

Constitution

Aeromodellers NSW Incorporated

ABN 12 088 684 090

Under the *Associations Incorporation Act 2009* (NSW)

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Part 1 - Preliminary

1 Definitions and interpretation

1.1 Definitions

In this Constitution:

Affiliated Club Delegate means an individual who is at least 18 years of age and who is appointed by an Affiliated Member Club from time to time to represent the Affiliated Member Club at General Meetings of the Association and all matters concerning the Association.

Affiliated Member Club means a club that is an Entity and admitted as a Member in the class of membership as described in clause 6(c)(i).

Annual General Meeting means a General Meeting required to be held annually as provided in clause 43.

Associate Member means an individual who is a Member in the class of membership as described in clause 6(c)(iii).

Association means Aeromodellers NSW Incorporated being an incorporated association established under the Associations Act with incorporation number INC3410031 and ABN 12 088 684 090.

Associations Act means the *Associations Incorporation Act 2009* (NSW).

Associations Regulation means the *Associations Incorporation Regulation 2022* (NSW).

By-laws means the by-laws made by the Committee in accordance with clause 21(c).

Chairperson means the President.

Committee means the governing body of the Association with powers as provided in clause 21.

Committee Member means a person elected as a member of the Committee pursuant to clause 27 and includes an Office-bearer and an Ordinary Committee Member.

Constitution means this constitution as amended from time to time.

Deputy Chairperson means the Vice-President.

Entity means an association, corporation, trust, body corporate or other unincorporated body, but shall not include an individual person or a partnership of individual persons.

Financial Year means the financial year of the Association as set out in clause 60.

General Meeting means a meeting of Members of the Association and includes an Annual General Meeting.

Insolvency Event occurs where:

- (a) an order is made, or a resolution is passed by creditors for the winding up, dissolution or external administration of the Member;
- (b) the Member enters into any arrangement, compromise or composition with or assignment for the benefit of its creditors or any class of them; or

- (c) a controller, receiver, receiver and manager, official manager or other external administrator is appointed to the Member.

Legal Capacity means, in relation to an individual, that the individual is at least 18 years of age, and that:

- (a) in the Committee's reasonable assessment, the individual is capable of understanding the nature and effect of their participation in the Association's affairs without the need of special assistance or explanation;
- (b) in the Committee's reasonable assessment, the individual is able to receive and understand communications and express their will in relation to the Association's affairs; or
- (c) their person or estate is not liable to be dealt with under the laws relating to mental health:
 - (i) on a permanent or ongoing basis;
 - (ii) in an involuntary manner; or
 - (iii) on a court ordered basis.

Life Member means a Member in the class of membership as described in clause 6(c)(ii).

MAAA Inc means Model Aeronautical Association of Australia Inc being an incorporated association established in South Australia under the *Associations Incorporation Act 1985* (SA) with incorporation number A11139, ABN 64 819 095 900 and ARBN 693 724 462.

Member means an Affiliated Member Club, Life Member, Associate Member, Social Member, or, in the case of a club that is unincorporated, the appointed individual or trustee that is authorised to act as its representative, who is entered on the Register of Members as a member in accordance with clause 11(e).

Membership means membership of the Association.

NSW means the state of New South Wales.

Object means the object of the Association as set out in clause 2.

Office-bearer means an individual referred to in clause 22(b)(i) elected as a Committee Member in accordance with clause 27.

Ordinary Committee Member means an individual referred to in clause 22(b)(ii) elected as a Committee Member in accordance with clause 27.

Public Officer has the same meaning it has in the Associations Act.¹

Register of Members means the register of members maintained under clause 15.

Secretary means an individual appointed as secretary of the Association in accordance with clause 30.

¹ At the time of adoption of this Constitution, section 4(1) of the Associations Act provides that public officer, in relation to an association, means the person who is appointed as the association's public officer, and, until he or she is replaced by a person so appointed, includes the person who is nominated as the association's public officer in the association's application for registration.

Social Member means an individual who is a Member in the class of membership described in clause 6(c)(iv).

Special General Meeting means a General Meeting of the Association other than an Annual General Meeting.

Special Resolution has the same meaning it has in the Associations Act.²

Subcommittee means a subcommittee established under clause 38.

Surplus Property has the same meaning it has in the Associations Act.³

1.2 Interpretation

(a) In this Constitution:

- (i) a reference to a function includes a reference to a power, authority or duty;
- (ii) a reference to the exercise of a function includes performing a duty;
- (iii) words importing any gender include all other genders;
- (iv) the singular includes the plural and vice versa;
- (v) a reference to a law includes regulations and instruments made under the law;
- (vi) a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by a state, a territory or the Commonwealth of Australia or otherwise;
- (vii) a reference to a meeting includes a meeting occurring by technology provided the technology gives each person entitled to attend the meeting a reasonable opportunity to participate without being physically present in the same place, and includes a General Meeting at one or more physical venues.
- (viii) a reference to a person being present in person includes an individual participating in a meeting as described in clause 1.2(a)(vii);
- (ix) a reference to a person being present includes a person participating in a meeting in person or through a proxy, attorney or Affiliated Club Delegate;
- (x) where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law of a state, a territory or the Commonwealth of Australia relating to

² At the time of adoption of this Constitution, section 39(1) of the Associations Act provides that a resolution is passed by an association as a special resolution—

(a) at a meeting of the association of which notice has been given to its members no later than 21 days before the date on which the meeting is held, or

(b) in a postal, electronic or combined ballot conducted by the association, or

(c) in such other manner as the Secretary may direct, if it is supported by at least three-quarters of the votes cast by members of the association who, under the association's constitution, are entitled to vote on the proposed resolution.

³ At the time of adoption of this Constitution, section 65(6) of the Associations Act provides that surplus property means the property of an association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of the association.

electronic signing and transmission, subject at all times to the Associations Act;

- (xi) a reference to a person includes a natural person, corporation, Entity or other body corporate;
 - (xii) “writing” and “written” includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise; and
 - (xiii) Australian dollars, dollars, A\$ or \$ is a reference to the lawful currency of Australia.
- (b) The *Interpretation Act 1987* (NSW) applies to this Constitution as if it were an instrument made under the Associations Act.

