Gliding Hawkes Bay & Waipukurau Incorporated

Constitution

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Gliding Hawkes Bay & Waipukurau Incorporated
Constitution

1. **Definitions and interpretation**

Definitions
1.1 In this Constitution, unless the context requires otherwise, the following words and phrases have the following meanings:

Act means the Incorporated Societies Act 2022, including any amendments, and any regulations made under that Act.

AGM or **Annual General Meeting** means a meeting of the Members of Gliding Hawkes Bay & Waipukurau Incorporated held once a year convened under this Constitution.

Application means an application for membership as set out in clause 4.1.

Bylaws means any bylaws, policies, operating procedures and codes of practice of Gliding Hawkes Bay & Waipukurau made under clause 15.1.

Casual Vacancy is a vacancy which arises on the Committee when a Committee Member does not serve their full term of office.

Chair means the Committee Member appointed as Chair of Gliding Hawkes Bay & Waipukurau Incorporated under this Constitution.

Club means a group of individuals with an interest in gliding as a recreational sport that meets the requirement for membership set out in clause 4.3.

Constitution means this Constitution, including any amendments and any schedules to this Constitution.

Contact Details means a physical or an electronic address and a telephone number.

Contact Person means a person holding the position of contact person for Gliding Hawkes Bay & Waipukurau Incorporated being the person the Registrar of Incorporated Societies can contact when needed.

Committee means Gliding Hawkes Bay & Waipukurau Incorporated's governing body.

Committee Meeting means a meeting of the Committee.

Committee Member means a member of the Committee, including the Chair.

General Meeting means an AGM or SGM of Gliding Hawkes Bay & Waipukurau Incorporated.

Interests Register means the register of interest disclosures made by Officers kept under this Constitution.

Matter means:
(a) Gliding Hawkes Bay & Waipukurau Incorporated's performance of its activities or exercise of its powers; or
(b) an arrangement, an agreement or a contract made or entered (or proposed to be made or entered) into by Gliding Hawkes Bay & Waipukurau Incorporated.

Member means each person who for the time being is a member of Gliding Hawkes Bay & Waipukurau Incorporated and includes all categories of members of Gliding Hawkes Bay & Waipukurau Incorporated described in clause 4.3.

Member Register means the register of Members kept under this Constitution.

Officer means a Committee Member and any natural person occupying a position in Gliding Hawkes Bay & Waipukurau Incorporated that allows the person to exercise significant influence over the management or administration of Gliding Hawkes Bay & Waipukurau Incorporated.

Ordinary Resolution means a resolution passed by a majority of votes cast.

President means the person in the highest-ranking management position in Gliding Hawkes Bay & Waipukurau Incorporated.

Purposes means the purposes of Gliding Hawkes Bay & Waipukurau Incorporated described in clause 3.1.

SGM or **Special General Meeting** means a meeting of the Members, other than an AGM, called for a specific purpose or purposes.

Special Resolution means a resolution passed by a 75% majority of votes cast.

Working Day has the meaning given to that term under the Legislation Act 2019 and excludes the day observed as the anniversary in Hawkes Bay.

Interpretation

1.2 Unless the context otherwise requires:
(a) Words referring to the singular include the plural and vice versa.
(b) Clause headings are for reference only.
(c) Expressions referring to writing include references to words visibly represented, copied, or reproduced, including by email.
(d) Reference to a person includes any other entity or association recognised by law and vice versa and any reference to a particular entity includes a reference to that entity's successors.
(e) A reference to any legislation includes any statutory regulations, rules, orders or instruments made or issued pursuant to that legislation and any amendment to, re-enactment of, or replacement of, that legislation.
(f) All periods of time or notice exclude the days on which they are given.

Notices

1.3 Subject to any other notice provision in this Constitution, any notice or other communication given under this Constitution must be in writing and will be given to:
(a) a Member to the address set out in their Contact Details;
(b) Gliding Hawkes Bay & Waipukurau Incorporated to Gliding Hawkes Bay & Waipukurau Incorporated's registered office set out on the Register of Incorporated Societies.

1.4 A notice is deemed to have been received:
(a) if given by post, when left at the address of a person or five Business Days after being put in the post; or
(b) if given by email, upon production of a physical copy of the email detailing the time and the date the email was sent (provided that the sender does not receive any "out of office" auto-reply or other indication of non-receipt), provided that any notice or communication received or deemed received after 5pm on a Working Day, or on a day which is not a Working Day, will be deemed not to have been received until the next Working Day.

