

## WELLINGTON MODEL AEROPLANE CLUB (INC.)

### ARTICLE 1: NAME

THE name of the Club is The Wellington Model Aeroplane Club (Incorporated)

### ARTICLE 2: OBJECTS

- (a) To act as a controlling body for the sport or pastime of building and flying model aircraft in New Zealand (hereinafter referred to as "the said sport").
- (b) To encourage and foster the said sport in all its phases in New Zealand or elsewhere.
- (c) To collect and supply information and advice on all or any matters pertaining to the said sport or model aeronautics generally.
- (d) To promote and hold either alone or jointly with any other Club, Association, Company or person, model aeronautical meetings, contests, gymkhana, carnivals, competitions, matches, exhibitions or trials and accept, offer, give or contribute towards prizes, trophies, and awards to participants or others.
- (e) To promote and hold parties, balls, dances, or other entertainments for the purpose of promoting or assisting any of the objects of the Club.
- (f) To raise money by subscriptions and to grant any rights or privileges to subscribers.
- (g) To buy, sell, lease, hire, mortgage charge, exchange or otherwise deal with any real or personal property.
- (h) To take any gift of property, whether subject to any special trust or not for any one or more of the objects of the Club.
- (i) To take any lawful steps for the purpose of procuring contributions to the funds of the Club.
- (j) From time to time subscribe or contribute to any patriotic or charitable, benevolent or useful object of a public character.
- (k) To delegate a portion of the work of the Club and pay a portion of its funds to any organizations formed for the advancement of any branch of aeronautics and appoint representatives on any such bodies.
- (l) To join or affiliate as a member of any club, association, or society, whether incorporated under "The Incorporated Societies Act 1908" or not, and having as one of its objects the advancement or government of aeronautics.
- (m) To enter into any arrangement with a Government or local authority or any club, company, association, or person which may seem to be conducive to the objects of the Club, and to acquire or obtain from any such Government or local

authority, club, company; association or person any charters, contracts, decrees, rights, privileges and concessions which may be conducive to any such objects, and accept and make payments under, carry out, exercise and comply with any such arrangements, charters, contracts, decrees, rights, privileges and concessions.

- (n) To enter into any contracts, agreements, leases or arrangements with any person, firm, syndicate, corporation or company that may seem conducive to the objects of the Club, or any of them, and to surrender and accept surrenders or leases.
- (o) To borrow, raise, or secure the payment of money in such a manner as the Club shall think fit, and in particulars by mortgages, debentures or debenture stock, perpetual or otherwise, charges upon all or any of the Club's undertakings, goodwill, property and assets (both present and future) including its future acquired property, and to purchase, redeem, or pay off such securities.
- (p) To draw, make, accent, endorse, discount, execute, issue and negotiate promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (q) To invest, lend and deal with the moneys of the Club upon such security and in such manner as may from time to time be determined upon.
- (r) To appoint, remove or suspend any secretaries, treasurers, officers, clerks, agents or servants and to direct and control them and fix and pay their remuneration, if any.
- (s) To do all or any of the things hereby authorised alone or in conjunction with another or others.
- (t) To do all such other things as are incidental to or conducive to the attainment of the above objects.

PROVIDED HOWEVER that the foregoing objects shall in no way limit the rights and powers conferred upon societies incorporated under "The Incorporated Societies Act, 1908" or any amendments thereof.

### **ARTICLE 3: MEMBERSHIP**

The members of the Club shall be of the following classes:

**(a) LIFE MEMBERS:**

A resolution proposing Life Membership must be passed by a majority of three quarters (3/4ths) of those present at an Annual General Meeting and the election must be made only on the recommendation of the Management Committee. Life Membership shall be confined to persons who have rendered meritorious service to the sport generally or to the Club in particular. Life Members shall be entitled to all the privileges of membership without the payment of any further membership fee.

**(As amended, March 2001)**

**(b) HONORARY MEMBERS:**

Honorary members may be appointed by the Management Committee (hereinafter referred to) for a period not exceeding 12 months and in all cases terminating at the next ensuing Annual General Meeting.

**(c) ORDINARY MEMBERS:**

Membership shall be attained by a person being proposed and seconded by Club members and the signing of an entrance form agreeing to abide by the Rules of the Club and any other body to which the Club is affiliated, acceptance by the Management Committee, and upon acceptance into the Club the payment of the current year's subscription to the Treasurer.

Ordinary Members eighteen years and over shall be classed as Senior members. Ordinary members under the age of eighteen years shall be classed as Junior Members.

**(d) COUNTRY MEMBERS:**

Country membership may be granted to any Member of the Club who in the Management Committee's opinion qualifies for such membership because of circumstances preventing that member from participating fully in the Club's activities. A reduced subscription may be paid at the Management Committee's discretion.

