

# TINGALPA MODEL AERO CLUB INC.

(Incorporated in Queensland. Incorporation Number: IA01206)

## RULES





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## AMENDMENTS

NO.	RESOLUTION DATE	APPROVAL DATE	RULE(S) AMENDED	COMMENT
1.	01/04/1986	14/04/1986	23(2), 23(3), 28(7)	
2.	07/06/1994	17/10/1994	3(19), 31	
3.	13/10/2009	7/12/2009	1a, 9a, 10, 10a, 10b, 10c, 10d, 11, 12, 14, 22, 23, 24, 26, 28	



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# Tingalpa Model Aero Club Inc. rules

## 1. Name

- (1) The name of the incorporated association shall be Tingalpa Model Aero Club Inc. (In these rules called “the Association”).

### 1a. Interpretation

- (1) In these rules:

*Act* means the *Associations Incorporation Act 1981* in the State of Queensland.

*Present* means:

- (a) at a management committee meeting, see rule 17(9); or
  - (b) at a general meeting, see rule 24(6a).
- (2) A word or expression that is not defined in these model rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

## 2. Objectives

- (1) The objectives for which the Association is established are:
  - (a) to encourage and foster friendship between aeromodellers;
  - (b) to devise ways and means for bettering the conditions and advancing the interests of aeromodelling in general;
  - (c) to spread this influence through meetings held at intervals; and,
  - (d) to develop a spirit of co-operation and reciprocity in all matters of mutual interest.

## 3. Powers

- (1) The powers of the Association are:
  - a) To take over the funds and other assets and the liabilities of the present unincorporated association known as the “Tingalpa Model Aero Club”;
  - b) To subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of rule 28(10);
  - c) In furtherance of the objects of the Association to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and



solid, for the members of the Association or persons frequenting the Association's premises;

- d) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Association: Provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts;
- e) To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association; to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- f) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association;
- g) To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the incorporated association, or in or about the incorporated association or promotion of the incorporated association or in the furtherance of its objects;
- h) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
- i) To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit;
- j) To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate;
- k) In furtherance of the objects of the Association to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate;
- l) To borrow or raise money either alone or jointly with any other



person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated association's property or assets present or future and to purchase, redeem or pay-off any such securities;

- m) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- n) In furtherance of the objects of the Association to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association;
- o) To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others;
- p) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association but subject always to the proviso in subrule (d);
- q) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise;
- r) To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects;
- s) In furtherance of the objects of the Association to amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Association 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 that imposed upon the Association under or by virtue of rule 28(10); and which is an institution approved by the commissioner of taxation as an institution referred to in Section 23 of the *Income Tax Assessment Act 1936* (as amended). Amended 17/10/94;
- t) In furtherance of the objects of the Association to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorised to amalgamate;



- u) In furtherance of the objects of the Association to transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated associations with which the Association is authorised to amalgamate;
- v) To make donations for patriotic, charitable or community purposes;
- w) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged;
- x) 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 Association;
- y) To adopt all of the by-laws of the present unincorporated association, not inconsistent with these rules.

#### **4. Classes of member**

- (1) The membership of the Association shall consist of ordinary members, and any of the following classes of members:
  - (a) Associate members;
  - (b) Life members;
  - (c) Honorary members.
- (2) Admission to Associate, Life and Honorary Membership shall be subject to the following conditions:
  - (a) **Associate Membership** - Any person who is a member of another model aeronautical club and who has a current Federation Aeronautique Internationale Sporting Licence (Class F Aeromodels) issued by the Model Aeronautical Association of Australia, may, upon application, be admitted to Associate Membership. Associate Members shall not be eligible to vote at any meeting of the Association, or take any part in the management of the Association's affairs.
  - (b) **Life Membership** - Upon the recommendation of the Management Committee, and the passing of a special resolution in accordance with Section 30 of the Associations Incorporation Act, Life Membership may be granted to any member of the Association who has rendered signal service to the Association and to model aeronautics. Life Members shall have the right to exercise all the privileges of the Association without the payment of subscriptions or levies. There shall not be at any one time more than three Life Members of the Association.
  - (c) **Honorary Membership** - Visitors from interstate or overseas, or persons distinguished in the model aeronautical trade, may be admitted to Honorary Membership by the Management Committee under such conditions as the Management Committee may decide.





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Honorary Members shall not be eligible to vote at any meeting of the Association, or to take any part in the management of the Association's affairs.

- (3) Except as provided for Life Members, all other classes of members shall be unlimited.