2. **Details of Gliding Hawkes Bay & Waipukurau Incorporated**

Name
2.1 The name of the society is Gliding Hawkes Bay & Waipukurau Incorporated.

Status
2.2 Gliding Hawkes Bay & Waipukurau Incorporated is a gliding club.

Registered office
2.3 The registered office of Gliding Hawkes Bay & Waipukurau Incorporated is at the place in New Zealand as the Committee decides.

Contact person
2.4 At its first meeting following an AGM, the Committee must appoint or reappoint at least one, and a maximum of three, persons to be the Contact Person, subject to those persons meeting the eligibility criteria set out in the Act. The Committee must advise the Registrar of Incorporated Societies of any change in the Contact Person or that person's Contact Details.

3. **Purpose and powers**

Purposes
3.1 The purposes of Gliding Hawkes Bay & Waipukurau Incorporated 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.

3.2 Gliding Hawkes Bay & Waipukurau Incorporated has, both within and outside New Zealand, full capacity, rights, powers and privileges to carry on or undertake any activity, do any act, or enter into any transaction, subject to this Constitution, the Act, any other legislation, and the general law.

Capacity and powers

4. Members

Member application
4.1 An application to become a Member (**Application**) must be in the form required by Gliding Hawkes Bay & Waipukurau Incorporated. All Applications are decided by the Committee, which may accept or decline an Application in its absolute discretion. A person or entity becomes a Member when its Application has been accepted and has paid the required membership fees and satisfied any other preconditions.

Member consent
4.2 A person or entity consents to become a Member by submitting an Application or paying fees to Gliding Hawkes Bay & Waipukurau Incorporated, unless otherwise specified in this Constitution.

Member categories
4.3 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 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 piloting of gliders unless otherwise agreed.

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.

k. Patron - 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.

Member rights and obligations
4.4 Members acknowledge and agree that:
(a) they are bound by, and will comply with, this Constitution and the Bylaws;
(b) they are subject to the jurisdiction of Gliding Hawkes Bay & Waipukurau Incorporated
(c) they are entitled to all rights and entitlements granted by this Constitution or as determined by the Committee;
(d) to receive, or continue to receive or exercise member rights, they must meet all the member requirements set out in this Constitution and the Bylaws or as otherwise set by the Committee, including payment of any membership or other fees within the required time period;

(e) if they fail to comply with sub-clause (d), the Committee may terminate their membership;
(f) they do not have any rights of ownership of, or the automatic right to use, the property of Gliding Hawkes Bay & Waipukurau Incorporated; and
(g) they will promote the interests and Purposes of Gliding Hawkes Bay & Waipukurau Incorporated and must not do anything to bring Gliding Hawkes Bay & Waipukurau Incorporated into disrepute.

Suspension of a Member
4.5 If a Member is, or may be, in breach under clause 4.4, and the Committee believes it is in the best interests of Gliding Hawkes Bay & Waipukurau Incorporated to do so, the Committee may suspend the Member until final determination of the matter under the dispute resolution process applicable to the matter. Before invoking any such suspension, the Member must be given notice of the suspension.

4.6 Unless otherwise determined by the Committee, while a Member is suspended the Member is:
(a) not entitled to attend, speak or vote at a General Meeting;
(b) not entitled to any other rights or entitlements as a Member;
until such time as the alleged breach is resolved or determined.

Ceasing to be a Member
4.7 A Member ceases to be a Member:
(a) by giving notice to the Committee of their resignation;
(b) if their membership is terminated under clause 4.4(e);
(c) if their membership is terminated following a dispute resolution process or such other process set out or referred to in this Constitution.

4.8 A Member who ceases to be a Member:
(a) remains responsible to pay all their outstanding membership and other fees to Gliding Hawkes Bay & Waipukurau Incorporated;
(b) must return all property of Gliding Hawkes Bay & Waipukurau Incorporated if required;
(c) ceases to be entitled to any rights of a Member, but continues to be bound by the obligations of a Member under this Constitution if required by the Committee.

Membership fees
4.9 The Membership Fees payable by each class of membership shall be fixed prior to the start of the new financial year on the recommendation of the Committee. Should the committee in any year fail to fix new Membership Fees then the Membership Fees last fixed shall continue until changed.

