



5 April 2019 - This document supersedes the Tauranga Model Aircraft Club Incorporated Rules and Bylaws dated 5 April 2017.
(changes from previous version marked in blue)

RULES AND BYLAWS OF THE TAURANGA MODEL AIRCRAFT CLUB INC.

1. NAME:

The name of the club is Tauranga Model Aircraft Club Incorporated (hereinafter referred to as "The Club".)

2. OBJECTS:

- a) To encourage and foster the building and flying of Model Aircraft (herein after referred to as 'the said sport') in all its phases.
- b) To collect and supply information and advise on all or any matters pertaining to the said sport or Model Aeronautics generally.
- c) To promote and hold either alone or jointly with any other association, club, company, or person, Model Aeronautical meetings, contests, gymkhanas, carnivals, competitions, matches, exhibitions, or trials and accept, offer, give or contribute towards prizes, medals and awards to participants or others.
- d) To promote and hold social functions or other activities for the purpose of promoting or assisting any of the objects of The Club.
- e) To raise money by subscriptions and grant any rights and privileges to subscribers.
- f) To buy, sell, lease, hire, mortgage, charge, exchange or otherwise deal with any real or personal property.
- g) To take any gift of property, whether subject to any special trust or not, for any one or more of the objects of the club.
- h) To take any lawful steps for the purpose of procuring contributions to the funds of The Club.

- i) From time to time to subscribe or contribute to any patriotic or charitable, benevolent or useful object of a public charter.
- j) To delegate a portion of the work of The Club and pay a portion of its funds to any organisations registered with the Charities Commission or holding Tax Exemption under Section CW34 of the Income Tax Act 2004 from Inland Revenue formed for the advancement of any branch of aeronautics and appoint representatives on any such bodies.
- k) To join or affiliate as members of any club, association or society whether incorporated under **THE INCORPORATED SOCIETIES ACT 1908** or not and having as one of its objects the advancement or government of aeronautics.
- l) To enter into any arrangement with a government or local authority or any club, company or person which may seem to be conducive to the objects of the club and to acquire or obtain from any such government or authority, association, company or person, any charters, contracts, decrees, rights privileges and concessions which may be conducive to any such objects, and accept, and make payments, undertake, carry out, exercise and comply with any such arrangements, charters, contracts, decrees, rights privileges and concessions.
- m) To enter into any contracts, agreements, leases or arrangements with any person, firm, syndicate, corporation or company that may seem conducive to the objects of The Club or any of them, and to surrender and accept surrenders of leases.
- n) To borrow, raise, or secure the payment of money in such manner as The Club shall think fit and in particular by mortgages, debentures or debenture stock, perpetual or otherwise, charges upon all or any of The Club's undertakings, goodwill, property and assets (both present and future) including its future acquired property, and to purchase, redeem or pay off such securities.
- o) To draw, make, accept, endorse, discount execute, issue and negotiate promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- p) To invest, lend and deal with the moneys of The Club upon such security and in such manner as may from time to time be determined upon.
- q) To appoint, remove or suspend any secretaries, treasurers, officers, clerks, agents or servants and to direct and control them and fix and pay their remuneration. Where any such persons or agent is a member of The Club such payments for professional services to The Club rendered in the course of business or interest on money lent shall not be greater than the current market rates.

r) To do all or any of the things hereby authorised alone or in conjunction with another or others.

s) To do all such other things as are incidental to or conducive to the attainment of the above objects **PROVIDED HOWEVER** that the foregoing objects shall in no way limit the rights and powers or any amendments thereof.

3. MEMBERSHIP:

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

a) **LIFE MEMBERS:** May be appointed at any Annual General Meeting of The Club by the assembled members passing a resolution and **LIFE MEMBERSHIP** shall be confined to persons who have rendered meritorious service to the said sport generally or to this Club in particular. Life members shall be entitled to all the rights and privileges of club membership without payment of an annual subscription to the club.

