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Rules of
PALMERSTON NORTH AERONEERS MODEL AERO CLUB (INCORPORATED)

- 1.0 Name
- 1.1 The name of the Club is PALMERSTON NORTH AERONEERS MODEL AERO CLUB INCORPORATED ("the Club").
- 1.2 The Club is constituted by resolution dated 27th February 2020.
- 2.0 Registered Office
- 2.1 The Registered Office of the Club shall be decided from time to time by the Management Committee.
- 3.0 Purposes of the Club
- 3.1 The purposes of the Club are to:
- (a) To act as a controlling body for the sport or pastime of building and flying model aircraft (hereinafter referred to as "the said sport");
 - (b) To encourage and foster the said sport in all its phases;
 - (c) To publicise the activities of the Club and foster interest and pride as a stimulus to recruit new members thereby maintaining membership;
 - (d) To promote and assist in holding social activities for all members enjoyment;
 - (e) To do all other things as are incidental to or conducive to the attainment of the above purposes.
- 3.2 Pecuniary gain is not a purpose of the Club.
- 3.3 PROVIDED HOWEVER that the foregoing purposes shall in no way limit the rights and powers conferred under "The Incorporated Societies Act, 1908" or any amendments thereof.
- 4.0 Managing Committee
- 4.1 The Club shall have a managing committee ("the Committee"), comprising the following persons:
- (a) The President;
 - (b) The Secretary;
 - (c) The Treasurer;
 - (d) The Club Captain;
 - (e) A maximum of three (3) Committee Members;
 - (f) Junior Member (if applicable);
- 4.1.1 Should one person undertake the position of Secretary and Treasurer then an additional Committee Member may be elected.
- 4.1.2 The Club Newsletter Editor shall be appointed by and report to the Committee, but will not be a Committee member unless already a Committee Member.
- 4.2 Only Members of the Club may be Committee Members.
- 5.0 Appointment of Committee Members
- 5.1 At each Annual General Meeting, the Members decide by majority vote:
- (a) Who shall be the President, Secretary, Treasurer, Club Captain and Committee Members;
 - (b) Whether any Committee Member may hold more than one position as an officer;
 - (c) How long each person will be a Committee Member ("the Term").

6.0 Cessation of Committee Membership

6.1 Persons cease to be Committee Members when:

- (a) They resign by giving written notice to the Committee;
- (b) They are removed by a majority vote of the Club at a Club Meeting;
- (c) Their Term expires.

6.2 If a person ceases to be a Committee Member, that person must within one month give to the Committee all Club documents and property.

7.0 Nomination of Committee Members

7.1 Nominations for members of the Committee can either be in writing delivered to the Secretary or accepted during the Annual General Meeting. Regardless of the way nominations are accepted, each nominee must be proposed and seconded by Members. All Committee Members must be elected by majority vote of the Members during the Annual General Meeting.

7.2 All retiring Members of the Committee shall be eligible for re-election.

7.3 If the position of any Officer becomes vacant between Annual General Meetings, the Committee may appoint another Committee Member to fill that vacancy until the next Annual General Meeting.

7.4 If the position of any Committee Member becomes vacant between Annual General Meetings, the Committee may appoint another Club Member to fill that vacancy until the next Annual General Meeting.

7.5 If any Committee Member is absent from three consecutive meetings without leave of absence the President may declare that person's position to be vacant.

8.0 Role of the Committee

8.1 Subject to the rules of the Club ("The Rules"), the role of the Committee is to:

- (a) Administer, manage, and control the Club;
- (b) Carry out the purposes of the Club, and Use Money or Other Assets to do that;
- (c) Manage the Club's financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meetings;
- (d) Set accounting policies in line with generally accepted accounting practice;
- (e) Delegate responsibility and co-opt members where necessary;
- (f) Ensure that all Members follow the Rules;
- (g) Decide how a person becomes a Member, and how a person stops being a Member;
- (h) Decide the times and dates for Meetings, and set the agenda for Meetings;
- (i) Decide the procedures for dealing with complaints;
- (j) Set Membership fees, including subscriptions and levies;
- (k) Make regulations;
- (l) Communicate accordingly to the landlord and neighbours.

