

# CONSTITUTION OF RECREATIONAL AVIATION AUSTRALIA INC.

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## INTRODUCTION

### **Section A. NAME**

The name of the organisation is the "RECREATIONAL AVIATION AUSTRALIA INCORPORATED", hereinafter known as "the Association".

### **Section B. STATEMENT OF PURPOSE**

- B.1 To take over, acquire, operate and administer the activities and property of the Company limited by guarantee, known as Recreational Aviation Australia Inc.
- B.2 To associate into, control, regulate and co-ordinate under one National Association, recreational aircraft operations in Australia and all activities incidental thereto and to admit as Members of the Association persons interested in the advancement and encouragement of and participation in aeronautics in all its branches and, in particular, recreational aircraft activities in Australia.
- B.3 To promote the co-operation of recreational aircraft clubs and similar associations interested in the encouragement and development of recreational aircraft in Australia and to promote the mutual exchange of ideas between such bodies and to encourage, undertake and exercise control of competitions, sporting events, displays, tests, records and trials and to hold either alone or jointly with any other association, club, company or person, recreational aircraft meetings competitions (including international competitions), matches, exhibitions, trials and receptions and to accept, offer, give or contribute towards prizes, medals and awards in connection therewith and to promote, give or support dinners, concerts, balls, lectures and other entertainments.
- B.4 To safeguard the interests of recreational aircraft clubs and similar bodies or any entity involved in activities connected with recreational aircraft flying in any of its branches and obtain for them such monetary or other assistance as may be possible by representations to Federal or State or any other appropriate authorities, persons or organisations.
- B.5 To make rules and regulations as necessary and permitted by law governing aspects of recreational aircraft operations in which the Members of the Association or any of them are engaged and , in particular, but without in any way limiting the generality of the foregoing to make rules and regulations governing certification of aircraft the conduct and activities of Members engaged in such operations in relation to the use and control of aircraft including recreational aircraft of all types during all stages of flight and the activities of Members whilst they are at, on or in the vicinity of any area from which such aircraft are being operated, launched or handled and also in relation to the ground handling, maintaining, constructing, repairing, testing, checking and transporting of the said aircraft.
- B.6 To enforce such rules or regulations by the imposition of any appropriate sanctions or penalties (pecuniary or otherwise) and/or suspend or expel any Member who has committed any breach thereof and to alter, vary or revoke any sanctions so imposed.
- B.7 To set promote and maintain standards of safety for recreational aircraft by the specification and dissemination of information concerning standards of airworthiness for aircraft, standards of workshops and standards of knowledge for pilots and in particular, to specify, impose and enforce standards of skill and competence reactive to all stages of flying operations and to require any Member to meet such standards to the satisfaction of the Association before authorising such Member to engage in flight operations or any stage or aspect thereof and to grant, issue authorise, modify, cancel, suspend or revoke under the rules of the Association for the time being in force certificates and authorisations relating to aircraft, aerodromes, flying instructing and flying schools and to the skill and qualifications of pilots, instructors, navigators, drivers, mechanics and all persons managing, flying, driving, constructing, repairing or otherwise engaged in connection with recreational aircraft or recreational activities and to do all things relating thereto as may

be deemed expedient and to make reports and recommendations to any clubs, authorities or persons concerning the same.

- B.8 As deemed necessary, to affiliate with any other national or international body having an interest or concern in aviation particularly recreational aircraft.
- B.9 As deemed necessary, to consider affiliation from any association, club, incorporated body or other organisation having an interest or concern with aviation, particularly recreational aircraft.

## **Section C. POWERS**

Solely to further the purposes as set out the Association shall have, in addition to the powers arising from incorporation generally, and without diminishing the effect thereof, power to:

- C.1 Enter into any arrangement with any Government or Local Authority, or any club, any other company or person which may seem conducive to such objects, and to acquire from any such Government or Authority, club, company or person any charters, decrees, licences, privileges and concessions and to represent Australia at meetings of international organisations.
- C.2 Manufacture, buy, sell, lease, hire or otherwise acquire on terms or by means of an agreement for hire and purchase or otherwise aerial conveyances of all kinds and the component parts thereof and all kinds of machinery tools and apparatus for use in connection therewith and to acquire on lease, hire or otherwise and to provide and maintain hangars, garage sheds, aerodromes and accommodation for or in relation to aerial conveyances of all kinds and to take over purchase or otherwise acquire, lease or hire such of the assets effects and liabilities of companies, clubs and institutions having similar objects to the Association.
- C.3 Purchase, hire, lease, make or provide and maintain and sell all kinds of furniture implements, tools, machinery, utensils, plate line glass, stationery, cards, food, liquors and all other things required or which may conveniently be used in connection with any club houses, flying grounds or any other club premises by persons frequenting the same whether Members of the Association or not.
- C.4 Obtain any licence or licences in relation to supplying of spirituous liquors to Members and guests of Members under the liquor laws in force for the time being in any State or Territory of Australia and any other licences, which may be required for the supplying of any other commodities whatsoever.
- C.5 Take such steps by personal or written appeals, public meetings, entertainments or otherwise as may from time to time be deemed expedient for the purposes of procuring contributions to the funds of the Association.
- C.6 Purchase, lease or otherwise acquire lands, hereditaments, buildings and other premises and to establish, maintain, furnish and equip club houses, information bureau and libraries containing publications of all natures for the benefit and advancement of Members and to print circulars and to carry on such other literary and journalistic occupations as may be conducive to the attainment of the objects of the Association.
- C.7 Render voluntary aid, grant subsidies or to otherwise give financial assistance to any association person or persons, firm, company club or other body corporate or unincorporated affiliated with or recognised by the Association.
- C.8 Affiliate with or pursue common objectives with anybody having in any way similar aims and/or objects upon such terms and conditions as may be mutually agreed upon.
- C.9 Establish, promote or assist in establishing or promoting, to grant affiliation, recognition or support, to amalgamate with, to subscribe to or become a member of any other federation, association or club, whose objects are similar or in part similar to the objects of the Association or the establishment or promotion of which may be beneficial to the association, whether such other federation, association or club is corporate or incorporate or is engaged or is proposing to engage in the pursuit of the objects mentioned, provided that no subscription shall be paid to any such other federation, association or club out of the funds of the Association except bona fide in furtherance of the objects of the Association or in aid of some general patriotic or charitable purpose.