Life Members appointed subsequent to the adoption of these rules and Bylaws shall pay to the club any joining fees, annual subscriptions, levies or dues payable by any class of Member to the New Zealand Model Aeronautical Association Incorporated. This does not apply to Life Members appointed prior to the adoption of these rules and Bylaws.

b) **PERMANENT MEMBERS:** May be appointed by the Committee from time to time in order to raise funds for major capital expenditure. Permanent Members shall pay a lump sum amount to be determined by the Committee at the time of their appointment and thereafter shall be entitled to all the rights and privileges of club membership without the payment of an annual subscription to The Club. Permanent Members shall pay to The Club any joining fees, annual subscriptions, levies or dues payable by any class of Member to the New Zealand Model Aeronautical Association Incorporated.

c) **HONORARY MEMBERS:** May be appointed by the management Committee for a period not exceeding twelve months and in all cases terminating at the next ensuing Annual General Meeting.

d) **ORDINARY MEMBER:** Are any persons who in the opinion of the Management Committee are actively engaged in the practice and/or promotion of the said sport and who may apply for membership. The Management Committee shall have full power to accept or decline any such application and should such application be declined can in no way be compelled to give reasons for doing so.

Applicants for membership shall submit applications for membership on the official form and the application shall be considered for approval by the Committee at its next regular meeting, or earlier by electronic communications.

Membership dues are payable as from the date of full membership and such applicant will not be able to compete for club championship points or club trophies or for any national or international trophies competitions or records as an accredited member of this club until such dues are paid.

Senior members shall be those that have attained the age of eighteen years and junior members shall be those that have not yet attained the age of eighteen years. Provided always that members transferred from another club with similar aims and objects shall be admitted to full membership immediately upon production of evidence of leaving their last club in good standing.

e) **ASSOCIATE MEMBERS:** May be any persons, fulfilling the conditions as laid down for ordinary members, except that associate members are affiliated to the New Zealand Model Aeronautical Association (Inc.) via another club. An associate member may at any time apply for full active membership.

All members shall be required to be members of the New Zealand Model Aeronautical Association (Inc.).

4. RESIGNATIONS:

Any member may resign by giving notice of such desire to resign to the Secretary in writing and Club dues shall cease as from the date on which such resignation is lodged with the Secretary, but no refund of the current subscription will be made.

5. ATTENDANCE AT MEETINGS

Any financial member may attend Committee Meetings, but may not speak unless invited by the Chairman.

6. MANAGEMENT:

The affairs of The Club shall be conducted by a Management Committee (hereinafter referred to as the 'Committee') which shall be elected at the Annual General Meeting from the members of The Club and shall consist of:

- President
- Vice President
- Secretary
- Treasurer
- And five committee persons

At the invitation of the Committee, the immediate past President may attend Committee meetings, but unless holding an elected role on the Committee, has no voting rights (added AGM 2019)

At each Annual General Meeting 50% of the Committee shall retire in rotation, but shall be eligible for re-election. No candidate other than a retiring member of the Committee shall be eligible for election to any office or to the Committee unless his

nomination is lodged with the Secretary in writing at least ten days before the date of the meeting at which he is proposed to be elected.

The Secretary and President will arrange the date and venue for each committee meeting and the Secretary shall advise the members of the Committee at least 7 days in advance of the meeting.

Each member of the Committee shall have one vote at each committee meeting the chairman having a casting vote in addition to his deliberate vote in all cases of equal division. No voting by proxy shall be allowed at committee meetings.

Any member of the Committee with the exception of the President or Vice Presidents, failing to attend three consecutive committee meetings shall automatically cease to hold membership of the Committee except in the case of such member being granted leave of absence by the Committee. Such vacancy shall be termed a casual vacancy. Any casual vacancy occurring in the Committee between Annual General Meetings may be filled by the Committee and any person so appointed shall hold office until the next Annual General Meeting.

The Committee may at any time by resolution passed by two-thirds majority remove from office any committee member if the removal of the person is deemed to be in the best interests of the said Club. A vacancy caused by expulsion shall be termed as a casual vacancy.

The quorum for a Committee meeting shall be four members.

7. CLUB EXECUTIVE:

The Club Executive shall comprise the President, Vice President, Secretary and Treasurer.

