



## CONSTITUTION

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# **CONSTITUTION OF THE HOLDFAST MODEL AERO CLUB INCORPORATED**

## **1. TITLE**

The title of the Association shall be:

HOLDFAST MODEL AERO CLUB INCORPORATED hereinafter referred to as the Club.

## **2. OBJECTS**

- 2.1 To promote, host and advocate for the recreational and sporting activities associated with aero modelling in South Australia.
- 2.2 To provide a safe and enjoyable environment in which people of all ages can participate in the construction and competitive and recreational flying of model aircraft.
- 2.3 To affiliate and otherwise liaise with the state sporting organisation for aero modelling, Model Aero Sport S.A. Inc (MASA) and, in turn, the national sporting organisation for aero modelling, the Model Aeronautical Association of Australia (MAAA), to further these objects.

## **3. POWERS OF THE CLUB**

The Club shall have all the powers conferred by section 25 of the Act.

## **4. MEMBERSHIP**

Membership of the Club shall be open to the following:

### **4.1 Patron Members**

Persons of distinguished position who desire to foster the model aircraft movement.

### **4.2 Honorary Members**

Visitors who are associated with the Club.

### **4.3 Honorary Life Members**

4.3.1 Persons, who in the unanimous opinion of the Committee, have performed some outstanding service of definite benefit to the Club or the model aircraft movement. Election to Honorary Life Membership following Committee nomination shall be by approval at an Annual General Meeting.

4.3.2 Honorary Life Members shall have the same privileges as Senior Members of the Club for their remaining lifetime, but no Club fees are payable.

### **4.4 Senior Members**

Members of the Club who are eighteen (18) years of age or over at the time of joining or at the time their annual subscription to the Club falls due.

### **4.5 Junior Members**

Members of the Club who are under eighteen (18) years of age at the time of joining the Club. Members are to be considered juniors for the remainder of that subscription period and subsequent renewal periods until their eighteenth birthday. Members are to be considered junior throughout the subscription year in which they attain the age of 18.

### **4.6 Pensioner Members**

Members who have retired from the work force and are in receipt of a Government Pension (e.g. Centrelink) and in possession of a Pensioner Concession Card.

#### **4.7 Social Members**

Members who do not intend to fly model aircraft but are willing to assist in activities of a social nature. They may serve on subcommittees but are not entitled to vote at Annual, General, Special General or Committee Meetings of the Club. These members need not be affiliated with MASA.

### **5. OFFICE BEARERS**

#### **5.1 PRESIDENT & VICE-PRESIDENT**

- 5.1.1 The President shall be elected by a simple majority vote at an Annual General Meeting.
- 5.1.2 The Vice-President shall be elected by a simple majority vote at an Annual General Meeting.
- 5.1.3 The President shall preside at all Committee meetings and General Meetings of the Club or in the President's absence the Vice-President shall so preside. In the absence of both the President and Vice President, a presiding officer will be appointed by a vote of the Committee if a Committee meeting, or members if a General Meeting.
- 5.1.4 The presiding officer shall have a casting vote only.
- 5.1.5 The presiding officer shall:
  - 5.1.5.1 ensure that the proper notice of a meeting has been given;
  - 5.1.5.2 ensure that a quorum is present;
  - 5.1.5.3 conduct the meeting in accordance with the standard rules of debate;
  - 5.1.5.4 in addressing the meeting, be impartial and brief in his/her remarks;
  - 5.1.5.5 preserve order and, for that purpose, he/she may instruct any person to withdraw or refrain from speaking;
  - 5.1.5.6 give all members present a reasonable opportunity to speak, but ensure that no member speaks for an undue length of time or unnecessarily repeats points that have already been put to the meeting;
  - 5.1.5.7 ensure that the minutes of each meeting are correct and confirmed by the members;
  - 5.1.5.8 terminate any discussion, which is not, at that time, relevant to the business before the meeting.

