## NEW ZEALAND MODEL AERONAUTICAL ASSOCIATION

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**AMENDMENT STATUS**

Amendment	Effective Date

**SUMMARY OF AMENDMENTS**

Amendment Number	Change Detail

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# CONSTITUTION OF THE NEW ZEALAND MODEL AERONAUTICAL ASSOCIATION INCORPORATED

## DEFINITIONS AND MISCELLANEOUS MATTERS

(a) In the Constitution:

Matters not covered in the Constitution shall be decided upon by the Council.

<b>ADMINISTRATOR</b>	A person, group or organisation employed or contracted by the Association to run the day-to-day business of the Association.
<b>AEROMODELLING</b>	Any activity connected with the participation, promotion and encouragement of the sport and hobby of model aircraft construction and flying.
<b>ASSOCIATION MEETING</b>	Means any Annual General Meeting, or any Special General Meeting, but not a Council Meeting.
<b>BALLOT</b>	Any one of the following methods of voting that are prescribed in this Constitution for use in the Association's elections and voting on Constitutional Notices of Motion or for dissolution of the Association: <ul style="list-style-type: none"> <li>(a) postal voting</li> <li>(b) electronic voting</li> <li>(c) any method of voting involving a combination of the two methods referred to above.</li> </ul>
<b>BYLAW</b>	A Bylaw made under Rule 5.7(ix) of this Constitution.
<b>CLUB</b>	A group of Members who meet criteria in this Constitution and the Bylaws of the Association.
<b>COUNCIL</b>	Administrative group consisting of Officers, Area Representatives and Competition Manager.
<b>ELECTED UNOPPOSED</b>	If there is only one candidate for a position no vote needs to be taken and that Member is so elected.
<b>ELECTRONIC VOTING</b>	Is a vote delivered by email, web-based survey, or text 7 days prior to the commencement of the Association Meeting. The electronic vote will also provide evidence of the person so voting.
<b>FINANCIAL MEMBER</b>	Means a Member of the Association who has paid all subscriptions payable by that Member. This does not include any Member who has been granted a subscription-free membership. It does include Honorary Life Members.
<b>MAJORITY VOTE</b>	Means a vote made by more than half of the Members who are present (or have voted electronically or by proxy) at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.
<b>MFNZ</b>	Trading Name of NZMAA – Model Flying New Zealand.
<b>MODEL AIRCRAFT</b>	Any model aircraft used in the pursuit of recreational aviation.
<b>MONEY OR OTHER ASSETS</b>	Means any real or personal property or any interest therein, owned or controlled to any extent by the Association.
<b>MONTH</b>	Calendar Month.
<b>NZMAA</b>	New Zealand Model Aeronautical Association Incorporated.
<b>OFFICERS</b>	The President, Secretary, Treasurer and Competition Manager.
<b>PROXY VOTING</b>	Proxy votes may be given by Members to represent their wishes at AGMs and SGMs. These will be counted as the person giving the proxy being present. Proxy votes may be "open" for the proxy holder to cast as he wishes or "specific" in accordance with the wishes of the proxy giver.
<b>REGISTERED ELECTRONIC ADDRESS</b>	An electronic address provided by a Financial Member of the Association for the purpose of receiving information relating to voting in the Association's elections and on Notices of Motion, which is current and able to receive communications from the Association.

<b>RPAS</b>	CAA definition for a remotely piloted aerial system and includes remotely controlled model aircraft.
<b>RULES</b>	The Rules in the operative version of the Association’s Constitution and the Bylaws of the Association.
<b>SGM</b>	Special General Meeting.
<b>SIG</b>	Special Interest Group.
<b>TERM</b>	A period of time as defined in the Bylaws.
<b>THE ACT</b>	The Incorporated Societies Act 1908 and amendments thereto.
<b>THE REGISTRAR</b>	The Registrar of Incorporated Societies under the Act.
<b>USE MONEY OR OTHER ASSETS</b>	Means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.
<b>WRITTEN NOTICE</b>	Means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.

**It is assumed that**

Where a masculine is used, the feminine is included

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

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

## **SECTION 1: GENERAL**

### **1. NAME:**

- 1.1** The name of the Association is The New Zealand Model Aeronautical Association Incorporated (“the Association”), trading as Model Flying New Zealand.
- 1.2** The Association was incorporated on the 16<sup>th</sup> day of November 1948.
- 1.3** The registered office of the Association will be situated at a place in New Zealand as shall from time to time be notified to the Registrar of Incorporated Societies and unless otherwise agreed it will normally be at the place of residence of the Secretary.