8. DUTIES OF THE CLUB EXECUTIVE

a) PRESIDENT:

- Shall preside at all meetings.
- Provides leadership and direction to the Committee.
- Ensures that the Committee fulfils its responsibilities for the governance and success of the Club.
- Primary spokesperson for the Club. Develops and maintains effective relationships within the Club and with external stakeholders.
- Shall facilitate the annual preparation of a plan for the club.

b) VICE PRESIDENT:

- Shall act as the President's deputy in any matter when so requested by the President.
- Undertakes projects as directed by the Committee.

c) TREASURER:

Shall:-

1. Collect and receive all monies due to The Club.
2. Pay all debts owing as soon as payment thereof is authorised by the Committee.
3. Keep a correct account of all receipts and payments and an account of all assets of The Club.
4. Have the custody of the funds of The Club.
5. Produce financial statements from time to time as may be required by the Committee.
6. To prepare, for each Annual General Meeting of The Club a proper statement of receipts and payments and a balance sheet showing The Club's assets and liabilities made up to 28 February preceding each Annual General Meeting and to have such a statement and balance sheet duly audited by The Club's Reviewer and signed and certified as correct by the Reviewer , for presentation to each Annual General Meeting.
7. To pay all monies received into the account of The Club with The Club's bankers.
8. Keep a register of all members and the Classification of each member, including joining date (a requirement of Registrar of Incorporated Societies)
9. Notifies the Committee after each 31st March of all members liable for dues
10. Liase with NZ Model Aeronautical Association Secretary on membership issues.

d) SECRETARY:

Shall:-

1. Conduct all The Club's correspondence and convene all meetings.
2. Keep accurate minutes of all meetings.
3. Manages membership application approval process.
4. Act as custodian of the common seal and all books, papers and accounts of the Club and produce same to the Committee whenever called upon to do so.
5. Notifies each applicant for membership of the Committee's decision.
- 6.. In case in inability to attend any meeting, causes the necessary books and papers to be conveyed to the place of the meeting and handed to the chairman.
7. To maintain a risk register for the Club and to procure insurance as directed by the Committee.
8. To advise the Committee of governance requirements under the Incorporated Societies Act and other legislation.

The committee shall appoint members to the following positions: -

SAFETY OFFICER

Shall be seen to enforce on nominated club days all Safety rules relating to flying activity's as set by the Club and or NZMAA.

1. May also appoint another committee member to act as duty safety officer on occasions when they are not available.
2. Is to advise the committee of any changes made by the NZMAA in relation to all safety matters, and recommend changes to the Club safety rules.

FLIGHT INSTRUCTOR

Is required to maintain an objective relationship with all trainee pilots, guide and assist them in the NZMAA wing badge training system.

1. Is able to nominate an appropriate person to act in their stead in areas where they are unable to suitably partake in pilot training
2. Any appointment of a substitute training officer is to be approved by the committee

FLIGHT EXAMINER

The Flight Examiner is required upon recommendation of the Flight instructor to test trainee pilots to the NZMAA wings badge standards.

1. They are to notify the club secretary upon a pilot becoming competent and confirm the said pilot is a financial NZMAA member stating their NZMAA number.
2. The Flight Examiner may appoint another flight examiner belonging to another affiliated NZMAA club to conduct a flight test on their behalf. This appointment needs to be approved by the committee.

NEWSLETTER EDITOR

The Newsletter Editor produces a monthly newsletter for circulation within the Club and to external interested parties.

WEBSITE ADMINISTRATOR

The Website Administrator maintains currency of the Club website.

FUNDING CONVENOR

The Funding Convenor coordinates activities to seek external funding eg from charitable organisations.

TROPHY MANAGER

The Trophy Manager maintains a record of all club trophies and ensures that all trophies are collected at the end of the financial year, repaired, and engraved accordingly.

MAINTENANCE OFFICER

The Maintenance Officer keeps an overview of all club equipment and ensures these are well maintained.

MOWING COORDINATOR

The Mowing Coordinator trains and maintains a roster of mower operators to ensure that the airstrip is kept in flying condition

A single appointee may hold a number of these roles at the same time.

SUB-COMMITTEES:

May be appointed by the Committee to inquire into any matters and shall consist of such member or members of the Committee and/or ordinary, honorary or associate

members as may be appointed thereto. The member or members so appointed shall have power to co-opt any member of The Club or New Zealand Model Aeronautical Association for advisory purposes and any members so co-opted may attend any committee meetings at which any report containing or referring to their advice may be presented and may address the Committee on such report but shall have no vote in the Committee. All such sub-committees shall report back to the Management Committee.

