

**CONSTITUTION and RULES of
NEW ZEALAND MODEL AERONAUTICAL ASSOCIATION INCORPORATED**

CLAUSE 1 NAME.

- 1.1 NEW ZEALAND MODEL AERONAUTICAL ASSOCIATION Incorporated (herein after called "the Association").

CLAUSE 2 REGISTERED OFFICE.

- 2.1 The registered office of the Association will be situated at a place in New Zealand as shall from time to time be notified to the Registrar of Incorporated Societies.
- 2.2 Unless otherwise notified it will normally be at the place of residence of the Secretary.

CLAUSE 3 INTERPRETATION.

ADMINISTRATOR	A person or group employed by the Association to run the day to day business of the Association.
AEROMODELLING	Any activity connected with the participation, promotion and encouragement of the sport and hobby of model aircraft construction and flying.
AGM	Annual General Meeting.
CLUB	A local area group of members who meet criteria in the Rules and Bylaws of the Association.
COUNCIL	Administrative Group as defined under Clause 9.
EXECUTIVE COUNCILLORS	The President, Vice President, Secretary and Treasurer.
FINANCIAL YEAR	The financial year of the Association will commence on the 1st April and end on the 31st March of the following year.
MEANINGS	Words importing the masculine gender only shall include the feminine gender and words importing corporations shall include persons.
MODEL AIRCRAFT	Any model aircraft used in the pursuit of recreational aviation.
MONTH	Calendar Month.
NZMAA	New Zealand Model Aeronautical Association Incorporated.
PATRON	The Patron shall be his/her Excellency the Governor General subject to his/her acceptance.
PROVINCIAL ASSOCIATIONS	Regional Sub-committees of the Association.
RULES	The current rules of the Association and the By-Laws of the Association.

SGM	Special General Meeting.
SIG	Special Interest Group.
THE ACT	The Incorporated Societies Act 1908 and amendments thereto.
THE REGISTRAR	The Registrar of Incorporated Societies under the Act.

CLAUSE 4 OBJECTIVES.

- 4.1 To promote and facilitate the design, construction, restoration, testing and safe operation of model aircraft of all types for competition, educational and recreational purposes.
- 4.2 To provide a means of contact between Members engaged in the construction, restoration, testing or operation of model aircraft.
- 4.3 To provide, for the benefit of all Members, advice, education and technical information to promote and encourage safety in the design, construction, restoration and or operation of model aircraft.
- 4.4 To liaise on behalf of all Members with the Civil Aviation Authority, Airways Corporation, other Government Departments and any other bodies or organisations.
- 4.5 To promote flying meetings, competitions and technical symposia.
- 4.6 To act as publishers, stationers and booksellers, general traders, dealers, agents and manufacturers, both wholesale and retail, of any articles of any description which may assist these objectives.
- 4.7 To buy, sell, lease, hire, mortgage, charge, exchange or otherwise deal with any real or personal property, including any rights and privileges thereto.
- 4.8 To construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association.
- 4.9 To raise money by subscription or other lawful means for the Association and to grant any rights or privileges to any subscribers.
- 4.10 To borrow, raise funds, receive gifts of any kind for the benefit of the Association on such terms and on such security as may be thought fit.
- 4.11 To undertake and execute any trusts which may lawfully be undertaken by the Association and may be appropriate to the Association's objectives.
- 4.12 To temporarily invest surplus monies of the Association in or upon such investments, securities or property as may be deemed fit by the Council.
- 4.13 To aid in the establishment and support of any charitable or benevolent Associations or institutions, and to subscribe or guarantee money for charitable or benevolent purposes in any way connected with the objectives of the Association or calculated to further its objectives.
- 4.14 To do all such other things as are incidental or conducive to the attainment of the above

objectives or any of them. Provided however that the foregoing objectives shall in no way limit the rights and powers conferred upon societies incorporated under the Act.

CLAUSE 5 MEMBERSHIP.**5.1 MEMBERSHIP APPLICATION.**

5.1.1 Application in any of the following categories of membership will be forwarded to the Association for approval with the appropriate fee.