- C.10 Regulate, superintend control or administer standards of recreational aircraft operations and airworthiness throughout the Commonwealth of Australia, by all or any of the Clubs, persons, firms, companies, associations or other bodies referred to in paragraph C9 above and to encourage, protect, promote, advance and study the interests of the public therein.
- C.11 To hire and employ **staff and to remunerate them in accordance with current legislation and commercial practice.**
- C.12 Purchase, take on lease or in exchange hire or otherwise acquire any real or personal estate, which may be deemed necessary or convenient for the purpose of the Association.
- C.13 Sell, manage, lease, mortgage, dispose of or otherwise deal with all or any part of the property of the Association and in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as allowed by law having regard to such trusts.
- C.14 Take any gifts or property to any nature whatsoever whether subject to any special trusts or not for any one or more of the objects of the Association.
- C.15 Establish and support and to aid in the establishment and support of any other association for all or any of the objects of the Association.
- C.16 Provide premises and facilities for the use of Members and to expend the Association's funds in accordance with these Rules in furtherance of its objects particularly in the renting of premise hire or goods and payment of secretaries and other officials.
- C.17(i) Borrow or raise money in such manner as the Association shall think fit including by subscription, nomination and membership fees as determined from time to time by the Board, and to secure the repayment of any moneys borrowed or realised or owing by the Association by bonds, bills or exchange or promissory notes, bills of sale, mortgages, charges or liens upon the whole or any part of the Association's property and/or assets present and future and also by any such security mortgage charge and/or lien to secure or guarantee the performance by the Association of any obligation or liability it may undertake.
- C.17(ii) Lend money only on such terms and to such persons as if the Association held such money on trust for the benefit of its Members.
- C.18 Pay all or any of the costs, charges and expenses, preliminary and incidental to the formation of establishment and registration of the Association.
- C.19 Draw, make, accept, endorse, discount, execute and issue cheques, bills of exchange, promissory notes, bonds, coupons and other negotiable instruments or securities.
- C.20 Purchase or otherwise acquire and undertake all or any part of the property assets, liabilities and engagements of any one or more of the Associations affiliations, institutions or societies with which the Association is authorised to amalgamate.
- C.21 Transfer in accordance with all of these Clauses and the Act all or any part of the property assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Association is authorised to amalgamate.
- C.22 Purchase or otherwise acquire any workshops, buildings or premises and any fixed and movable machinery tools implements, patterns or stock required in connection with the carrying out of the objects herein specified.
- C.23 Hold or promote competitions of any description authorised by law, which may be calculated to advance the purpose of the Association and to advertise or promote the sale of any publication issued by it for the purpose of the Association or in which it is interested and to give prizes in connection with such competitions or otherwise. Provided that no Member of the Association shall receive any prize, award or distinction of monetary value except as a successful competitor at any competition held or promoted by the Association.
- C.24 Appoint a Chief Executive Officer for the purposes of signing and lodging documents as required by the Associations Act 1991.

- C.25 Subscribe to, or become a member of and co-operate with or amalgamate with any other association or organisation, whether incorporated or not, whose objects are similar to those of the Association. Provided that the Association shall not subscribe to or support with its funds or amalgamate with any association or organisation which does not prohibit the distribution of its income and property among its Members to an extent at least as great as that imposed on the Association under or by virtue of Clause C 34 of this memorandum.
- C.26 Establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences, calculated to benefit employees or past employees of the Association or the dependants or connections of any such persons; and to grant pensions and allowance; and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful objects.
- C.27 Construct, improve, maintain, develop, work, manage carry out, alter or control any houses, buildings or grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- C.28 Invest and deal with the money of the Association not immediately required in such manner as the Board think fit.
- C.29 Print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects, and to meet its obligations.
- C.30 Purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Association is authorised to amalgamate.
- C.31 Purchase or otherwise obtain insurance or indemnities pertaining to the Members, officers, agents and property in whatsoever form the Association may deem necessary.
- C.32 Transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the companies, institutions, societies or associations with which the Association is authorised to amalgamate.
- C33 Enter into contracts or other arrangements for the provision or receipt of goods, services, information, rights, real estate, property or any other benefit.
- C.34 The income and property of the Association whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Constitution, and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise, to the Members of the Association. Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Association or to any Member of the Association in return for any services actually rendered to the Association or for goods supplied in the ordinary and usual way of business nor prevent the payment of interest at a rate not exceeding the rate for the time being fixed for the purpose of this paragraph by the Constitution on money borrowed from any Members of the Association or reasonable or proper rent for premises demised or let by any Member to the Association but so that no Member of the Board or Governing Body of the Association shall be appointed to any salaried office of the Association or any office of the association, paid fees and that no remuneration or other benefit in money or money's worth shall be paid or given by the Association to any Member or such Board or governing body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association.
- C.35 The office of the Association shall be at such a place as the Board may from time to time determine.