## **SECTION 2: PURPOSES OF ASSOCIATION**

The purposes of the Association are to:

- 2.1** Promote and facilitate the design, construction, restoration, testing and safe operation of model aircraft of all types for competition, educational and recreational purposes.
- 2.2** To provide a means of contact between Members engaged in the design, construction, restoration, testing or operation of model aircraft.
- 2.3** To provide, for the benefit of all Members, advice, education and technical information to promote and encourage safety in the design, construction, restoration and or operation of model aircraft.
- 2.4** To liaise on behalf of all Members with the Civil Aviation Authority, Airways Corporation, other Government Departments and any other bodies or organisations.
- 2.5** To promote flying meetings, competitions and technical symposia.
- 2.6** To act as publishers, stationers and booksellers, general traders, dealers, agents and manufacturers, both wholesale and retail, of any articles of any description which may assist these objectives.
- 2.7** To buy, sell, lease, hire, mortgage, charge, exchange or otherwise deal with any real or personal property, including any rights and privileges thereto.

- 2.8** To construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association.
- 2.9** To raise money by subscription or other lawful means for the Association and to grant any rights or privileges to any subscribers.
- 2.10** To borrow, raise funds, receive gifts of any kind for the benefit of the Association on such terms and on such security as may be thought fit.
- 2.11** To undertake and execute any trusts which may lawfully be undertaken by the Association and may be appropriate to the Association's objectives.
- 2.12** To temporarily invest surplus monies of the Association in or upon such investments, securities or property as may be deemed fit by the Council.
- 2.13** To do all such other things as are incidental or conducive to the attainment of the above objectives or any of them. Provided however that the foregoing objectives shall in no way limit the rights and powers conferred upon societies incorporated under the Act.
- 2.14** Financial gain of Members is not a purpose of the Association, but the Association would not operate for the financial gain of Members in breach of the Incorporated Societies Act 1908 simply if the Association:
  - (a) Engages in trade,
  - (b) Pays a not-for-profit Member (namely, a member that is a body corporate that is not, carried on for the private pecuniary profit of any individual) for matters that are incidental to the purposes of the Association,
  - (c) Reimburses a Member for reasonable expenses legitimately incurred on behalf of the Association or while pursuing the Association's purposes,
  - (d) Provides benefits to members of the public or of a class of the public and those persons include Members or their families,
  - (e) Pays a Member a salary or wages or other payments for services to the Association on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests, or are terms less favourable to the Member than those terms), or
  - (f) Provides a Member with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the Association.

## **SECTION 3: MEMBERSHIP**

### **ADMISSION OF MEMBERS:**

- 3.1** To become a Member, a person ("the Applicant") must:
  - (a) Complete an application form,
  - (b) Supply the Applicant's written consent to become a member, and
  - (c) Supply any other information the Council requires.
  - (d) Be a member of an affiliated NZMAA Club.

- 3.2** The Council may interview an Applicant when it considers Membership applications.
- 3.3** The Council shall have complete discretion when it decides whether or not to allow the Applicant to become a Member. The Council shall advise the Applicant of its decision, and that decision shall be final.
- 3.4** The classes of membership are, Senior, Family, Junior, Temporary, Life and Honouree. Details on each class of membership will be promulgated in the Bylaws.

**3.5 The Register of Members**

- (a) The Secretary shall keep a register of Members (“the Register”) which shall contain the names, the postal and email addresses (if applicable), telephone numbers, date of birth, and occupation of all Members, a copy of the written consent of each Member to be a Member of the Association, and the dates on which they became Members.
- (b) If a Member’s contact details change, that Member shall within 14 days of any change advise the Secretary of all changes.
- (c) Each Member shall provide such other details as the Council requires.
- (d) Members shall have reasonable access at reasonable times to their personal data held on the Register of Members so long as it does not transgress any other Legislation or Act.

**3.6 Cessation of Membership**

- (a) Any Member may resign by giving written notice to the Secretary.

**3.7 Obligations of Members**

- (a) All Members shall promote the purposes of the Association and shall do nothing to bring the Association into disrepute. They will operate within the Rules and Bylaws of the Association, all legislation, the requirements of the Civil Aviation Authority of New Zealand, and within the relevant requirements of any local authority.

