

Constitution of Gliding Hawkes Bay & Waipukurau Incorporated

1. The name of the Club shall be "Gliding Hawkes Bay & Waipukurau Incorporated" [hereinafter called "the Club"].

Objectives

2. The objectives for which the Club is established are:

a. To promote and encourage motorless flying [gliding] and soaring to the general public in all forms [for the purpose of this constitution, the term "glider" means any heavier than air machine which does not depend on an engine for sustained flight.]

b. To foster and promote, for community benefit, the joy and relaxation of motorless flight i.e. "silent flight - flying on the wind."

c. To do all such things which are incidental to or conducive to the attainment of the above objectives.

Membership

3. Any person may apply to become a member of the club. Applications shall be in writing giving the name, address, age and occupation of the proposed member along with any other information deemed necessary by the committee. The committee shall review all applications at the next committee meeting and approve, decline or seek further information by majority vote on all applications.

4. The committee may set the classes and rights and obligations of members. The club shall consist of the following classes of members and or others as deemed necessary from time to time by the committee:

a. Full Flying Members - these shall have full privileges in respect of the club's equipment and property [in common with each other] but subject to such by-laws and flying rules as the committee may from time to time make.

b. Student Pilot Members - these shall have full privileges in respect of the club's equipment and property [in common with each other] but subject to such by-laws and flying rules as the committee may from time to time make.

c. Junior Flying Members [who shall be members under the age of eighteen years] - these shall have the same privileges as Flying Members except i. Holding office and ii. Voting.

d. Private Owner Members - these shall have full privileges in respect of the club's equipment and property [in common with each other] but subject to such by-laws and flying rules as the committee may from time to time make.

e. Active Life Members - these shall have full privileges in respect of the club's equipment and property [in common with each other] but subject to such by-laws and flying rules as the committee may from time to time make.

f. Tow Pilot Members - these shall have all the privileges of Flying Members with the exception of: i. Piloting of gliders.

g. Associate Members i. Flying – these are people who are members of other clubs. Those members who satisfactorily demonstrate that they have the ability to safely pilot the club's aircraft shall have limited privileges as approved to them in respect of the club's equipment and property [in common with other members] but subject to such by-laws and flying rules as the committee may from time to time make. These privileges shall exclude: i.

Holding office and ii. Voting.

ii. Non-flying - these shall have all the privileges of Flying Members with the exception of: i. Holding office, ii. Piloting of aircraft and iii. Voting.

h. Honorary Members - the Committee shall have the power to admit Honorary Members who shall not be entitled to i. vote or ii. be eligible to hold office or iii. pilot the club's aircraft.

i. Life Members - The club at any general meeting (annual or special) may elect any member to be a life member of the club in recognition of long and meritorious service to the sport of gliding. These members shall be entitled to i. vote, ii. be eligible to hold office and iii. pilot the club's aircraft subject to meeting current club requirements.

j. Visitors / Three month temporary Members - the committee shall be empowered to institute temporary flying membership for the purpose of encouraging potential members to try the sport.

Subscription

5. The Club's financial year shall begin on the 1st day of July in each year and end on the following 30th day of June.

6a. The subscription for members shall be fixed by the committee in accordance with Rule 14. The subscription shall be due and payable on the 1st day of July in each year. The committee may authorise payment of the annual subscription to be made monthly or quarterly in advance during the year. However, members are liable for a full year's subscription even if payments are made by instalments.

b. Only financial members shall be eligible to fly the club's aircraft. The committee shall have the power to suspend from membership any unfinancial member. This ability to suspend flying rights extends to any unpaid club fees i.e. including subscriptions but also tow fees and any other fees or charges levied on members by the club.

7. The committee shall have the power to impose joining fees, tow fees, glider fees and any other such fees as they may consider necessary and reasonable.

8. Notwithstanding anything to the contrary contained or implied in this constitution, any member joining the club part way through a year shall be liable for the proportion of subscription (including any affiliation fees payable) that relates to the balance of the year.