#### **5.2 SECRETARY**

The Secretary shall be elected by a simple majority vote at an Annual General Meeting and shall:

- 5.2.1 conduct the correspondence on behalf of the Club, and have custody of all documents of the Club, except those required by other officers in the course of their duties;
- 5.2.2 appoint an Assistant Secretary as and when necessary and such Assistant Secretary will have the power of the Secretary when the latter is not available;
- 5.2.3 keep full and correct minutes of all proceedings of the Club;
- 5.2.4 keep a written record of all By-laws (rules, regulations and protocols) of the Club and rescissions, alterations and amendments thereto, including the dates

on which they came into force; advise members of additions and alterations thereto as required by this Constitution.

### **5.3 PUBLIC OFFICER**

The Public Officer shall be elected by a simple majority vote at an Annual General Meeting. This person shall hold the Club Seal and is the responsible officer to the South Australian Consumer and Business Services department.

### **5.4 TREASURER**

The Treasurer shall be appointed by a simple majority vote at an Annual General Meeting and shall:

- 5.4.1 receive all monies on behalf of the Club on the official receipt form and pay such monies into such account or accounts at such bank as the Committee may from time to time direct;
- 5.4.2 pay all due accounts after receiving the Committee's approval for such payments;
- 5.4.3 keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Club in accordance with the Act;
- 5.4.4 maintain records of the names and addresses of current members. A suitable record is also to be maintained for additional information provided by members such as telephone numbers, email addresses and the like. This information is only to be provided to persons or organizations authorized by the Committee giving regard to privacy principles, or as required by law;
- 5.4.5 forward completed registration and affiliation forms to MASA together with payment of the applicable fees;
- 5.4.6 appoint an Assistant Treasurer as and when necessary and such Assistant Treasurer will have the power of the Treasurer when the latter is not available. Portion of the Treasurer's duties may be assigned to the Assistant Treasurer, however all transactions are to be included in the annual reports of the Treasurer;
- 5.4.7 maintain an asset register for the property of the Club;
- 5.4.8 submit a report to the Annual General Meeting. Such report shall consist of a statement summarising the "Income and Expenses" for the year and a balance sheet showing the value of all the Club's assets and liabilities.

### **5.5 AUDITOR**

The Auditor shall be appointed by a simple majority vote at an Annual General Meeting and shall:

- 5.5.1 inspect the membership roll, audit the annual statement of accounts, and shall certify same – a written report of which shall be presented to the Annual General Meeting;
- 5.5.2 have the power at any time to call for the production of all books, accounts, vouchers, and other documents relating to the financial affairs of the Club;
- 5.5.3 not be a member of the Committee.

### **5.6 AGE LIMIT**

No office bearer shall be under legal age of majority.

### **5.7 EXECUTIVE COMMITTEE**

The President, Secretary and Treasurer shall be deemed to be the Executive Committee.

## **5.8 THE COMMITTEE**

- 5.8.1 At least four Committee persons shall be appointed at an Annual General Meeting.
- 5.8.2 The Committee shall consist of the President, Vice President, Secretary, Treasurer, and all duly appointed Committee persons.
- 5.8.3 No person holding the office of President, Vice-President, Secretary or Treasurer may remain in that office for more than five consecutive years.
- 5.8.4 The Committee may appoint a member of the Club to fill a casual vacancy and the member so appointed will hold office until the next Annual General Meeting.

## **6. POWERS AND DUTIES OF THE COMMITTEE**

- 6.1 The affairs of the Club shall be managed and controlled by the Committee which, in addition to any powers and authorities conferred by this Constitution and related By-laws, may exercise all such powers and do all such things as are within the objects of the Club, and are not by the Act or by this Constitution required to be done by the Club in Annual, General or Special General Meetings.
- 6.2 Subject to any instruction given to it at an Annual General Meeting, a General Meeting or Special General Meeting, the Committee shall decide by a simple majority vote, matters of policy affecting the conduct of the Club.
- 6.3 The quorum for the Committee shall be five (5) members.
- 6.4 Subject to sub-clause 12.3, the Committee shall recommend changes to such By-laws (rules, regulations and protocols) as may from time to time appear necessary.
- 6.5 A Special Meeting of the Committee may be called at any time at the direction of the President, or requisition signed by two members of the Committee or in an emergency by the Secretary.
- 6.6 The Committee may appoint sub-committees of any number, and assign them to any such duties as it may deem fit. Decisions reached by such sub-committees shall be subject to the Committee's approval and confirmation.
- 6.7 An office of the Club or membership of a Committee becomes vacant if:
  - 6.7.1 the holder:
    - 6.7.1.1 ceases to become a member of the Club;
    - 6.7.1.2 sends their resignation in writing to the Secretary;
    - 6.7.1.3 dies;
    - 6.7.1.4 becomes bankrupt;
    - 6.7.1.5 becomes of unsound mind;
    - 6.7.1.6 fails to attend three successive Committee meetings without apology;
  - 6.7.2 the holder's office is declared vacant by a resolution passed by a majority of at least seventy five percent (75%) of members present at a Special General Meeting called for that purpose.
- 6.8 The Committee may appoint from time to time such minor officials, as it deems necessary.
- 6.9 The Committee shall be empowered to approve payment of expenses related to the running of the Club within an approved budget.
- 6.10 At the earliest opportunity following an Annual General Meeting, the minutes of that meeting shall be presented to the Committee to address any action required.