Member Register
4.10 The Committee will ensure an up-to-date Member Register is kept and the register must include:
(a) each Member's name;
(b) each Member's Contact Details, including an email address if available

A Member must provide notice to Gliding Hawkes Bay & Waipukurau Incorporated of any change to their Contact Details. The Member Register will be updated as soon as practicable after the Committee becomes aware of changes to the information recorded in the Member Register.

4.11 The Committee will keep a record of the name of each person who has ceased to be a member of Gliding Hawkes Bay & Waipukurau Incorporated within at least the previous 7 years and the date on which they ceased to be a member.

5. **General Meetings**

AGM

5.1 Gliding Hawkes Bay & Waipukurau Incorporated must hold an AGM once a year at the time, date and place as the Committee decides, but not more than 6 months after the balance date of Gliding Hawkes Bay & Waipukurau Incorporated and not more than 15 months after the previous AGM.

5.2 The Members must be given at least 21 days' notice of the AGM. Notice to Members of an AGM may be given by email in accordance with clause 1.3(a).

Business of AGM

5.3 The following business will be discussed at the AGM:
(a) confirmation of the minutes of the previous AGM;
(b) the Committee's presentation of the following information during the most recently completed accounting period:
(i) the annual report;
(ii) the annual financial statements;
(iii) notice of any disclosures of conflicts of interest made by Officers (including a brief summary of the Matters, or types of Matters, to which those disclosures relate);
(c) the election of any Committee Members;
(d) consideration of any motions proposing to amend this Constitution that have been properly submitted for consideration at the AGM;
(e) consideration of any other items of business that have been properly submitted for consideration at the AGM.

5.4 Members must give notice of any proposed motions and other items of business to Gliding Hawkes Bay & Waipukurau Incorporated at least 7 days before the date of the AGM.

5.5 Notice of the agenda containing the business to be discussed at the AGM must be given by at least 7 days before the date of the AGM. No additional items of business can be voted on other than those set out in the agenda, but the Members present may agree by Special Resolution or unanimously to discuss any other items.

SGM

5.6 The Committee must call a SGM if it receives a written request stating the purpose of the SGM from:
(a) the Committee itself; or
(b) by not less than one third of its Members.
5.7 Members must be given at least 21 days' notice of the SGM, unless the Committee, in its discretion, decides that the nature of the SGM business is of such urgency that a shorter period of notice is to be given to Members.
5.8 A SGM may only consider and deal with the business specified in the request for the SGM.

Quorum

5.9 No business is to be transacted at any General Meeting unless a quorum is present at the time when the meeting is due to start. The quorum for a General Meeting is one quarter of the Members who are entitled to vote, including Members present by casting votes by electronic means. The quorum must always be present during the General Meeting.

5.10 If a quorum is not reached within 30 minutes of the scheduled start time of an AGM, the AGM is adjourned to a day, time and place determined by the chair of the AGM. If no quorum is achieved at the further AGM, the Members present, in person or through audio, audio visual link or other electronic communication, 15 minutes after the scheduled start time of that further AGM are deemed to constitute a valid quorum.

5.11 If a quorum is not reached within 30 minutes of the scheduled start time of the SGM, the SGM is cancelled.

Control of General Meetings
5.12 The President of Gliding Hawkes Bay & Waipukurau Incorporated chairs General Meetings. If the President is unavailable, another member of the Committee (appointed by the Committee) will preside. In the absence of both of those persons, the Members present will elect a person to chair the General Meeting. If the President is standing for re-election, another person must chair that part of the meeting.

Attendance and voting
5.13 The following persons are eligible to attend and speak at General Meetings:
(a) Members; and
(b) any other persons invited by the Committee.

5.14 Members are entitled to one vote.

Method of voting
5.15 Voting is conducted by voices or a show of hands as determined by the Chair of the meeting, unless a secret ballot is called for and approved by Ordinary Resolution of Members or as otherwise required under this Constitution.

5.16 Elections of the Committee Members at an AGM must be undertaken by show of hands if more than one nomination for a position has been received or any other method as determined by the committee.

5.17 An Ordinary Resolution of Members at a General Meeting is sufficient to pass a resolution, except as specified in the Act or this Constitution.

5.18 Voting by electronic means is permitted.

Minutes
5.19 Full minutes must be kept of all General Meetings.