8.2 The Committee has all of the powers of the Club, unless the Committee's power is limited by these Rules, or by a majority decision of the Club.

8.3 All decisions of the Committee shall be by a majority vote. In the event of an equal vote, the President shall have a casting vote, that is, a second vote.

8.4 Decisions of the Committee bind the Club, unless the Committee's power is limited by these Rules or by a majority decision of the Club.

9.0 Roles of Committee Members

9.1 The President is responsible for:

- (a) Ensuring that the Rules are followed;
- (b) Convening Meetings and establishing whether or not a quorum is present;
- (c) Chairing Meetings, confirming and signing the minutes, deciding who may speak and when;
- (d) Overseeing the operation of the Club;
- (e) Providing a report on the operations of the Club at each Annual General Meeting;
- (f) Spokesperson and issuing of Media Releases on behalf of the Club.

9.2 The Secretary is responsible for:

- (a) Recording the minutes of Meetings;
- (b) Keeping the Register of Members;
- (c) Holding the Club's records, documents, and books except those required for the Treasurer's function;
- (d) Receiving and replying to correspondence as required by the Committee;
- (e) Forwarding the annual financial statements for the Club to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting;
- (f) Advising the Registrar of Incorporated Societies of any rule changes.

9.3 The Treasurer is responsible for:

- (a) Keeping proper accounting records of the Club's financial transactions to allow the Club's financial position to be readily ascertained;
- (b) Preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the Club's accounting policies (see 8.1.d);
- (c) Providing a financial report at each Annual General Meeting;
- (d) Providing financial information to the Committee as the Committee determines;
- (e) To collect and receipt all moneys due to the Club.
- (f) To pay all accounts due by the Club by cheque after being passed for payment by the Committee and when immediate payment is necessary or prompt payment discount is offered, accounts shall be paid and the action endorsed at the next Committee Meeting.

9.4 The Club Captain is responsible for:

- (a) To keep a register of all the Clubs, national or other records and the results of all contests;
- (b) Investigate all record claims;
- (c) Submit to each Annual General Meeting a report of all activities;
- (d) To officiate at all Club flying meetings;
- (e) To ensure that all activities conform to flying rules recognized by the Club;
- (f) To supervise all Club flying meetings, i.e. timekeepers and measurement officials;
- (g) The Club Captain shall have the power to appoint deputies upon discretion.

9.5 The Newsletter Editor is responsible for:

- (a) To post regular articles of the Club's activities;
- (b) To liaise with the Club's Website provider;
- (c) To report to the Committee of matters relating to the Club's Website.

10.0 Committee Meetings

10.1 Committee meetings may be held in the formats as the Committee may decide.

10.2 No Committee Meeting may be held unless five (5) of the Committee Members attend.

10.3 The President shall chair Committee Meetings, or if the President is absent the Presidents nominated Committee Member. If both the President and the Presidents nominated Committee Member are absent the Committee shall elect another Committee Member to chair that meeting.

10.4 Decisions of the Committee shall be by majority vote.

10.5 The President or person acting as Chair has a casting vote, that is, a second vote.

10.6 Only Committee Members present at a Committee Meeting may vote at that Committee Meeting.

10.7 Subject to these Rules, the Committee may regulate its own practices.

10.8 The President or his nominee shall adjourn the meeting if necessary.

11.0 Types of Members

11.1 Membership may comprise different classes of membership as decided by the Club and is not limited to the classes below:

(a) Life Members

Life Members may be appointed at any Annual General Meeting of the Club by the assembled Members passing a resolution. Life Membership shall be confined to persons who have rendered meritorious service to the Club.

(b) Honorary Members

Honorary Members may be appointed by the Committee for a period not exceeding 12 months and in all cases terminating at the next ensuing Annual General meeting.