5.1.2 The Council will ensure the application for membership meets all requirements in accordance with the rules and by-laws of the Association.

5.1.3 The Council will have the discretion to decline any application for membership.

5.2 SENIOR MEMBER.

5.2.1 A Senior member shall be a person 18 years of age or over as at the 1st April each year. All Senior Members will have voting rights and may participate in all Association events and activities and will receive all of the Association's publications and notices.

5.3 JUNIOR MEMBER.

5.3.1 A Junior member shall be a person under 18 years of age on the 1st April each year. They will have no voting rights but may participate in all Association events and activities and will receive the Association's publications and notices.

5.4 FAMILY MEMBER.

5.4.1 Family membership includes at least one senior member and may include any number of junior members.

5.4.2 The spouse/partner and dependant family of a Senior Member will not receive any of the Association publications and notices. They will have no voting rights but may participate in any of the Association's events and activities, and may hold office with attendant voting rights.

5.5 LIFE MEMBER.

5.5.1 Any person who has provided special services or support to the Association. Nomination for life membership shall be made to the Council by any Senior Member.

5.5.2 The Council shall place this nomination on the agenda for the next AGM. A supportive vote of at least 75 percent of those present and entitled to vote will be necessary to approve any such nomination.

5.5.3 Life Members shall have all the privileges of Senior members.

5.6 HONORARY MEMBER.

5.6.1 Honorary membership provides the Council with a mechanism to provide short term membership to an individual who is, or has been, of service to the Association.

- 5.6.2 Honorary Members may be appointed by the Council for a period not exceeding 12 months, in all cases such membership will terminate at the next ensuing AGM.
- 5.6.3 The maximum number of honorary Members at any one time shall not be in excess of ten Members.
- 5.6.4 Honorary Members shall have no voting rights but may participate in any of the Association's events and activities and will receive the Associations publications.

CLAUSE 6 AFFILIATED CLUBS.

- 6.1 Any Club which has either rules or policies reflecting a common interest in aviation to that of the Association may, by resolution of Council, be appointed as an Affiliated Association Club to provide assistance to its Members in whatever form this may take.
- 6.2 Clubs already Affiliated at the lodgement of this constitution are deemed to be affiliated.
- 6.3 All Clubs shall agree to abide by the rules and by-laws of the Association.
- 6.4 Affiliated Clubs will have no voting rights.

CLAUSE 7 DISCIPLINE AND TERMINATION OF MEMBERSHIP or AFFILIATION.

- 7.1 Membership of the Association may be terminated, suspended or varied under any of the following circumstances:
 - 7.1.1 Any Member may resign at any time by notifying the Secretary in writing of his or her intention to do so.
 - 7.1.2 Any Club may terminate its affiliation with the Association by notifying the Secretary in writing of their intention to do so.
 - 7.1.3 If any subscription, levies or any other dues of a Member or Affiliated Club due to the Association remain unpaid for three months after due date for payment, it shall be taken that the Member or Affiliated Club has resigned from the Association.
 - 7.1.4 The Council may suspend any Member or Club if any such Member or Club acts in such a manner as to bring the Association into disrepute or wilfully disobeys any rule, regulation or by-law as laid down by the Association. The suspended person or Club will be advised in writing by the Secretary giving the reason for this suspension.
 - 7.1.5 The Council may decide that any Club has ceased to possess the qualifications required for affiliation and shall be suspended. They are to be advised in writing by the Secretary giving the reason for this suspension.
- 7.2 If membership or affiliation is terminated, suspended, or varied under clauses 7.1.4 or 7.1.5, the Member or Club may appeal in writing to the secretary within one month. Appeals shall be considered by Council without undue delay.
- 7.3 Full termination of membership under clauses 7.1.4 or 7.1.5 will require confirmation at the next AGM.

CLAUSE 8 FEES, LEVIES AND SUBSCRIPTIONS.

