

Curtin Flying Club (Inc)

Constitution and Rules of ASSOCIATION

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**Constitution and Rules of the
Curtin Flying Club Inc.**

1. Name of Association and Registered Office

The name of the Association is **Curtin Flying Club (Inc.)** hereinafter referred to as the **Club**.

2. Definitions

2.1 In these rules, unless the contrary intention appears -

2.1.1 “the Committee” means the members referred to in rule 11;

2.1.2 “Committee Meeting” means a meeting referred to in rule 15.1;

2.1.3 “Committee Member” means a person referred to in rule 11.1;

2.1.4 “Financial Year” means the twelve month period commencing on the 1st January and ending on the 31st December.

2.1.5 “General Meeting” means meeting convened under rule 16;

2.1.6 “Member” means member referred to in rule 6;

2.1.7 “Ordinary Resolution” means resolution other than a special resolution;

2.1.8 “Special Resolution” has the meaning given by section 24 of the Act;

2.1.9 “the Act” means the *Associations Incorporation Act 1987*;

2.1.10 “the President” means -

2.1.10.1 in relation to the proceedings at a Committee Meeting or General Meeting, the person presiding at the Committee Meeting or General Meeting in accordance with rule 12.1; or

2.1.10.2 otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in rule 11.1.1 or, if that person is unable to perform his or her functions, the Vice-President referred to in rule 12.2;

2.11 “the Secretary” means the Secretary referred to in rules 11.1.3;

2.12 “the Treasurer” means the Treasurer referred to in rules 11.1.4;

2.13 “the Vice President” means the Vice President referred to in rules 11.1.2.

3. Objects

3.1 The objects of the Club are -

3.1.1 to promote and encourage flying amongst educational institutions.

3.1.2 to provide aircraft hire and flying instruction at the lowest possible rates for members.

3.1.3 to affiliate with other flying organisations where it is advantageous to the Club.

3.1.4 to provide new or used aircraft for use by the Club.

3.1.5 to purchase or acquire other equipment which will assist the operation of the Club.

3.2 The assets and income of the Club shall be applied solely in the furtherance of its above mentioned objects, and no portion shall be distributed directly or indirectly to the members of the Club except as bona fide compensation for services rendered or expenses incurred on behalf of the Club.

4. Powers

4.1 The powers conferred on the Club by Section 13 of the Act are subject to the following additions, exclusions or modifications -

4.1.2 To subscribe to, become a member of and co-operate with any other association or organisation, whether incorporated or not, whose objects are similar to those of the Club

4.1.3 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 Club.

4.1.4 To invest and deal with the money of the Club not immediately required in such manner as may be determined by the Committee from time to time.

4.1.5 To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.

4.1.6 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 Club.

4.1.7 To print and publish any newspapers, periodicals, books or leaflets that the Club may think desirable for the promotion of its objects.

4.1.8 To exercise all such powers as may be necessary for the proper conduct of the business of the Club

5. Affiliation with other bodies

The Club may affiliate with such organisations as the Committee deems fit

6. Membership

- 6.1 The following people shall be eligible to be members of the Club:
- 6.1.1 all students, staff, graduates and past students of educational institutions.
 - 6.1.2 any other person who is approved by the committee;
 - 6.1.3 Life Members referred to in Rule 7.
- 6.2 A person eligible to become a member shall become a member of the Club on complying with the following conditions:
- 6.2.1 completing and signing the application form supplied by the Club, and agreeing to abide by the rules and regulations of the Club and;
 - 6.2.2 on payment of the annual subscription.
- 6.3 All members agree to be bound by the Rules and are thereby entitled to the rights and privileges offered by the Club

7. Life Members

Members of the Club who have rendered specially meritorious services direct to the Club may, on the recommendation of the Committee, be presented to the members at an Annual General Meeting for election as life members of the Club. Election must be by a three-fourths majority of members present at the Annual General Meeting. A maximum of one life membership may be given in any one year.

8. Register of Members

The Membership Officer shall on behalf of the Club keep and maintain the register of members in accordance with section 27 of the Act and that register shall be so kept and maintained at his or her place of residence.

9. Nomination & Subscription by Members

- 9.1 New members admitted to the Club may be required to pay a nomination fee.
- 9.2 The Treasurer shall prepare a budget to enable the committee to set the membership subscription fees for the following year. Members shall be advised of any fee changes by no later than 30 November in the year before they are due for payment.
- 9.3 Subscriptions are due for payment on 1 January each year and if not paid by 15 February membership will lapse.
- 9.4 The committee may levy members an additional amount no greater than the amount decided as the annual subscription, not more than once in any one year.