(c) Ordinary Members

Ordinary Members shall be attained by a person ("The Applicant") complying with Rule 12 of these Rules. Ordinary Members 18 years of age and over shall be classed as Senior, any Member under the age of 18 years shall be classed as Junior.

(d) Non Flying Associate Members

Persons who in the opinion of the Committee are interested in the said sport but who do not take an active part in the said sport shall be classed as Associate Members.

(e) Flying Associate Members

Persons, who are financial Members of the New Zealand Model Aeronautical Association (Incorporated), either through another club or directly with the New Zealand Model Aeronautical Association (Incorporated), may join the Club and be classed as Flying Associate Members.

11.2 Privileges of Life and Honorary Members

Life and Honorary Members need not pay any membership Fee. All the rights and privileges of membership and are included in the term "Members" for the purposes of these Rules.

11.3 Patron

The Club may, at its discretion, elect a Patron of the Club for such period as may be deemed necessary. Such Patron shall not be eligible to vote unless he is a current member of the Club under another category of Membership.

11.4 All Members have the responsibilities set out in these Rules.

11.5 Non Flying Associate Members are not eligible to be Committee Members or to vote at any Club Meeting.

12.0 Admission of Members

12.1 To become a Member, a person ("the Applicant") must:

- (a) Complete an application form, if the Rules, Bylaws or Committee requires this; and
- (b) Supply any other information the Committee requires.

12.2 The Committee may interview the Applicant when it considers Membership applications.

12.3 The Committee shall have complete discretion when it decides whether or not to allow the Applicant become a Member. The Committee shall advise the Applicant of its decision, and that decision shall be final.

13.0 The Register of Members

13.1 The Secretary shall keep a register of Members ("the Register"), which shall contain the names, the postal and email addresses and telephone numbers of all Members, and the dates at which they became Members.

13.2 If a Member's contact details change, that Member shall give the new postal or email address or telephone number to the Secretary.

13.3 Each Member shall provide such other details, as the Committee requires.

13.4 Members shall have reasonable access to the Register of Members.

14.0 Cessation of Membership

14.1 Any Member may resign by giving written notice to the Secretary. Failure to resign in this manner will not relieve such Member from any payment that they owe to the Club.

14.2 Breach of Rules or Acts Inconsistent with the Purposes of the Club:

- (a) Any member for any reason whatsoever, breaching the Rules of the Club or acting in a manner inconsistent with the purpose of the Club may be suspended by the Club Captain or their appointed deputy, and the case dealt with by the Committee within one (1) week of the alleged offence. The Committee may further suspend or terminate the Member's Membership. The Member or their Representative shall have the right to be heard by the Committee.
- (b) Any Member suspended or has his Membership terminated by the Committee has the right of appeal to the Club at a General Meeting.
- (c) When the Member is heard at a Club Meeting, the Club may question the Member and the Committee Members.
- (d) The Club shall then by majority vote decide whether to let the termination stand, or whether to reinstate the Member. The Club's decision will be final.

14.3 Failure to Pay Membership Fees and Levies

- (a) If any Member does not pay a Membership Fee or Levy by the date set by the Committee or the Club, the Secretary will give written notice that, unless the arrears are paid by a nominated date, the Membership will be terminated. After that date, the Member shall (without being released from the obligation of payment of any sums due to the Club) have no Membership rights and shall not be entitled to participate in any Club activity.
- (b) Members, who are more than 12 months in arrears with Memberships Fees or Levies, will be removed from the Club Register of Members and will need to reapply to become a Member.

15.0 Obligations of Members

15.1 All Members (and Committee Members) shall promote the purposes of the Club and shall do nothing to bring the Club into disrepute.

16.0 Use of Money and Other Assets

16.1 The Club may only Use Money and Other Assets if:

- (a) It is for a purpose of the Club;
- (b) It is not for the sole personal or individual benefit of any Member; and
- (c) That Use has been approved by either the Committee or by majority vote of the Club.