## **5. Membership**

- (1) Every person who at the date of incorporation of the Association was a member of the unincorporated association and who on or before the date of incorporation, agrees in writing to become a member of the Association shall be admitted by the Management Committee to the same class of membership of the Association as that member held in the unincorporated association. Every member of the Association who previously to agreeing to become a member of the Association has paid the subscription due on the thirtieth day of June 1985, as a member of the unincorporated association, shall not be liable to pay any further sum by way of annual subscription to the Association for the period prior to the thirtieth day of June 1986.
- (2) Every applicant for any class of membership of the Association (other than the members of the unincorporated association referred to in subrule (1)) shall be proposed by a member of the Association. The application for membership shall be made in writing, signed by the applicant and proposer and shall be in such form as the Management Committee from time to time prescribes.

## **6. Membership fees**

- (1) The membership fees for each class of membership shall be such sum as the members shall from time to time at any general meeting so determine.
- (2) The membership fees for each class of membership shall be payable at such time and in such manner as the Management Committee shall from time to time determine.
- (3) A member who fails to pay any fee by the due date shall be deemed to have terminated his/her membership of the Association; unless a written application claiming extenuating circumstances is accepted by the Management Committee.

## **7. Admission and rejection of members**

- (1) At the next general meeting of members after the receipt of any application for any class of membership, such applications shall be considered by the members, who shall thereupon determine upon the admission or rejection of the applicant.
- (2) Any applicant who receives a majority of the votes of the members present at the general meeting at which such application is being considered shall be accepted as a member to the class of membership





applied for, subject to payment in full of the fee applicable for the class of membership.

## **8. Termination of membership**

- (1) A member may resign from the Association at any time by giving notice in writing to the secretary. Such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date.
- (2) A member may temporarily resign from the Association for a period not exceeding two years and be exempt from payment of the current joining fee component of the membership fee upon reinstatement of membership. Provided that an application for temporary resignation is made, in writing to the secretary, detailing the grounds and reasons for the application; and that the application is accepted by the Management Committee.
- (3) If a member:
  - (i) is convicted of an indictable offence; or
  - (ii) fails to comply with any of the provisions of these rules; or
  - (iii) fails to comply with any of the provisions of the by-laws made under these rules; or
  - (iv) conducts himself in a manner considered to be injurious or prejudicial to the character or interests of the Association;the Management Committee shall consider whether his membership shall be terminated.
- (4) The member concerned shall be given a full and fair opportunity of presenting a case and if the Management Committee resolves to terminate membership it shall instruct the secretary to advise the member in writing accordingly, following ratification by the next general meeting.

## **9. Appeal against rejection or termination of membership**

- (1) A person whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of the person's intention to appeal against the decision.
- (2) A notice of intention to appeal must be given to the secretary within 1 month after the person receives written notice of the decision.
- (3) If the secretary receives a notice of intention to appeal, the secretary must, within 1 month after receiving the notice, call a general meeting to decide the appeal.



## **9a. General meeting to decide appeal**

- (1) The general meeting to decide an appeal must be held within 3 months after the secretary receives the notice of intention to appeal.
- (2) At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- (3) Also, the management committee and the members of the committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
- (4) An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.
- (5) If a person whose application for membership has been rejected does not appeal against the decision within 1 month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the membership fee paid by the person.

## **10. Register of members**

- (1) The management committee must keep a register of members of the association.
- (2) The register must include the following particulars for each member:
  - (a) the full name of the member;
  - (b) the postal or residential address of the member;
  - (c) the date of admission as a member;
  - (d) the date of death or time of resignation of the member;
  - (e) details about the termination or reinstatement of membership; and
  - (f) any other particulars the management committee or the members at a general meeting decide.
- (3) The register must be open for inspection by members of the association at all reasonable times.
- (4) A member must contact the secretary to arrange an inspection of the register.
- (5) However, the management committee may, on the application of a member of the association, withhold information about the member (other than the members full name) from the register available for inspection if the management committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

## **10a. Prohibition on use of information on register of members**

- (1) A member of the association must not:

- (a) use information obtained from the register of members of the association to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes; or
  - (b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes.
- (2) Sub rule (1) does not apply if the use or disclosure of the information is approved by the association.