Omissions and irregularities
5.20 The General Meeting and its business will not be invalidated simply because one or more Members do not receive notice of the General Meeting.

5.21 The General Meeting and its business will not be invalidated by an irregularity, error or omission in notices, agendas and relevant papers of the General Meeting or the omission to give notice within the required time frame or the omission to give notice to all Members and any other error in the organisation of the General Meeting if:

(a) the Chair in their discretion determines that it is still appropriate for the General Meeting to proceed despite the irregularity, error, or omission; and

(b) a motion to proceed is put to the General Meeting and a majority, of two-thirds of votes cast, is obtained in favour of the motion to proceed.

6. **Committee**

Functions and powers
6.1 Subject to any modifications, exceptions, or limitations contained in the Act or in this Constitution:

(a) the Committee must manage, direct or supervise the operation and affairs of Gliding Hawkes Bay & Waipukurau Incorporated; and

(b) the Committee has all the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of Gliding Hawkes Bay & Waipukurau Incorporated.

Composition
6.2 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. Members may hold more than one role if so elected. All officers shall be eligible members of the club.

Election of Committee Members
6.3 Committee Members are elected as follows:
(a) the Committee must call for nominations for any Committee Member positions that are to be vacated at an AGM at least 7 days before the AGM;
(b) nominations are made in the form decided by the Committee and must be received by the date set by the Committee and if no date is set, at least 7 days before the AGM;
or other method determined by the committee;
(c) the Committee must give notice of the nominations to all Members at least 7 days before the AGM;
(d) at the AGM, if there are more nominees than number of positions available, the election is by show of hand
(e) those nominees who have the highest number of votes in their favour to fit the number of vacant positions are declared elected;
(f) if the number of votes for one or more nominees is equal to another nominee, a further vote will be held between the tied nominees;
(g) if there is only one nominee for a vacant position, that person is declared to be elected without the need for a vote.
(h) At the AGM, if the number of applicants is insufficient, people may apply at the meeting.

Qualification
6.4 Every Committee Member must:
(a) consent to be a Committee Member; and
(b) certify that they are not disqualified from being elected or holding office as a Committee Member by this Constitution or under section 47 of the Act.

Disqualification
6.5 The following persons are disqualified from being elected or holding office as a Committee Member:

(a) A person who is an employee of or contractor to Gliding Hawkes Bay & Waipukurau Incorporated unless approved at a General Meeting.

(b) A person who is disqualified from being elected, appointed or holding office as a Board Member under section 47 of Act.

(c) A person who has been removed as a Committee Member following a process under this Constitution or any Bylaw.

6.6 If an existing Committee Member becomes or holds any position in clause 6.5(a) then upon appointment to such a position, that Committee Member is deemed to have vacated their office as a Committee Member.

6.7 If any of the circumstances listed in clause 6.5(c) occur to an existing Committee Member, that Committee Member is deemed to have vacated their office upon the relevant authority making an order or finding against the Committee Member of any of those circumstances.

Term of office
6.8 The term of office for all Committee Members is two years, expiring at the end of the relevant AGM. A Committee Member may be re-elected to the Committee.

6.9 The term of any period served to fill a Casual Vacancy or in establishing a rotation cycle is disregarded for the purposes of calculating the total terms served.

Vacancies
6.10 If there is a Casual Vacancy on the Committee of an Elected Committee Member, the remaining Committee Members may:

(a) appoint a person of their choice to fill the Casual Vacancy until the expiry of the term of the person they replace;

(b) appoint a person of their choice to fill the Casual Vacancy only until the next AGM, at which a person is elected under clause 6.3 to fill the remainder of the term of the Casual Vacancy;

(c) may leave the Casual Vacancy unfilled until the next AGM, at which a person is elected under clause 6.3 to fill the remainder of the term of the Casual Vacancy.

Suspension of Committee Member
6.11 If a Committee Member is or may be the subject of an allegation or notice relating to a matter described under clause 6.5 or any other circumstances arise in relation to a Committee Member which are or may be of concern to the Committee, the remaining Committee Members may by Special Resolution suspend the Committee Member from the Committee and set such other conditions as it requires pending the final determination of such allegation, notice or circumstances. Before invoking any such suspension, the Committee Member must be given notice of the suspension.

