

**RULES OF**  
**GLIDING NEW ZEALAND INCORPORATED**

**CONTENTS**

<u>Paragraph</u>	<u>Page</u>
General	2
Objects	3
Membership	5
Granting of Membership	7
Suspension and Termination of Membership	8
Reclassification of Membership	9
Resignation	9
Entrance Fees and Subscriptions	9
General Meetings	9
Proceedings at General Meetings	10
Voting	13
Power of the Executive	13
Control of Funds	14
Audit of Funds	17
Seal	17
Breach of Rules	17
Damages	18
Notices	18
Alteration of Rules	19
Index	20

1. THE NAME of the Association (hereinafter called "the Association") is Gliding New Zealand Incorporated.
2. THE REGISTERED OFFICE of the Association will be situated in New Zealand at such place as shall from time to time be notified by the Executive Officer to the Registrar.

**GENERAL**

3. (a) IN THESE RULES the words standing in the first column of the table next hereinafter contained shall bear the meaning opposite to them respectively in the second column, if not inconsistent with the subject or context.

<u>(b) WORDS</u>	<u>MEANING</u>
The Act	The Incorporated Societies Act 1908 and Amendments thereto.
The Tribunal	The Sports Disputes Tribunal of New Zealand established by Sport New Zealand.
These Rules	The Rules of the Association and Regulations or By-laws or approved procedures of the Association from time to time in force.
Registrar	The Registrar of Incorporated Societies.
The Executive	The President, Vice President, Immediate Past President, elected members of the Executive, the Executive Officer and the Treasurer, and such other members as may be decided by the elected members of the Executive.
Month	Calendar Month.
Financial Year	The 12 month period beginning on 1 April and ending on the following 31 March.
Balance date	31 March of each calendar year.
In writing	Written, printed, or via other modes of representing or reproducing words in a visible form, including the use of electronic forms of communication such as e-mail and websites, and including partly in one mode and partly in another.
Constituent Member	An entity which is admitted as a Member of the Association in accordance with Rule 6 of these Rules.

Delegate	Denotes persons eligible to vote at any General Meeting under these Rules.
Gliders	Shall include powered gliders.
Flying Member	Individual member of a Constituent Member for whom the Constituent Member has paid through its subscription to the Association a full annual affiliation fee to the Association, or a proportionate fee in the case of a member of a Constituent Member who has joined part way through the financial year. The term “Flying Member” includes members for whom the Constituent Member has paid a reduced or no affiliation fee on account of those members not having attained their 26th birthday at the time of charging the relevant affiliation fee.

(c) Words importing the singular number only shall include the plural number and vice versa.

(d) Words importing the masculine gender only shall include the female gender and,

(e) Words importing Corporations shall include persons.

4. SUBJECT as aforesaid, any words or expressions defined in the Act in force at the date on which these Rules become binding on the Association, shall if not inconsistent with the subject or context, bear the same meaning in these Rules.

### **OBJECTS**

5. THE OBJECTS for which the Association is established, and the POWERS of the Association are:

(a) The promotion and encouragement of flight of aircraft for gliding and soaring activities, through the medium of Clubs and other organisations for the benefit and in the interests of the New Zealand public; assistance and guidance to gliding or soaring Clubs and other organisations; collaboration between Members of the Association; and co-operation on behalf of Members of the Association with the Civil Aviation Authority, the Ministry of Transport, the Fédération Aéronautique Internationale, the International Gliding Commission, other Government Departments and any other bodies and organisations.