## **7. FINANCE**

- 7.1 The Club's financial year shall be the period 1 July to 30 June.
- 7.2 The income and property of the Club shall be applied solely to the promotion of its objects, (such promotion shall be deemed to include the awarding of prizes) and no part thereof shall be paid or transferred directly or indirectly by way of dividends, bonus or otherwise by way of pecuniary profit to the members or relatives of members. Remuneration may be paid in good faith to officers and servants of the Club or other persons in return for services actually rendered to the Club.
- 7.3 Membership fees and joining fees shall be determined by the Committee and ratified by a simple majority of members voting at a General Meeting no later than 21 days prior to the commencement of the ensuing financial year. The membership fee shall include the Club membership fee and the applicable MASA and Model Aeronautical Association of Australia Inc (MAAA) fees. Separate fees, including criteria, may be set for each class of membership. The Committee may make special arrangements for any member who wishes seek a variation due to extenuating circumstances.
- 7.4 Membership fees shall fall due on 1 July each year and when paid will render the applicant a member until the following 30 June. Membership will cease if renewal fees are not paid by 30 June each year.
- 7.5 Pro rata fees may be charged for members joining part way through a financial year. The formula for pro rata fees shall be specified in the By-laws.

## **8. DISCIPLINARY PROCEDURES**

- 8.1 Subject to giving a member an opportunity to be heard or to make a written submission, the Committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Club.
- 8.2 Particulars of the charge shall be communicated to the member in writing at least fourteen (14) days before the meeting of the Committee at which the matter will be determined.
- 8.3 The determination of the Committee shall be communicated in writing to the member, and in the event of an adverse determination the member shall subject to sub-clause 8.4 cease to be a member seven (7) days after the Committee has communicated in writing the determination to him/her.
- 8.4 It shall be open to a member to appeal to the Club in a General Meeting against the expulsion. The intention to appeal shall be communicated in writing to the Secretary within seven (7) days after the determination of the Committee has been communicated in writing to the member.
- 8.5 In the event of an appeal under sub-clause 8.4 the appellant's membership of the Club shall not be terminated unless the determination of the Committee to expel the member is upheld by the members of the Club in a General Meeting after the appellant has been given an opportunity to be heard and in such event membership will be terminated at the date of the General Meeting at which the determination of the Committee is upheld.

## **9. GENERAL MEETINGS**

### **9.1 Annual General Meeting**

- 9.1.1 The Annual General Meeting shall be held no later than three (3) months following the end of the financial year to receive the President's report and ratify the Annual Reports and Financial Statements for the year, and to elect officers for the period ending at the next Annual General Meeting.
- 9.1.2 Members will be advised at least twenty eight (28) days prior to the Annual General Meeting.