2 Object of the Association

- (a) The object for which the Association is established is to promote the development of model aviation in NSW.
- (b) The Association may pursue and promote its Object by, including but not limited to:
- (i) promoting, organising and encouraging model aircraft construction and flying through the community of aeromodelling clubs in NSW under membership of the MAAA Inc;
 - (ii) co-operating with government bodies in Australia and overseas to further the interests of aeromodelling;
 - (iii) promoting, supporting and encouraging education relating to aeromodelling;
 - (iv) co-operating or affiliating with organisations having objects and purposes similar to those of the Association in any manner which may further the interests of aeromodelling or the Association generally, such as affiliation with MAAA Inc;
 - (v) representing the interests of aeromodelling and participants in aeromodelling within NSW at both the local and international level, such as representation to the Federation Aeronautique Internationale;
 - (vi) taking over the assets and liabilities of the predecessor associations, the Radio Control Aircraft Society and Miniature Aero Sports NSW;
 - (vii) acting as trustee and performing and discharging the duties and functions incidental thereto where this is incidental or conducive to the attainment of the Object; and
 - (viii) doing such other things as are incidental or ancillary to the attainment of the Object.

3 Powers

The Association has the legal capacity and powers of an individual and also has all the powers of a body corporate under the Associations Act.

4 Application of income for Object only

- (a) The income and the property of the Association, however derived:
 - (i) must be applied solely towards the promotion of the Object; and
 - (ii) may not be paid or transferred to the Members, in whole or in part, either directly or indirectly by way of dividend, bonus or otherwise.
- (b) Clause 4(a) does not prevent payment, directly or indirectly, in good faith to a Member:
 - (i) of reasonable remuneration for services to the Association in the ordinary course of business;
 - (ii) for goods supplied by the Member to the Association in the ordinary course of business;
 - (iii) of fair and reasonable interest on money borrowed by the Association in the ordinary course of business from a Member at a rate not exceeding that fixed for the purposes of this clause 4(b)(iii) by the Association in a General Meeting;
 - (iv) of reasonable rent or equivalent payment (including licence fees) for use of premises let by a Member to the Association;
 - (v) for reimbursement of reasonable out-of-pocket expenses incurred on behalf of the Association; or
 - (vi) in furtherance of the Object.

5 Winding up and cancellation

- (a) The Association may be wound up by Special Resolution.
- (b) Subject to clause 5(c), in the event of the winding up or the cancellation of the incorporation of the Association, the Surplus Property of the Association must not be distributed to any Members or former Members.
- (c) Subject to the Associations Act, the Surplus Property of the Association must be given or transferred to one or more funds or institutions:
 - (i) that have objects similar to, or inclusive of, the Object; and
 - (ii) are a not-for-profit entity whose rules or governing document prohibit the distribution of its income and assets among its members (if it has members) to at least the same extent as imposed on the Association under this Constitution.
- (d) The funds or institutions will be decided by the Members at or before the time of dissolution.

Part 2 - Membership

6 Membership

- (a) The minimum number of Members is 5.
- (b) The Members of the Association are:

- (i) the 'affiliated clubs' of the Association immediately before the adoption of this Constitution;
 - (ii) the 'life members' immediately before the adoption of this Constitution;
 - (iii) the 'associate members', including both 'senior associate members' and 'junior associate members', immediately before the adoption of this Constitution;
 - (iv) the 'social members' immediately before the adoption of this Constitution;
 - (v) any Affiliated Member Club or Social Member that the Committee approves to be a Member under clause 11;
 - (vi) an individual who is an Associate Member under clause 9; and
 - (vii) an individual who is appointed as a Life Member under clause 10.
- (c) From the date of adoption of this Constitution, the Association shall have 4 classes of Membership:
- (i) Affiliated Member Club;
 - (ii) Life Member;
 - (iii) Associate Member; and
 - (iv) Social Member.
- (d) At the date of adoption of this Constitution:
- (i) each Member that was an 'affiliated club' of the Association immediately before the adoption of this Constitution will be an Affiliated Member Club;
 - (ii) each Member that was a 'life member' of the Association immediately before the adoption of this Constitution will be a Life Member; and
 - (iii) each Member that was an 'associate member', including both 'senior associate members' and 'junior associate members', of the Association immediately before the adoption of this Constitution will be an Associate Member;
 - (iv) each Member that was a 'social member' of the Association immediately before the adoption of this Constitution will be a Social Member.

7 Membership rights and benefits

A Member has rights in accordance with the class of Membership to which they belong, as set out in this clause:

- (a) Each Affiliated Member Club is entitled to:
 - (i) receive notices of General Meetings and to attend and be heard at General Meetings of the Association; and
 - (ii) each Affiliated Member Club with 5 or more members who are over the age of 18 years is entitled to exercise one vote at any General Meeting of the Association.
- (b) Each Life Member is:

- (i) entitled to receive notices of General Meetings and to attend and be heard at General Meetings of the Association;
 - (ii) not entitled to vote at any General Meeting of the Association; and
 - (iii) exempt from payment of the Membership fees payable under clause 16.
- (c) Each Associate Member is:
 - (i) entitled to receive notices of General Meetings and to attend and be heard at General Meetings of the Association; and
 - (ii) not entitled to vote at any General Meeting of the Association.
- (d) Each Social Member is:
 - (i) entitled to receive notices of General Meetings and to attend and be heard at General Meetings of the Association; and
 - (ii) not entitled to vote at any General Meeting of the Association.
- (e) A Member also has the benefits, duties and obligations provided for the membership class to which they belong as may be provided in the By-laws.