#### CONTROL OF OPERATIONS

- C.36 The Association shall be the governing body, subject if applicable to relevant Regulations of the Federation Aeronautique Internationale, for competitions, matches, trials, tests and records throughout Australia which may be conducted by Affiliated Recreational Clubs, or Members of the Association. The Association may, on such terms as it determines, delegate such control or any aspect thereof to any Affiliated Recreational Club, or Member of the Association.

- C.37 The Association may, by written resolution of the Board, delegate to any Affiliated Recreational Club, or Member of the Association, any powers of the Association so far as they are exercisable within the State or Territory in which such an Affiliated Recreational Club is established.
- C.38 Any control or powers delegated by the Association pursuant to Clause C.36 and C.37, may from time to time be revoked or varied as the Association may determine.
- C.39 Every Affiliated Recreational Club and its members shall observe and comply with the control over Recreational aircraft operation exercised by the Association either directly or through delegation as provided by this Constitution.

## RULES

### Part I - Preliminary

#### **1. Interpretation**

Throughout this Constitution and By-laws, unless the context requires otherwise, the following definitions and abbreviations will apply:

“Act”	the <i>Associations Incorporation Act 1991</i> of the Australian Capital Territory
"Association":	Recreational Aviation Australia Incorporated.
"Affiliated Recreational Club":	a club whether incorporated or not, accepted by the Board as an affiliate Member of the Association.
"Board":	the management committee of the Association, unless defined otherwise.
"By-law":	By-laws approved by the Board to guide the implementation of the Constitution.
CASA	Civil Aviation Safety Authority
"Club":	any club, organisation, centre, corporation, company or other institution, association or community, in whatever legal form, having purposes consistent with the purposes of the Association.
"Constitution":	this Constitution, subject to any amendments made pursuant to the provisions hereof from time to time.
"Executive":	President, Secretary and Treasurer as defined in Part III, Section 11. (iv)
"Member":	a Member of the Association.
"Membership Registrar":	the person who keeps the records of RA-Aus Members and their recreational aircraft and flying details.
"Panel":	a Panel constituted by the Board.
“RA-Aus”	Recreational Aviation Australia
"Register":	the Register of Members of the Association.
"Regulation":	the Regulations made under the <i>Associations Incorporation Act 1991</i> of the Australian Capital Territory.
"Representative":	a Member who is elected by the Members and represents the Members at meetings.
"the Rules":	the following set of principles governing procedural matters of the Association.
“the Act”:	The <i>Associations Incorporation Act 1991</i> ;

Throughout the Rules words importing the singular shall include the plural and words importing persons shall include corporations and vice-versa.

## 1A. RA-Aus Governance

The regulatory activities of Recreational Aviation Australia Incorporated (RA-Aus) are governed by the Operations Manual and Technical Manual, both of which are published and amended following approval by the Civil Aviation Safety Authority. The RA-Aus administers the Operations Manual and the Technical Manual on behalf of the Civil Aviation Safety Authority. Recreational aircraft airworthiness standards are governed by the provisions of the Technical Manual. Owners of recreational aircraft are responsible for ensuring the standards expressed in the Technical Manual are met and maintained, and registration of an aircraft by the RA-Aus is not to be held out as certification that the aircraft is airworthy. Similarly, the standards for operations of recreational aircraft are governed by the provisions of the Operations Manual. Operators of recreational aircraft are responsible for the operation of recreational aircraft in accordance with the standards provided for in the Operations Manual.

## Part II - Membership

### 2. Membership categories

- (i) Any of the following shall be qualified to be Members of the Association:
  - a. Ordinary Members- who shall only be admitted to membership of the Association in accordance with this Constitution and who shall be entitled to all rights and privileges granted to Members under this Constitution.
  - b. Honorary Members - who shall:-
    - (i) be proposed by an ordinary Member of the Association;
    - (ii) be approved and elected as an Honorary Member for a stipulated time by the Board in accordance with rules or by-laws in that regard made from time to time by the Board.
    - (iii) not be required to pay any subscription or levy to the Association whilst an honorary Member; and
    - (iv) not hold any office of the Association and shall not be entitled to vote.
  - c. Affiliate Members - who shall be a club or other organisation referred to in Section B9 of the Constitution, and who shall:-
    - (i) be approved and elected as an Affiliate Member by the Board in accordance with rules or by-laws in that regard made from time to time by the Board.
    - (ii) not hold any office of the Association and shall not be entitled to vote.
  - d. Temporary Member - who shall:-
    - (i) be proposed by an ordinary Member of the Association;
    - (ii) only be admitted to Membership of the Association in accordance with this Constitution and who shall be entitled to all rights and privileges granted to Members under this Constitution excepting those listed herein;
    - (iii) only benefit from these privileges for one period of 28 days following the day of proposal;
    - (iv) not hold any office of the Association and not be entitled to vote;
    - (v) not be required to pay any subscription or levy to the Association in consideration of this Temporary Membership; and
    - (vi) Para 2.(ii) notwithstanding, be recorded in a separate register of Members maintained by the Association.
  - e. Life Member – who shall-
    - (i) be proposed by an ordinary Member of the association;
    - (ii) be approved and elected as a Life Member by the Board;
    - (iii) not be required to pay any subscription or levy to the Association, and

- (iv) not hold any office of the association and shall not be entitled to vote.
- (ii) Unless otherwise provided in this Constitution, each Member of the Association shall:
  - (a) be subject to all the obligations as to conduct of, otherwise imposed by, or in pursuance of this Constitution; and
  - (b) be recorded in a register of Members maintained by the Association.