- 9.1.3 In addition to any other business which may be transacted at an Annual General Meeting, the business of the Annual General Meeting shall be:
  - 9.1.3.1 to confirm the minutes of the preceding Annual General Meeting;
  - 9.1.3.2 to receive from the Committee reports on the activities of the Club during the preceding financial year;
  - 9.1.3.3 to receive and consider statement of accounts and the reports that are required to be submitted to members pursuant to the Act;
  - 9.1.3.4 to elect office bearers and appoint members of the Committee;
  - 9.1.3.5 introduce any special membership of the Club (e.g. Patron or Life Member).
- 9.1.4 The quorum for an Annual General Meeting shall be ten (10) members.
- 9.2 **General Meeting**
  - 9.2.1 Ordinary General Meetings shall be convened by the direction of the Committee.
  - 9.2.2 The quorum for a General Meeting shall be ten (10) members.
  - 9.2.3 A question for decision at a general meeting, other than a special resolution, must be determined by a majority of members entitled to vote at that meeting.
- 9.3 **Special General Meeting**
  - 9.3.1 A Special General Meeting is one for which twenty eight (28) days' notice, stating the purpose of the meeting, is given to all members.
  - 9.3.2 A Special General Meeting shall be convened within thirty one (31) days of receipt of a written requisition from four (4) members of the Committee or seven (7) members of the Club.
  - 9.3.3 The quorum for a Special General Meeting shall be ten (10) members.
  - 9.3.4 A Special resolution is a resolution passed at a Special General Meeting of the members of the club if
    - 9.3.4.1 28 days' written notice specifying the intention to propose the resolution as a special resolution has been given to all the members of the club.
    - 9.3.4.2 it is passed by a majority of not less than three quarters of such members entitled to vote at that meeting.

## **10. DISBANDING**

- 10.1 The club may be disbanded if a Special Resolution (as defined in 9.3.4) to disband the club is passed at a Special General Meeting.
- 10.2 If after the disbanding of the Club there remains 'surplus assets' as defined in the Act, such surplus assets will not be paid to or distributed among the members of the Club, but will be given or transferred to Model Aerosport S.A. Inc. (MASA) or to any other club or association as may be decided by a resolution of members in a general meeting. Any such club or Association must have similar objects to the objects of the Club which prohibit the distribution of its or their income and property among its or their members.

## **11. THE COMMON SEAL**

- 11.1 The Club shall have a common seal upon which its corporate name shall appear in legible characters.

- 11.2 The seal shall not be used without the express authorisation of the Committee and every use of the seal shall be recorded in the minute book of the Club. The affixing of the seal shall be witnessed by the Public Officer and one member of the Executive Committee.
- 11.3 The seal shall be kept in the custody of the Public Officer.

## **12. BY-LAWS**

- 12.1 The Committee shall maintain a clear set of By-laws (rules, regulations and protocols) covering the operations of model aircraft at sites leased and/or controlled by the Club, as well as administration of the Club.
- 12.2 The Club may, from time to time, make, amend or repeal such By-laws not inconsistent with this Constitution as it thinks fit, expedient for, or with respect to, all matters necessary or expedient for, the carrying out basic objects of the Club, suitability of applicants seeking membership, or for the regulation of its affairs or for the management, control and discipline of the members or officers of the Club.
- 12.3 By-laws may only be added, amended or repealed at a General Meeting. Such addition, amendment or repeal shall not be made unless approved by seventy five percent (75%) of those members present who are entitled to vote.
- 12.4 The By-laws shall be made available to Club members as soon as practicable after ratification by members at a General Meeting.

## **13. AMENDMENT OF THE CONSTITUTION**

This Constitution may be amended at any General Meeting of members provided that:

- 13.1 the amendment is advised to all members in writing at least twenty eight (28) days prior to the meeting when the vote on the amendment is to be taken;
- 13.2 the amendment is approved by at least seventy five percent (75%) of those entitled to vote, either attending in person or by proxy;
- 13.3 those members unable to attend the nominated meeting may submit their vote by proxy to another member in writing and the holding of this proxy shall be declared at the commencement of the meeting.

## **14. CONSTITUTION**

- 14.1 This Constitution repeals all previous Constitutions but shall not, except as expressly or by necessary implication provided herein, affect any right or duty or liability or any matter or thing done or commenced or acquired or imposed under or by virtue of the previous Constitution.
- 14.2 Each member shall be entitled to one copy of the Constitution and By-laws.

## **15. DEFINITIONS**

- 15.1 "Act" means the *Associations Incorporation Act 1985*.
  - 15.2 Wherever the term "in writing" or "written" appears in this Constitution, it means by electronic or other means.
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