8 Membership qualifications

- (a) A person is qualified to apply to be an Affiliated Member Club under clause 11 if the person:
 - (i) is an Entity that, in the opinion of the Committee, has objects similar to, or inclusive of, the Object;
 - (ii) has one or more members;
 - (iii) is formed or established in the state of NSW;
 - (iv) in the case of a club that is unincorporated, has appointed an individual or trustee that is authorised to act as its representative for the purposes of being an Affiliated Member Club; and
 - (v) agrees to comply with the Associations Act and this Constitution.
- (b) A person is qualified to apply to be a Social Member under clause 11 if the person:
 - (i) is an individual;
 - (ii) has consented in writing to be a Social Member of the Association; and
 - (iii) has agreed to comply with the Associations Act and this Constitution.

9 Associate Membership

An individual is an Associate Member under clause 6(c)(iii) if the person:

- (a) is a member of an Affiliated Member Club;
- (b) has consented in writing to be an Associate Member of the Association;
- (c) has agreed to comply with the Associations Act and this Constitution; and
- (d) their name has been entered in the Register of Members.

10 Life Membership

- (a) An individual is a Life Member under clause 6(c)(ii) if the person:
 - (i) is an individual;
 - (ii) has been appointed as a Life Member by ordinary resolution in a General Meeting of Members, where the Members in General Meeting are satisfied that the person:
 - (A) has rendered long and valued service to the Association; or
 - (B) has demonstrated exceptional commitment to pursuing the Association's Object over time;
 - (iii) consents in writing to become a Life Member; and
 - (iv) agrees to comply with the Associations Act and this Constitution.
- (b) A Life Member ceases to be a Life Member if the Members in General Meeting pass a special resolution to revoke the person's Life Membership.

11 Application for Membership

- (a) A person may apply to become an Affiliated Member Club or Social Member by completing an application for Membership:
 - (i) in writing in such form as determined by the Committee, including in electronic form; and
 - (ii) lodging it with the Secretary.
- (b) As soon as practicable after receiving an application for Membership, the Secretary must refer the application to the Committee. The Committee must determine whether to approve or to reject the application. The Committee has the discretion to refuse any person admission as a Member without giving any reason for refusing.
- (c) As soon as practicable after the Committee makes that determination, the Secretary must:
 - (i) cause notice to be given to the applicant, in writing, that the Committee has approved or rejected the application for Membership; and
 - (ii) if the Committee approved the application for Membership, request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) the Membership fees payable under clause 16.
- (d) The Secretary must, as soon as practicable after the applicant pays the Membership fees in accordance with clause 11(c)(ii), enter the applicant's name in the Register of Members.
- (e) An applicant becomes a Member when their name is entered in the Register of Members.
- (f) An applicant that is:
 - (i) a representative of an unincorporated body appointed in accordance with clause 8(a)(iv); and

- (ii) approved as a Member under clause 11(b) and entered in the Register of Members under clause 11(e),

is a Member and is entitled to exercise all rights of an Affiliated Member Club.

- (g) The Secretary must, as soon as practicable after a person is appointed as a Life Member under clause 10(a)(ii), enter the person's name in the Register of Members.
- (h) A person appointed as a Life Member under clause 10(a)(ii) becomes a Life Member when their name is entered in the Register of Members.

12 Cessation of Membership

- (a) A person ceases to be a Member if they:
 - (i) in the case of an individual, die or, in the case of an Entity, cease to exist or are wound up;
 - (ii) resign from being a Member under clause 14;
 - (iii) cease to qualify under clauses 8 or 9 or 10;
 - (iv) fail to respond to correspondence sent by the Association for the purpose of confirming their Membership or address details within 3 months of the date of the correspondence and the Committee determines, in its discretion, to remove the Member's name from the Register;
 - (v) in the case of an individual, become bankrupt or insolvent or make an arrangement or composition with creditors of a person's joint or separate estate generally;
 - (vi) in the case of a body corporate, immediately before the Member becomes subject to an Insolvency Event;
 - (vii) in the case of an individual who is at least 18 years of age, do not have Legal Capacity; or
 - (viii) are expelled from the Association under clause 19.
- (b) If a person ceases to be a Member, the Secretary must, as soon as practicable, enter the date the person ceased to be a Member in the Register of Members.

13 Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a Member:

- (a) is not capable of being transferred to another person; and
- (b) terminates on cessation of the person's Membership.

14 Resignation of Membership

A Member who has paid all amounts payable to the Association in respect of their Membership may resign from Membership by:

- (a) first giving to the Secretary written notice of at least 28 days, or such other period as the Committee may from time to time determine, of the Member's intention to resign; and

- (b) on the expiration of the period of notice under clause 14(a), the Member ceases to be a Member.

15 Register of Members

- (a) The Secretary must establish and maintain a Register of Members.
- (b) The Register of Members:
 - (i) may be in written or electronic form, and if it is in electronic form, it must be able to be converted to hard copy;
 - (ii) must include:
 - (A) the full name of the Member;
 - (B) the residential, postal or email address of the Member;
 - (C) the class of membership of the Member;
 - (D) in the case of an Affiliated Member Club, the name of any Affiliated Club Delegate;
 - (E) in the case of an unincorporated Affiliated Member Club, the name of the representative appointed in accordance with clause 8(a)(iv);
 - (F) in the case of an Associate Member, the name of the Affiliated Club(s) of which the individual is a member; and
 - (G) the date on which the person became a Member; and
 - (iii) for each person who ceased to be a Member, the date on which the person ceased to be a Member.
- (c) The Register of Members must be kept in New South Wales:
 - (i) at the main premises of the Association; or
 - (ii) if the Association has no premises, at the official address of the Association.
- (d) A hard copy of the Register of Members must be available for inspection, free of charge, by any Member at a reasonable time.
- (e) A Member may obtain a hard copy of the Register of Members, or any part of it, on payment of a fee of not more than \$1, as determined by the Committee, for each page copied.
- (f) Information about a Member, other than the Member's name, must not be made available for inspection if the Member requests that the information not be made available.
- (g) A Member must not use information about a Member obtained from the Register of Members to contact or send material to the Member unless:
 - (i) the information is used to send the Member:
 - (A) a newsletter relating to the Association;
 - (B) a notice for a meeting or other event relating to the Association;
 - (C) other material relating to the Association; or
 - (D) it is necessary to comply with a requirement of the Associations Act or Associations Regulation.