9.5 Any members admitted to the Club after 30 June shall pay half the annual subscription plus any levies placed on members under sub-rule 9.4.

10. Expulsion of Members

10.1 If the Committee considers that a member shall be expelled from membership of the Club because his or her conduct is detrimental to the interests of the Club, the Committee shall communicate to the member in writing -

10.1.1 notice of the proposed expulsion and of the time, date and place of the Committee Meeting at which the question of that expulsion will be decided; and

10.1.2 particulars of that conduct, not less than 30 days before the date of the Committee Meeting referred to in paragraph 10.1.1.

10.2 At the Committee Meeting referred to in a notice communicated under sub-rule 10.1, the Committee may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Committee, expel or decline to expel that member from membership of the Club and shall, forthwith after deciding whether or not so to expel that member, communicate that decision in writing to that member.

10.3 Subject to sub-rule 10.5, a member who is expelled under sub-rule 10.2 from membership of the Club ceases to be a member 14 days after the day on which the decision so to expel him or her is communicated to him or her under sub-rule 10.2.

10.4 A member who is expelled under sub-rule 10.2 from membership of the Club shall, if he or she wishes to appeal against that expulsion, give notice in writing to the Secretary of his or her intention to do so within the period of 14 days referred to in sub-rule 10.3.

10.5 When notice is given under sub-rule 10.4 -

10.5.1 the Club in a General Meeting may, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Club in the General Meeting, confirm or set aside the decision of the Committee to expel that member; and

10.5.2 the member who gave that notice does not cease to be a member unless and until the decision of the Committee to expel him or her is confirmed under this sub-rule.

11. Committee of Management

11.1 The affairs of the Club shall be managed exclusively by a Committee consisting of the following members:

11.1.1 President;

11.1.2 Vice President;

11.1.3 Secretary;

11.1.4 Treasurer; and

11.1.5 eight (8) committee members.

all of whom shall be elected at an Annual General Meeting of the Club or appointed under sub-rule 11.5.

11.2 To qualify for election the President must have served on the committee for at least one year and hold or have held a pilot's licence.

11.3 To qualify for election the Vice President must have served on the committee for at least one year.

11.4 In addition to the Committee positions in sub-rule 11.1 the Club may elect a Patron at the Annual General Meeting.

11.5 When a casual vacancy within the meaning of rule 13 occurs in the membership of the Committee -

11.5.1 the Committee may appoint a member to fill that vacancy; and

11.5.2 a member appointed under this sub-rule shall -

11.5.2.1 hold office until the closure of; and

11.5.2.2 be eligible for election to membership of the Committee at;

the next following Annual General Meeting.

11.6 The term of office of all Committee members shall be 12 months from the date of the Annual General Meeting at which the election was held.

12. Powers and Duties of Officebearers

12.1 President

12.1.1 Subject to this rule, the President shall preside at all General Meetings and Committee Meetings.

12.1.2 In the event of the absence from -

12.1.2.1 a General Meeting of -

12.1.2.1.1 the President, the Vice President; or

12.1.2.1.2 both the President and the Vice President, a member elected by the other members present at the General Meeting;

or

12.1.2.2 a Committee Meeting of -

12.1.2.2.1 the President, the Vice President; or

- 12.1.2.2.2 both the President and the Vice President, a Committee member elected by the other Committee members present, shall preside at the General Meeting or Committee Meeting, as the case requires.

12.1.3 Other duties of the President shall be:

- 12.1.3.1 as an ex-officio member of all sub-committees;
- 12.1.3.2 to use his best endeavours to ensure the financial viability of the Club;
- 12.1.3.3 to oversee all other members of the committee in their duties;
- 12.1.3.4 to undertake all negotiations which have been agreed to by the committee, including, but not limited to, the purchase of aircraft and any other issues;
- 12.1.3.5 to use his/her best endeavours to ensure the general welfare of the Club;
- 12.1.3.6 to represent the Club at official functions; and
- 12.1.3.7 to use the best endeavours to ensure that the committee conducts itself in a responsible manner.

12.2 Vice-President

In the absence of the President the Vice-President, if present, shall preside at all meetings and perform the duties of the President.