- (b) To act as promoters of gliding and soaring meetings and contests, as publishers, stationers and booksellers, general traders, dealers, agents and manufacturers, both wholesale and retail of any articles of any description which may assist the development of gliding or soaring.
- (c) To purchase, take on leave, or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for the promotion of its objects and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association.
- (d) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be thought expedient with a view to the promotion of its objects.
- (e) To undertake and execute any Trusts which may lawfully be undertaken by the Association and may be conducive to its objects.
- (f) To borrow or raise money for the purpose of the Association on such terms and on such security as may be thought fit.
- (g) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit.
- (h) To establish and support or aid in the establishment and support of any charitable or benevolent associations or institutions, and to subscribe or guarantee money for charitable or benevolent purposes in any way connected with the purposes of the Association or calculated to further its objects.
- (i) To issue Certificates, Awards and Badges.
- (j) To keep records of performances of gliders, motor gliders and soaring machines in respect to New Zealand records.
- (k) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.
- (l) To govern and administer all aspects of the sport of gliding in New Zealand including to determine and implement disciplinary and disputes procedures for Constituent Members and impose sanctions.

## MEMBERSHIP

6. (a) MEMBERSHIP of the Association shall comprise Full Members, Associate Members, Annual Group Members, Soaring Centre Members and Commercial Members, (hereinafter collectively referred to as "Constituent Members") and Honorary Life Members.
- (b) FULL MEMBERS shall comprise
- (i) The gliding and soaring Clubs being bodies corporate in existence in New Zealand which have confirmed to the Association their desire to enter into the Association as Full Members.
  - (ii) Such additional gliding and soaring Clubs being bodies corporate as may from time to time be admitted to Full Membership of the Association in accordance with Rule 7.
  - (iii) In order to qualify for Full Membership, an applicant must be a properly constituted and incorporated Club, operating a gliding site and gliders, and generally conducting its affairs to the satisfaction of the Executive. Full Members may engage in commercial gliding activities in New Zealand.
- (c) ASSOCIATE MEMBERS shall comprise Gliding Clubs or Groups being bodies corporate which, in the opinion of the Executive, have not yet developed to a degree justifying admission to Full Membership, or which cannot for the reason of activity or otherwise assume Full Membership. Such Applicants may be admitted to Associate Membership in accordance with Rule 7. Associate Members shall be entitled to attend General Meetings but shall not have voting rights. In all other respects their privileges and obligations shall be the same as those for Full Members. In order to qualify for Associate Membership, an applicant must be either a properly constituted and incorporated Club or body corporate and generally conducting its affairs to the satisfaction of the Executive.
- (d) (i) ANNUAL GROUP MEMBERS shall comprise Gliding Groups which for reasons of inadequate membership numbers alone are unable to become bodies corporate but which are in all other respects eligible for Full or Associate Membership. Such membership is subject to annual renewal by the Executive. Applicants shall be admitted to Annual Group Membership in accordance with Rule 7 of these Rules. Annual Group Members are entitled to attend General Meetings with voting rights as detailed in Rule 25. Annual Group Members are not permitted to operate from the same site as Full or Associate Members except where there is agreement between the site members or when extraordinary circumstances make joint site operations desirable in the interest of the New Zealand public.

- (ii) The intention is that Annual Group Membership is accorded to groups to enable them to operate gliders while increasing their membership to enable them to become a body corporate and affiliate to the Association as a FULL MEMBER.
  - (iii) Notwithstanding the preceding requirements, the New Zealand Air Training Corps, and other formally constituted youth groups such as the Air Scouts, may be recognised as an ANNUAL GROUP MEMBER and be accorded the rights and privileges of an Annual Group. In addition, such groups may operate from the same site as Full or Associate Members and are not required to operate an independent gliding site.
  - (iv) In all other respects the privileges and obligations of an Annual Group Member shall be the same as those for Full Members. In order to qualify for Annual Group Membership an applicant must operate gliders and operate from a gliding site and generally conduct its affairs to the satisfaction of the Executive.
- (e) (i) COMMERCIAL MEMBERS shall comprise those persons, partnerships or incorporated bodies which are directly and actively engaged in gliding activities which in the opinion of the Executive are conducted primarily for commercial purposes. In order to qualify for Commercial Membership a Commercial Member must operate gliders from a gliding site or operate a glider maintenance facility, and conduct its affairs to the satisfaction of the Executive.
- (ii) Commercial Members may operate gliders from the same site as a Full, Associate or Annual Group Member provided there is agreement between the site members. Individual persons may join a Commercial Member for the purposes of obtaining support for gliding activities and gliding instruction. A Commercial Member having 15 or more individual persons flying under its jurisdiction and who are not subject to the jurisdiction of another Constituent Member shall cause these persons to become a body corporate and affiliate to the Association as a FULL MEMBER.
- (f) HONORARY LIFE MEMBERS comprising persons elected to Life membership by the Annual General Meeting in accordance with Rule 7 in consideration of their special qualifications for such membership. An Honorary Life Member shall be entitled to attend General Meetings but shall not have any voting rights. Honorary Life Members shall not be liable to pay any subscription.