### **3. Nominations for membership**

- (i) A person or club desiring to become a Member of the Association shall make application in writing in accordance with the requirements of the Board as prescribed from time to time. The applicant shall become a Member upon satisfying those requirements and having paid the relevant subscription to the Association or its authorised agent.
- (ii) No persons shall be elected, or appointed to any position within the Association, or be allowed a vote in any elections or at any Board meeting, or be granted any influence in any matter affecting the Association, unless that person is a financial Member of the Association.

### **4. Membership entitlements are not transferable**

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

- (i) is not capable of being transferred or transmitted to another person excluding proxies; and
- (ii) terminates upon cessation of the person's membership.

### **5. Cessation of membership.**

A person shall cease to be a member of the association if the person

- (i) dies, or in the case of a body corporate, is wound up; or,
- (ii) resigns from membership of the association; or,
- (iii) is expelled from the association; or,
- (iv) fails to renew membership of the association

### **6. Resignation of membership.**

- (i) A member is not entitled to resign from membership of the Association except in accordance with this rule.
- (ii) A member who has paid all amounts payable by the member to the association may resign from membership by first giving notice of one month in writing to the Secretary of the member's intention to resign and, on the expiration of the notice, the member ceases to be a member.
- (iii) Where a person ceases to be a member, the Secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

### **7. Fee, subscriptions etc.**

- (i) The Subscription payable by any Member shall be such as the Board may from time to time prescribe.

- (ii) The Board may levy additional contributions from time to time as required for the conduct of the Association's business.
- (iii) The Association shall cause notice of the subscription expiry to be sent to all Members on or before the last day of the month of expiry. If the renewal subscription remains unpaid thirty days after expiry, the Member's rights as provided within these Rules shall be suspended.
- (iv) If the renewal subscription or any amount levied remains unpaid ninety days after the date of expiry or imposition of the levy, the membership shall be terminated. The member shall not be required to be notified of such termination.

## **8. Members liabilities.**

The liability of a Member to contribute towards the payment of the debts and liabilities of the association or 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 the current year's membership fee.

## **9. Disciplining of Members.**

- (i) Where the Board is of the opinion or where it appears to the Board that a Member of the Association:
  - a. has breached any Recreational Aviation Australia Operations/technical Manual requirement, or Civil Aviation Act 1988 (com) section, or Civil Aviation Regulation, or B-Law of the Association as may be amended from time to time.
  - aa. Failure to comply with a direction from the Board or the Operations/Technical managers will be deemed to have brought the organisation into disrepute.
  - b. has acted in a manner prejudicial to the interests of the Association, then the Board may appoint a Disciplinary Panel for the purpose of hearing and determining complaints and charges against such Members. Such a Panel shall be constituted by the appointment of a Disciplinary Panel Chairman together with no less than two and no more than six other Members of the association, the selection of whom is at the discretion of the Board. Alternatively, the Board may choose to hear the complaint, in which case it shall be placed upon the agenda of the next Board meeting and shall be heard by such Members of the Board as to ensure a fair hearing is given to the Member concerned.
- (ii) Where the Disciplinary Panel or the Board is to consider charges in accordance with sub-rule (i), the Disciplinary Panel or the Board as the case may be, shall, as soon as practicable, cause notice to be served on the Members as required in Rule 37. Such notice shall:-
  - a. Set out the complaint and charge of the Board and the grounds upon which it is based; and
  - b. State the date, place and time of the Disciplinary Panel or the Board hearing; and
  - c. Inform the Member that they may do any one or more of the following:
    - (i) Attend and speak at the hearing.
    - (ii) Submit to the Disciplinary Panel or the Board at or prior to the hearing, written representation relating to the matter.
- (iii) At a meeting of the Disciplinary Panel or the Board held as referred to herein, the Panel or the Board shall:-
  - a. Give to the Member an opportunity to make oral representations; and
  - b. Give due consideration to any written representations submitted to the Panel or the Board by the Member; and

- c. By resolution determine whether action against the Member is warranted and if so to determine what action should be taken.
- (iv) The powers of a Disciplinary Panel or the Board expressly include, but are by no means limited to suspension and/or cancellation of any or all of the Member's privileges, ratings or membership of the Association or any combination of the above.
- (v) A resolution of the Disciplinary Panel or the Board pursuant to subrule (iii) shall be notified to the Member in writing, as required in rule 37, within 14 days after the making of the resolution and informing the Member of:-
  - a. Any right of appeal that exists under Rule 10 (i) and 10 (ii).
  - b. The date upon which the decision shall take effect in the absence of an appeal or any rights of appeal under subrule (vi)
- (vi) Following the notification to a Member in accordance with subrule (v), a resolution of the Disciplinary Panel or the Board under subrule (iii) c shall take effect 7 days after the date upon which service of the notice under subrule (v) has been effected.
- (vii) In the event of the hearing being handled by a disciplinary panel, then the panel chairman shall notify the Board as soon as is practicable of the alleged offence and the disciplinary action taken by the panel.