**ARTICLE 4: RESERVED**

**ARTICLE 5: RESERVED**

**ARTICLE 6: RESIGNATIONS**

Any member may resign by giving notice of such resignation in writing and shall cease to be a member upon receipt of such notice by the Secretary. Failure to resign in the manner set forth above will not relieve such member from payment of subscriptions due to the Club.

**ARTICLE 7: MANAGEMENT**

- (a)** The affairs of the Club shall be conducted by a Management Committee consisting of eight persons and comprising the President, Club Captain, Secretary, Treasurer, Recording Officer, Bulletin Editor (the latter to be appointed from amongst Officers and Committeemen), and three Committeemen. Should one person undertake the offices of Secretary and Treasurer then four Committeemen shall be elected, instead of three.
- (b)** The property of the Club shall be vested in the Management Committee for the time being as trustees for the members; the Management Committee shall be generally responsible for the safe custody of the assets of the Club and shall implement any or all of the objects of the Club at its discretion. No member of the Management Committee shall have any transmissible or assignable interest therein.

- (c) The election of the Management Committee shall take place at each Annual General Meeting by secret ballot. At each Annual General Meeting the members of the Management Committee shall retire but are eligible for re-election. No candidate, other than a retiring member of the Management Committee shall be eligible for election to any office or to the Management Committee unless his nomination is lodged with the Secretary in writing at least seven days before the date of the meeting at which he is proposed to be elected. Failing a sufficient number of nominations being received to fill all vacancies, further nominations may be accepted during the Meeting to fill the vacant positions.

**(As amended March 2001)**

- (d) Any casual vacancies occurring in any of the offices or in the Management Committee shall be filled by the Management Committee and any person so appointed shall hold office until the next ensuing Annual General Meeting. A vacancy caused by expulsion shall be deemed a casual vacancy.
- (e) The President shall preside at all Management Committee meetings; if unable to attend, the Committee shall appoint as his deputy *pro tem* a Vice President, the Club Captain, or any member of the Management Committee.
- (f) The quorum for a Management Committee meeting shall be four members.
- (g) Each member of the Management Committee shall have one vote at Management Committee meetings. The Chairman shall not have a casting vote. No voting by proxy shall be allowed at Management Committee meetings.
- (h) Any member of the Management Committee, with the exception of the President, failing to attend three consecutive Management Committee meetings without having his apologies sustained, shall *ipso facto* cease to hold office and membership of the Management Committee.
- (i) The Management Committee may at any time by resolution passed by a 2/3rds majority remove from office any officer or member of the Management Committee if the removal of such person is deemed in the best interests of the said sport.
- (j) Any officer or any member of the Club has the right to attend Management Committee Meetings (except those held in Committee), by invitation of the Chairman of a forthcoming meeting or the Management Committee itself, or after at least seven days notice in writing has been given to the Secretary. Such officer/s and/or member/s may speak at Meetings which they attend only if invited to do so by the Chairman but shall have no vote under any circumstances.

## **ARTICLE 8: OFFICERS**

- (a) The officers of the Club shall be the Patron, President, eight Vice Presidents, Club Captain, Secretary, Treasurer, Recording Officer, Bulletin Editor and Auditor. The President, Club Captain, Secretary, Treasurer, Recording Officer and Bulletin Editor shall be deemed *ex officio* members of the Management Committee.

- (b) The Patron, Vice Presidents, and Auditor need not necessarily be members of the Club and have the right to attend any Meetings of the Club or the Management Committee, to speak thereat but have no right to vote, except in the case of a Vice President acting as Chairman.
- (c) The Management Committee may employ such paid officers as it may from time to time determine.

## **ARTICLE 9: DUTIES OF OFFICERS**

### **PATRON:**

The Patron shall officiate in any manner and at his convenience at the request of the Management Committee.

### **PRESIDENT:**

The President shall preside at all meetings.

### **VICE PRESIDENTS:**

Vice Presidents shall act as the President's Deputy in any matter when so requested by the President.

### **TREASURER:**

It shall be the duty of the Treasurer:

- (1) To collect and receive all moneys due to the Club.
- (2) To pay all debts owing as soon as payment thereof is authorised by the Management Committee.
- (3) To keep a correct account of all receipts and payments, and an account of all assets and liabilities of the Club.
- (4) To have the custody of the funds of the Club.
- (5) To produce financial statements from time to time as required by the Management Committee.
- (6) To prepare for each Annual General Meeting of the Club a proper Statement of Income and Expenditure and a Balance Sheet showing the Club's Assets and Liabilities as at the 28th February preceding each Annual General Meeting and to have such Statement of Income and Expenditure and Balance Sheet duly audited by the Club's Auditor and have the said Auditor's signed Report attached thereto for presentation to each Annual General Meeting.
- (7) To pay all moneys received into the account of the Club with the Club's bankers.
- (8) To keep a register of all members showing the classification of each member.