**3.8 Joining Fees, Subscriptions and Levies**

- (a) If any Member does not pay a Subscription or levy by the date set by the Council or the Association, their Membership will be terminated from that date. After that date, the Member shall (without being released from the obligation of payment of any sums due to the Association or to return any association property) have no Membership rights and shall not be entitled to participate in any Association activity or be covered by any benefits.

**SECTION 4: AFFILIATED CLUBS**

**AFFILIATION OF CLUBS:**

- 4.1** Clubs desirous of affiliating with the Association may, on application in writing, be affiliated on the recommendation of the Council.
- (a) Each affiliated Club shall annually furnish to the Secretary of the Association by 31<sup>st</sup> May of each year of the current names and addresses of its President, Secretary and Treasurer.
- (b) Any affiliated Club shall have the right to resign or disaffiliate from the Association by submitting such intention in writing to the Secretary of the Association, and such application will be approved by the Council.

- (c) Clubs must at all times have a minimum of five financial senior Members affiliated to NZMAA through that Club.

#### **4.2 Approval of Constitutions**

- (a) The Rules and Bylaws of any affiliated Club, shall not contravene the Rules and Bylaws of the Association.
- (b) The Rules and Bylaws (and any changes to them) of all affiliated Clubs shall be provided promptly to the Council.

#### **4.3 Disaffiliation of Clubs**

- (a) If in the opinion of the Association it is desirable that any affiliated Club should be disaffiliated, the Association may, with the consent of two-thirds of those voting in respect thereof, at any Annual General Meeting or Special General Meeting remove such affiliated Club from the register of affiliated Clubs on the Association's books.
- (b) Members of such Clubs, therefore, need to join another Club affiliated to the Association.

## **SECTION 5: COUNCIL, ELECTION OF OFFICERS AND ASSOCIATION MEETINGS**

### **MANAGING COUNCIL:**

**5.1** The Association shall have a managing council ("the Council"), comprising the following persons:

- (a) The Officers
  - (i) The President;
  - (ii) The Secretary;
  - (iii) The Treasurer;
  - (iv) The Competition Manager;
- (b) Five Area Representatives;

**5.2** Only Senior Members of the Association may be Council Members.

**5.3** There shall be a minimum of five Council Members, in addition to the Officers.

#### **5.4 Appointment of Council Members**

- (a) Where only one candidate is standing for a post they will be returned unopposed.
- (b) The Competition Manager is appointed by Council at the AGM.

#### **5.5 Cessation of Council Membership**

- (a) Persons cease to be Council Members when:
  - (i) They resign by giving written notice to the Council, or
  - (ii) They are removed by two-thirds majority vote of the Associations Members present at an Association Annual General Meeting, or
- (b) No Member may stand for office on the Council, and any person who is on the Council shall cease to be an Council member, if that person:
  - (i) Is or becomes an undischarged bankrupt, or



- (ii) Is or becomes prohibited from being a director or promoter of, or being concerned or taking part in the management of an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or
  - (iii) Is or becomes a person who is prohibited from 1 or more of the following under an order made, or a notice given, under a law of a country, State, or territory outside New Zealand that is prescribed for the purposes of section 151(2)(eb) of the Companies Act 1993:
    - Being a director of a body corporate incorporated outside New Zealand (an overseas company), or
    - Being a promoter of an overseas company, or
    - Being concerned in or taking part in the management of an overseas company, or
  - (iv) Is or becomes disqualified from being an officer of a charitable entity under section 31(4) of the Charities Act 2005, or
  - (v) Has been or is convicted:
    - Of an offence under subpart 6 of Part 4, or under any of sections 217 to 266 of the Crimes Act 1961, within the past 5 years, or
    - Within the past 5 years, in a country other than New Zealand, of an offence that is substantially similar to an offence specified in subparagraph (i), or
    - Of a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere,
  - (vi) Is or becomes a person subject to:
    - A banning order under Incorporated Societies Act 1908, or
    - A management banning order under the Financial Markets Conduct Act 2013 or the Takeovers Act 1993, or
    - An order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
    - A confiscation order under the Proceeds of Crime Act 1991, or
    - A property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.
- (c) If a person ceases to be a Council member, that person must within one month return to the Council all Association documents and property.