12.3 Secretary

The Secretary shall:

- 12.3.1 co-ordinate the correspondence of the Club;
- 12.3.2 keep full and correct minutes of the proceedings of the Committee and of the Annual General Meetings and ensure that any disclosure of interest made by any member is recorded in the minutes as required by Section 21 of the Act;
- 12.3.3 comply on behalf of the Club in respect of:
 - 12.3.3.1 section 28 of the Act in respect of the rules of the Club; and
 - 12.3.3.2 section 29 of the Act in respect of the record of the officeholders of the Club;
- 12.3.4 to keep a file containing all information and communications received from the government aviation departments;

12.3.5 have custody of all books, documents, records and registers of the Club, including those referred to in paragraph 12.3.3, other than those required by rule 12.3.4 or 12.3.6;

12.3.6 shall keep a register of all members on behalf of the Club to comply with the provisions of Section 27 of the Act, such register to include the member's email address for services of notices.

12.3.7 perform such other duties as are imposed by these rules on the Secretary.

12.4 Treasurer

The Treasurer shall:

12.4.1 be responsible for the receipt of all moneys paid to or received by, or by him on behalf of, the Club and shall issue receipts for those moneys in the name of the Club;

12.4.2 pay all moneys referred to in paragraph 12.4.1 into such account or accounts of the Club as the Committee may from time to time direct;

12.4.3 make payments from the funds of the Club with the authority of a General Meeting or of the Committee and in so doing ensure that all payments are authorised by the appropriate Committee members referred to in Sub-clause 19.3;

12.4.4 to keep records of the fixed and operating costs of each aircraft operated, on a per aircraft basis and comply on behalf of the Club with sections 25 and 26 of the Act in respect of the accounting records of the Club;

12.4.5 whenever directed to do so by the President, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;

12.4.6 have custody of all securities, books and documents of a financial nature and accounting records of the Club, including those referred to in paragraphs 12.4.4 and 12.4.5;

12.4.7 to bring all financial obligations of the Club to the notice of the committee; and

12.4.8 perform such other duties as are imposed by these rules on the Treasurer.

13. Casual Vacancies in Membership of Committee

13.1 A casual vacancy occurs in the office of a Committee member and that office becomes vacant if the Committee member -

13.1.1 dies;

13.1.2 resigns by notice in writing delivered to the President or, if the Committee member is the President, to the Vice President;

13.1.3 is convicted of an offence under the Act;

13.1.4 is permanently incapacitated by mental or physical ill-health;

13.1.5 is absent from more than -

13.1.5.1 two consecutive Committee Meetings without being granted leave of absence; or

13.1.5.2 two Committee Meetings in the same financial year, of which he or she has received notice without tendering an apology to the person presiding at each of those Committee Meetings; or

13.1.6 ceases to be a member of the Club

14. Election of Officebearers

14.1 Nominations for office shall be declared open by the Secretary at least twenty one (21) days before the Annual General meeting.

14.2 Individuals wishing to nominate must do so by completing a prescribed nomination form, having it proposed and seconded by a current financial member and returning to the Secretary, together with a brief resume of past involvement in any flying activities, to be received no later than seven days before the Annual General Meeting.

14.3 If there are more than one nomination for an office then, at the Annual General Meeting, the Secretary shall read out the brief resumes of those nominated and a secret ballot shall be held.

14.4 If there have been no nominations for a particular position then the President shall call for nominations from those present at the Annual General Meeting.

15. Proceedings of Committee

15.1 The Committee shall meet together for the dispatch of business not less than once in every two (2) calendar months and the President may at any time convene a meeting of the Committee.

15.2 Each Committee member, including the President, or the person presiding over the meeting in his or her place, has a deliberative vote.

15.3 A question arising at a Committee meeting shall be decided by a majority of votes, but, if there is an equality of votes, the person presiding at the Committee meeting shall have a casting vote.