### **10b. Appointment or election of secretary**

- (1) The secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is:
  - (a) a member of the association elected by the association as secretary; or
  - (b) any of the following persons appointed by the management committee as secretary:
    - (i) a member of the associations management committee;
    - (ii) another member of the association;
    - (iii) another person.
- (2) If the association has not elected an interim officer as secretary for the association before its incorporation, the members of the management committee must ensure a secretary is appointed or elected for the association within 1 month after incorporation.
- (3) If a vacancy happens in the office of secretary, the members of the management committee must ensure a secretary is appointed or elected for the association within 1 month after the vacancy happens.
- (4) If the management committee appoints a person mentioned in Sub rule (1)(b)(ii) as secretary, other than to fill a casual vacancy on the management committee, the person does not become a member of the management committee.
- (5) However, if the management committee appoints a person mentioned in subrule (1)(b)(ii) as secretary to fill a casual vacancy on the management committee, the person becomes a member of the management committee.
- (6) If the management committee appoints a person mentioned in subrule (1)(b)(iii) as secretary, the person does not become a member of the management committee.
- (7) In this rule, casual vacancy, on a management committee, means a vacancy that happens when an elected member of the management



committee resigns, dies or otherwise stops holding office.

### **10c. Removal of secretary**

- (1) The management committee of the association may at any time remove a person appointed by the committee as the secretary.
- (2) If the management committee removes a secretary who is a person mentioned in rule 10b(1)(b)(i), the person remains a member of the management committee.
- (3) If the management committee removes a secretary who is a person mentioned in rule 10b(1)(b)(ii) and who has been appointed to a casual vacancy on the management committee under rule 10b(5), the person remains a member of the management committee.

### **10d. Functions of secretary**

The secretary's functions include, but are not limited to:

- (a) calling meetings of the association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the association; and
- (b) keeping minutes of each meeting; and
- (c) keeping copies of all correspondence and other documents relating to the association; and
- (d) maintaining the register of members of the association.

## **11. Membership of management committee**

- (1) The Management Committee of the Association shall consist of a President, Secretary, Treasurer, all of whom shall be members of the Association, and such number of other members as the members of the Association at any general meeting may from time to time elect or appoint.
- (2) At each annual general meeting of the association, the members of the management committee must retire from office, but are eligible, on nomination, for re-election
- (3) The election of officers and other members of the Management Committee shall take place in the following manner:
  - (a) Any two members of the Association shall be at liberty to nominate any other member (the candidate) to serve as an officer or other member of the Management Committee;
  - (b) the nomination must be:
    - (i) in writing; and
    - (ii) signed by the candidate and the members who nominated him or her; and
    - (iii) given to the secretary at least 14 days before the annual



general meeting at which the election is to be held;

- (c) Each member present at the annual general meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;
  - (d) Should, at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.
- (4) The Management Committee elected in accordance with this rule shall take office 28 days after the said election.
  - (5) A member of the management committee, other than a secretary appointed by the management committee under rule 10b(1)(b)(iii), must be a member of the association.
  - (6) At the annual general meeting of the Association, all the members of the Management Committee shall be eligible upon nomination for re-election.
  - (7) The management committee must ensure that, before a candidate is elected as a member of the management committee, the candidate is advised—
    - (a) whether or not the association has public liability insurance; and
    - (b) if the association has public liability insurance—the amount of the insurance.

## **12. Termination of membership of management committee**

- (1) A member of the management committee may resign from the committee by giving written notice of resignation to the secretary.
- (2) The resignation takes effect at:
  - (a) the time the notice is received by the secretary; or
  - (b) if a later time is stated in the notice, the later time.
- (3) A member may be removed from office at a general meeting of the association if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.
- (4) Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- (5) A member has no right of appeal against the member's removal from office under this rule.
- (6) A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

## **13. Vacancies on management committee**

- (1) The Management Committee shall have power at any time to appoint any



member of the Association to fill any casual vacancy on the Management Committee until the next annual general meeting.

- (2) The continuing members of the Management Committee may act notwithstanding any casual vacancy in the Management Committee, but if and so long as their number is reduced below the number fixed by or pursuant to these rules as the necessary quorum of the Management Committee, the continuing member or members may act for the purpose of increasing the number of members of the Management Committee to that number or of summoning a general meeting of the Association, but for no other purpose.

#### **14. Functions of the management committee**

- (1) Except as otherwise provided by these rules and subject to resolutions of the members of the Association carried at any general meeting the Management Committee -

- (a) shall have the general control and management of the administration of the affairs, property and funds of the Association; and
- (b) shall have authority to interpret the meaning of these rules and any matter relating to the Association on which these rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

Note: The Act prevails if the association's rules are inconsistent with the Act; see section 1B of the Act.

- (2) The Management Committee may exercise all the powers of the Association -

- (a) to borrow or raise or secure the payment of money in such manner as the members of the Association may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Association's property, both present and future, and to purchase, redeem or pay off any such securities;
- (b) to borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Brisbane for overdrawn accounts on money lent, whether the term of the loan be short or long, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association, and to provide and pay off any such securities; and
- (c) to invest in such manner as the members of the Association may from time to time determine.