## 5.6 Nomination of Council Members

- (a) Nominations for elected Members of the Council shall be called for at least 56 days before an Annual General Meeting. Each candidate shall be proposed and seconded in writing by Members. Nominations shall be in the hands of the Secretary by 5pm, 42 days before the Annual General Meeting, and may be accompanied by information about the nominee not exceeding one side of an A4 sheet of paper. All retiring Members of the Council shall be eligible for re-election.
- (b) If the position of any Member of Council becomes vacant between Annual General Meetings, the Council may appoint another Association Senior Member to fill that vacancy until the next Annual General Meeting.
- (c) If any Council Member is absent from three consecutive meetings without leave of absence the President may declare that person's position to be vacant.

## 5.7 Role of the Council

- (a) Subject to the Constitution of the Association, the role of the Council is to:
  - (i) Administer, manage, and control the Association;
  - (ii) Carry out the purposes of the Association, and use money or other assets to do that;
  - (iii) Manage the Association's financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meetings;
  - (iv) Set accounting policies in line with generally accepted accounting practice;
  - (v) Delegate responsibility and co-opt Members where necessary;

- (vi) Ensure that all Members follow the Rules;
  - (vii) Decide how a person becomes a Member, and how a person stops being a Member;
  - (viii) Decide the times and dates for Meetings, and set the agenda for Meetings;
  - (ix) Subject to section 7, decide the procedures for dealing with complaints;
  - (x) Propose Membership fees, including subscriptions and levies.
  - (xi) Make Bylaws.
- (b) At all times the Council and each Council member shall, respectively:
- (i) Act in good faith and in the best interests of the Association, and use their powers for a proper purpose,
  - (ii) Comply with the Incorporated Societies Act 1908 and with this constitution, except where the constitution contravenes the Act, and the duties required of them under the Act and this constitution,
  - (iii) When exercising powers or performing duties as a Council member, exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation, the nature of the Association, the nature of the decision, and the position of the Council member and the nature of the responsibilities undertaken by that person or,
  - (iv) Not agree to the activities of the Association being carried on in a manner likely to create a substantial risk of serious loss to the Association or to the Association's creditors, or cause or allow the activities of the Association to be carried on in a manner likely to create a substantial risk of serious loss to the Association or to the Association's creditors, and
  - (v) Not agree to the Association incurring an obligation unless believing at that time on reasonable grounds that the Association will be able to perform the obligation when it is required to do so.
- (c) Conflicts of interest or loyalty of Council members:
- (i) A Council member shall be considered to have an interest in a matter if he or she:
    - May derive a financial benefit from the matter, or
    - Is the spouse, civil union or de facto partner, child, or parent of a person who may derive a financial benefit from the matter, or
    - May have a financial interest in a person or entity to which the matter relates, or
    - Is a partner, director, officer, board member, or trustee of a person who may have a financial interest in a person or entity to which the matter relates,
 but excluding the following interests:
    - Arising merely because the Council member may receive any indemnity, insurance cover, remuneration or other benefits authorised by the Statute, or
    - Remote or insignificant interests of a nature that could not reasonably be regarded as likely to influence the Council member when carrying out his or her responsibilities, and
    - An interest that the Council member has in common with other Council members as a result of membership of the Association.
  - (ii) Any Council member having any such interest in a matter shall, as soon as practicable after becoming aware of the interest, disclose the same, and the Secretary shall maintain a Register of Disclosures made by Council members of such interests in matters that are being considered by or affect the Association (see also Rules 5.5(b)(iii) and 8.2(e)).
  - (iii) Where any such interest in a matter has been disclosed:
    - That Council member must not vote in any decision on the matter, but that person can be present at the time of the decision and can contribute to the discussion leading to the decision and must not sign any document relating to the entry into a transaction or the initiation of the matter, but
    - The Council may, where it considers it appropriate, exclude that person from any further discussion or involvement with the matter, but
    - The person who is prevented from voting on a matter because he or she has an interest in it may continue to be counted as part of the quorum of the Council, and

- Where 50 per cent or more of those forming the Council’s quorum are prevented from voting on the matter because they have disclosed an interest, then the remaining Council members must call a Special General Meeting to determine the matter.

## 5.8 Powers of Council

- (a) The Council has all of the powers of the Association, unless the Council’s power is limited by the Constitution or by a resolution of an Association Meeting.
- (b) All decisions of the Council shall be by a majority vote. In the event of an equal vote, the President shall have a casting vote, that is, a second vote.
- (c) Decisions of the Council bind the Association and all Members, unless the Council’s power is limited by the Constitution or by a resolution of an Association Meeting.