**10. Rights of appeal of disciplined Member – Disciplinary Panel hearing**

- (i) A Member may appeal against a resolution of the Disciplinary Panel within 21 days after notice of the resolution is served on the Member by lodging with the Chairman of the Disciplinary Panel a notice to that effect.
- (ii) A decision of the Disciplinary Panel may be appealed to the Board. In all cases the decision of the Board shall be final.
- (iii) In every case of appeal the procedure to be followed shall be in accordance with that set out in sub-rules (i) and (ii)
- (iii) No Member suspended, expelled or otherwise dealt with under Rule 9 (iv) hereof shall have any claim against the Association or any Member thereof, notwithstanding that the proceedings may be subsequently found to be invalid or that an appeal by the Member may be upheld.

**10A. Rights of appeal of disciplined Member – Board hearing.**

- (i) A member may appeal to the association in general meeting against a resolution of the Board which is confirmed under Rule 9 (iii), within 7 days after notice of the resolution is served on the member by lodging with the Secretary a notice to that effect.
- (ii) On receipt of a notice under sub-rule (i), the Secretary shall convene a general meeting of the association to be held within 21 days after the date on which the Secretary received the notice or as soon as possible after that date.
- (iii) At a general meeting of the association convened under sub-rule (ii) –
  - (a) no business other than the question of the appeal shall be transacted; and
  - (b) the Board and the member shall be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
  - (c) the members present shall vote by secret ballot on the question of whether the resolution made under Rule 9 (iii) should be confirmed or revoked.
- (iv) If the meeting passes a special resolution in favour of the confirmation of the resolution made under Rule 9 (iii), that resolution is confirmed.

## **Part III - The Board**

### **11 Powers of the Board**

- (i) The Business of the Association shall be managed by the Board which may exercise all of the powers of the Association.
- (ii) Subject to these Rules, the Board may meet together for the dispatch of business, adjourn or otherwise regulate its meeting as the Board determines.
- (iii) The Secretary and Treasurer shall act as Trustees of all assets and funds of the Association and shall hold the same upon trust for the Association in accordance with this Constitution.
- (iv) The President, Secretary and Treasurer shall form the Executive of the Association and shall be responsible for all matters relating to the affairs of the Association whenever the Board is not meeting and, subject to any decisions of the Board, shall make all the decisions necessary in relation to the Association's business and shall act in the case of emergency.
- (v) The Board shall appoint the Association's Public Officer, being a resident of the Australian Capital Territory, to submit, transmit and receive on behalf of the Association, documents as required by the Laws of the Commonwealth under which the Association operates.
- (vi) Other than as may be required by law, no contract, business or arrangement entered into or on behalf of the Association with any Board Member shall be avoided by reasons only of holding such office or by fiduciary relationship thereby established, but the nature of the business or interest must be disclosed by such Board Member in writing to the Secretary.
- (vii) A Board Member must not be present, or vote, during voting in respect of any contract, business or arrangement with the Board in which they have direct financial interest.

### **12. Constitution and membership of the Board.**

- (i) The Board shall consist of financial Members representing each Region, in the numbers described in Appendix B, or such other number as may be determined from time to time by the Board.
- (ii) The boundaries of each Region shall be as described in Appendix B
- (iii) The Members of the Board, will elect, at the beginning of the Annual Board meeting, presided over by the Public Officer, the Members of the Executive, from within the Board.
- (iv) The Executive shall consist of the President, Secretary and Treasurer.
- (v) No Board Member shall be appointed to any salaried office of the Association or CASA.

### **13. Election of Board Members.**

- (i) The Board shall be elected by the membership on a one Member - one vote system.
- (ii) The Members of each Region with Representative(s) in
  - a. Group A (Appendix B) shall elect their Board Representative(s) prior to the annual general meeting of the Association in each even numbered year. The names of the Members elected shall be forwarded to the Executive Director prior to the annual general meeting of that year and the results of the elections shall be announced at the beginning of that annual general meeting. The Members so elected shall hold office from the beginning of the annual general meeting at which their election was announced, until the beginning of the annual general meeting of the Association following the group elections pertaining to Group A.
  - b. Group B (Appendix B), shall elect their Board Representative prior to the annual general meeting of the Association in each odd numbered year. The names of the

Members elected shall be forwarded to the Executive Director prior to the annual general meeting of that year and the results of the elections shall be announced at the beginning of that annual general meeting. The Members so elected shall hold office from the beginning of the annual general meeting at which their election was announced, until the beginning of the annual general meeting of the Association following the group elections pertaining to Group B.

- (iii) A financial member who is a resident in Australia may nominate for a representative position in any region they may choose provided they are nominated and seconded by members within that region.
- (iv) In the event that no nominations are received for a vacant Regional Board Representative position, that position shall be filled by:
  - a. a Member who nominated for a vacant Board position in a different Region in the same year; and,
  - b. who was unsuccessful in gaining election for that position; and who attracted the largest number of votes of all unsuccessful nominees for that year.
- (v) Postal Votes will only be valid if they are received by the Secretary or Returning Officer no later than the closing time and date of the particular vote.

#### **14A President**

The President shall act as Chairman for all meetings and shall determine subject to this Constitution any matters in dispute regarding proceedings at those meetings and shall act as spokesperson for the Association.

#### **14B. Secretary.**

- (i) The Secretary shall carry out and perform all secretarial functions of the Association and shall maintain a proper record of all the affairs of the Association including any correspondence, minutes and other papers.
- (ii) The Secretary shall at the request of the Board conduct a plebiscite of the Association's Members in respect of a matter of policy and the result of such plebiscite shall be binding on the Board, subject to the right of the Board to act contrary to the result of a plebiscite in the case of an emergency only.