Removal of Committee Member
6.12 The Committee may, by Special Resolution, remove a Committee Member from the Committee before the expiry of their term of office if the Committee considers the Committee Member concerned:

(a) has seriously breached duties under this Constitution or the Act; or

(b) is no longer a suitable person to be a Committee Member; or

(c) is involved with, interested in, or otherwise closely connected to a person or activity which has or may bring Gliding Hawkes Bay & Waipukurau Incorporated or gliding into disrepute or which may be prejudicial to the Purposes or the interests of Gliding Hawkes Bay & Waipukurau Incorporated and/or gliding if they remain as a Committee Member.

The Committee Member who is the subject of the motion is counted for the purpose of reaching a quorum but will not participate in the vote on the motion.

6.13 Before considering a motion for removal, the Committee Member affected by the motion must be given:

(a) notice that a Committee Meeting is to be held to discuss the motion to remove the Committee Member; and

(b) adequate time to prepare a response; and

(c) the opportunity prior to the Committee Meeting to make written submissions; and

(d) the opportunity to be heard at the Committee Meeting.

Committee Member ceasing to hold office
6.14 A person ceases to be a Committee Member if:

(a) their term expires;

(b) the person resigns by delivering a signed notice of resignation to the Committee;

(c) the person is removed from office under this Constitution;

(d) the person becomes disqualified from being an officer under section 47(3) of the Act; or

(e) the person dies.

7. **Committee Meetings**
7.1 Committee Meetings may be called at any time by the Chair, Treasurer, and Secretary or by three Committee Members, but generally the Committee meets every month.

7.2 Except to the extent specified in the Act or this Constitution, the Committee may regulate its own procedure.

Quorum
7.3 The quorum for a Committee Meeting is three Committee Members.

7.4 Any Committee Member may be counted for the purposes of a quorum, participate in any Committee Meeting and vote on any proposed resolution at a meeting without being physically present. This may only occur at Committee Meetings by audio or audio-visual link or other electronic communication provided that all persons participating in the Committee Meeting can hear each other effectively and simultaneously.

Chair
7.5 At its first meeting following an AGM, the Committee must elect a Chair.

7.6 The role of the Chair is to chair meetings of the Committee. If the Chair is unavailable, another Committee Member must be appointed by the Committee to undertake the Chair's role during the period of unavailability.

Voting
7.7 Each Committee Member has one vote. Voting is by voices or on request of any Committee Member by a show of hands or by a ballot. Proxy and postal votes are not permitted. Voting by electronic means is permitted.

7.8 The Chair holds a casting vote.

Resolution in writing
7.9 A resolution in writing signed or consented to by email or other electronic means by the required majority of Committee Members is valid as if it had been passed at a meeting of the Committee. Any resolution may consist of several documents in the same form each signed by one or more Committee Members.

8. **Officers' Duties**

8.1 An Officer:
(a) when exercising powers or performing duties as an Officer, must act in good faith and in what the Officer believes to be the best interests of Gliding Hawkes Bay & Waipukurau Incorporated;
(b) must exercise a power as an Officer for a proper purpose;
(c) must not act, or agree to Gliding Hawkes Bay & Waipukurau Incorporated acting, in a manner that contravenes the Act or this Constitution;
(d) when exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances, taking into

account, but without limitation the nature of Gliding Hawkes Bay & Waipukurau Incorporated, the nature of the decision and the position of the Officer and the nature of the responsibilities undertaken by them;
(e) must not agree to the activities of Gliding Hawkes Bay & Waipukurau Incorporated being carried on in a manner likely to create a substantial risk of serious loss to Gliding Hawkes Bay & Waipukurau Incorporated's creditors or cause or allow the activities of Gliding Hawkes Bay & Waipukurau Incorporated to be carried on in a manner likely to create a substantial risk of serious loss to Gliding Hawkes Bay & Waipukurau Incorporated's creditors;
(f) must not agree to Gliding Hawkes Bay & Waipukurau Incorporated incurring an obligation unless the Officer believes at that time on reasonable grounds that Gliding Hawkes Bay & Waipukurau Incorporated will be able to perform the obligation when it is required to do so; and
(g) when exercising powers or performing duties as an Officer, may rely on reports, statements, and financial data and other information prepared or supplied, and on professional or expert advice given, by any of the following persons:
(i) an employee whom the Officer believes on reasonable grounds to be reliable and competent in relation to the matters concerned;
(ii) a professional adviser or expert in relation to matters that the officer believes on reasonable grounds to be within the person's professional or expert competence; or
(iii) any other Officer or subcommittee of Officers on which the Officer did not serve in relation to matters within the Officer's or subcommittee's designated authority, if the Officer, acts in good faith, makes proper inquiry where the need for inquiry is indicated by the circumstances, and has no knowledge that the reliance is unwarranted.