16 Membership fees

A Member must pay to the Association such Membership fees for Membership of the Association as prescribed from time to time by the Committee within such time period as may be prescribed from time to time by the Committee.

17 Members' liabilities

The liability of a Member to contribute towards:

- (a) the payment of the debts and liabilities of the Association; or
- (b) the costs, charges and expenses of the winding up of the Association,

is limited to the amount, if any, unpaid by the Member in respect of their Membership under clause 16.

18 Resolution of internal disputes

- (a) Where there is a dispute (whether arising out of the application of this Constitution, the By-laws or otherwise) between 2 or more Members (in their capacity as Members), or one or more Members and the Association, then either party must, prior to the commencement of any proceedings in a Court or Tribunal or before any authority or board, notify the other in writing of the nature of the dispute, and the following must occur:
 - (i) the disputants must in the period of 14 days from the service of such notice use their best endeavours to resolve the dispute;
 - (ii) if the disputants are unable to resolve the dispute between themselves in accordance with clause 18(a)(i), the dispute must be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983* (NSW);
 - (iii) at least 7 days before the commencement of a mediation session, the disputants must exchange statements of the issues that are in dispute between them and supply copies to the mediator;
 - (iv) if the dispute is not resolved by mediation in the period of 3 months after it is referred to the Community Justice Centre, it must be referred to the Association, which may refer the dispute to arbitration; and
 - (v) the *Commercial Arbitration Act 2010* (NSW) applies to a dispute referred to arbitration.
- (b) The procedure in this clause 18 will not apply in respect of proceedings for urgent interlocutory relief.

19 Disciplining of Members

- (a) A complaint may be made to the Committee by any person that a Member:
 - (i) has persistently refused or neglected to comply with a provision or provisions of this Constitution; or
 - (ii) has persistently and wilfully acted in a manner prejudicial to the interests of the Association.
- (b) The Committee may refuse to deal with a complaint if the Committee considers the complaint to be trivial or vexatious.

- (c) On receiving such a complaint, the Committee:
 - (i) must cause notice of the complaint to be served on the Member concerned;
 - (ii) must give the Member at least 14 days from the time the notice is served within which to make submissions to the Committee in connection with the complaint; and
 - (iii) must take into consideration any submissions made by the Member in connection with the complaint.
- (d) The Committee may, by resolution, expel the Member from the Association or suspend the Member if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- (e) If the Committee expels or suspends a Member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the Member of the action taken, of the reasons given by the Committee for having taken that action and of the Member's right of appeal under clause 20.
- (f) The expulsion or suspension does not take effect:
 - (i) in the case of expulsion, and where the Association is affiliated with MAAA Inc, until the matter has been referred to MAAA Inc and the decision to expel the Member from MAAA Inc has been affirmed;
 - (ii) until the expiration of the period within which the Member is entitled to appeal against the resolution concerned; or
 - (iii) if within that period the Member exercises the right of appeal, unless and until the Association confirms the resolution under clause 20(e), whichever is the later.

20 Right of appeal of disciplined Member

- (a) A Member may appeal to the Association in General Meeting against a resolution of the Committee under clause 19, within 7 days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.
- (b) The notice may, but need not, be accompanied by a statement of the grounds on which the Member intends to rely for the purposes of the appeal.
- (c) On receipt of a notice from a Member under clause 20(a), the Secretary must notify the Committee and the Committee must convene a General Meeting of the Association to be held within 28 days after the date on which the Secretary received the notice.
- (d) At a General Meeting convened under clause 20(c):
 - (i) no business other than the question of the appeal is to be transacted; and
 - (ii) the Committee and the Member must be given the opportunity to state their respective cases orally or in writing, or both; and
 - (iii) the Members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

- (e) If the General Meeting passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

Part 3 - The Committee

Division 1 – Composition and functions of the Committee

21 Functions of the Committee

Subject to the Associations Act, the Associations Regulation and this Constitution, and to any resolution passed by the Association in General Meeting, the Committee:

- (a) is to control and manage the affairs of the Association;
- (b) may exercise all such functions as may be exercised by the Association, other than those functions that are required by this Constitution to be exercised by the Association in General Meeting; and
- (c) has power to perform all such acts and do all such things as appear to the Committee to be necessary or convenient for the proper management of the affairs of the Association, including making, rescinding or amending By-laws which are binding on the Committee, Members and Associates for the management and conduct of the business of the Association.

22 Composition of the Committee

- (a) The number of Committee Members must be such a number between 3 and 11 as determined by the Members. In the absence of any such determination, the number of Committee Members will be 11.
- (b) Subject to clauses 22(a) and 22(e), the Committee will be comprised of:
 - (i) the following Office-bearers:
 - (A) President;
 - (B) Vice-President;
 - (C) Secretary;
 - (D) Treasurer; and
 - (ii) up to 9 Ordinary Committee Members.
- (c) An Office-bearer may hold up to 2 offices under clause 22(b)(i), other than both the offices of President and Vice-President.
- (d) At any one time, no more than 2 Committee Members may be members of the same Affiliated Member Club.
- (e) To facilitate a transition in governance arrangements, at the General Meeting at which this Constitution is adopted by the Members, the individuals holding office as a member of the 'Management Committee' by virtue of being:
 - (i) the 'president', 'vice president', 'secretary' and 'treasurer' immediately before the adoption of this Constitution will continue in office as a Committee Member and Office-bearer subject to the provisions of this Constitution; and

- (ii) 'the 'assistant secretary', 'editor', 'registrar', 'chief flying instructor' and 'safety officer' immediately before the adoption of this Constitution will continue in office as an Ordinary Committee Member subject to the provisions of this Constitution.

23 Qualifications of Committee Members

- (a) To be eligible for the office of Committee Member, an individual must:
 - (i) be nominated in writing by 2 Associate Members;
 - (ii) be an Associate Member; and
 - (iii) be of at least 18 years of age.
- (b) The nomination must be:
 - (i) accompanied by the written consent of the candidate to the nomination; and
 - (ii) given to the Secretary at least 14 days before the date fixed for the annual general meeting at which the election is to take place.