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## **15. Meetings of management committee**

- (1) The Management Committee shall meet at least once every two calendar months to exercise its functions.
- (2) A special meeting of the Management Committee shall be convened by the secretary on the requisition in writing signed by not less than one third of the members of the Management Committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.
- (3) At every meeting of the Management Committee a simple majority of a number equal to the number of members elected and/or appointed to the Management Committee as at the close of the last general meeting of the members, shall constitute a quorum.
- (4) Subject as previously provided in this rule, the Management Committee may meet together and regulate its proceedings as it thinks fit: Provided that questions arising at any meeting of the Management Committee shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.
- (5) A member of the Management Committee shall not vote in respect of any contract or proposed contract with the Association in which the member is interested, or any matter arising thereout, and if a vote is cast it shall not be counted.
- (6) Reasonable notice shall be given by the secretary to members of the Management Committee of any special meeting of the Management Committee. Such notice shall clearly state the nature of the business to be discussed thereat.
- (7) The President shall preside as Chairman at every meeting of the Management Committee, or if there is no President, or if at any meeting the President is not present within ten minutes after the time appointed for holding the meeting, the members may choose one of their number to be Chairman of the meeting.
- (8) If within half an hour from the time appointed for the commencement of a Management Committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.
- (9) The management committee may hold meetings, or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (10) A committee member who participates in the meeting as mentioned in





subrule (9) is taken to be present at the meeting.

## **16. Delegation of management committee powers**

- (1) The Management Committee may delegate any of its powers to a sub-committee consisting of such members of the Association as the Management Committee thinks fit. Any sub-committee so formed shall in the exercise of the power so delegated conform to any regulations that may be imposed on it by the Management Committee.
- (2) A sub-committee may elect a Chairman of its meetings. If no such Chairman is elected, or if at any meeting the Chairman is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairman of the meeting.
- (3) A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.

## **17. Valid acts by the management committee**

- (1) All acts done by any meeting of the Management Committee or of a sub-committee or by any person acting as a member of the Management Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Management Committee or person acting as aforesaid, or that the members of the Management Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Management Committee.

## **18. Resolutions by the management committee**

- (1) A resolution in writing signed by all the members of the Management Committee for the time being entitled to receive notice of a meeting of the Management Committee shall be as valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Management Committee.

## **19. First general meeting**

- (1) The first general meeting shall be held at such time, not being less than one month nor more than three months after the incorporation of the Association, and at such place as the Management Committee may determine.

## **20. Annual general meetings**

- (1) The annual general meeting shall be held within three months of the close of the financial year.



- (2) The business to be transacted at every annual general meeting shall be:
  - (a) the receiving of the Management Committee's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the association for the preceding financial year;
  - (b) the receiving of the auditor's report upon the books and accounts for the preceding financial year;
  - (c) the election of members of the Management Committee; and
  - (d) the appointment of an auditor.

## **21. Special general meeting**

- (1) The secretary shall convene a special general meeting
  - (a) when directed to do so by the Management Committee; or
  - (b) on the requisition in writing signed by not less than one third of the members presently on the Management Committee or not less than the number of ordinary members of the Association which equals double the number of members presently on the Management Committee plus one. Such requisition shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat.

## **22. Quorum for a general meeting**

- (1) The quorum for a general meeting is at least the number of members elected or appointed to the management committee at the close of the association's last general meeting plus 1.
- (2) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. For the purposes of this rule "member" includes a person attending as a proxy or as representing a corporation which is a member.
- (3) If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee or the Association, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
- (4) The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned



meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

## **23. Notice of a general meeting**

- (1) The secretary shall convene general meetings of the Association at such time and at such place as provided in the by-laws made under these rules by giving not less than 14 days' notice of any such meeting to the members of the Association.
- (2) Notice shall be given to the member in writing and delivered by post, by hand, or by electronic mail to the address provided on the membership form or on the association's web site.
- (3) Notice shall specify any motions to be proposed which require special resolution in accordance with the Act, and/or resolution in accordance with rule 28(7).

## **24. Conduct of business at a general meeting**

- (1) Unless otherwise provided by these rules, at every general meeting:
  - (a) The President shall preside as Chairman, or if there is no President, or if the President is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the members present shall elect one of their number to be Chairman of the meeting;
  - (b) The Chairman shall maintain order and conduct the meeting in a proper and orderly manner;
  - (c) Every question, matter or resolution shall be decided by a majority of votes of the members' present;
  - (d) Every member present shall be entitled to one vote and in the case of an equality of votes the Chairman shall have a second or casting vote;
  - (e) Voting shall be by show of hands or a division of members, unless not less than one fifth of the members present demand a ballot, in which event there shall be a secret ballot. The Chairman shall appoint two members to conduct the secret ballot in such manner as the Chairman shall determine and the result of the ballot as declared by the Chairman shall be deemed to be the resolution of the meeting at which the ballot was demanded;
  - (f) A member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and in a secret ballot every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote (amended 14/4/86);
  - (g) The instrument appointing a proxy shall be in writing, in the common



or usual form, under the hand of the appointor or of the appointor's attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be a member of the Association. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot;

- (h) Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:-

TINGALPA MODEL AERO CLUB INC.