#### **15. Treasurer.**

- (i) The Treasurer shall maintain a true and complete record of the financial and business affairs of the Association and shall pay all authorised accounts and receive and bank all monies and securities for the Association.
- (ii) The Treasurer shall ensure that a detailed budget be prepared for each financial year and have it approved by the Board at the Board Meeting following the end of June.
- (iii) The Treasurer shall submit a financial statement and profit and loss statement for the financial year ending prior to every annual general meeting at least 14 days prior to the meeting.

#### **16. Vacancies.**

- (i) For the purpose of this Rule, a vacancy in the office of a Member of the Board occurs if the Member-
  - (a) dies; or

- (b) ceases to be a member of the association; or
- (c) resigns from office; or
- (d) is removed from office under rule 17; or
- (e) becomes insolvent under administration within the meaning of the Corporations Act; or
- (f) suffers from mental or physical incapacity; or
- (g) is disqualified under the Act, section 63 (1); or
- (h) is absent without the consent of the Board from all meetings of the Board held during a period of 12 Months

(ii) In the event of:-

- a a vacancy occurring in the Board between group elections; or
- b any vacancy occurring as a result of the failure to nominate sufficient Members of the Board to permit filling of the vacancy as specified in Rule 13 (iv),

the Region entitled to elect a Member to such vacant position, shall elect a financial Member, subject to the provisions of Rule 16 (ii). That Member shall hold office from the date of their election until the beginning of the annual general meeting of the Association following the next group elections pertaining to that office.

- (iii) If a vacancy occurs in the Board at time no greater than six months from the time of the next group election applicable to that Board position, the vacancy shall be deemed to be a casual vacancy and need not be filled in the interim period.
- (iv) The Returning Officer shall advise all members of the result of any election held to fill a vacancy on the Board.

## **17. Removal of Board Members.**

The association in general meeting may by resolution, subject to Section 50 of the Act, remove any Member of the Board from office before the expiration of the Member's term of office.

## **18. Board meetings and quorum.**

- (i) The Board must meet face-to-face at least twice in each calendar year at such place and time as the Board may determine. The first meeting of the Board after the Annual General Meeting shall be the Annual Board Meeting.
- (ii) Board meetings other than those referred to in sub-section (i) above may be conducted by electronic means.
- (iii) Additional meetings of the Board may be convened by any three (3) Member of the Board.
- (iv) Oral or written notice of a meeting of the Board shall be given by the Secretary to each Member of the Board at least 48 hours (or such other period as may be unanimously agreed upon by the Members of the Board) before the time appointed for the holding of the meeting.
- (v) Notice of a meeting given under Rule 18 (iii) shall specify the general nature of the business to be transacted at the meeting, and no business other than that business shall be transacted at the meeting, except business which the Board Members present at the meeting unanimously agree to treat as urgent business.

- (vi) If the President is not present, at the time appointed for a Board meeting the Board shall choose one of its number to be Chairman of that meeting.
- (vii) Any seven (7) Members of the Board including at least two members of the Executive shall constitute a quorum for the transaction of the business of the meeting of the Board.
- (viii) No business shall be transacted by the Board unless a quorum is present and if within half an hour after the time appointed for the meeting a quorum is not present, the meeting stands adjourned to a place and time to be determined.
- (ix) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting shall be dissolved.
- (x) A newly elected Board shall at its first meeting appoint or confirm appointment of Members of the Association to supplementary administrative, liaison and operational management positions as required by the By-laws.
- (xi) A newly elected Board shall at its first meeting appoint or confirm the appointment, from the Members of the Association, delegates to any organisations with which the Association is affiliated.

**19. Delegation by Board to sub-committee.**

- (i) The Board may, by instrument in writing, delegate to one or more sub-committees (consisting of such Members of the association as the Board thinks fit) the exercise of such of the functions of the Board as are specified in the instrument, other than:
  - (a) this power of delegation; and
  - (b) a function which is a function imposed on the Board by the Act, by any other law of the Territory, or by resolution of the association in general meeting.
- (ii) A function, the exercise of which has been delegated to a subcommittee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the subcommittee in accordance with the terms of the delegation.
- (iii) A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (iv) Notwithstanding any delegation under this rule, the Board may continue to exercise any function delegated.
- (v) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Board.
- (vi) The Board may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (vii) A sub-committee may meet and adjourn as it thinks proper.
- (viii) A sub-committee must report to the Board.