Resignations

9. Subject to the provisions of rule 8 above, any member may resign their membership provided that they are not in arrears with their subscriptions (and settle any subscriptions due to the end of the current financial year) or tow fees or any other fees or charged by giving notice in writing to the secretary of their intention to resign.

Cessation of Membership

10. Any member who disobeys flying instructions, commits a breach of the club's flying rules or flies in a manner considered dangerous, can be temporarily suspended from flying by a flying instructor, pending a final decision of the committee on continued membership.

Similarly, any member transgressing any other rules of the club or acting in a manner prejudicial to the interests of the club, shall be reported to the committee. The committee shall then deal with the matter at the committee meeting immediately following the offence. The committee shall have the power to impose a fine, which shall be limited to reasonable damage caused to the Club, and or suspend or expel the member from the club. The said member shall be permitted to make a statement in their defence. In the event of a member being suspended or expelled, they shall not be entitled to any refund of subscription and shall remain liable for any arrears of

subscription up to the end of the then financial year and any outstanding flying or sundry fees. The decision of the committee shall be final and not subject to any appeal.

Government of the Club

11. The government of the club shall be vested in a committee comprising: President, Vice-President, Club Captain, Chief Flying Instructor, Secretary, Treasurer, Chief Tow Pilot and up to four other people or other such number that the committee may deem necessary from time to time. All officers shall be eligible members of the club.

12. These officers, with the exception of the Secretary and Treasurer, who shall be elected annually, and with the exception of the CFI and Chief Tow Pilot, who shall be elected by the committee, shall retire by rotation after having completed two years of office but may offer themselves for re-election. This provision will apply so that half the officers shall retire each year.

13. The committee, at the first meeting after the annual general meeting, shall appoint a chairperson. The committee shall conduct the general business of the club including making, altering or rescinding from time to time by-laws incidental to the objects of the club such that they are not inconsistent with the constitution. The committee may also decide all matters not provided for in this constitution and fill any casual vacancy which may occur on the committee as considered necessary.

In particular, and without limiting the generality of the foregoing powers, the committee shall have the power to compromise any claims of, or against, the Club.

14. The committee shall in June of each year, review the financial situation of the club and set subscriptions for the following year. The committee shall decide all matters relating to charges for the use of club property by members, casual visitors and non-members. These rates may be altered at any time deemed necessary by the committee.

15. The committee shall meet at any time it is deemed necessary by the chairperson, their deputy or three members of the executive. At all meetings of the committee, a quorum shall be half or more of the committee members. The chairperson shall have a casting vote as well as a deliberative vote. Any member of the committee, except an ex-officio member, who fails to attend three consecutive committee meetings without having lodged an apology, shall cease to be a member of the committee unless an acceptable explanation of absence is forwarded to the committee in writing.

16. The committee are acting as trustees' of the clubs assets for past, present and future members. As such, all material assets must be safeguarded against loss at all times by the carrying of appropriate indemnity insurance.

Meetings of the Club

17. The committee may at any time call a special general meeting of the club on giving seven days notice in writing to all members at their last known contact details. At such meetings, no business other than that mentioned in the notice of meeting shall be transacted unless agreed by a majority of members present at that meeting.

The committee shall also in like manner call a special general meeting upon receiving a written request of not less than one third of the financial members of the club. The lower of twelve members or 60% of all current financial members present shall form a quorum at all general meetings of the club.

In the absence of the chairperson, the members shall elect a chairperson from among those present.

Ordinary general meetings of the club shall be convened by giving fourteen days notice in writing to members.

18. At all meetings of the club [including committee meetings], the mode of voting shall be by show of hands. If demanded by a majority of members present, a secret ballot shall be used. The chairperson in all cases has an ordinary vote and in cases of equality, a casting vote. Proxies shall not be allowed.

Auditor

19. At the annual general meeting, a vote shall be held to decide which of the following three motions will apply for the previous financial year:

- a. That no auditor be appointed.
- b. That an auditor is appointed and that the auditor be named.
- c. That no auditor be appointed but the financial statements be reviewed by an independent chartered accountant.