9. Interests
9.1 An Officer is **Interested** in a Matter if the Officer:
(a) may obtain a financial benefit from the Matter; or
(b) is the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, sibling, nephew, niece, uncle, aunt, or first cousin of a person who may obtain a financial benefit from the Matter; or
(c) may have a financial interest in a person to whom the Matter relates; or
(d) is a partner, director, officer, board member, or trustee of a person who may have a financial interest in a person to whom the Matter relates,

but an Officer is not interested in a Matter:
(e) merely because the Officer receives an indemnity, insurance cover, remuneration, or other benefits authorised under the Act; or
(f) if the Officer's interest is the same or substantially the same as the benefit or interest of all or most other Members of Gliding Hawkes Bay & Waipukurau Incorporated due to the membership of those members; or
(g) if the Officer's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence the Officer in carrying out their responsibilities under the Act or this Constitution.

9.2 The Committee must keep an Interests Register.

9.3 An Officer who is Interested in a Matter relating to Gliding Hawkes Bay & Waipukurau Incorporated must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified) to the Committee, as soon as practicable after the officer becomes aware that they are interested in the Matter and include it in the Interests Register.

9.4 A Committee Member who is Interested in a Matter:
(a) must not vote or take part in a decision of the Committee relating to the Matter, unless all non-interested Committee Members consent;
(b) must not sign any document relating to the entry into a transaction or the initiation of the Matter, unless all non-interested Committee Members consent;
(c) must not take part in any Committee discussion relating to the Matter or be present at the time of the Committee decision, unless all non-interested Committee Members consent;

(d) may be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered

9.5 Despite clause 9.4, if 50% or more Committee Members are Interested in a Matter, an SGM must be called to consider and determine the Matter.

9.6 The Committee must notify Members of a failure to comply with section 63 or 64 of the Act, and of any transactions affected, as soon as practicable after becoming aware of the failure in the manner set out in the Regulations.

10. **Treasurer**
10.1 The Committee may hire a Treasurer.
10.2 If hired, the Treasurer is under the direction of the Committee and is responsible for the day-to-day financial management of the affairs of Gliding Hawkes Bay & Waipukurau Incorporated under this Constitution and the Bylaws and within any delegated authority from the Committee.

10.3 A hired Treasurer may attend Committee Meetings on and when required by the Committee but has no voting rights.

11. **Indemnity and Insurance**
11.1 Gliding Hawkes Bay & Waipukurau Incorporated indemnifies its current and former Officers, Members and employees as permitted by section 96 of the Act.

11.2 With the prior approval of its Committee, Gliding Hawkes Bay & Waipukurau Incorporated may effect insurance for its current and former Officers, Members and employees as permitted by section 97 of the Act.

11.3 Gliding Hawkes Bay & Waipukurau Incorporated is authorised to indemnify an Officer under section 96 of the Act or effect insurance for an Officer under section 97 of the Act for the following matters:
(a) liability (other than criminal liability) for a failure to comply with a duty under sections 54 to 61 of the Act or any other duty imposed on the Officer in their capacity as an Officer; and
(b) costs incurred by the Officer for any claim or proceeding relating to that liability.

12. **Finances**
12.1 The funds and property of Gliding Hawkes Bay & Waipukurau Incorporated are:
(a) controlled, invested and disposed of by the Committee, subject to this Constitution; and
(b) devoted solely to the promotion of the Purposes.

12.2 Gliding Hawkes Bay & Waipukurau Incorporated's balance date is 30 June or on the date as the Committee decides.

12.3 Gliding Hawkes Bay & Waipukurau Incorporated's financial statements must be submitted to the AGM.

No personal benefit
12.4 The Officers and Members may not receive any distributions of profit or income from Gliding Hawkes Bay & Waipukurau Incorporated. This does not prevent Officers or Members:
(a) receiving reimbursement of actual and reasonable expenses incurred, or
(b) entering into any transactions with the organisation for goods or services supplied to or from them, which are at arms' length, relative to what would occur between unrelated parties, provided no Officer or Member is allowed to influence any such decision made by Gliding Hawkes Bay & Waipukurau Incorporated in respect of payments or transactions between it and them, their direct family or any associated entity.