## **20. Voting and decisions.**

- (i) Where a member of the Board is unable to attend a meeting of the Board in person or is unable to establish contact by electronic means where a Board meeting is held by those means, then the Board member may appoint a proxy, in writing, to vote on his behalf on a specific matter or all matters included on the agenda for that meeting.
- (ii) At Board meetings the voting power of a Board Member shall be one (1) vote per Board Member present at the meeting, plus written proxies on the matter at hand.
- (iii) On matters of appointment the voting power of Board Members shall be one (1) vote per Board Member present at the meeting, plus written proxies on the matter at hand.
- (iv) Questions arising at any Board Meeting shall be decided by a majority of the votes as per sub-rule (i). Should there be an equality of votes the motion shall be lost.
- (v) A resolution in writing, signed by the Board Members representing a majority of the total votes which may be cast if a meeting were to be held, shall, until the next Board Meeting be as valid and effectual as if it had been passed at a Board meeting duly called and constituted.
  - a. Any such resolution in writing and signed as aforesaid shall be ratified at the next Board Meeting.
  - b. If not ratified at the next Board Meeting the resolution shall lapse, but such a lapse shall not invalidate any action taken pursuant to such resolution prior to the Board Meeting held next after the resolution had been signed as aforesaid. When alterations to the By-laws are required within expediency, a resolution in writing as provided under this Rule shall be obtained, subject to the requirements therein for ratification.
- (vi) The Board may, subject to these Rules, make By-laws for conducting its own proceedings and general management of the Association's affairs.
- (vii) By-laws proposed shall be notified to the Members and shall take effect after the expiration of 30 days from the time of such notification, subject to the approval of the Board.
- (viii) By-laws so made may be repealed, varied or added to at any time and from time to time by the Board.
- (ix) All acts done by any Board Meeting or Board Member shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment or election of any Board or Board Member and such Board or Board Member was disqualified, be as valid as if every person had been duly elected and duly qualified.
- (x) Any decisions of the Executive or the Board made in accordance with this Constitution shall be binding on all Members and shall take effect notwithstanding any inconsistency with any decision of or any by-law or constitutional provision of any member Club or Association.
- (xi) Board Members, other officers and agents of the Association shall be reimbursed by the Association for costs, charges and other expenses reasonably incurred in the execution of their respective offices.

- (xii) No Board Member or other officer of the Association shall be liable for the acts, receipts, neglects or defaults of any other Member or for any loss damage or whatever which may happen in the execution of their duties or in relation thereto unless the same happen through their own wilful act, neglect, default or dishonesty.

#### **Part IV - General Meetings.**

##### **21. Annual general meeting - holding of.**

The Board shall convene an Annual General Meeting within the period of 5 months after the expiration of each financial year of the association..

##### **22. Annual general meetings - calling of and business at.**

(i) The order of the business at each Annual General Meeting under the chair of the President shall be:

- a. Opening of the meeting, receipt of apologies and proxies, confirmation of quorum.
- b. Declaration of the result of the elections.
- c. Minutes of last Annual General Meeting
- d. Business arising out of the minutes of the last Annual General Meeting.
- e. Presentation of Annual Reports by the President, Secretary and Treasurer.
- f. Business arising from Annual Reports.
- g. Any motions on Notice including Special Resolutions.
- h. Questions from the floor
- i. Close of Annual General Meeting

(ii) Where the President is unable chair the Annual General Meeting for any reason then the provisions of Rule 26 shall apply.

##### **23. Other General meetings - calling of**

- (i) The Board may, whenever it thinks fit, convene a general meeting of the Association.
- (ii) The Board shall, on the requisition in writing of not less than 5 per cent of the total number of Members, convene a general meeting of the Association.
- (iii) A requisition of Members for a general meeting;
  - (a) shall state the purpose or purposes of the meeting;
  - (b) shall be signed by the Members making the requisition; and
  - (c) shall be lodged with the Secretary.

##### **24. Notice**

(i) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary shall, at least 14 days before the date fixed for the holding of the General Meeting, cause to be sent by pre-paid post to each Member at the Member's address appearing in the register of Members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

(ii) Where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the association, the Secretary shall, at least 21 days before the date fixed for holding of a Special General Meeting, cause notice to be sent to each Member in

the manner provided in sub-rule (i), specifying, in addition to the matter required under that sub-rule, the intention to propose the resolution as a special resolution.

- (iii) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to Rule 22 (i),
- (iv) A Member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the Member.

## **25. General meetings - procedure and quorum.**

- (i) No item of business shall be transacted at a General Meeting unless a quorum of Members entitled under these rules to vote is present during the time the meeting is considering that item.
- (ii) Seven (7) Members present in person (being Members entitled under these rules to vote at a General Meeting) constitute a quorum for the transaction of the business at the General Meeting.
- (iii) If within half an hour after the appointed time for the commencement for a General Meeting a quorum is not present, the meeting if convened upon the requisition of Members shall be dissolved and in any other case shall stand adjourned to a place and time to be determined by the Board.
- (iv) If at the adjourned meeting a quorum as stated in Rule 25 (ii) is not present within half an hour after the time appointed for the commencement of the meeting, the meeting shall be dissolved.
- (v) Unless the minutes of any general meeting are signed by the Chairman of the meeting at which the proceedings took place, they shall be signed by the Chairman of the next succeeding general meeting. If so signed they shall be receivable as prima facie evidence of the matters stated in such minutes.
- (vi) As soon as practicable after each general meeting, the Secretary shall cause a copy of the minutes of that meeting to be sent to each Board Member and the Editor (for inclusion in the next RA-Aus journal), The minutes shall include the names of the Members represented, the names of their representatives and assistants, the names of any other persons present and their role, and the proxies received.

## **26. Presiding Member**

The President shall preside as Chairman at every meeting, or if there is no President, or if at any meeting the President is not present within thirty minutes after the time appointed for holding the meeting, one of the Executive shall be Chairman, or if the Executive are not present at the meeting, then the Members may choose one of their number to be Chairman of the meeting.

## **27. Adjournment.**

- (i) The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (ii) Where a general meeting is adjourned for 30 days or more, the Secretary shall give written or oral notice of the adjourned meeting to each Member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (iii) Except as provided in sub-rules (i) and (ii), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

## **28. Making of decisions.**

At a general meeting of the Association, a poll may be demanded by the person presiding or by not less than 3 Members, present in person or by proxy at the meeting.

## **29. Deleted**

## **30. Appointment of proxies.**

- (i) Each member shall be entitled to appoint another member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (ii) The notice appointing the proxy shall be in the form set out in Appendix A.