- 8.1 Any joining fees, annual subscriptions, levies or dues payable by any class of Member or Affiliated Club will be recommended by the Council and presented annually at the AGM for ratification and come into effect at the beginning of the next financial year.
- 8.2 No joining fee or membership subscription shall be charged for Honorary or Life Members.
- 8.3 Any joining fees, annual subscriptions, levies or dues payable by any class of Member, who is a Member of an Affiliated Club, shall be forwarded to the Association via the Affiliated Club. To assist the Affiliated Clubs to further the Associations objectives and to encourage NZMAA members to join through an Affiliated Club they shall pay a discounted membership as set from time to time by Council.
- 8.4 Members, who do not join through an Affiliated Club, shall forward fees directly to the Association.

CLAUSE 9 THE COUNCIL.

- 9.1 The business of the Association shall be conducted by a Council on behalf of its Members.
- 9.2 Council shall consist of ten elected members who shall be the President, Vice President, Secretary, Treasurer and Competition Manager and five area Councillors as defined in 9.3.
- 9.3 There shall be five area Councillors, one residing in each of the following areas;
NORTHERN NORTH ISLAND.
CENTRAL NORTH ISLAND.
SOUTHERN NORTH ISLAND.
NORTHERN SOUTH ISLAND.
SOUTHERN SOUTH ISLAND.
- 9.4 Positions on Council may only be held by Financial or Life Members.
- 9.5 The roles, duties and responsibilities of Councillors, including the geographic areas covered by Councillors shall be determined from time to time by the Council, and shall be available for inspection by Members from the secretary upon request.
- 9.6 Should the duties of any two members of the Council be undertaken by one person then an additional Councillor may be elected.
- 9.7 All members of the Council shall hold office until the end of the AGM following their term of office but shall be eligible for re-election provided they maintain their qualification.

CLAUSE 10 VOTING FOR COUNCIL POSITIONS.

- 10.1 Voting for the Council positions will be carried out by postal ballot.
- 10.2 All persons standing for a position on the Council may make a 300-word statement, which shall be sent with the voting forms.

- 10.3 Voting forms will be sent out at least 35 days prior to the AGM and may be included in the Association's magazine. Voting papers must be received by the Secretary at least ten days before the AGM.
- 10.4 Only Senior or Life Members of the Association will have voting rights for the election of Members to hold positions on the Council.
- 10.5 No Member will be entitled to vote by postal ballot unless that Member has paid all subscriptions due in the preceding financial year.
- 10.6 Voting for any Area Councillor shall only be by Members residing in that area.

CLAUSE 11 POWERS OF THE COUNCIL.

- 11.1 The management of the affairs of the Association shall be vested in the Council which will have the powers and authorities necessary for carrying into effect the objectives of the Association.
- 11.2 The Council may borrow or raise funds, for the benefit of the Association on such terms and on such security as may be thought fit.
- 11.3 The quorum for any meeting of the Council shall be six of its membership.
- 11.4 Any Executive Councillor shall give at least 28 days notice of meetings to all Councillors.
- 11.5 At Council meetings resolution of the issues raised shall be by simple vote, each Councillor having ONE vote. In the case of an equality of votes the President shall then be entitled to a further or casting vote.
- 11.6 Any casual vacancies occurring in the Council may be filled by the Council and any person so appointed shall hold office until the next Annual General Meeting.
- 11.7 Electronic means (telephone, fax or e-mail) may be used to conduct the affairs of the Association that cannot, in the opinion of the President and Secretary, be delayed until the next full meeting of the Council. All such actions will be recorded in writing and presented for confirmation at the next full Council meeting.
- 11.8 The Council may empower the Secretary to issue certificates, awards and badges.
- 11.9 The Council may empower the Secretary to have custody of the common seal.
- 11.10 The Council may appoint, remove or suspend any non-elected agents or servants as assistants to Council and direct and control them and fix and pay their remuneration, if any, as per current work practices and procedures.
- 11.11 The Council shall have power to establish subcommittees to assist, from time to time, in carrying out its duties and to delegate all or any of its powers to subcommittees.