Secretary

20. The secretary shall keep a faithful record of the business transacted at all committee, special and general meetings. They shall also keep a current copy of all current by-laws. They shall conduct all correspondence of the committee and in general shall act as clerk and keep all such records that the committee may require. They shall keep a register of the club's members which shall contain the names, addresses and occupations of members along with the date they became members and the type of membership they hold.

Treasurer

21. The treasurer shall receive all moneys on behalf of the club and shall forthwith lodge such moneys in such accounts as the committee shall decide. They shall keep the books of the club together with any other records that may be found necessary to fully and correctly disclose the Club's affairs. Completion of the annual financial statements may be undertaken by a Chartered Accountant or other person approved by the committee if the treasurer so wishes.

The treasurer shall disburse all moneys of the club under the authority of the committee and provide a monthly financial report. No moneys shall be paid out except those authorised by minute of the committee. Such payments will be made either electronically or by cheque signed by any two of the designated signatories. Designated signatories shall include the treasurer, president, secretary and any other person or persons that the committee may deem necessary from time to time.

Annual financial statements detailing the financial operation of the club for the year and the financial position as at 30 June shall be furnished at each annual general meeting.

Common Seal

22. The common seal of the club shall be kept in the custody of the secretary.

23. The seal shall be affixed to a document requiring execution by the club only by the authority of the committee and in the presence of two members thereof. The secretary shall sign every document so sealed.

Control of Funds

24. The control and investment of funds of the club shall be vested in the committee who shall have the power to authorise such expenditure and invest funds in such a way and for such purposes as the committee may deem to be in the best interests of the club. No funds of the club may be used for the private pecuniary profit of any member.

Borrowing Powers

25. The club from time to time may raise money or secure the repayment of any sum or sums of money for the

furtherance of its objectives in such manner and upon such terms and conditions as the club by general meeting deems expedient. Any money borrowed by the club may be secured by mortgage or debenture over the club's property. Any interest paid on such funds borrowed is limited to not more than the commercial rates prevailing at the time.

Alteration of Constitution

26. Other than rules 2 [Objectives] and 27 [Winding up], any other rule or rules in this constitution may be rescinded, altered, expunged, repealed or added to by a two thirds majority of those present [subject to a quorum] at a general meeting called for the purpose in accordance with this constitution or at the annual general meeting. Rule 2 can be amended only with Inland Revenue Department approval and Rule 27 cannot be added to, amended or rescinded.

Disposition of Property and Winding up

27a. In the event the gliding hangar at Waipukurau is no longer required by Gliding Hawkes Bay & Waipukurau Incorporated or its successors, it is to revert to the Central Hawke's Bay Aero Club or its successor, or if this is not possible for any reason, to a similar body, as recommended by the Gliding Hawkes Bay & Waipukurau Incorporated or its successors committee at that time and approved by the club at a special general meeting.

b. In the event of the winding up of the club, all property of the club, real and personal, shall be realised and the proceeds applied firstly in payment of the debts and liabilities of the club. Secondly, the net assets of the club are to be applied to like minded Aviation Sports Clubs in Hawkes Bay and Central Hawkes Bay or similar as recommended by the committee and approved by the club by special general meeting.

c. The surplus, if any, shall be paid to the Gliding New Zealand Association, or any successor, to be used as seen fit by that body in furtherance of the interests of gliding in New Zealand or as the High Court shall direct.

General

28. The nominations of any person as a member of the club shall imply such person's knowledge of the constitution of the club and every member shall be deemed to have notice of and be bound by this constitution.

29. Committee meetings may be convened by notice [verbal or written], given or sent to each member of the committee by the secretary, at least three days before the time fixed for the meeting.

Damages

30. No member shall institute any claim for damages or any other claim against the club or any or all of its members, arising from loss or injury sustained as a result of the action of any member or members of the club acting under the jurisdiction of the club or as a result of negligence of any member of the club.

Patron

31. At any general meeting of the Club, a Patron may be elected and re-affirmed at any subsequent Annual General Meeting. Any such person appointed will not have any voting or flying rights by this appointment.

Application

32. This constitution, as far as is possible, will apply from 1 July 2009.