15.4 At a Committee Meeting five (5) Committee members, two of whom must be officebearers, constitute a quorum.

15.5 Subject to these rules, the procedure and order of business to be followed at a Committee Meeting shall be determined by the President but shall generally conform with the following format:

- 15.5.1 Apologies for non-attendance
- 15.5.2 Report by President
- 15.5.3 Confirmation of minutes of last meeting
- 15.5.4 Business arising from the minutes
- 15.5.5 Consideration of applications by new members
- 15.5.6 Report by Secretary
- 15.5.7 Inwards correspondence
- 15.5.8 Outwards correspondence
- 15.5.9 Treasurer's report and estimates
- 15.5.10 Maintenance and utilisation report
- 15.5.11 Notices of motion
- 15.5.12 General business
- 15.5.13 Closure

15.7 A Committee member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of the meeting shall -

15.7.1 as soon as he or she becomes aware of his or her interest, disclose the nature and extent of his or her interest to the meeting; and

15.7.2 not take part in any decisions or deliberations of the meeting with respect to that contract; and

15.7.3 otherwise comply in every respect with sections 21 and 22 of the Act.

16. General Meetings

16.1 The President -

16.1.1 may at any time convene a Special General Meeting (SGM);

16.1.2 shall convene Annual General Meetings (AGM) within ninety days of the end of the financial year; and

16.1.3 shall, within thirty days of -

16.1.3.1 receiving a request in writing to do so from not less than ten (10) members, convene a Special General Meeting for the purpose specified in that request; or

16.1.3.2 the Secretary receiving a notice under rule 10.5.1, convene a Special General Meeting for the purpose of dealing with the appeal to which that notice relates.

16.2 The members making a request referred to in subrule 16.1.3.1 shall -

16.2.1 state in that request the purpose for which the Special General Meeting concerned is required; and

16.2.2 each must sign that request.

- 16.3 If a Special General Meeting is not convened within the relevant period of thirty days referred to -
- 16.3.1 in subrule 16.1.3.1, the members who made the request concerned may themselves convene a Special General Meeting as if they were the Committee; or
 - 16.3.2 in subrule 16.1.3.2, the member who gave the notice concerned may himself convene a Special General Meeting as if he or she were the Committee.
- 16.4 When a Special General Meeting is convened under subrule 16.3.1 or 16.3.2
- 16.4.1 the Committee shall ensure that the members or member convening the Special General Meeting are supplied free of charge with particulars of all members; and
 - 16.4.2 the Club shall pay the reasonable expenses of convening and holding the Special General Meeting.
- 16.5 Subject to subrule 16.8, the Secretary shall give to all members not less than twenty one (21) days notice of a General Meeting and of any motions to be moved at the General Meeting.
- 16.6 A notice given under subrule 16.5 shall specify -
- 16.6.1 when and where the General Meeting concerned is to be held; and
 - 16.6.2 particulars of the business to be transacted at the General Meeting concerned and of the order in which that business is to be transacted.
- 16.7 In the case of an Annual General Meeting, the order in which business is to be transacted is -
- 16.7.1 Receive apologies for non-attendance
 - 16.7.2 Minutes of the last Annual General Meeting
 - 16.7.3 President's report and business arising from it
 - 16.7.4 Secretary's report and business arising from it
 - 16.7.5 Treasurer's report and business arising from it
 - 16.7.6 Election of officebearers
 - 16.7.7 Election of committee members
 - 16.7.8 Appointment of an Auditor
 - 16.7.9 Correspondence and business arising from it
 - 16.7.10 Notices of motion
 - 16.7.11 General business
 - 16.7.12 Closure
- 16.8 The Secretary shall give to all members not less than twenty eight (28) days notice of a General Meeting at which a special resolution is to be proposed and of any other motions to be moved at that General Meeting.
- .
- 16.9 The Secretary may give notice under subrule 16.5 or 16.8 by -
- 16.9.1 serving it on a member personally; or
 - 16.9.2 sending it to a member's address appearing in the register of members.

16.10 When a notice is sent by post under subrule 16.9.2, sending of the notice shall be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail, and the notice shall be deemed to have been received by the member on the next weekday following the date of such posting.

17. Quorum in Proceedings at General Meetings

17.1 At a General Meeting fifteen members present constitute a quorum.

17.2 If within thirty minutes after the time specified for the holding of a General Meeting in a notice given under rule 16.5 or 16.8 -

17.2.1 as a result of a request or notice referred to in rule 16.1.3 or as a result of action taken under rule 16.3 a quorum is not present, the General Meeting lapses; or

17.2.2 otherwise than as a result of a request, notice or action referred to in paragraph 17.2.1, the General Meeting stands adjourned to the same time on the same day in the following week and at a venue within ten (10) kilometres of the venue intended for the adjourned meeting.

17.3 If within thirty minutes of the time appointed by subrule 17.2.2, for the resumption of an adjourned General Meeting a quorum is not present, the members who are present may nevertheless proceed with the business of that General Meeting as if a quorum were present.