CLAUSE 12 SPECIAL INTEREST GROUPS (SIG's).

- 12.1 The Council may establish special interest groups for the better operation, promotion and regulation of certain disciplines of the sport of model aviation.

- 12.2 The Council shall establish either specific terms of reference for each special interest group, or general terms of reference covering all special interest groups.
- 12.3 The secretary of the Association shall establish and maintain a register of all special interest groups and the terms of reference of each group.
- 12.4 Within the parameters set by the terms of reference for each SIG, each SIG shall regulate its own affairs.
- 12.5 Any SIG committee Members or other persons co-opted may attend, by arrangement, any Council meetings at which any report of such Special Interest Group may be presented and may address the Council relating to such report but shall have no vote in the Council.

CLAUSE 13 PROVINCIAL ASSOCIATIONS.

- 13.1 The Council may recognise any group of affiliated Clubs as a Provincial Association. Before any Provincial Association shall receive recognition it shall formulate rules to be approved by the Council.
- 13.2 The territorial area covered by each Provincial Association shall be determined by Council from time to time.
- 13.3 Provincial Associations already established at the lodgement of this constitution are deemed to be acceptable.
- 13.4 If a Provincial Association is disbanded all assets held by that Provincial Association are to be held in trust by NZMAA until formation of a new Provincial Association for that territory.
- 13.5 The functions of a Provincial Association are as follows:-
- (a) To foster and encourage model aviation within the territory allotted by the Council.
 - (b) To promote interclub competitions between affiliated Clubs under its jurisdiction.
 - (c) To establish and publish provincial model aircraft flight records and issue provincial record cards.
 - (d) To submit to the Council reports of activities within its area at intervals approved by Council.
 - (e) To enforce the correct observance of rules and regulations of the Association at Provincial Competitions.

CLAUSE 14 POSTAL BALLOTS OR POLLS.

- 14.1 The Council may carry out a postal ballot or poll to enable the Council to progress any item affecting the operation of the Association. The Council may carry out a postal ballot or poll on any notice of motion or remit submitted by a Senior Member.
- 14.2 The Council shall have the final decision as to whether a notice of motion or remit is sent out for ballot, deferred until the next AGM or SGM, or dealt with as normal business.
- 14.3 No Member will be entitled to vote by postal ballot or poll unless that Member has paid all subscriptions due. (See Clause 10.5 and 18.3).
- 14.4 A simple majority shall be used to determine the outcome of any ballot or poll and Council shall have the final decision whether this outcome shall be acted upon.

CLAUSE 15 CONTROL AND USE OF FUNDS.

- 15.1 The income and property of the Association, from any source, shall be applied solely towards the promotion of the objectives of the Association, and no portion shall be paid or transferred, directly or indirectly, to any Member of the Association except as permitted under sub-clause 15.3 and 15.4.
- 15.2 A banking account or accounts shall be opened for the funds of the Association and any cheque drawn shall be signed by any two of the Secretary, Treasurer or Administrator(s).
- 15.3 Nothing shall prevent the payment, in good faith, of reasonable and proper remuneration to any Officer, Servant or Member of the Association, in return for any services actually rendered to the Association.
- 15.4 Nothing shall prevent the payment of interest at a rate not exceeding 2 per cent per annum above current market leading rate on money lent or a reasonable and proper rent for premises rented to the Association by any Member.
- 15.5 No Member of the Association or any person associated with a Member shall participate in or materially influence any decision made by the Association in respect of the payment to or on behalf of that Member or associated person of any income, benefit, or advantage whatsoever.
- 15.6 No part of the funds of the Association may be held in the name of a Councillor or other person individually.
- 15.7 The provisions and effects of Clause 15 shall not be altered or removed from this document unless approved by the Inland Revenue Department.

CLAUSE 16 AUDIT OF FUNDS.

- 16.1 At the end of every financial year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet will be examined by a properly qualified Auditor. The Annual Financial Statement will then be delivered to the Registrar as required by the Act.
- 16.2 The Auditor shall be appointed at the AGM.