## **Part V - Miscellaneous**

### **31. Funds - source**

The funds of the Association shall be derived from annual subscriptions of Members and, subject to section 114 of the Act, such other sources as the Board determines.

### **32. Funds - management.**

- (i) The Board shall appoint such Auditor or Auditors as it may from time to time determine.
- (ii) All monies received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- (iii) The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.
- (iv) All cheques, drafts, bills or exchange, promissory notes and other negotiable instruments shall be signed by any 2 Members of the board or employees of the Association authorised to do so by the Board.
- (v) All reasonable expenses incurred by the Board in the conduct of the affairs of the Association and duly vouched for shall be met by the Association.

- (vi) The Financial year of the Association shall terminate on the thirtieth of June in each year unless otherwise determined by the Board.
- (vii) The income and property of the Association shall be applied solely toward the promotion of the purposes of the Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or in any other manner whatsoever by way of profit to Members of the Association, provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officer or servant of the Association or to any Member thereof in return for any services actually rendered to the Association and that no remuneration or other benefit in money or money's worth shall be paid or given by the Association to any Board Members except repayment of out-of-pocket expenses.

**33. Alteration of objectives and rules.**

No alterations may be made to this Constitution except by special resolution,

- (i) passed at a general meeting of the association, being a meeting of which at least 21 days notice, accompanied by notice of intention to propose the resolution as a special resolution, has been given to members of the association; and
- (ii) it is passed by at least  $\frac{3}{4}$  of the votes of those members of the association who, being entitled to vote, vote in person or by proxy.

**34. Common Seal**

- (i) The common seal of the Association shall be kept in the custody of the Secretary or of the nominee of the Secretary.
- (ii) The common seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the common seal shall be attested by the signatures of two Members of the Board.

**35. Custody of books**

Subject to the Act, the Regulations and these rules, the Secretary shall be responsible for ensuring the custody of, or otherwise maintain control of, all records, books and other documents relating to the Association.

**36. Inspection of books.**

The records, books and other documents of the Association shall be open to inspection at a place in the ACT, free of charge, by a Member of the Association on request at any reasonable hour.

**37. Service of notices.**

The service of any notice required by these Rules may be effected by sending such notice via pre-paid ordinary post to the Member's address appearing in the Register. A notice to be given by post shall be pre-paid and shall be deemed to have been duly given at the expiration of seven (7) working days after posting.

**38. Surplus property**

If the Association is wound up, by special resolution of the Board with conditions as set out for alteration to the Constitution in Rule 33, the surplus assets after payment of the Association's liabilities and the expenses of winding up, shall be distributed, given or transferred to such other institutions, societies, associations or clubs having objects similar to those of the Association and whose constitution or memorandum of association prohibits the distribution of its or their income and property amongst its Members to an extent at least as great as is imposed by the Association's Constitution; such organisation or organisations to be determined by the Members of the Association at or before the time of dissolution and in default, by application to the Supreme Court of the Australian Capital Territory.

**39. Disclaimer**

The RA-Aus shall not be liable to pay compensation in respect of damages claimed as a consequence of injury to persons or of loss or damage to property resulting from the maintenance and/or operation by RA-Aus members of aircraft registered by the RA-Aus.

**APPENDIX A**

**FORM OF APPOINTMENT OF PROXY**

No person may be appointed a proxy unless they are Financial Member of the Association. Every instrument of proxy shall be signed by the appointer and shall be in the form or to the effect following:-

**RECREATIONAL AVIATION AUSTRALIA INC.**

I, .....  
Of .....  
in the State of .....  
being a ..... Member/Board Member of RECREATIONAL AVIATION AUSTRALIA  
INC and entitled to vote, hereby appoint .....  
(a Financial Member of the Association) of ..... or  
failing them ..... of  
..... as my  
proxy to vote for me and on my behalf at the Board/General Meeting of the Association to be held on the  
..... day(s) of ..... 20..... and at any adjournment  
thereof.

My proxy is hereby authorised to vote in favour\*/against\* the following resolutions.

\*(Delete as applicable)

(Insert details as applicable)

SIGNED this ..... day of ..... 20.....

The instrument appointing a proxy shall be deposited at the Secretariat office of the association or at such other place as may be specified by the Executive for that purpose in the notice convening the meeting not less than twenty four hours before the time for holding the meeting at which the person named in such instrument proposed to vote, and shall be available only for the meeting named therein, or for any adjournment of such meeting.

## APPENDIX B

### REGIONAL DEFINITIONS AND GROUP ALLOCATION FOR BIENNIAL ELECTIONS

#### Regional Definitions and Representatives

North Queensland (North of latitude 22 <sup>0</sup> S)	1 Representative
South Queensland (South of latitude 22 <sup>0</sup> S)	3 Representatives
New South Wales including the Australian Capital Territory	3 Representatives
Victoria	2 Representatives
Tasmania	1 Representative
South Australia	1 Representative
Western Australia	1 Representative
Northern Territory	1 Representative

#### Group Allocations

##### Group A - Even-numbered years

###### **Regional Representatives:**

North Queensland  
South Queensland (No 2)  
New South Wales (No 1)  
New South Wales (No 3)  
Victoria (No 2)  
Northern Territory  
Tasmania

##### Group B - Odd-numbered years

###### **Regional Representatives:**

South Queensland (No 1)  
South Queensland (No 3)  
New South Wales (No 2)  
Victoria (No 1)  
Western Australia  
South Australia