- (g) SOARING CENTRE MEMBERS shall comprise the Greytown Soaring Centre Incorporated, the Matamata Soaring Centre Incorporated and the Omarama Soaring Centre Incorporated. Soaring Centre members are entitled to attend General Meetings with voting rights as detailed in Rule 25. A Soaring Centre Member as a condition of membership must conduct its affairs to the satisfaction of the Executive. In all other respects the privileges and obligations of Soaring Centre Members shall be the same as for Full Members.

### **GRANTING OF MEMBERSHIP**

7. (a) Every application for membership under these Rules shall be in the form and accompanied by such information concerning the applicant as the Executive may require to determine eligibility together with an undertaking that if granted membership, the club or other organisation will conform with the Rules of the Association from time to time in force. All applications for membership shall be considered by the Executive which may grant membership on being satisfied that conditions for the class of membership applied for have been met.
- (b) Where the Executive has granted membership to a club or other organisation, that Constituent Member shall be liable for the annual subscription currently payable for that class of membership, but reduced proportionately to reflect the number of expired months in the Association's financial year.
- (c) In the case of Annual Group Members the membership is valid for one year, and shall be considered for renewal at the last meeting of the Executive held prior to an Annual General Meeting. In the event that an Annual Group membership is not renewed by the Executive that Member shall be deemed to be suspended. The Annual Group Member shall be given reasonable opportunity to show cause, either in writing or in person to the Executive why the membership should not be terminated. The Executive may then renew the Annual Group Membership if it believes the group is capable of satisfactorily conducting its affairs.
- (d) Applicants elected to Annual Group Membership that subsequently become bodies corporate may apply for transfer to Full or Associate Membership, supplying with such application such additional particulars of the Group's activities and development as the Executive requires. Any application for change in membership class shall be decided by the Executive.
- (e) Applicants granted Associate Membership may apply to the Executive for transfer to Full Membership, supplying with such application such additional particulars of the entity's activities and development as the Executive may

require.

- (f) The Annual General Meeting may elect Honorary Life Members, on the nomination of the Executive.

### **SUSPENSION AND TERMINATION OF MEMBERSHIP**

- 8. (a) The membership of any Constituent Member may be suspended by the Executive or a General Meeting by two-thirds majority in either case in the following circumstances:
  - (i) If a Constituent Member's subscription or other dues to the Association remain unpaid for three months after due demand for payment has been made.
  - (ii) If a Constituent Member fails to conduct its affairs to the satisfaction of the Executive or if it is engaged in activities likely to bring discredit upon the Association it shall be given two months to show cause why its membership should not be suspended.
  - (iii) In cases where just cause can be shown, a Constituent Member may be suspended forthwith.
- (b) Any Constituent Member that is suspended shall be notified to that effect by the Executive Officer of the Association, and from the date of service of such notification shall be deemed suspended from the privileges of membership for such period as the Executive or General Meeting shall decide. In addition the Executive Officer of the Association shall notify the suspension to all other Constituent Members and the Civil Aviation Authority of New Zealand.
- (c) In cases where the Executive suspends a Constituent Member, that Constituent Member has the right to attend an Executive meeting to show just cause why the suspension should be lifted. Should the Executive choose to maintain the suspension the suspended Constituent Member has the right to requisition a General Meeting within two months to review the suspension, and has the right to speak at that General Meeting, but not to vote. The General Meeting by two-thirds majority shall determine either that the suspension be lifted or that the suspension be ratified for a specific or indefinite period or that the suspension be lifted subject to specified conditions being fulfilled or that the membership be terminated.
- (d) All terminations of membership will be advised by the Executive Officer of the Association in a manner similar to that detailed above for suspensions. Termination of a Constituent Members' membership does not absolve a



Constituent Member from any financial liability towards the Association.