24 Terms of Committee Members

- (a) Subject to clause 24(b) and clause 28, a Committee Member is elected for a term of 2 years.
- (b) At each Annual General Meeting, any Committee Member who has held office for 2 years or more since last being elected must retire from office, but is eligible to be re-elected. A retiring Committee Member holds office until the conclusion of the meeting at which that Committee Member retires.

25 Service limit

There is no maximum number of consecutive terms for which a Committee Member may hold office.

26 Casual vacancy

- (a) The Committee may at any time appoint an individual meeting the requirements of clause 23 to be a Committee Member to fill a casual vacancy.
- (b) A Committee Member appointed under clause 26(a) holds office until the start of the next Annual General Meeting but is eligible for election at that meeting.

27 Election of Committee Members

- (a) Subject to any procedure for the election of Committee Members contained in the By-laws from time to time, the Members may, at an Annual General Meeting at which a:
 - (i) Committee Member retires or otherwise vacates office; or
 - (ii) Committee Member vacancy exists by operation of clause 22(a) or otherwise,by resolution, fill the vacated office by electing an individual who is eligible to be a Committee Member under clause 23 to that office.

- (b) If the number of candidates for Committee Members is equal to the number of vacancies to be filled, the individuals nominated are taken to be elected.
- (c) If the number of candidates for Committee Members exceeds the number of vacancies to be filled, a ballot must be held.
- (d) The ballot for the election of Committee Members is to be conducted at the Annual General Meeting in such usual and proper manner as is contained in the By-laws or the Committee may direct from time to time.

28 Retirement of Committee Members – transitional rule applying for first and second Annual General Meetings

- (a) At the first Annual General Meeting from the date of adoption of this Constitution, all Ordinary Committee Members must retire from office but are eligible for reappointment.
- (b) At the second Annual General Meeting from the date of adoption of this Constitution all Office-bearers must retire from office but are eligible for reappointment.
- (c) For the avoidance of doubt, this clause 28 ceases to have any application following the second Annual General Meeting from the date of adoption of this Constitution.

29 Chairperson and Deputy Chairperson

- (a) The Chairperson shall be the President from time to time by virtue of their office.
- (b) The Deputy Chairperson shall be the Vice-President from time to time by virtue of their office.
- (c) If a Committee Meeting is held and the Chairperson is not present within 10 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act, then the Deputy Chairperson, must be the chairperson of the meeting or, if the Deputy Chairperson is not present, the Committee Members present must elect one of their number to be a chairperson of the meeting.

30 Secretary

- (a) The Secretary must, as soon as practicable after being elected as Secretary, lodge notice with the Association of their address.
- (b) The Secretary must keep minutes in written or electronic form of:
 - (i) all elections of Committee Members;
 - (ii) the names of Committee Members present at a Committee meeting or a General Meeting; and
 - (iii) all proceedings at Committee meetings and General Meetings.
- (c) Minutes of proceedings at a meeting referred to in clause 30(b)(iii) must be signed, in writing or by electronic means, by the chairperson presiding at the meeting or by the chairperson presiding at the succeeding meeting.

31 Register of Committee Members

- (a) The Secretary must establish and maintain a Register of Committee Members.
- (b) The Register of Committee Members:

- (i) may be in written or electronic form; and
- (ii) must include, for each Committee Member:
 - (A) the Committee Member's name;
 - (B) the date on which the Committee Member takes office;
 - (C) the date on which the Committee Member vacates office; and
 - (D) such other particulars as may be prescribed by the Associations Act or the Associations Regulation.
- (c) If the Register of Committee Members is kept in physical form, it must be kept in NSW:
 - (i) at the main premises of the Association; or
 - (ii) if the Association has no premises, at the Association's official address.
- (d) Any change in the Committee Members must be recorded in the Register of Committee Members within one month after the change occurs.
- (e) The Association must, on request, give a person a copy of the Register of Committee Members within a reasonable period, free of charge.

32 Vacancies in office of Committee Member

The office of a Committee Member becomes vacant if the Committee Member:

- (a) dies;
- (b) ceases to be a Member;
- (c) becomes bankrupt or insolvent or makes an arrangement or composition with creditors of an individual's joint or separate estate generally;
- (d) resigns from the office by notice in writing given to the Secretary having immediate effect or with effect from a specified date in the notice;
- (e) is removed from office under clause 33;
- (f) ceases to have Legal Capacity;
- (g) is absent from 3 successive meetings of the Committee without leave of absence from the Committee;
- (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months; or
- (i) becomes prohibited, disqualified or removed from being a Committee Member by any reason of any order of any court of competent jurisdiction or regulator.

33 Removal of Committee Member

- (a) The Association in a General Meeting may, by resolution, remove any Committee Member from that office before the expiration of the Committee Member's term of office, and may, by resolution, appoint another individual meeting the requirements of clause 23 in the place of that Committee Member.
- (b) A Committee Member who is the subject of a proposed resolution under clause 33(a) may:

- (i) give a written statement, of a reasonable length, to the Chairperson or Secretary; and
- (ii) request that the Committee send a copy of the statement to each Member at least 7 days before the General Meeting at which the proposed resolution will be considered.
- (c) If the Committee fails to send a copy of a statement received under clause 33(b)(i) to each Member in accordance with a request made under clause 33(b)(ii), the Committee Member may not be removed at the General Meeting at which the proposed resolution will be considered.

34 Remuneration and expenses of Committee Members

The Committee Members may, with the prior approval of the Members, be paid reasonable remuneration for their services as Committee Members.

Division 2 Quorum and procedure at meetings of the Committee

35 Meetings of the Committee

- (a) The Committee must meet at least 4 times in each period of 12 months at such place and time as the Committee may determine.
- (b) Additional meetings of the Committee may be convened by the Chairperson or by any 2 Committee Members.