I, \_\_\_\_\_, of \_\_\_\_\_, being a member of the above named Association, hereby appoint \_\_\_\_\_, of \_\_\_\_\_, or failing him, \_\_\_\_\_, of \_\_\_\_\_

\_\_\_\_\_, as my proxy to vote for me on my behalf at the (annual) general meeting of the Association, to be held on the \_\_\_\_\_ day of \_\_\_\_\_ 19\_\_\_\_, and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 19\_\_\_\_\_.

Signature \_\_\_\_\_

This form is to be used: \*in favour of the resolution.

\*against

\* Strike out whichever is not desired. (Unless otherwise instructed, the proxy may vote as he thinks fit.)

- (i) The instrument appointing a proxy shall be deposited with the secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument purposes to vote; and
- (j) The secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the secretary for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Management Committee meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding Management Committee meeting verifying their accuracy. Similarly, the minutes of every general meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding general meeting: Provided that the minutes of any annual general meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding general meeting or



annual general meeting.

- (k) A member who participates in a meeting as mentioned in subrule (f) is taken to be present at the meeting.
- (l) A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.

## **25. By-laws**

- (1) The Management Committee may from time to time make, amend or repeal by-laws, not inconsistent with these rules, subject to ratification by the next general meeting of members.
- (2) Any by-law may be set aside by a general meeting of members.
- (3) The by-laws of the Association shall provide for the method of their dissemination to members of the Association, and the method of notifying variations thereto.

## **26. Alteration of rules**

- (1) Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.
- (2) However an amendment, repeal or addition is valid only if it is registered by the chief executive as defined in the Act.

## **27. Common seal**

- (1) The Management Committee shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the Management Committee and every instrument to which the seal is affixed shall be signed by a member of the Management Committee and shall be countersigned by the secretary or by a second member of the Management Committee or by some other person appointed by the Management Committee for the purpose.

## **28. Funds and accounts**

- (1) The funds of the association must be kept in one or more accounts in the name of the association in a financial institution decided by the management committee.
- (2) Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature.
- (3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (4) A payment by the association of \$20 or more must be made by cheque or electronic funds transfer.
- (5) If a payment of \$20 or more is made by cheque, the cheque must be



signed by any 2 of the following;

- (a) the president;
  - (b) the secretary;
  - (c) the treasurer;
  - (d) any 1 of 3 other members of the association who have been authorised by the management committee to sign cheques issued by the association.
- (5a) However, 1 of the persons who signs the cheque must be the president, the secretary or the treasurer.
- (5b) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- (6) The Management Committee shall determine the amount of petty cash which shall be kept on the imprest system.
- (7) All expenditure shall be approved or ratified at a general meeting, provided that the assets of the Association shall not be committed to an extent greater than five (5) times the value of the full senior annual subscription, unless authorised by a resolution of a majority of members in attendance at a general meeting convened in accordance with rule 23 of these rules. Amended 14/4/86.
- (8) As soon as practicable after the end of each financial year the treasurer shall cause to be prepared a statement containing particulars of:
- (a) the income and expenditure for the financial year just ended; and
  - (b) the assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.
- (9) All such statements shall be examined by the auditor who shall present his report upon such audit to the secretary prior to the holding of the annual general meeting next following the financial year in respect of which such audit was made.
- (10) The income and property of the Association whencesoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by him to the Association or otherwise owing by the Association to him or of remuneration to any officers or servants of the Association or to any member of the Association or other person in return for any services actually rendered to the Association provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.





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## **29. Documents**

- (1) The Management Committee shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

## **30. Financial year**

- (1) The financial year of the Association shall close on 30 June in each year.

## **31. Distribution of surplus assets**

- (1) If the Association shall be wound up in accordance with the provisions of the Association's Incorporation Act 1981, and there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, 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 Association under or by virtue of rule 28(10), and which is an institution approved by the commissioner of taxation as referred to in Section 23 of the Income Tax Assessment Act 1936 (as amended), such institution or institutions to be determined by the members of the Association. (Amended 17/10/94).