### **SECRETARY:**

It shall be the duty of the Secretary:

- (1) To conduct all the Club's correspondence and convene all meetings.
- (2) To keep accurate minutes of all meetings of the Club.
- (3) To assist the Treasurer in compiling and maintaining a register of all members.
- (4) To act as custodian of the Common Seal and all books, papers and accounts of the Club and to produce the same to the Management Committee whenever called upon so to do and see the provisions of the Incorporated Societies Act are duly complied with.
- (5) To notify each new member of his election.
- (6) In the case of inability to attend any Meeting to cause the necessary books and papers to be conveyed to the meeting place and handed to the Chairman.

**AUDITOR:**

The Auditor shall examine all accounts, vouchers, and Annual Accounts of the Club presented by the Treasurer and report thereon to each Annual General Meeting. |

**RECORDING OFFICER:**

It shall be the duty of the Recording Officer to keep the Register of all Club, National or other records and the results of all contests and investigate all record claims and to submit to each Annual General Meeting a report of all his activities. He shall also keep a full register of all classes of members of the Club.

**CLUB CAPTAIN:**

It shall be the duty of the Club Captain to officiate at all Club flying meetings, to ensure that all activities conform to flying rules recognised by the Club, to supervise the operation of the Measurement Committee and Timekeepers, to supervise all Club flying meetings. He shall have the power to appoint deputies at his discretion.

**BULLETIN EDITOR:**

It shall be the duty of the Bulletin Editor to publish regular newsheets of Club activities.

## **ADVISORY COMMITTEES:**

The Management Committee shall have the power to delegate any matters to advisory Committees and such Committees may consist of such member or members of the Management Committee as may be appointed thereto. The member or members so appointed shall be empowered to co-opt any member of the Club or such other person as may be approved by the Management Committee, for the purpose of Advisory Committee deliberations, and any members or other persons so co-opted may attend any Management Committee meetings at which any report of such members' or persons' advisory Committee may be presented and may address the Management Committee relating to such report but shall have no vote in the Management Committee.

## **ARTICLE 10: NOTICES OF MEETINGS**

### **(1) GENERAL MEETINGS**

Notices of General Meetings shall be given to members by electronic mail sent to the Member's last known e-mail address. Seven (7) days notice shall be given. Notices shall be deemed to be served on the day on which the emails were sent. A copy of notice shall be prominently displayed on the club's web site in the period between the issuance of the notice, and the meeting itself. Where two or more members share a single e-mail address, each such member shall be deemed to have been notified by a single e-mail. The accidental omission of any member in being given notice, or the failure of that member's e-mail service to accept the message shall not invalidate any proceedings at any Meeting.

### **(2) FLYING MEETINGS**

Notices of Flying Meetings shall be given to members by email or by notices posted on the club's web site at least two days prior to the event, and it is the responsibility of individual members to ascertain whether any forthcoming events are of interest. Unless the web site is disabled for all viewers, the inability of an individual member to access the website shall not invalidate any proceedings at any Flying Meeting.

## **ARTICLE 11: ANNUAL GENERAL MEETING**

The Annual General Meeting of the Club shall be held during the month of March or so soon thereafter as the Management Committee shall be able to convene the same. The time and place of each Meeting shall be decided by the Management Committee not earlier than 3 months nor later than 3 weeks prior to each Annual General Meeting. The President of the Club for the time being shall preside at all meetings or failing his being present a Vice President or the Club Captain. In the event of the President, Vice President or Club Captain not being present, the Meeting may appoint a Chairman, the Secretary taking the chair temporarily for the purpose of conducting this business. Each Annual General Meeting shall elect the officers and members of the Management Committee.

The business of each Annual General Meeting shall be:

- (1) The confirmation of any previous General Meeting Minutes.
- (2) The adoption of the Treasurer's annual Statement of Accounts.
- (3) The adoption of Reports from the Club Captain, Treasurer, and Recording Officer.
- (4) The election of Officers and members of the Management Committee.
- (5) Such other business of which notice shall have been duly given in terms of these Rules.

#### **ARTICLE 12: SPECIAL GENERAL MEETINGS**

Special General Meetings of the Club may be called at any time by order of the Management Committee or on a requisition executed by at least three members. Such request shall specify the business to be placed before the special General Meeting and at least seven day's notice shall be given of all Special General Meetings. The Management Committee shall allot a venue of such meeting. In the event of the Management Committee failing to convene the meeting within fourteen days of the receipt by the Secretary of a written request by the requisitionists, they may themselves do so and allot the venue of such meeting providing always the aforesaid terms of notice be observed.

#### **ARTICLE 13: QUORUM - GENERAL MEETINGS**

To conduct the business of a General Meeting a quorum of ten persons entitled to vote as members (not including the Chairman) must be present. Proxies shall be counted in determining whether a quorum is present.

