

## Table of Contents

# CONSTITUTION of the ADELAIDE SOARING CLUB INCORPORATED

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Founded 8th November 1944

Originally incorporated on 23rd April, 1945 under the  
Associations Incorporated Act of South Australia as 'The Gliding & Soaring Club of South Australia  
Incorporated'

Name changed to 'Adelaide Soaring Club Incorporated' on 29th June 1954.

Amended	4th March	1977
Amended	15th July	1977
Amended	14th July	1978
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## Table of Contents

INTERPRETATION	1
NAME .....	1
OBJECTS .....	1
OFFICERS OF THE CLUB.....	3
COMMITTEE.....	3
ELECTION OF COMMITTEE .....	4
RESERVE FUND.....	7
AUTHORITY OF COMMITTEE.....	7
SUB-COMMITTEES.....	7
MEMBERSHIP OF THE CLUB .....	8
MEMBERSHIP CLASSES .....	8
PRIVILEGES OF MEMBERS.....	9
HONORARY MEMBERS .....	9
TERM MEMBERS .....	9
LIFE MEMBERS.....	9
ENTRANCE FEE AND SUBSCRIPTION .....	9
RESIGNATIONS.....	10
SUSPENSION AND EXPULSION .....	10
ANNUAL GENERAL MEETING .....	11
SPECIAL GENERAL MEETING.....	11
VOTES OF MEMBERS .....	12
BANKING .....	13
ACCOUNTS .....	13
AUDIT.....	13
PATRON AND VICE-PATRONS .....	13
MINUTES.....	13
USE OF CLUB ADDRESS.....	14
COMMON SEAL.....	14
EXECUTION OF DOCUMENTS .....	14
ALTERATION OF RULES .....	14
DAMAGE .....	14
INDEMNITY OF OFFICERS .....	14
ASSOCIATION AND AFFILIATION.....	15
WINDING UP .....	15





## ADELAIDE SOARING CLUB INCORPORATED

### CONSTITUTION

#### INTERPRETATION

1. In this Constitution the following terms shall have the meanings next hereinafter respectively assigned to them if not inconsistent with the subject or context:

“The Act” means the Associations Incorporation Act 1985 as amended.

“The Regulations” means the Regulations under the Act.

"The Constitution" and "the Rules" or "The Rules of the Club" shall each mean and include the constitution and regulations and by-laws of the club and any orders or regulations pertaining to flying or other matters relevant to the activities of the Club which are issued by the Club, its Committee, or officers acting with authority delegated to them by the Committee.

"Special Resolution" means a special resolution of the Club as defined by the Act.

"Committee" means the Committee from time to time of the Club.

"President", "Vice-President", "Chairman", "Secretary", and "Treasurer", means those respective officers from time to time of the Club.

"Chief Flying Instructor" may refer to the Chief Flying Instructor (Gliding) or the Chief Flying Instructor (Light Sport Aircraft) or both, as appropriate in the context.

"Month" means calendar month.

"In writing" means written, printed, typewritten or lithographed paper or document, facsimile transmitted by electronic means, or email, or partly one and partly another.

"The Club" means ADELAIDE SOARING CLUB INCORPORATED.

"Sub-Committee" or "Sub-Committees" shall include all groups, panels and internal organisation structures by any name formed from time to time by resolution of the Committee.

Words importing the masculine gender include the feminine gender.

Words importing the singular number include the plural and vice versa. Words importing persons include corporations.

#### NAME

2. The name of the Club is the ADELAIDE SOARING CLUB INCORPORATED.

#### OBJECTS

3. The objects of the Club are to carry on or carry out for purposes other than the profit or gain of the individual members of the Club any of the following:
  - (1) To promote and to carry out as the principal object of the Club the development in Australia of aviation in general and gliding and soaring in particular.