## 5.9 Responsibilities of Council Members

- (a) The President is responsible for:
  - (i) Ensuring that the Constitution, Rules and Bylaws are followed;
  - (ii) Convening Council and Association Meetings and establishing whether or not a quorum is present;
  - (iii) Chairing Meetings, deciding who may speak and when;
  - (iv) Overseeing the operation of the Association;
  - (v) Providing a report on the operations of the Association at each Annual General Meeting;
- (b) The Secretary is responsible for:
  - (i) Recording the minutes of Meetings;
  - (ii) Keeping the Register of Members; assisted by the Membership Secretary;
  - (iii) Holding the Association’s records, documents, and books except those required for the Treasurer’s function;
  - (iv) Receiving and replying to correspondence as required by the Council;
  - (v) On reasonable notice and at reasonable times:
    - Make available for inspection by Members copies of this Constitution and of any Association Bylaws or policies, and copies shall be provided (at a reasonable cost) to any Member on request,
    - Permit Council Members and Members to inspect the Membership Register of Members referred to in Rule 5.9(b)(ii),
    - Permit Council Members and Members to inspect the Register of Disclosures referred to in Rule 5.7(c)(ii), and
    - Provide Members with access to the financial statements presented to the last Annual General Meeting and the minutes of any previous General Meetings.
  - (vi) Forwarding the annual financial statements for the Association to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting;
  - (vii) Advising the Registrar of Incorporated Societies of any rule changes;
- (c) The Treasurer is responsible for:
  - (i) Keeping proper accounting records of the Association’s financial transactions to allow the Association’s financial position to be readily ascertained;
  - (ii) Preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the Societies’ accounting policies.
  - (iii) Providing a financial report and budget for the then current financial year at each Annual General Meeting;
  - (iv) Providing financial information to the Council as the Council determines;
- (d) The Competition Manager is responsible for:
  - (i) Preparing an advanced budget for support to overseas competitions, and discussing with each SIG any matters specified by the Council;

- (ii) Ensuring that each SIG undertakes the functions specified in the Rules for Sub Committees;
  - (iii) Organising participation of Members in international model flying events, in collaboration with the relevant SIGs;
  - (iv) Ensuring that the venues and infrastructure for the Annual National Championships are properly arranged and that a Nationals Manager is appointed and works effectively;
- (e) The Area Representatives are responsible for:
- (i) Ascertaining and Representing the views of Members in their Area;
  - (ii) Liaising with Clubs to ensure that they are aware of current MFNZ policy;
  - (iii) Assisting with ensuring compliance with MFNZ policy;
  - (iv) Taking part in flying site negotiations;
  - (v) Visiting Clubs to obtain Member feedback;
  - (vi) Communicating relevant Council business to Members in their Area;

#### **5.10 Council Meetings**

- (a) Council meetings may be held face to face, via video or telephone conference, or other formats as the Council may decide.
- (b) No Council Meeting may be held unless six of the Council Members attend (the quorum).
- (c) The President shall chair Council Meetings, or if the President is absent, the designated Area Representative shall chair that meeting.
- (d) Decisions of the Council shall be by majority vote.
- (e) In the event of a tied vote, the Chair has a casting vote, that is, a second vote.
- (f) Only Council Members present at a Council Meeting may vote at that Council Meeting.
- (g) Subject to the Constitution, the Council may regulate its own practices.
- (h) The Chair may adjourn the meeting if necessary.

#### **5.11 Assurance on the Financial Statements**

- (a) The Council shall appoint a person to review the annual financial statements of the Association ("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 Association's accounting policies. The Reviewer must be a suitably qualified person, preferably a Member of the New Zealand Institute of Chartered Accountants, and must not be a Member of the Council, or an employee of the Association. If the Association appoints a Reviewer who is unable to act for some reason, the Council shall appoint another Reviewer as a replacement. The Council is responsible to provide the Reviewer with:
  - (i) Access to all information of which the Council is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters;
  - (ii) Additional information that the reviewer may request from the Council for the purpose of the review; and
  - (iii) Reasonable access to persons within the Association from whom the reviewer determines it necessary to obtain evidence.

#### **5.12 Conduct of Association Meetings**

- (a) An Association Meeting is either an Annual General Meeting or a Special General Meeting for which notice shall be given.