36 Notice of a meeting of the Committee

- (a) The Secretary must give each Committee Member oral or written notice of a meeting of the Committee within a reasonable period of time before the time the meeting is due to commence.
- (b) Notice of a meeting given under clause 36(a) must describe the general nature of the business to be transacted at the meeting.
- (c) The only business that may be transacted at a Committee meeting is the business described in the notice under clause 36(b), and any business that the Committee Members present at the meeting unanimously agree is urgent business.

37 Quorum for a meeting of the Committee

- (a) A majority of Committee Members or 4 Committee Members, whichever is the greater number, are a quorum at a meeting of the Committee.
- (b) No business may be transacted by the Committee unless a quorum is present and if, within 30 minutes of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and time of the same day in the following week.
- (c) If a quorum is not present within 30 minutes of the time appointed for the adjourned meeting, the meeting is dissolved.
- (d) The Committee may act despite a vacancy in their number. If their number is reduced below the minimum fixed by clause 37(a), the Committee may appoint one or more individuals as Committee Members to enable a quorum to be constituted. This clause 37(d) does not apply to filling a casual vacancy under clause 26.

- (e) A Committee Member appointed under clause 37(d) holds office, subject to this Constitution, until the next Annual General Meeting but is eligible for election at that meeting.

38 Delegation to Subcommittees

- (a) The Committee may delegate to one or more Subcommittees (consisting of such Committee Members and other individuals as the Committee thinks fit) the exercise of the functions of the Subcommittee, other than:
 - (i) this power of delegation; and
 - (ii) a function which is a duty imposed on the Committee by the Associations Act or by any other law.⁴
- (b) A Subcommittee to which any powers have been delegated under clause 38(a) must exercise those powers:
 - (i) in accordance with the terms and subject to any restrictions and any directions of the Committee; and
 - (ii) so as to be concurrent with, or to the exclusion of, the powers of the Committee,and a power so exercised is taken to have been exercised by the Committee.
- (c) The Committee may revoke any delegation under clause 38(a) at any time.
- (d) A Subcommittee may meet and adjourn as it thinks proper.
- (e) The members of a Subcommittee may elect one of their number as chairperson of their meetings. If a meeting of a Subcommittee is held and:
 - (i) a chairperson has not been elected; or
 - (ii) the chairperson is not present within 10 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act;then the committee members involved may elect one of their number to be chairperson of the meeting.

39 Voting

- (a) A question arising at a meeting of the Committee or any Subcommittee must be decided by a majority of votes of Committee Members or members of the Subcommittee present at the meeting, and that decision is for all purposes a decision of the Committee or the Subcommittee.
- (b) In the event of an equality of votes cast for and against a resolution, the chairperson of the meeting of the Committee or any Subcommittee does not have a casting vote.

40 Conflicts of Interest

- (a) A Committee Member must disclose the nature and extent of any direct or indirect interest in a matter that is being considered or about to be considered at a

⁴ At the time of adoption of this Constitution, section 49 of the *Interpretation Act 1987* (NSW) deals with various matters relating to delegations.

Committee meeting (or that is proposed in a circular resolution) to the Committee Members as soon as possible after the relevant facts have come to the Committee Member's knowledge.

- (b) The Committee must record the particulars of any disclosure of a conflict of interest by a Committee Member in a book kept for that purpose.
- (c) The book kept under clause 40(b) must be kept:
 - (i) if the Register of Committee Members is kept in physical form, in physical form at the same location as the Register of Committee Members; or
 - (ii) if the Register of Committee Members is kept in electronic form, in electronic form.
- (d) Each Committee Member who has a direct or indirect interest in a matter that is being considered at a Committee meeting (or that is proposed in a circular resolution) must not, subject to a resolution passed by the Committee:
 - (i) be present at the meeting while the matter is being discussed; or
 - (ii) vote on the matter.
- (e) For the purposes of the resolution clause 40(d), a Committee Member who has a direct or indirect interest in a matter to which the disclosure relates must not:
 - (i) be present during any deliberation of the Committee for the purpose of the resolution; or
 - (ii) vote on the resolution.

41 Validity of acts of Committee Members

Any act done by the Committee or a Subcommittee is valid despite any defect that may afterwards be discovered in the appointment or qualifications of any Committee Member or member of the Subcommittee.

42 Circular resolutions of Committee Members

- (a) The Committee may pass a resolution without a Committee meeting being held if at least 75% of the Committee Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
- (b) Separate copies of a document may be used for signing by Committee Members if the wording of the resolution and statement is identical in each copy.
- (c) The resolution is passed when the last Committee Member comprising 75% of Committee Members entitled to vote on the resolution signs.
- (d) A resolution passed under this clause 42 must be recorded in the minutes of the meetings of the Committee.

Part 4 - General Meetings

43 Annual General Meetings

- (a) The Association must hold an Annual General Meeting in each calendar year within the period of 6 months after the expiration of the Financial Year, or as otherwise allowed or prescribed under the Associations Act.
- (b) Subject to the Associations Act and clause 43(a), the Annual General Meeting must be held at such place and time as determined by the Committee.
- (c) The business that may be transacted at an Annual General Meeting includes the following:
 - (i) confirming the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;
 - (ii) receiving reports from the Committee on the activities of the Association during the last preceding Financial Year;
 - (iii) electing Committee Members; and
 - (iv) receiving and considering any financial statement or report which must be submitted to the Members under the Associations Act.

44 Convening Special General Meetings

- (a) The Committee may convene a Special General Meeting whenever it thinks fit.
- (b) The Committee must convene a Special General Meeting if it receives a request by Members entitled to vote under clause 7(a)(ii) who comprise at least 10% of the total number of Members entitled to vote.
- (c) A request to convene a Special General Meeting made under clause 44(b):
 - (i) must be in writing;
 - (ii) must state the purpose of the meeting;
 - (iii) must be signed by the Members making the request;
 - (iv) must be lodged with the Secretary;
 - (v) may consist of more than one document in a similar form, each signed by one or more Members; and
 - (vi) may be in electronic form and lodged by electronic means.
- (d) If the Committee fails to convene a Special General Meeting to be held within one month after the date on which a request is lodged with the Secretary under clause 44(c)(iv), one or more of the Members who made the request may convene a Special General Meeting to be held within the period of 3 months after the date on which the request was lodged.
- (e) A Special General Meeting held under clause 44(d) must be conducted, as far as practicable, in the same manner as a General Meeting convened by the Committee and any Member who consequently incurs expenses is entitled to be reimbursed by the Association for any expense so incurred.