CLAUSE 17 ANNUAL GENERAL MEETINGS.

- 17.1 The AGM of the Association shall be held once in every calendar year, in the months of June or July.
- 17.2 The quorum for an AGM shall be 5% of Members entitled to be present and vote. Members represented by proxy shall be counted as being present. (See Clause 10.5).
- 17.3 The AGM Shall:
 - 17.3.1 Receive any apologies;
 - 17.3.2 Receive the minutes of the previous AGM and any SGM'S held since the previous AGM;

- 17.3.3 Announce the results of the ballot for the Council;
- 17.3.4 Receive reports from the President;
- 17.3.5 Receive the accounts of the Association;
- 17.3.6 Appoint an Auditor for the ensuing year;
- 17.3.7 Confirm subscriptions, fees or levies for the next financial year;
- 17.3.8 Adopt a budget and development plan for the next financial year;
- 17.3.9 Present postal ballot results;
- 17.3.10 Confirmation of any termination of membership by Council under clause 7.1.4 or 7.1.5;
- 17.3.11 Consider general business.

CLAUSE 18 SPECIAL GENERAL MEETINGS.

- 18.1 A SGM shall be convened by:
 - 18.1.1 The Secretary when requested by the Council, or,
 - 18.1.2 The Secretary or either the President or a Vice President, upon a written application by 10 Senior Members of the Association.
- 18.2 The quorum for an SGM shall be 5% of Senior Members entitled to be present and vote. Members represented by proxy will be counted as present.
- 18.3 No Member shall be entitled to vote unless that Member has paid all subscriptions due at the time of the meeting.

CLAUSE 19 PROCEDURES FOR AGM OR SGM.

- 19.1 At least twenty one days clear notice of an AGM or SGM shall be given in writing to all Members of the Association specifying the place, the day, and the time of such meeting and in the case of special business the general nature of such business. Accidental omission of this notice to any individual Member(s) shall not invalidate the proceeding of the meeting.
- 19.2 At least twenty one days clear notice of any notice of motion or remit shall be given in writing to all Members of the Association.
- 19.3 The President of the Association for the time being shall preside at all meetings or, failing his being present, a Vice-President. In the event of the President and Vice President not being present the meeting may appoint a Chairman, the Secretary taking the chair temporarily for the purpose of conducting this business.

- 19.4 Any AGM or SGM will be open to all members of the Association. Only Senior or Life members will be entitled to vote.
- 19.5 Affiliated Clubs may appoint an observer to attend. They must notify the Secretary two days in advance of any meeting of the name of the observer attending on their behalf. Observers need not be Members, but such observers will have no voting powers.
- 19.6 If after half an hour from the time advised for the commencement of the meeting a quorum is not present, the meeting will be adjourned to a time and place that the Chairman shall appoint.
- 19.7 The adjourned time and place will be notified pursuant to clause 19.1. If at such further meeting a quorum is still not present within half an hour from the time advised for the commencement of the meeting, the meeting shall be cancelled and all items of business shall be placed on the agenda for the next AGM.
- 19.8 At an AGM or SGM any resolution put to the vote at the meeting shall be decided on a show of hands by the majority. A secret ballot must be called out if at least one third of the Members present call for it.
- 19.9 In the case of a tied vote either on a show of hands or by a ballot, the Chairman of the meeting shall be entitled to a casting vote.
- 19.10 Any Member of the Association may only address the meeting at the discretion of the Chairman and may only speak once on any one subject unless the Chairman gives approval.
- 19.11 The chairman may, with the consent of a majority of the Members present or, if so directed by the meeting, adjourn the meeting from time to time and from place to place. When a meeting is adjourned for 10 days or more, notice of the adjournment and a new meeting date and time shall be given in the same manner as the original meeting.
- 19.12 No new business can be added to the agenda of this new meeting.
- 19.13 The chairman may, with the consent of a majority of the Members present adjourn an agenda item or remit to be discussed at a later meeting.
- 19.14 Whenever an agenda item or remit is deferred it must be placed on the agenda of the next AGM or SGM whichever meeting is held first.
- 19.15 The demand of any vote shall not prevent the continuation of a meeting or the transaction of any business other than the question on which a vote has been demanded.