- (b) The Annual General Meeting shall be held once every year no later than four months after the Association's balance date. The Council shall determine when and where the Association shall meet within those dates.
- (c) Special General Meetings may be called by the Council. The Council must call a Special General Meeting if the Secretary receives a written request signed by at least five per cent of the Members. Council shall determine the date, time and place of the meeting. Only the notified motion can be progressed – no new business can be introduced at a Special General Meeting.
- (d) The Secretary shall:
  - (i) Give all Members at least 28 days Written Notice of the business to be conducted at any Association Meeting;
  - (ii) Additionally, the Secretary will provide, if appropriate:  
A copy of the President's Report on the Association's operations, a copy of the Treasurer's report required under Rule 5.9(e)(3), and of the Annual Financial Statements as approved by the Council,  
A list of Nominees for the Council, and, if it has been provided, information about the nominees not to exceed one side of an A4 sheet of paper per Nominee.
  - (iii) Notice of any motions and the Council's recommendations about those motions;
  - (iv) 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.
- (e) All Association Members may attend and may vote at Association Meetings. Members represented by proxy votes shall have the details of their proxies notified to the Secretary five days before the meeting. Proxy slips signed by the Member must be delivered to the Secretary five days prior to the commencement of the meeting.
- (f) No Association Meeting may be held unless a quorum of at least five per cent of eligible Members are present or are represented by Proxies or electronic votes.
- (g) All Association Meetings shall be chaired by the President. If the President is absent, the Association shall elect another Council Member to Chair that meeting. Any person chairing an Association Meeting has a casting vote, in the event of a tied vote, that is, a second vote.
- (h) On any given motion at an Association Meeting, the Chair shall in good faith determine whether to vote by:  
Voices; show of hands; or secret ballot. Proxy votes and electronic votes shall be counted.

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. If a secret ballot is held the Chair will appoint two Senior Members as scrutineers and, in the event of a tie, the Chair will have a casting, that is, a second vote.

- (i) The business of an Annual General Meeting shall be:
  - (i) Receiving any minutes of the previous Association's Meeting(s);
  - (ii) The President's report on the business of the Association;
  - (iii) The Treasurer's report on the finances of the Association, and the Annual Financial Statements;
  - (iv) Review and approve the draft budget;
  - (v) Consider the Reviewer's report on the Annual Accounts;
  - (vi) A summary of the nature and extent of any disclosures or the types of disclosures made by Council members of interest in matters being considered by or affecting the Association, recorded since the previous Annual General Meeting (see Rule 5.7(c)(ii));
  - (vii) Set the subscription for the next financial year;
  - (viii) Election of Council Members;
  - (ix) Motions to be considered;
  - (x) General business.

- (j) The Chair or his nominee shall adjourn the meeting if necessary.
- (k) **Adjourned Meetings:** If within half an hour after the time appointed for an Association Meeting a quorum is not present, the Association Meeting (if convened upon requisition of Members) shall be dissolved; but in any other case it shall stand adjourned to a day, time and place determined by the Chair of the Association, and if at such adjourned Association Meeting a quorum is not present the Association Meeting shall be dissolved without further adjournments. The Chair may, with the consent of any Association Meeting, adjourn the same from time to time and from place to place. No business shall be transacted at any adjourned Association Meeting other than the business left unfinished at the Association Meeting which was previously adjourned.

### 5.13 Motions at Association Meetings

- (a) Any Member may request that a motion be voted on (“Member’s Motion”) at a particular Association Meeting, by giving written notice to the Secretary at least 56 days before that meeting. The Member may also provide information in support of the motion (“Member’s Information”).
- (b) The Council may in its absolute discretion decide to:
  - (i) Allow the motion to proceed to the vote at the next Association meeting. In that case the Secretary shall notify the motion (and information) to all Members at least 28 days before the meeting;
  - (ii) Request that the Member provides more information, as soon as practicable, but always within 72 hours;
  - (iii) Advise the Member (with supporting reasons) that the motion will not be voted upon at the next meeting. In this case the Member will, if they desire, be permitted to raise the matter from the floor, at that meeting. If a two-thirds vote of those present then support it, the motion shall be heard at the next Association meeting;
  - (iv) Decline dilatory, absurd or frivolous motions;
  - (v) The Council may also decide to put forward motions for the Association to vote on (“Council Motions”). These will be notified to all Members at least 28 days before the meeting.
- (c) Member and Council motions will be notified to all Members at least 28 days before the meeting.
- (d) Any Member of the Association may only address an Association Meeting at the discretion of the Chairperson and may only speak once on any subject (with the exception of movers of motion who have a right of reply at the end of debate on a motion) unless the Chairperson gives approval.