45 Notice of General Meeting

- (a) The Secretary must give notice of a General Meeting:
 - (i) if a matter to be determined at the meeting requires a Special Resolution, at least 21 days before the meeting; or
 - (ii) in any other case, at least 14 days before the meeting.
- (b) Notice of a General Meeting must specify:
 - (i) the place and time for the holding of the meeting;
 - (ii) the nature of the business to be transacted at the meeting;
 - (iii) if a matter to be determined at the meeting requires a Special Resolution, that a Special Resolution is to be proposed and the terms of the Special Resolution; and
 - (iv) for an Annual General Meeting, that the meeting to be held is an Annual General Meeting.
- (c) The only business that may be transacted at a General Meeting is the business specified in the notice convening the meeting and, for an Annual General Meeting, business under clause 43(c).
- (d) Members entitled to vote under clause 7(a)(ii) who comprise at least 10% of the total number of Members entitled to vote may give notice in writing to the Secretary of any business they wish to raise at a General Meeting.
- (e) Upon the receipt of any notice under clause 45(d), the Secretary must include any matters of which notice is given pursuant to clause 45(d) in the next notice of General Meeting, provided that such notice is received at least 28 days before the date of the next General Meeting and provided that the matter may be properly considered at a General Meeting.

46 Procedure at General Meetings

- (a) An Affiliated Member Club must appoint an Affiliated Club Delegate who is at least 18 years of age to represent the Member at General Meetings.
- (b) The appointment of an Affiliated Club Delegate by an Affiliated Member Club:
 - (i) may be in the form set out in the Appendix to this Constitution;
 - (ii) must include the name of the Affiliated Club Delegate;
 - (iii) must be in writing and signed by an authorised representative of the Member; and
 - (iv) remains in force until the appointment is revoked.
- (c) No item of business is to be transacted at a General Meeting unless a quorum of Members entitled under this Constitution to vote is present at the time the meeting is considering that item.
- (d) 5 Affiliated Member Clubs entitled to vote who are present in person or by proxy constitute a quorum for the transaction of the business at a General Meeting.

- (e) In determining whether a quorum is present, each individual attending as a proxy is to be counted.
- (f) If within 30 minutes after the time appointed for a General Meeting a quorum is not present, the meeting:
 - (i) if convened on the request of Members, is dissolved; and
 - (ii) in any other case, stands adjourned to the same time and day in the next week and at the same place, unless another place is specified by the chairperson presiding at the meeting at the time of the adjournment or by notice in writing given to Members at least one day before the adjourned meeting.
- (g) If a quorum is not present within 30 minutes after the time appointed for a meeting adjourned under clause 46(f)(ii), 3 Members entitled to vote and present at the meeting constitute a quorum.

47 Chairperson of General Meeting

- (a) The President is entitled to preside as chairperson at a General Meeting.
- (b) If a General Meeting is held and the Chairperson is not present within 15 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act, then the following individuals may preside as chairperson of the meeting (in order of precedence):
 - (i) the Deputy Chairperson; or
 - (ii) a Committee Member or Member elected by the Members present in person.
- (c) If there is an equality of votes, either on a show of hands or in a written ballot, then the chairperson of the meeting is not entitled to a casting vote in addition to any votes to which the chairperson is entitled as a proxy.

48 Adjourned meeting

- (a) The chairperson of a General Meeting at which a quorum is present may, with the consent of the majority of Members present, adjourn the meeting to another time and place.
- (b) The only business that may be transacted at an adjourned meeting is the unfinished business remaining from the General Meeting at which the adjournment took place.
- (c) If a General Meeting is adjourned for 14 days or more, the Secretary must give each Member notice of the time and place at which the adjourned meeting will be held, and the nature of the business to be transacted at the adjourned meeting, as in the case of an original meeting.

49 Voting at a General Meeting

- (a) A Member is not entitled to vote at a General Meeting unless the Member has paid all money due and payable by the Member to the Association.
- (b) Each Member entitled to vote has one vote on any question arising at a General Meeting.
- (c) A question arising at any General Meeting must be decided by:

- (i) a show of hands;
- (ii) where the meeting is being conducted by technology, such other similar method as determined by the chairperson presiding at the meeting; or
- (iii) a written ballot, but only if:
 - (A) the chairperson moves that the question be decided by ballot, or
 - (B) at least 3 Members agree that the question should be determined by ballot.
- (d) A declaration by the chairperson presiding at a General Meeting at which a resolution under clause 49(c)(i) or 49(c)(ii) has been carried unanimously, or carried by a particular majority, or lost, or an entry to that effect in the minute book of the Association, is conclusive evidence of the fact.
- (e) A written ballot must be conducted in accordance with the directions of the chairperson presiding at the General Meeting.

50 Postal, electronic or combined ballots

- (a) The Association may hold a postal, electronic or combined ballot, as determined by the Committee, to determine any matter.
- (b) A ballot under clause 50(a) must be conducted in accordance with the Associations Regulation.

51 Right to appoint proxy

- (a) A Member entitled to attend a General Meeting is entitled to appoint another person or Member as proxy to attend in the Member's place. A proxy has the same right as the Member to speak and vote at the meeting and may be appointed in respect of more than one meeting.
- (b) An individual or Member may only hold one proxy.
- (c) The instrument appointing a proxy must be in writing and signed by an authorised representative of the Member.
- (d) The instrument appointing a proxy will be deemed to confer authority to demand or join in requesting a written ballot.
- (e) A Member is entitled to instruct their proxy to vote in favour of or against any proposed resolutions. The proxy may vote as they think fit unless otherwise instructed.
- (f) The instrument appointing a proxy must be in the form set out in the Appendix to this Constitution.
- (g) The instrument appointing a proxy must be received:
 - (i) at the main premises of the Association;
 - (ii) at the official address of the Association; or
 - (iii) to an email address, as is specified for that purpose in the notice convening the meeting,

not less than 48 hours before the time for holding the meeting or adjourned meeting. Documents received after this time will not be treated as valid.