## **Adelaide Soaring Club Constitution**

- (2) To give effect to the first stated principal object, but without in any way restricting that object in its scope power and extent to:
- (i) Establish, provide and maintain full flying training facilities for its members and members of the public.
  - (ii) Establish, provide and maintain for its members and the public the necessary facilities for ground schools and for the ancillary educational and study requirements concomitant with flying training.
  - (iii) To establish, provide and maintain for its members and the public full facilities for advanced flying operations, techniques and programmes inherent in modern aviation and in sporting and contest flying.
  - (iv) To establish provide and maintain for its members and the public full operational training and educational facilities for the operation of powered tug aircraft for its members and the training of crews.
  - (v) To establish, provide and maintain for its members and the public, full operational training and educational facilities for the training of flying instructors, ground engineers, duty pilots, daily inspection personnel and all other personnel required to operate, maintain and administer aviation or gliding activities.
  - (vi) To establish and maintain for the use of its members and the public generally such social amenities as are desirable to support the carrying out of the objects of the Club.
  - (vii) To assist in the formation and conduct of new gliding and aviation clubs and organisations in South Australia and elsewhere.
  - (viii) To provide design and construction facilities for members wishing to design build or maintain their own aircraft or associated ancillary equipment.
- (3) To affiliate with the South Australian Gliding Association Incorporated and/or the Gliding Federation of Australia, or the successors of those bodies or any like body upon such terms and conditions as the Committee of the Club shall from time to time see fit.
- (4) To organise rallies, pageants, displays, competitions and contests for its members and/or for the public or to join in or participate in any such event.
- (5) To organise and conduct any profit making undertaking or scheme for the purpose of carrying out the Club's objectives or enhancing the Club's funds.
- (6) To acquire and to hold property both real and personal for the purpose of carrying out any of the Club's objects.
- (7) To borrow such funds as are necessary to carry out the Club's objects and to charge or pledge the Club's assets in support of such borrowings (whether borrowed directly by the Club or by any company or entity which is a subsidiary of the Club or which is controlled by the Club) or to give guarantees and to support them by such charges over the Club's assets as may be necessary to support those guarantees.
- (8) To permit a trustee to hold all or any of the Club's assets upon trust for the purpose of better enabling the borrowing and/or charging position of the Club.

## Adelaide Soaring Club Constitution

- (9) To invest in or to participate in any company, partnership, association, trust or other entity having like objects or which is considered by the Committee of the Club to be a desirable investment or participation in the interests of the Club and to guarantee or to secure or to join in guaranteeing or securing any borrowing by such a company, partnership, association, trust or entity for the purpose of acquiring such an interest.
- (10) To amalgamate with or to absorb any other organisation body or association having a like purpose or purposes.
- (11) So far as it is not inconsistent with the qualification that the Club is not carried on for the purpose of profit or gain to the individual members of the Club or is not inconsistent with any of the afore stated objects, to carry out such other activities as are incidental or reasonably necessary to the above objects.

### OFFICERS OF THE CLUB

4. The Officers of the Club shall consist of a President, a Vice-President or Vice-Presidents, Committee Members, Secretary, Treasurer and two Chief Flying Instructors.

It shall be competent for the same person to act as Secretary and Treasurer of the Club or to act in any two of such functions.

An employee of the Club or a person who is not a member may be appointed either Secretary, Treasurer or a Chief Flying Instructor or to more than one of such offices, but in such event the person or persons so appointed shall not be an "Ex Officio" member of the Committee.

### COMMITTEE

5. President. At its first meeting after each Annual General Meeting (or a Special General Meeting called for the purpose of electing a new Committee) or as soon as reasonably possible thereafter those members elected to Committee by the membership of the Club (whether at an Annual General Meeting or a Special General Meeting) shall elect from among their ranks a President of the Club and a Vice-President or not more than two Vice-Presidents.

Ex-officio members of Committee are not eligible to vote in Committee on the election of President and Vice- President, nor to be elected to such offices.

If two Vice-Presidents are appointed one shall be nominated Senior Vice-President.

Nominations for the offices of President and Vice-President shall be handed to the Secretary in writing before the commencement of such first meeting of the Committee and shall be signed by two members of the Committee.

If not elected at such first meeting the President and/or Vice-President or Vice-Presidents shall be elected in a like manner at the first possible subsequent Committee meeting.

6. (1) The Club shall be governed by a Committee consisting of 7 elected members and 4 ex officio members. Subject to Rule 4 the Secretary, Treasurer, the Chief Flying Instructor (Gliding) and the Chief Flying Instructor (Light Sport Aircraft) shall be the ex-officio members of the Committee.
  - (2) Should a person hold more than one office of Secretary, Treasurer or Chief Flying Instructor, he may exercise only one vote in his "Ex Officio" capacity for the plurality of offices held.
  - 3) The Secretary, Treasurer and Chief Flying Instructors
    - (a) are appointed members whose conditions of appointment and tenure are dealt with in Clauses 4 and 17 of this Constitution;