17.4 The President may, with the consent of a General Meeting at which a quorum is present, and shall, if so directed by such a General Meeting, adjourn that General Meeting from time to time and from place to place.

17.5 There shall not be transacted at an adjourned General Meeting any business other than business left unfinished or on the agenda at the time when the General Meeting was adjourned.

17.6 When a General Meeting is adjourned for a period of thirty days or more, the Secretary shall give notice under rule 16 of the adjourned General Meeting as if that General Meeting were a fresh General Meeting.

17.7 At a General Meeting -

17.7.1 an ordinary resolution put to the vote shall be decided by a majority of votes cast on the show of hands; and

17.7.2 a special resolution put to the vote shall be decided by no less than 75% of the financial members present at the meeting.

17.8 A declaration by the President at a General Meeting that a resolution has been passed as an ordinary resolution thereat shall be evidence of that fact unless, during the General Meeting at which the resolution is submitted, a poll is demanded in accordance with subrule 17.9.

- 17.9 At a General Meeting, a poll may be demanded by the President at the General Meeting or by three or more members present and, if so demanded, shall be taken in such manner as the President directs.
- 17.10 If a poll is demanded and taken under subrule 17.9 in respect of an ordinary resolution, a declaration by the President of the result of the poll is evidence of the matter so declared.
- 17.11 A poll demanded under subrule 17.9 on the election of a person to preside over a General Meeting or on the question of an adjournment shall be taken forthwith on that demand being made.

18. Minutes of Meeting

- 18.1 The Secretary shall cause proper minutes of all proceedings of all General Meetings and Committee Meetings to be taken and then to be entered within 30 days after the holding of each General Meeting or Committee Meeting, as the case requires, in a minute book kept for that purpose.
- 18.2 The President shall ensure that the minutes taken of a General Meeting or Committee Meeting under subrule (1) are checked and signed as correct by the President of the General Meeting or Committee Meeting to which those minutes relate or of the next succeeding General Meeting or Committee Meeting, as the case requires.
- 18.3 When minutes have been entered and signed as correct under this rule, they shall, until the contrary is proved, be evidence that -
- 18.3.1 the General Meeting or Committee Meeting at which they relate (in this subrule called "the meeting") was duly convened and held;
- 18.3.2 all proceedings recorded as having taken place at the meeting did in fact take place thereat; and
- 18.3.3 all appointments or elections purporting to have been made at the meeting have been validly made.

19. Finance

- 19.1 All funds of the Club shall be deposited into an account at such bank or recognised financial institution as the Committee may determine.
- 19.2 All accounts due by the Club shall be paid after having been passed for payment by a Committee meeting and when immediate payment is necessary, the account shall be paid and the action endorsed at the next Committee meeting.
- 19.3 The account referred to in sub-rule 19.1 shall be operated by any two of four signatories, consisting of the President, Vice-President, Secretary and Treasurer.

20. Auditor

- 20.1 The Annual General Meeting shall elect or appoint an Auditor.

20.2 The Auditor shall examine and audit all the books and accounts of the Club annually, and have the power to call for all books, papers, accounts, receipts etc. of the Club and report thereon to the members at the Annual General Meeting.

21. Rules

21.1 **Amendments:-** The Club may alter or rescind these rules, or make rules additional to these rules in accordance with the procedure set out in sections 17, 18 and 19 of the Act.

21.2 **Binding:-** These rules bind every member and the Club to the same extent as if every member and the Club had signed and sealed these rules and agreed to be bound by all their provisions.

22. Inspection of Records

A member may at any reasonable time and upon seven days notice in writing, inspect without charge the books, documents, records and securities of the Club.

23. Distribution of Surplus Property on Winding Up

23.1 If, on the winding up of the Club, any property of the Club remains after satisfaction of the debts and liabilities of the Club and the costs, charges and expenses of that winding up, that property shall be distributed -

23.1.1 to another association incorporated under the Act; or

23.1.2 for charitable purposes, which incorporated association or purposes, as the case requires shall be determined by resolution of the members when authorising and directing the Committee under section 33(3) of the Act to prepare a distribution plan for the distribution of the surplus property of the Club.

23.2 In the event of the winding up or the dissolution of association, the Commissioner of Taxation shall be advised of the date of dissolution within 30 days of the dissolution.