- (e) Any Constituent Member whose membership is suspended or terminated by a General Meeting for a reason or reasons other than those set out in Rule 8(A) may appeal the suspension or termination to the Tribunal. An application to appeal to the Tribunal must be filed within ten days of the General Meeting. An appeal to the Tribunal will be heard and determined in accordance with the rules of the Tribunal (copies of which are available from the Association).

### **RECLASSIFICATION**

9. The Executive may decide that any Constituent Member has ceased to possess the qualifications required for its particular class of membership and may accordingly transfer such Constituent Member to its appropriate class of membership. The Executive shall before arriving at any such decision give to the Constituent Member concerned a reasonable opportunity to show cause, either in writing or by attendance in person, why such actions should not be taken. Should the Executive choose to maintain the re-classification the Constituent Member has the right to requisition a General Meeting within two months to review the re-classification.

### **RESIGNATION**

10. A Constituent Member may resign from the Association upon giving three months notice in writing to the Executive Officer. A Constituent Member who has resigned is still liable to pay the Association all sums due to it up to the date of its resignation being decided upon in terms of the Rules.

### **ENTRANCE FEES AND SUBSCRIPTIONS**

11. The Entrance Fees and Annual Subscriptions payable by each class of membership shall be fixed by the Annual General Meeting on the recommendation of the Executive. Should the Annual General Meeting in any year fail to fix Entrance Fees and Annual Subscriptions then the Entrance Fees and Annual Subscriptions last fixed by an Annual General Meeting continue.

### **GENERAL MEETINGS**

12. A General Meeting (herein referred to as the "Annual General Meeting") shall be held once in every Calendar year, at such time and place as may be determined by the Executive, provided that every Annual General Meeting shall be held not more than six months following the end of the financial year. Such meetings shall be open to the attendance of individual members of all Constituent

Members who shall be entitled to take part in the deliberations of the meeting but shall not be entitled to vote thereon.

13. In addition to the Annual General Meeting the Executive may convene a General Meeting at any time. A General Meeting may also be convened by the Executive Officer on requisition by not less than one third of the Constituent Members of the Association. A Constituent Member may requisition a General Meeting to appeal suspension or re-classification of membership as detailed in Rules 8 and 9.
14. 21 days notice at least shall be given in respect of all General Meetings specifying in writing the place, the day and the hour of such meetings, and in the case of special business the general nature of such business to be considered at the meeting shall be set out by way of remit. Only Constituent Members and the Executive shall submit remits for consideration by a General Meeting.
15. The notice of a General Meeting requisitioned by Constituent Members shall include the names of the requisitioning Constituent Members
16. The accidental omission to give notice of any meeting to, or the non receipt of such notice by, any Constituent Member shall not invalidate the proceedings of, or the resolutions passed by, any such General Meeting
17. Requests for nominations for the positions of President, Vice-President, and Executive Committee members, as appropriate, must be sent out by the Executive Officer to Constituent Members in reasonable time for nominations to be considered by them. Nominations for these positions must be received in writing by the Executive Officer from Constituent Members not later than 28 days prior to the date set for the Annual General Meeting, and all nominations received shall be included in the notice of meeting sent to Constituent Members.