**(As amended, March 2001)**

#### **ARTICLE 14: ALTERATION OF RULES**

At any General meeting of the Club the Rules of the Club may be altered by the enactment of any further rules or by the recession or amendment of any of the existing rules PROVIDED HOWEVER that seven days notice in writing of resolution embodying the proposed additions rescissions or amendments shall be given to members and such resolution shall be passed by a majority of at least 3/4ths of the members of the Club present at such Meeting personally or by proxy.

#### **ARTICLE 15: NOTICES OF MOTION - GENERAL MEETINGS**

Notices of Motion for presentation to an Annual General Meeting or to a Special General Meeting must be in the hands of the Secretary at least fourteen (14) days prior to the Meeting at which they are required to be presented.

Notices of Motion for presentation at any General Meeting shall be set out on the notice calling such Meeting.

At a General Meeting, leave may be given to the mover (by ordinary resolution) to alter a motion, of which due notice has been given.

## **ARTICLE 16: RESERVED**

## **ARTICLE 17: VOTING - GENERAL MEETINGS**

Save as hereinafter set forth each member shall be entitled to one vote. Honorary members shall have no right to vote. Voting may be by show of hands or on the voices or by secret ballot. Any two members entitled to exercise at least two votes shall be entitled to demand that any particular vote be taken by secret ballot. All matters voted upon shall be decided by a simple majority. The Chairman shall not have a casting vote.

## **ARTICLE 18: PROXIES - GENERAL MEETINGS**

Any member shall be entitled to arrange for voting by proxy at any Annual General or Special General Meeting of the Club. Written request for Proxy representation must be handed to the Chairman prior to the commencement of the meeting.

## **ARTICLE 19: BY-LAWS AND REGULATIONS**

The Management Committee from time to time may make, alter or revoke any By-laws or regulations provided such additions, alterations and deletions are not repugnant to the Rules of the Club. The official Flying Rules of the New Zealand Model Aeronautical Association shall be deemed the official flying Rules of the Club. **(As amended, March 2001)**

## **ARTICLE 20: SUBSCRIPTIONS**

The subscriptions for each class of member shall be fixed at an Annual General or Special General Meeting of the Club and shall remain in force until amended at any subsequent Annual General or Special General Meeting; such subscriptions shall be payable as from the preceding 1st March or such other date as may be determined by the Management Committee. Members whose fees are three (3) months or more overdue shall be deemed unfinancial. Members unfinancial for one year shall ipso facto cease to be members of the Club.

## **ARTICLE 21: TROPHIES**

All Club Trophies unless otherwise determined by the Club in General Meeting, shall remain the property of the Club, and are for continual competition on a basis as may be arranged from time to time by the Management Committee. Any member holding a trophy, or losing the right to hold a trophy, must cause the trophy to be conveyed to the Recording Officer in good condition upon request.

## **ARTICLE 22: COMPETITIONS**

All contest flying shall be carried out in accordance with the New Zealand Model Aeronautical Association (Incorporated) Flying Rules or to any other rules, which may be laid down by the Management Committee.

## **ARTICLE 23: SUSPENSION AND EXPULSION OF MEMBERS**

Any member violating the Rules of the Club or acting in a manner prejudicial to the well being of the Club, may be suspended by the Club Captain or his appointed deputy, and the case dealt with by the Management Committee within one week of the alleged offence. The Management Committee may further suspend or expel a member. The member or his representative shall have the right to be heard by the Committee. Any member suspended or expelled by the Management Committee has the right of appeal to the Club in General Meeting.

## **ARTICLE 24: REGISTERED OFFICE**

The location of the registered office of the Club shall be decided from time to time by the Management Committee.

## **ARTICLE 25: BANK ACCOUNT**

The Club may open an account or accounts with any recognised banking institution and the account or accounts shall be operated by three members of the Management Committee, appointed by the Management Committee; any two signatories to withdraw monies and any one signature to endorse cheques and to negotiate documents for the purpose of making any deposit.

## **ARTICLE 26: EXECUTION OF DOCUMENTS AND COMMON SEAL**

All documents intended to bind the Club shall be executed under the Common Seal of the Club and such execution shall be attested by the President or Vice-President, the Secretary and at least two other members of the Management Committee.

## **ARTICLE 27: RESERVED**

## **ARTICLE 28: RESERVED**

## **ARTICLE 29: RESERVED**

## **ARTICLE 30: WINDING UP**

Upon the winding up of the Club the funds (if any) remaining after paying all liabilities and the expenses of winding up shall be handed to the New Zealand Model Aeronautical Association (Incorporated) or to any other sporting body which the Management Committee or the Liquidator or other persons conducting the winding up may nominate and failing any such nomination shall be paid over to some sporting body nominated by the Registrar of Incorporated Societies.