## SECTION 6: ADMINISTRATION

- 6.1 The financial year of the Association shall terminate on the 31<sup>st</sup> day of March in each year.
- 6.2
  - (a) The Council shall keep and maintain such records of the Association as it may deem necessary: It shall arrange for the transaction of all general business of the Association, including the property of the Association: It shall ensure that the property of the Association is maintained in a proper state of repair.
  - (b) The Council shall have power to establish a committee to examine and to report to the Council on any subject within the Rules and Bylaws of the Association, such committee being appointed for a specific period to complete a specific task for the Council and the reports of such committees to be forwarded in writing to the Council.
  - (c) The Council shall have power to establish standing committees, including Special Interest Group committees (SIGs), for continuing activities within the scope of the Constitution provided always that such committees shall at all times be responsible to the Council.

- (d) The Council shall have power to make reciprocal agreements with overseas Clubs and shall also be authorised to approve reciprocal agreements with overseas Clubs.
- (e) The Council shall be authorised to adopt and alter Bylaws.

### 6.3 Additional Powers

- (a) The Association may:
  - (i) Employ or contract people for the purposes of the Association;
  - (ii) Exercise any power a trustee might exercise;
  - (iii) Invest in any investment that a trustee might invest in; and
  - (iv) Borrow money and provide security for that if authorised by a resolution of an Association Meeting.

## SECTION 7: SETTLEMENT OF GRIEVANCES, COMPLAINTS AND DISPUTES

- 7.1 Any grievance by a Member, and any complaint by anyone, is to be lodged in writing by the complainant with the Secretary.
- 7.2 The complainant raising a grievance or complaint and the Council must consider and discuss whether a grievance or complaint may best be resolved through informal discussions, mediation or arbitration. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.
- 7.3 Rather than investigate and deal with any grievance or complaint, the Council may:
  - (a) Appoint a sub-committee to deal with the same, or
  - (b) Refer the same to an external arbitrator, arbitral tribunal, or external visitor (or referee), so long as minimum standards of natural justice consistent with those specified in the Statute are satisfied, and the Council or any such sub-committee or person considering any grievance or complaint is referred to in the balance of this Rule as the “decision-maker.”
- 7.4 The decision-maker shall:
  - (a) Consider whether to investigate and deal with the grievance or complaint, and
  - (b) May decline to do so (for instance, if the decision-maker is satisfied that the complainant has insufficient interest in the matter or otherwise lacks standing to raise it, the matter is trivial or does not appear to disclose material misconduct or material, the matter raised appears to be without foundation or there is no apparent evidence to support it, some damage to Members’ interests may arise, or the conduct, incident, event or issue has already been investigated and dealt with by the Association).
- 7.5 Where the decision-maker decides to investigate and deal with a grievance, the following steps shall be taken:
  - (a) The complainant and the Member complained against must be advised of all details of the grievance,
  - (b) The Member or the Association which is the subject of the grievance must be given an adequate time to prepare a response,
  - (c) The complainant and the Member or the Association which is the subject of the grievance must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required, and

- (d) Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.

**7.6** Where the decision-maker decides to investigate and deal with a complaint, the following steps shall be taken:

- (a) The complainant and the Member complained against must be advised of all allegations concerning the Member and of all details of the complaint,
- (b) The Member complained against must be given an adequate time to prepare a response,
- (c) The Member complained against must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required, and
- (d) Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.

**7.7** A Member may not make a decision on or participate as a decision-maker regarding a grievance or complaint if two or more Council members or the decision-maker considers that there are reasonable grounds to infer that the person may not approach the grievance or complaint impartially or without a predetermined view (and such a decision must be made taking into account the context of the Association and the particular case, and may include consideration of facts known by the other Members about the decision-maker so long as the decision is reasonably based on evidence that proves or disproves an inference that the decision-maker might not act impartially).

**7.8** The decision-maker may:

- (a) Dismiss a grievance or complaint, or
- (b) Uphold a grievance and make such directions as the decision-maker thinks appropriate (with which the Association and Members shall comply),
- (c) Uphold a complaint and:
- Reprimand or admonish the Member, and/or
  - Suspend the Member from membership for a specified period, or
  - Terminate the Member's membership, and
- (d) Order the complainant (if a Member) or the Member complained against to meet any of the Association's reasonable costs in dealing with a complaint.

**7.9** If the Member complained against resigns after a complaint is received the Association shall have power to continue to follow the procedures set out for investigating and making decisions on the complaint and, if the complaint is upheld, of imposing penalties, making orders for payment of costs, and recovering any costs ordered to be paid.