9. REVIEWER & SOLICITOR

A Reviewer may be appointed by the Committee to examine all accounts and vouchers of the club and certify the annual accounts presented by the Treasurer and report thereon to each Annual General Meeting. The committee may appoint a Solicitor when required.

10. NOTICES OF GENERAL MEETINGS:

Notices of General Meetings shall be given to members by written or printed memoranda despatched by electronic mail or by ordinary post to the members' last known email address or place of abode.

Notices will include:-

- Time/date/location of AGM
- List of nominations
- Proxy voting forms
- Details of any Notices of Motion.

Unless a longer notice is provided to be given for any general meeting, seven days' notice shall be given. Notices shall be deemed to be given on the date upon which they could be delivered in the ordinary course of communication. The accidental omission of any member in being given notice shall not invalidate any proceedings at any meeting.

Remits and Notices of Motion shall be notified to the Secretary at least ten days before the meeting.

Remits and Notices of Motion shall be notified to members at least seven days before the meeting.

11. THE ANNUAL GENERAL MEETING:

The Annual General Meeting of The Club shall be held during the month of April or as soon thereafter as the Committee shall be able to convene same.

The time and place of such meeting shall be decided by the Committee not earlier than six months and not later than six weeks prior to each Annual General Meeting. The President of The Club for the time being shall preside at all meetings or failing his being able to attend a Vice President and be nominated by the assembled members.

The quorum for a General Meeting shall be ten financial members.

The business of each Annual Meeting shall be:

- a) The confirmation of any previous Annual General Meeting's minutes.

- b) The adoption of the Treasurer's Annual Statement of Accounts and the Chairman's and Treasurer's reports.
- c) The election of Officers for the ensuing year. Should there be insufficient nominations for all positions the Elected Officers are empowered to appoint any volunteer after the meeting.
- d) The awarding of club trophies.
- e) Such other business of which notice shall have been duly given in terms of these rules.

12. SPECIAL GENERAL MEETINGS:

Special General Meetings of The Club may be called at any time by order of the Committee or on petition executed by at least three members. Such request shall specify the business to be placed before the Special General Meeting and at least seven days' notice shall be given of all Special General Meetings.

The Committee shall allot the venue of such meetings. In the event of the Committee failing to convene the meeting requested, the petitioners themselves may do so and allot the venue of such meeting. The quorum for a General Meeting shall be ten financial members.

13. ALTERATION OF RULES:

The rules of The Club may be altered at any General Meeting of The Club by the enactment of any further rules or by rescission or amendment of any existing rules provided however, no amendment is to be approved if it in any way affects the Income Tax exempt status of the Club, and that seven days' notice in writing of the resolution embodying the proposed additions, rescissions or amendments shall have been given to all members and such resolution shall be passed by a majority of at least three-quarters of the members voting, both present personally and by ~~postal~~ [proxy](#) vote. Only financial members shall be entitled to vote.

14. BY-LAWS AND REGULATIONS:

The Committee may from time to time, make, alter or revoke any by-laws or regulations relating to:

1. The issue of aero modelling certificates
2. The awarding of merit badges
3. The recording of records.
- 4 The conduct of trials, contests and competitions.
5. Any regulations regarding safety matters.

15. VOTING:

Voting at each General Meeting:

Each financial member shall be entitled to one vote.

Associate and Honorary members are not entitled to vote.)

Life Members shall be entitled to one vote each.

Proxy voting shall be allowed.

Voting may be by a show of raised hands or secret ballot. Any two members shall be entitled to demand that any particular vote be taken by secret ballot. All matters voted upon shall be decided by simple majority except as may be otherwise stated in the constitution, rules and by-laws of The Club.

Save as hereinafter set forth each member shall be entitled to one vote.

The Chairman shall have a casting vote in addition to his deliberate vote in all matters of equal division.

The Committee may determine that AGM or SGM voting be by electronic means. If this approach is adopted it will be on the basis of one person/one vote with no proxies allowed. The voting system must ensure that a single member cannot cast multiple votes.