#### **PROCEEDINGS AT GENERAL MEETINGS**

18. (a) All business that is transacted at a General Meeting shall be deemed special except as follows:-
  - (i) The election of a President for a two-year term. A newly elected President shall not take office until immediately after the close of the meeting at which the President was elected, unless being re-elected, and will continue in office until the close of the second Annual General Meeting following the meeting at which the President was last elected.
  - (ii) The election of a Vice President for a two-year term. A newly elected Vice President shall not take office until immediately after the close of the meeting at which the Vice President was elected, unless being re-elected,

and will continue in office until the close of the second Annual General Meeting following the meeting at which the Vice President was last elected.

- (iii) The election of an Executive Committee of three Members each for two-year terms. A newly elected Committee Member shall not take office until immediately after the close of the meeting at which the Committee Member was elected, unless being re-elected, and will continue in office until the close of the second Annual General Meeting following the meeting at which the Committee Member was last elected. The Immediate Past President shall be a non-voting member of the Executive for the year following his replacement as President should that person be willing to accept this position.
- (iv) The consideration and adoption of the Association's financial statements for its last completed financial period, the approval of the budget for the ensuing financial year, and the fixing of entrance fees and subscriptions payable by Constituent Members for such year. The Auditor's report on the financial statements, if not already circulated to Constituent Members, shall be read to the meeting.
- (v) The consideration and adoption if approved of the reports of the President and any other reports which the Executive believes should be presented to the meeting.
- (vi) The appointment for the ensuing year of an Auditor who shall be a member of the College of Chartered Accountants of the New Zealand Institute of Chartered Accountants and who is suitably experienced as an auditor.
- (vii) Should no nominations be received in proper time (see Rule 17) for the positions of President, Vice-President, or Executive Committee members, the existing holders of these positions, should they be so willing, shall remain in office until the next Annual General Meeting. Should these persons not be willing to remain in office, then the remaining Executive members holding voting rights may make appointments to fill any vacancies for these positions. Persons so appointed by the Executive shall hold office until the next Annual General Meeting unless the Executive decides to call an earlier General Meeting to confirm the appointments. Should the Executive be unable to fill the vacancies the Executive may call a General Meeting to seek directions from the Constituent Members.
- (viii) The election if required of Honorary Life Members.

- (b) The Executive shall cause proper minutes to be made of the proceedings of all meetings of the Association and of the Executive, and all business transacted at such meetings, and any minutes of such meetings, if purported to be signed by the Chair of such meetings or by the Chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the business therein stated.
19. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as otherwise herein provided, delegates of one third of the total number of Constituent Members eligible to vote at that General Meeting shall form a quorum.
  20. If, within half an hour from the time appointed for the holding of any General Meeting a quorum is not present, the Meeting, if convened on the requisition of Constituent Members, shall be dissolved. In any other case it shall stand adjourned to the same day next week, at the same time and place, or at such other time and place as the Chair shall appoint, and if at such adjourned Meeting a quorum is not present within half an hour from the time appointed for holding the Meeting, the Constituent Members present and eligible to vote at that General Meeting shall be a quorum.
  21. The President of the Association, or in his absence the Vice-President, shall be the Chair at every General Meeting, but if at any Meeting neither officer shall be present within fifteen minutes after the time appointed for holding the same or shall be unwilling to preside, the Constituent Members present and eligible to vote at the meeting shall choose a Chair from amongst the delegates.
  22. The Chair may, with the consent of any Meeting at which a quorum is present (and shall if so directed by the Meeting) adjourn a Meeting from time to time and from place to place, but no other business shall be transacted other than that which was to be transacted at the adjourned meeting. Whenever a meeting is adjourned for 28 days or more service of the notice of the adjournment shall be given in the same manner as for the original Meeting. Save as aforesaid the Constituent Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at any adjourned Meeting.
  23. At all General Meetings a motion, remit or resolution put to the meeting, other than from the Executive or a procedural motion initiated by the Chair, must have a seconder who must be a delegate entitled to vote at the meeting. At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of the delegates present. On the request of a delegate present or at the Chair's discretion, the resolution shall be decided by the majority of a display of a show of the number of votes to which each delegate is entitled to exercise. At the request of a delegate present or at the Chair's

discretion, the resolution shall be decided by a secret ballot. A declaration by the Chair as to the result of the vote shall be conclusive and an entry to that effect in the minute book of the Association shall be conclusive evidence thereof.