CLAUSE 20 VOTING AT AGM OR SGM.

- 20.1 Only Senior or Life Members of the Association may vote at either an AGM or SGM.
- 20.2 Proxy votes will be allowed.
- 20.3 Delegation of proxies shall be in the hands of the secretary, in writing, 5 days before any AGM or SGM, detailing name, address and membership number of both parties. The person exercising the proxies must be a Senior member.

- 20.4 No Member will be entitled to vote at an AGM or SGM unless that Member has paid all subscriptions due. (See Clause 10.5 & 18.3)

CLAUSE 21 PRESENTATION OF ANNUAL ACCOUNTS.

- 21.1 At each AGM an Executive Councillor (usually the Treasurer) will present to Members of the Association an audited balance sheet and accounts for the preceding financial year.
- 21.2 The Auditors' full report shall be presented to the meeting.
- 21.3 A projected budget for the year following the current year, showing the estimated income and expenditure and the amount and source of finances proposed to meet such expenditure will be presented. This will also include a development plan of projected tasks for the year following the current year.

CLAUSE 22 DAMAGES or LIABILITY.

- 22.1 No Member, or Affiliated Club of the Association shall institute any claim for damages or any other claim against the Association or any of its Members arising from loss or injury sustained as a result of the action of any Member, or Affiliated Club of the Association acting under the jurisdiction of the Association or as a result of the negligence of any Member of the Association.
- 22.2 The liability of any Member, or Affiliated Club is restricted to the payment of an annual subscription and any further levy authorised by the Association at an AGM or SGM specifically called to determine such a levy.
- 22.3 The Council, SIG or any sub-committee Member collectively and individually, shall be indemnified out of the assets of the Association against all actions, demands, costs and expenses arising directly out of the performance by them of their constitutional duties as committee persons of the Association.

CLAUSE 23 LIQUIDATION

- 23.1 A majority of Members entitled to vote at an AGM or SGM may pass a resolution for the liquidation of the Association. This resolution must be confirmed at a SGM called for that purpose to be held no earlier than 30 days after the resolution was passed. The resolution must be approved by a majority of the Members present at the SGM and entitled to vote.
- 23.2 If upon liquidation of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Members of the Association but shall be given or transferred to some other charitable organisation within New Zealand or body having objects similar to the objectives of the NEW ZEALAND MODEL AERONAUTICAL ASSOCIATION Incorporated or for some other charitable purpose within New Zealand.

CLAUSE 24 NOTICES.

- 24.1 Notice may be served by the Association upon any Member, or Affiliated Club personally or by sending it through the post in a prepaid letter or in the Association's magazine, addressed to the last advised address given to the Secretary or to the registered address as appearing in

the register of Affiliated Clubs.

- 24.2 Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.
- 24.3 Any Member of the Association whose address is not listed within New Zealand will be deemed to have received any notice as per that of a Member living within New Zealand.
- 24.4 If an overseas Member wishes to receive all notices issued by the Association an extra fee or levy may be imposed to cover increased postage charges.

CLAUSE 25 ALTERATION OF RULES.

- 25.1 Any rule or rules of the Association may only be rescinded, altered, repealed or added to by a two third-majority vote of those present at an AGM or an SGM called to change such rules.
- 25.2 Notice of any proposal to alter, repeal or add any rule shall be given to the Members in writing at least 21 days prior to the AGM or SGM.
- 25.3 No proposed addition to or alteration of the personal benefit clause (15.5) or the liquidation clause (23) shall be approved without the prior approval of the Inland Revenue Department.

CLAUSE 26 BY-LAWS.

- 26.1 The Council may produce by-laws to cover any activity that is carried out by its Members but those by-laws must reflect the intent under the Association's rules.