16.2 Trophies unless otherwise determined by the Club in a 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 return the trophy to the Club Captain in good condition upon request.

16.3 Equipment or assets purchased by or given to the Club shall remain the property of the Club unless otherwise determined by the Club in a General Meeting. Equipment must be kept secure either at the Club rooms or in safe keeping with a Club Member. If equipment is being held by a Club Member it must be returned to the Club when requested by the Club.

17.0 Additional Powers

17.1 The Club may:

- (a) Employ people for the purposes of the Club;
- (b) Exercise any power a trustee might exercise;
- (c) Invest in any investment that a trustee might invest in;
- (d) Borrow money and provide security for that if authorised by Majority vote at any Club Meeting.

18.0 Financial Year

18.1 The financial year of the Club begins on the 1st January of every year and ends on 31st December of that year.

19.0 Assurance on the Financial Statements

19.1 The Club shall appoint a person to review the annual financial statements of the Club ("the Reviewer"). The Reviewer shall conduct an examination with the objective of providing a report that nothing has come to the Reviewer's attention to cause the Reviewer to believe that the financial information is not presented in accordance with the Club's accounting policies. The Reviewer must be a suitably qualified person and must not be a member of the Committee, or an employee of the Club. If the Club appoints a Reviewer who is unable to act for some reason, the Committee shall appoint another Reviewer as a replacement.

The Committee is responsible to provide the Reviewer with:

- (a) Access to all information of which the Committee is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters;
- (b) Additional information that the reviewer may request from the Committee for the purpose of the review; and
- (c) Reasonable access to persons within the Club from whom the reviewer determines it necessary to obtain evidence.

20.0 Club Meetings

20.1 A Club Meeting is either an Annual General Meeting or a Special General Meeting.

20.2 The Annual General Meeting shall be held once every year, no later than three months after the Club's balance date. The Committee shall determine when and where the Club shall meet within those dates.

20.3 Special General Meetings may be called by the Committee. The Committee must call a Special General Meeting if the Secretary receives a written request with the reason and signed by at least 10% of the Members.

20.4 The Secretary shall:

- (a) Give all Members at least 14 days Written Notice of the business to be conducted at any Club Meeting;
- (b) Additionally, the Secretary will provide, appropriate:
 - (I) A copy of the President's Report on the Club's operations and of the Annual Financial Statements as approved by the Committee;
 - (II) A list of Nominees for the Committee, and information about those Nominees if it has been provided;
 - (III) Notice of any motions and the Committee's recommendations about those motions;
 - (IV) If the Secretary has sent a notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.

20.5 All Members with the exception of Non Flying Associate Members (paragraph 11.5) may attend and vote at Club Meetings. Any member shall be entitled to arrange for voting by proxy at any Club Meeting of the Club. Written request for proxy representation must be handed to the Secretary prior to the commencement of the meeting.

20.6 No Club Meeting may be held unless at least 10 eligible Members attend. (This will constitute a quorum). Proxies shall be counted in determining whether a quorum is present.

20.7 The President shall chair Club Meetings, or if absent the Presidents nominated Committee Member. If both the President and the Presidents nominated Committee Member are absent the Members present shall elect another Committee Member to Chair that meeting. Any person chairing a Club Meeting has a casting vote.

20.8 On any given motion at a Club Meeting, the President shall in good faith determine whether to vote by:

- (a) Voices;
- (b) Show of hands; or
- (c) Secret ballot.

However, if any Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the President will have a casting, that is, second vote.

20.9 The business of an Annual General Meeting shall be:

- (a) Receiving any minutes of the previous Club's Meeting(s);
- (b) The President's report on the business of the Club;
- (c) The Treasurer's report on the finances of the Club, and the Annual Financial Statements;
- (d) Adoption of Annual Report and Financial Statements;
- (e) Vote of thanks to outgoing Committee;
- (f) Determination of Annual Membership Fee;
- (g) Election of Committee Members;
- (h) Motions to be considered;
- (i) General business.