24. In the case of an equality of votes, the Chair of the meeting shall be entitled to a casting vote.

### **VOTING**

25. Full Members of the Association shall be entitled to one vote for each 25 Flying Members as recorded in the Association's records at the 31 October prior to the meeting or part thereof with a maximum of five at General Meetings. Each Annual Group Member, Soaring Centre Member, and Commercial Member shall be entitled to one vote. Constituent Members with unpaid subscriptions at the time of the Annual General Meeting shall have observer status only. Associate Members, Honorary Life Members and Suspended Members shall not have any voting rights.
26. Each Constituent Member shall notify the Executive Officer in writing seven days in advance of every General Meeting in writing the name of the delegate entitled to vote on its behalf.
27. A Constituent Member may appoint a proxy. The identity of the proxy must be advised to the Executive Officer in writing seven days in advance of every General Meeting. Unless the Executive Officer is advised by the Constituent Member to the contrary, the proxy will be entitled to attend and vote on behalf of the Constituent Member at any Meeting which is an adjournment of the General Meeting for which the proxy was originally accepted by the Executive Officer. No one person shall be entitled to vote on behalf of more than two Constituent Members.
28. The decision of any General Meeting on all matters, questions or disputes before mentioned shall be final and conclusive and shall not be appealed from or questioned in any Court of Law or otherwise.

### **POWER OF THE EXECUTIVE**

29. Without derogation from the general powers of management and the particular powers already conferred upon it by these Rules, the Executive shall have power:
  - (a) To appoint such committees as the Executive believes are necessary to assist it in the administration of the Association, to determine their terms of reference, and to delegate to them such powers as the Executive shall decide.

- (b) To issue, amend, revise and amplify such by-laws and regulations not being inconsistent with these Rules as may be considered necessary or desirable in connection with the conduct of the gliding activities of Constituent Members or other matters within the scope of the objects of the Association and to interpret and give rulings upon any such regulations or by-laws.
  - (c) To take such steps as are permitted by law, and as may appear desirable for the encouragement or development of gliding activities, for the removal of unnecessary restrictions, or for the prevention of undesirable practices calculated to prejudice the good name or progress of the gliding movement.
  - (d) To appoint, fix the remuneration and other terms of engagement of and dismiss the Executive Officer and the Treasurer and any other paid servants of the Association as may be considered necessary or desirable.
  - (e) Generally to exercise all such powers of the Association and do on behalf of the Association all such acts as may be exercised and done by the Association, as are not by the Act or by these Rules required to be exercised or done by the Association in General Meeting or inconsistent with the Act or the provisions of these Rules.
30. A quorum for a meeting of the Executive shall be any three of the President and the elected Executive members.
31. The Executive Officer and the Treasurer shall have no voting rights. All other members of the Executive have voting rights.
32. The Executive shall make its own rules as to the conduct of its meetings and these rules shall be not be inconsistent with the Association's Rules.
33. Any Constituent Member may, by giving notice to the Executive Officer have a representative attend an Executive meeting as an observer. The Chair of the meeting shall have the power to exclude such an observer from any part of such meeting.

#### **CONTROL OF FUNDS**

34. A banking account or accounts shall be opened for the funds of the Association and disbursements therefrom shall be signed or processed electronically as appropriate by any two of the Executive , provided that at least one of the persons so acting must be an elected member of the Executive or the Immediate Past President.
35. The Executive shall cause proper books of account to be kept with respect to the

proper recording of the Association's financial transactions, including revenues, expenditures, assets and liabilities.