## **SECTION 8: MISCELLANEOUS**

### **8.1 Money and other assets of the Association**

(a) **Use of Money and Other Assets**

The Association may only use Money and other Assets if:

- (i) It is for a purpose of the Association;
- (ii) It is not for the personal or individual benefit of any Member; and
- (iii) That use has been approved by either the Council or by majority vote of the Association;
- (iv) The Secretary has delegated powers to pay accounts.



**8.2 Common seal**

- (a) The Council shall provide a common seal for the Association and may from time to time replace it with a new one.
- (b) The Secretary shall have custody of the common seal, which shall only be used by the authority of the Council. Every document to which the common seal is affixed shall be signed by the Secretary.

**8.3 Amendment of the Constitution**

- (a) The Association may alter or replace the Constitution at an Association Meeting by a resolution passed by a two-thirds majority of those Members present and represented by proxy and electronic votes.
- (b) Any proposed motion to amend or replace this Constitution shall be signed by at least 15 Members and given in writing to the Secretary at least 56 days before the Association Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal, or may be proposed by the Council.
- (c) At least 28 days before the Association Meeting at which any Constitutional 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 from the Council.
- (d) When a Rule change is approved by an Association Meeting, the Secretary shall file the change with the Registrar of Incorporated Societies. No Rule change shall take effect until the Secretary has filed the change.

**8.4 Management of Postal and Electronic Voting**

In the event of voting being by electronic polling the following procedures shall be adopted:

- (a) All Financial Members shall be eligible to vote in Association elections and on Notices of Motion.
- (b) The Membership Roll will close 8 weeks before any Association Meeting.
- (c) Members shall vote on any matter the subject of a Ballot by electronic means unless Council determines, pursuant to clause 8.4(g), that postal voting on any matter the subject of a Ballot is permitted. All Financial Members shall be requested to provide a Registered Electronic Address to the Association. Financial Members who have not provided a Registered Electronic Address may not receive by post any notices given but may be advised in *Model Flying World* of the details. The Association website or other electronic media may contain the same information as in *Model Flying World*.
- (d) Each Financial Member shall have one vote in the Association's elections to Council, and on any Notice of Motion.
- (e) Voting for all elections to the Council, and on any Notice of Motion shall be by Ballot.
- (f) At least 12 weeks prior to the Association Meeting the Council shall appoint the Returning Officer.
- (g) The Council shall have the power to determine whether any remit or motion, the subject of a vote, is to be held solely by postal voting or solely by electronic voting or by any method of voting involving a combination of both methods. Provided however that a vote for the purposes of clause 8.6 (Dissolution) must be conducted by a method of voting involving a combination of postal voting and electronic voting.
- (h) At least 28 days prior to the Association Meeting the Secretary shall request the Returning Officer to send a voting document by electronic or postal means to all Financial Members on the Membership Roll.

- (i) Votes shall be required to be received by the Returning Officer by a closing date 7 days before the Association Meeting.
- (j) The Returning Officer shall tally all valid votes, and at least 5 days prior to the meeting, provide a written summary of the votes cast on that Ballot to the Secretary.

#### **8.5 Bylaws to Govern the Association**

- (a) The Council may from time to time make, alter or rescind Bylaws for the general management of the Association, so long as these are not repugnant to the Constitution or to any law. All such Bylaws shall be binding on Members of the Association. A copy of the Bylaws for the time being shall be posted on the Association website and shall be available for inspection by any Member at reasonable times on request to the Secretary.
- (b) Should any matter or anything arise which is not provided for in the Constitution, it shall be dealt with by the Council.

#### **8.6 Dissolution**

If the Association is wound up:

- (a) The Association is wound up if a majority of Members entitled to vote pass a resolution for the liquidation of the Association at an Association Meeting. This resolution must be confirmed at a Special General Meeting called for that purpose to be held no earlier than 30 days after the resolution was passed. The resolution must be approved by a majority of the Members present at the Special General Meeting and entitled to vote.
- (b) If the Association is wound up:
  - (i) The Association's debts, costs and liabilities shall be paid;
  - (ii) Surplus Money and other Assets of the Association may be disposed of:
    - To some other charitable organisation within New Zealand or body having objectives similar to the objectives of the Association or for some other charitable purpose within New Zealand in accordance with any resolution passed at the special general meeting confirming that the Association should be wound up; or in the alternative
    - In accordance with the provisions in the Incorporated Societies Act 1908;
 But in no circumstances shall any distribution be made to any Member.