Part 5 - Miscellaneous

52 Sources and management of funds

- (a) Subject to a resolution passed by the Association, the funds of the Association may only be derived from:
 - (i) Membership fees under clause 16;
 - (ii) donations;
 - (iii) government grants; and
 - (iv) other sources as determined by the Committee.
- (b) Subject to clause 4 and any resolution passed by the Association, the funds and assets of the Association must be used to pursue the Object in the way that the Committee determines.
- (c) As soon as practicable after receiving any money, the Association must:
 - (i) deposit the money, without deduction, to the credit of the Association's bank account; and
 - (ii) issue a receipt for the amount of money to the person who gave the money.
- (d) A cheque or other negotiable instrument must be signed by 2 authorised signatories as defined in the Associations Act.⁵

53 Indemnity, insurance and access

- (a) The Association must indemnify any current or former Committee Member or Secretary out of the property of the Association against:
 - (i) every liability incurred by the individual in that capacity; and
 - (ii) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the individual becomes involved because of that capacity,except to the extent that:
 - (iii) the Association is forbidden by law to indemnify the individual against the liability or legal costs; or
 - (iv) an indemnity by the Association of the individual against the liability or legal costs would, if given, be made void by any law.
- (b) The indemnity is a continuing obligation and is enforceable by an individual even though they are no longer a Committee Member or Secretary.
- (c) The Association may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring an individual who is or has

⁵ At the time of adoption of this Constitution, section 4(1) of the Associations Act provides that authorised signatory, in relation to an association, means a person who is appointed under section 36 as an authorised signatory for the association, and includes the association's public officer.

been a Committee Member against liability arising out of conduct by the individual in that capacity (**Relevant Conduct**), including a liability for legal costs, unless:

- (i) the Association is forbidden by law to pay or agree to pay the premium in respect of the Relevant Conduct (whether or not the law applies in the particular case); or
 - (ii) the contract would, if the Association paid the premium, be made void by any law.
- (d) The Association may enter into an agreement with an individual referred to in this clause 53 with respect to the matters covered by this clause.

54 Insurance

The Association may take out and maintain insurance as appropriate for the Association's assets and liabilities.

55 Alteration of Constitution, name or Object

- (a) This Constitution may only be amended by Special Resolution.
- (b) An application for registration of a change in the Association's name, Object or Constitution made under the Associations Act must be made by the Public Officer or a Committee Member.

56 Service of notices

- (a) For the purpose of this Constitution, a notice may be served on or given to a person:
 - (i) by delivering it to the person personally;
 - (ii) by sending it by post to the address of the person; or
 - (iii) by sending it by some form of electronic transmission to an electronic address specified by the person for giving or serving the notice.
- (b) A notice is taken to have been given or served on a person, unless the contrary is proved:
 - (i) if it is given or served personally, on the date on which it is received by the person;
 - (ii) if it is sent by post:
 - (A) if sent to an address in Australia, 3 days after the date of its posting; and
 - (B) if sent to an address outside Australia, 5 days after the date of its posting.
 - (iii) if it is sent by some form of electronic transmission, on the date it was sent.

57 Seals

- (a) The Committee must provide for the safe custody of any seal of the Association.
- (b) If the Association has a common seal or duplicate common seal:

- (i) it may be used only by the authority of the Committee, or of a Committee authorised by the Committee to authorise its use; and
- (ii) every document to which it is affixed must be signed by a Committee Member and be countersigned by another Committee Member, the Secretary or another person appointed by the Committee to countersign that document or class of documents in which that document is included.

58 Custody of records and books

Except as otherwise provided by this Constitution, all records, books and other documents relating to the Association must be kept in New South Wales:

- (a) at the main premises of the Association in the custody of either the Secretary or a Member as the Committee determines; or
- (b) if the Association has no premises, at the Association's official address, in the custody of the Secretary.

59 Inspection of books

- (a) Subject to clause 59(c), the records, books and other documents of the Association must be open for inspection, free of charge, by a Member at any reasonable time.
- (b) A Member may inspect any document under clause 59(a) in hard copy or in electronic form, if available.
- (c) The Committee may refuse to allow a Member to inspect or obtain a copy of a document under this clause 59:
 - (i) that relates to confidential, personal, employment, commercial or legal matters; or
 - (ii) if the Committee considers that it would be prejudicial to the interests of the Association.

60 Financial year

The Financial Year of the Association is each period of 12 months, which begins on the first day of April and ends on the last day of March in each year.

Appendix

Form of Appointment of Affiliated Club Delegate or Proxy

Appointment of Affiliated Club Delegate or Proxy

Aeromodellers NSW Incorporated (**Association**)

ABN 12 088 684 090

I/We _____ [name]

of _____ [address]

being a Member of the Association hereby appoint

_____ [name]

of _____ [address]

or, in their absence _____ [name]

of _____ [address]

as its [Affiliated Club Delegate or proxy] to vote for it on its behalf at the meeting of the Members of the Association to be held on the _____ day of _____ 20____ and at any adjournment of that meeting.

[If appropriate, replace the above wording with "as its Affiliated Club Delegate or proxy to vote for it on its behalf at meetings of the Members of the Association from [meeting date] and until this notice is revoked in writing."]

[Insert if desired, this form is to be used in favour of/against the resolution (Delete whichever is not desired)]

[Insert details of specific resolutions if desired]

SIGNED _____

NAME _____

DATED _____

This notice must be returned to the Secretary of the Association at [address and/or email address] by [time] on [date] [insert specific details ensuring that the time is [48 hours] before the time for the meeting]