36. The books of Account shall be kept at the registered office of the Association, or at such other place or places as the Executive shall think fit, and shall be open to the inspection by bona fide representatives of Constituent Members of the Association during normal business hours and by prior arrangements made through the Executive Officer. The Executive has the power to decline access to certain records should it deem this necessary for some proper reason such as where information is commercially sensitive or has been received on a confidential basis. If there is a dispute between the Executive and the Constituent Member seeking access to certain records as to whether that access should be granted then the matter should be put to the President for the time being of the Royal New Zealand Aero Club Inc whose decision shall be final.
37. Once at least in every year the Executive shall lay before the Association in General Meeting:
  - (a) Financial statements prepared in accordance with generally accepted accounting practice as applicable to the Association and which fairly present the Association's results for the financial period since the date of the last preceding financial statements and its financial position as at the Association's last balance date as described in Rule 12.
  - (b) A budget for the current year showing the estimated income and expenditure and the amount and source of finances proposed to meet such expenditure.
  - (c) The financial statements shall be accompanied by a report from the President, the Auditor, a budget for the current financial period, such other reports as the Executive believes should be submitted, and a copy of such financial statements, budget and reports shall not less than 21 days before the date of the meeting, be sent to all persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. At the discretion of the Executive the financial statements, reports and budget may be posted on the Association's website not less than 21 days before the date of the meeting, and Constituent Members informed not less than 21 days before the date of the meeting that they can access this material from the website.
38. (a) The income and property of the Association, whencesoever derived, shall be applied solely toward the promotion of the objects of the Association as set forth in the Objects of the Association. No portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by

way of profit to the Constituent Members of the Association except by way of loan. Provided that nothing herein shall prevent payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association or to any Constituent Member of the Association, in return for any services actually rendered to the Association, or prevent the payment of interest at a market rate on money lent to the Association or reasonable and proper rent for premises demised or let by any Constituent Member of the Association.

- (b) No elected member of the Executive of the Association shall be appointed to any remunerated office of the Association. No remuneration or other benefit in money or money's worth shall be given by the Association to any elected member of the Executive in respect of services as a member of the Executive.
39. An elected member of the Executive may contract to provide services and goods to the Association or to its Constituent Members on behalf of the Association, either personally or through an entity with which they have some relationship, other than for services as a member of the Executive. The Executive will take appropriate measures to ensure that the prices paid for such services and goods are at no more than normal commercial rates. Members of the Executive must absent themselves from Executive discussions of matters in which they have an actual or potential conflict of interest. However, the Chair of the Executive meeting may waive this requirement if it is deemed appropriate in the context of a particular discussion for an interested member of the Executive to be present. It is the responsibility of individual members of the Executive to inform the Chair of an Executive meeting when matters arise for discussion in which that member of the Executive has an actual or potential conflict of interest. Members of the Executive must not participate in voting on matters in which they have an actual or a potential conflict of interest.
40. The liability of each Constituent Member is restricted to the payment of entrance fees, annual subscriptions and any further levy such as an aircraft fee authorised by the Association in General Meeting and to the repayment of outstanding interest and loans made by the Association to a Member.
41. If upon winding up or dissolution of the Association 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 Constituent 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 38 hereof, such institution or institutions to be determined by the Constituent Members of the Association at or before the time of the dissolution



or, in default thereof by the Registrar, and, if so far as the effect cannot be given to such provision, then to some charitable object.

#### **AUDIT OF FUNDS**

42. At the end of every financial year the financial statements of the Association shall be examined by the Auditor who shall express an opinion as to whether the financial statements present fairly the financial position of the Association as at the balance date of the audit period and the results of its operations for the period ended on that date. The audited financial statements, once adopted by the Annual General Meeting will then be delivered by the Executive Officer to the Registrar as required by the Act.

#### **SEAL**

43. (a) The seal of the Association shall not be affixed to any instrument or document except by the authority of a resolution of the Executive, and in the presence of at least two members of the Executive, one of whom must be an elected member, and the same two members shall sign every instrument, or document to which the seal was so affixed in their presence, and for any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.
- (b) The seal of the Association shall at all times be kept in the safe custody of the Executive Officer.