13. **Method of contracting**
13.1 A contract or other enforceable obligation may be entered into by Gliding Hawkes Bay & Waipukurau Incorporated by deed by:
(a) 2 or more Officers; or
(b) an Officer, or other person or class of persons, whose signature or signatures must be witnessed.

14. **Amendments**
14.1 This Constitution may only be amended or replaced by Special Resolution at a General Meeting.

14.2 No addition to, deletion from or alteration of this Constitution may be made which would allow personal pecuniary profits to any individuals.

14.3 If an amendment to this Constitution would have no more than a minor effect or is to correct errors or makes similar technical alterations, the Committee may give notice of the amendment to every Member stating the text of the amendment and the right of Members to object to the amendment. If the Committee does not receive any objections from Members within 20 Working Days after the date on which the notice is sent, or any longer period of time that the Committee decides, the Committee may make that amendment. If it does receive an objection, the Board may not make the amendment.

15. **Bylaws**
15.1 The Committee may make and amend Bylaws for the conduct and control of Gliding Hawkes Bay & Waipukurau Incorporated's activities and codes of conduct applicable to Members. Any Bylaw must be consistent with the Purposes, the Act and any other laws. All Bylaws are binding on Gliding Hawkes Bay & Waipukurau Incorporated and the Members.

15.2 The making, amendment, revocation, or replacement of a Bylaw is not an amendment of this Constitution.

16. **Dispute resolution**
16.1 Unless this Constitution or any Bylaw provides otherwise, any Member wishing to appeal a decision of Gliding Hawkes Bay & Waipukurau Incorporated regarding suspension under clause 4.6 and/or the Bylaws where they have exhausted their rights of appeal within this Constitution and/or the Bylaws, may appeal to the Sports Tribunal of New Zealand. The rules of the Sports Tribunal of New Zealand apply to any such appeal.

17. **Integrity**
17.1 It is the policy of Gliding Hawkes Bay & Waipukurau Incorporated to maintain high standards of safety and practices that are in accordance with the standard operating procedures and policies of Gliding New Zealand Incorporated.

18. **Liquidation and removal**
18.1 The Committee must give notice to all Members at least 20 Working Days of a proposed motion:
(a) to appoint a liquidator;
(b) to remove Gliding Hawkes Bay & Waipukurau Incorporated from the Register of Incorporated Societies; or
(c) for the distribution of Gliding Hawkes Bay & Waipukurau Incorporated's surplus assets.

18.2 The notice must comply with section 228 of the Act and include details of the General Meeting at which the proposed motion is to be considered.

18.3 Any resolution for a motion set out in clauses 18.1(a) to (c) must be passed by a Special Resolution of Members.

18.4 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.

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.

19. **Matters not provided for**

19.1 If any matter arises that, in the opinion of the Committee, is not provided for in this Constitution or any Bylaws, or if any dispute arises out of the interpretation of this Constitution or the Bylaws, the matter or dispute will be determined by the Committee.

20. **Transition**

20.1 This clause 19 applies to facilitate transition of Gliding Hawkes Bay & Waipukurau Incorporated from the previous rules dated 01 July 2009 to this Constitution. If this clause is inconsistent with any other clause in this Constitution, this clause applies to the extent of the inconsistency and the other clause will not.

Transition of Committee Members

20.2 The Committee Members in office under the previous rules will continue until their terms expire and the number of terms served under the previous rules count towards any maximum number of terms stipulated in this constitution.

Transition of Members

20.3 Subject to this Constitution, every Member which was a member of Gliding Hawkes Bay & Waipukurau Incorporated and recorded on the Member Register immediately prior to the commencement of this Constitution, continues as a Member.

Transition of Bylaws

20.4 All bylaws, policies, regulations of Gliding Hawkes Bay & Waipukurau Incorporated which were in force immediately prior to this Constitution or any previous rules coming into force continue in force, until such time as they are revoked by the Committee. If any of those bylaws, policies, regulations are inconsistent with this Constitution (whether in whole or in part), the Committee will determine the matter as it sees fit, to the extent of any such inconsistency.