20.10 The President or his nominee shall adjourn the meeting if necessary.

21.0 Motions at Club Meetings

21.1 Any Member may request that a motion be voted on ("Member's Motion") at a particular Club Meeting, by giving written notice to the Secretary at least 14 days before that meeting. The Member may also provide information in support of the motion ("Member's Information"). The Committee may in its absolute discretion decide whether or not the Club will vote on the motion. However, if the Member's Motion is signed by at least 3 eligible Members:

- (a) It must be voted on at the Club Meeting chosen by the Member; and
- (b) The Secretary must give the Member's Information to all Members at least 7 days before the Club Meeting chosen by the Member;

or

If the Secretary fails to do this, the Member has the right to raise the motion at the following Club Meeting.

21.2 The Committee may also decide to put forward motions for the Club to vote on ("Committee Motions") which shall be suitably notified.

22.0 Signing of Documents

22.1 Documents should be signed by whomever is authorised by the Committee.

- (a) Document and Cheque signatories are to be confirmed at the first Committee Meeting each year.
- (b) Club bank account signatories will be the Treasurer and any one of the following:
 - (I) President
 - (II) Secretary
- (c) In the event of a long term absence of any signatory the Committee shall nominate another Committee Member as signatory.

22.2 In the event of payments being made to any person who is a signatory, then the other signatories are required.

22.3 The common seal (Rubber Stamp) of the Club shall be kept in the care of the Secretary. The seal shall not be used or affixed to any deed or document except pursuant to a resolution of the Committee and in the presence of at least the President and two members of the Committee, both of whom shall subscribe their names as witnesses.

23.0 Altering the Rules

23.1 The Club may alter or replace these Rules at a Club Meeting by a resolution passed by a majority of at least three quarters (75%) of those Members present personally or by proxy.

23.2 Changes to the Rules must not be inconsistent with the Rules of the Club.

23.3 Any proposed motion to amend or replace these Rules shall be signed by at least 3 eligible Members and given in writing to the Secretary at least 14 days before the Club Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.

23.4 At least 7 days before the General Meeting at which any Rule change is to be considered the Secretary shall give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.

23.5 When a Rule change is approved by a General Meeting no Rule change shall take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies.

24.0 Bylaws to govern the Club

24.1 The Committee may from time-to-time make, alter or rescind bylaws for the general management of the Club, so long as these are not repugnant to these rules or to the provisions of law. All such bylaws shall be binding on members of the Club. A copy of the bylaws for the time being shall be available for inspection by any member on request to the Secretary.

25.0 Winding up

25.1 If the Club is wound up:

- (a) The Club's debts, costs and liabilities shall be paid;
- (b) Surplus Money and Other Assets of the Club may be disposed of:
 - (I) By resolution; or
 - (II) According to the provisions in the Incorporated Societies Act 1908; but
- (c) No distribution may be made to any Member;
- (d) The surplus Money and Other Assets shall be distributed to:
 - (I) The New Zealand Model Aeronautical Association (Incorporated); or
 - (II) Another incorporated Club having purposes similar to those of the Club; or
 - (III) For charitable or benevolent purposes, which incorporated Club or purposes, as the case requires, shall be determined by resolution of the members.

26.0 Definitions and Miscellaneous matters

26.1 In these Rules:

- (a) "Majority vote" means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.
- (b) "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Club.
- (c) "Club Meeting" means any Annual General Meeting, or any Special General Meeting, but not a Committee Meeting.
- (d) "Use Money or Other Assets" means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.
- (e) "Written Notice" means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.
- (f) It is assumed that
 - (I) Where a masculine is used, the feminine is included;
 - (II) Where the singular is used, plural forms of the noun are also inferred;
 - (III) Headings are a matter of reference and not a part of the rules.
- (g) "Matters not covered in these rules shall be decided upon by the Committee.
- (h) "Adjourned Meetings" means, If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the President of the Club, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The President may with the consent of any Club Meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.