#### **BREACH OF RULES**

44. Constituent Members must require their individual members to abide by these Rules and any by-law and any regulation made thereunder including the Association's Manual of Approved Procedures. In all cases of alleged breach of any of these Rules or of any by-law or regulation made thereunder, or of alleged conduct likely to bring discredit upon the Association, by individual members of Constituent Members, or otherwise, enquiries shall be made by the Constituent Member directly interested, which Constituent Member shall, if required by the Executive, furnish to the Executive a report of such alleged misconduct and the Constituent Member shall take such disciplinary action as it may deem fit.
45. (a) Should the Executive have reason to believe that a Constituent Member has failed to make full, proper and adequate enquiry into any case of alleged breach of any of these Rules or of any by-law or regulation made thereunder, or into any matter likely to bring discredit upon the Association, it shall require the Constituent Member concerned to make such enquiry, and failing

compliance with such request, or in the case of alleged offences by Constituent Members, the Executive shall obtain evidence and take such disciplinary action as it may deem fit and shall have the right to call for and obtain from any Constituent Member or any officer or individual member of any such Constituent Member all documents relating to such matters.

- (b) Any Constituent Member subject to action by the Executive under Rules 44 and 45 will have the same appeal rights to the Sports Disputes Tribunal of New Zealand against the decision of the Executive as set out in Rule 8.

### **DAMAGES**

- 46. No Constituent Member or individual member of a Constituent Member shall institute any claim for damages or any other claim against the Association, members of its Executive, or committees or any or all of the Constituent Members of the Association, arising from loss or injury sustained as a result of the action, or lack of action of the Executive, any of its committees, any Constituent Member or Constituent Members of the Association, acting under the jurisdiction of the Association, or as a result of the negligence of any Constituent Member or official of the Association.

### **NOTICES**

- 47. (a) A notice may be served by the Association upon any Constituent Member either personally or by sending it through the post in a prepaid letter, addressed to such Constituent Member at its registered address as appearing in the register of Constituent Members, or by electronic methods such as e-mail to the Constituent Member's e-mail address or to that of its President.
- (b) Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the Post Office as a prepaid letter. Any notice served by electronic means shall be deemed to have been served at the time it was dispatched by the sender.

### **ALTERATION OF RULES**

48. Any Rule or Rules of the Association may be rescinded, altered, expunged, repealed or added to by a two-thirds majority of the votes of those delegates present at a General Meeting. Notice of any proposed addition, alteration, amendment revision, repeal or expungement shall be given to members in notice at least 21 days prior to the General Meeting at which Constituent Members will be asked to vote on the proposed changes.

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*These Rules are dated 16 June 2016*

## INDEX

<u>Subject</u>	<u>Rule</u>
Alteration of Rules	48
Annual General Meeting	12
Audit of Funds	42
Breach of Rules	44
Control of Funds	34
Damages	46
Definitions	3
Election of Members	7
Entrance Fees and Subscriptions	11
General Meeting	13
Membership	6
Annual Group Members	6(d)
Associate Members	6(c)
Commercial Members	6(e)
Full Members	6(b)
Honorary Life Members	6(f)
Soaring Centre Members	6(g)
Name of the Association	1
Notice of General Meetings	14
Notices	47
Objects of the Association	5
Omission of Notice	16
Power of the Executive	29
Appointment of Committees	29(a)
Appointment of Executive Officer and Treasurer	29(d)
Observers to Executive Meetings	33
Proceedings at General Meetings	18
Accounts and Budget	18(a)(iv)
Appointment of Auditor	18(a)(vi)
Casting Vote	24
Election of Executive Committee	18(a)(iii)
Election of Honorary Life Members	18(a)(viii)
Election of President	18(a)(i)
Election of Vice President	18(a)(ii)
Quorum	19
Reports	18(a)(v)
Secret Ballot	23
Voting	25
Reclassification	9
Registered Office	2
Resignation	10
Seal	43
Suspension and Termination of Membership	8
Voting	25