Any Notice of Motion to be determined by electronic voting must be accompanied by a detailed statement of the proposed remit, the reason why it is being proposed and any potential adverse consequences. (Added AGM 2019)

16. PROXY VOTING:

Any financial member shall be entitled to exercise their vote by proxy on any matter of which notice shall have been given, and the member is unable to be present. The proxy must be completed on the official form nominating any one other financial member of the club to act on the member's behalf. The form must be delivered to the Secretary prior to the commencement of the meeting.

17. SUBSCRIPTIONS:

The Annual Subscriptions for each class of membership are due as at **1st March** each year and shall be determined by the committee and members notified no later than the end of February. Life Members and Permanent Members shall not be liable to pay an annual subscription but with the exception of the current Life Member, Life Members and Permanent Members shall pay to The Club any joining fees, annual subscriptions, levies or dues payable by any class of Member to the New Zealand Model Aeronautical Association Incorporated.

Members experiencing financial hardship may apply to the Committee for annual subscriptions to be paid by instalments.

Members whose fees are over-due one month shall be deemed unfinancial. Such members may be reinstated provided that they pay in full the outstanding membership dues for that financial year.

Members unfinancial for three months shall cease to be a member of the Club and shall be required to reapply to join the club as a new member.

New applicants membership dues are payable as from the date of notification of acceptance of membership. The membership status of the applicant will not take effect until such dues are paid.

Membership fees for new applicants shall reduce to 50% as from the 1st of November.

18. SUSPENSION OF MEMBERS:

The Committee may suspend any member, if in the opinion of the Committee, after due and proper inquiry during which the offending member shall have been heard in his defence, such member has been guilty of any conduct prejudicial to the interests of the said sport.

19. EXPULSION OF MEMBERS

A Committee Meeting must be called which the member to be expelled is invited to attend/submit written grounds to refute the allegations. The member to be expelled must be given opportunity to defend himself/herself. A vote must be taken to decide the member's fate.

The member must be informed in writing of the decision of the meeting.

20 TROPHIES

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

21. EXECUTION OF DOCUMENTS & COMMON SEAL:

All documents intended to bind The Club shall be executed under the Common Seal of The Club and such execution shall be attested by the President, a Vice President, the Secretary and at least one other member of the Committee.

22. THE REGISTERED OFFICE:

The Registered Office of The Club shall be decided from time to time by the Committee.

23. BANK ACCOUNT:

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

24. DECLARATION OF INDEMNITY:

Every member joining The Club and taking part in Club activities shall do so entirely at his or her own risk and no member shall make any claim against The Club or any officer, member, servant or authorised agent thereof for any injury or loss suffered by any such member through his or her participation in the activities of The Club not withstanding that such injury or loss may have been caused by the negligence of The Club or any officer, member, servant or authorised agent thereof.

25. PERSONAL BENEFITS:

- (a) Any income, benefit or advantage shall be applied to the purpose of the club.
- (b) No individual member or associated person shall receive any form of private income, benefit or advantages from the operations.
- (c) No member or any person associated with a member shall participate in or materially influence any decision made by the club in respect of the payment to or on

behalf of that member or associated person of any income, benefit or advantage whatsoever.

(d) Any such income paid shall be reasonable and relative to that which would be paid in an arm's-length transaction (being the open market value).

(e) The provisions and effect of this clause shall not be removed from this document and shall be included and implied in any document replacing this document.

26. WINDING UP:

(a) Upon the winding up of The Club the funds if any remaining after paying all liabilities and the expenses of winding up are to be distributed to the New Zealand Model Aeronautical Association Incorporated provided this organisation is registered with the Charities Commission or holds tax exemption under Section CW34 of the Income Tax Act 2004 from Inland Revenue. Failing this remaining funds to be distributed to a suitable charity provided it is registered with the Charities Commission or holds tax exemption under Section CW34 of the Income Tax Act 2004 from Inland Revenue.

(b) The provisions and effect of this clause shall not be removed from this document and shall be included and implied in any document replacing this document.

NOTE: These Bylaws and Rules were adopted unanimously at the 71st Annual General Meeting of the Tauranga Model Aircraft Club Incorporated on 5 April 2017.