## **Adelaide Soaring Club Constitution**

- (b) shall not continue in office or take a place on the Committee to fill a casual vacancy or be appointed to fill a casual vacancy in the office of an elected member of the Committee unless they have first resigned the office or offices held by them as such Secretary, Treasurer or Chief Flying Instructor.
- (4) At every Annual General Meeting of the Club, the following members of the Committee shall retire:
- (a) Any member appointed since the last Annual General Meeting to fill a casual vacancy caused by the retirement of an elected member; and
- (b) Two retiring members as determined under sub-rule (5).
- (5) (a) The two retiring members shall be selected from the following categories of elected members:-
- (i) Members who have served on the Committee as elected members for six (6) consecutive years or longer.
- (ii) Members who have served longest in office since their last election.
- (b) Selection shall be made from the two categories in the order in which they are set out in this sub-rule and if more than the number required exists in a category, then by lot.
- (6) A person retiring from the Committee under Rule 6(4)(b) because he has served on the Committee as an elected member for six (6) consecutive years or longer, shall not be eligible for re-election to the Committee, proxy delegate or casual vacancy until the following Annual General Meeting.
- (7) The Committee may grant a Committee member leave of absence for such period as the Committee may determine.
- (8) (a) A Committee Member may nominate another Club member as his alternate to attend any Committee meeting he is unable to attend but such nomination shall be subject to the approval of the Committee.
- (b) Should a Committee member not nominate an alternate, the Committee may appoint an alternate.
7. The Club shall, at every Annual General Meeting at which members of the Committee retire in manner aforesaid, fill up the vacated offices by electing a like number of persons to be members of the Committee. Subject to Rule 6 (6) a retiring member of the Committee shall be eligible for re-election.

### **ELECTION OF COMMITTEE**

8. Nomination of Candidates: Nominations of candidates for election to the Committee must be in writing and be received by the Secretary not less than twenty-eight days before the Annual General Meeting of the Club, with an intimation in writing that the candidates are willing to act.

Each nomination shall be signed by the two members proposing the candidate, provided that this rule shall not apply to retiring members of the Committee, who shall, unless they notify the Secretary to the contrary prior to the election, be deemed to offer themselves for re-election.

Except by resolution of the Committee, no person who is an office holder of another gliding club in Australia shall be eligible for nomination and election to the Committee, nor shall any unfinancial member of the Club be eligible for election to the Committee.



## Adelaide Soaring Club Constitution

9. The election of Committee Members shall be by ballot of financial members conducted by a Returning Officer and the Secretary.

The Returning Officer who shall not be a member of the Committee shall be appointed by the Committee each year in the month of May.

The ballot of members shall be conducted as follows:-

- (a) The Secretary shall cause a voting paper with the name of candidates printed thereon to be forwarded by post or otherwise to each financial member of the Club not less than fourteen clear days before the date of any Annual General or Extra-Ordinary General Meeting at which Committee Members are to be elected, provided that prior to the Secretary forwarding the ballot papers to financial members, the Returning Officer shall initial each paper.
- (b) Any member wishing to vote shall himself put a cross in the square opposite the name or names of the candidate or candidates for whom he wishes to vote, voting for no more and no less than the required number, and shall forward the voting paper in an envelope addressed to the Returning Officer either by post or by hand to be received by the Returning Officer no later than the advertised time of the commencing of the Annual General Meeting or Extra-ordinary General Meeting.
- (c) Any member who has lost or mislaid his voting papers may obtain another set of voting papers from the Returning Officer, provided he applies for the same in writing before the meeting, and states in such application that his voting papers have been lost or mislaid.

Any such ballot papers issued shall be initialled by the Returning Officer.

- (d) The ballot paper shall contain the names of candidates for election to the Committee.

All names shall be arranged alphabetically.

The same type shall be used for all names, but the names of retiring members of the Committee shall be marked with an asterisk.

In the event of the number of candidates nominated for election as members of the Committee being equal to the number of vacancies, no ballot paper shall be sent, the candidates so nominated being ipso facto elected.

If the number of candidates duly nominated for election as members of the Committee is less than the number of vacancies, then the persons so nominated shall be deemed elected as from the date of the Annual General Meeting and the remaining vacancies shall be deemed to be casual vacancies.

- (e) In cases of equal voting for more candidates than vacancies, the Returning Officer shall determine the ballot by drawing lots.

10. **Scrutineers:** The members present at the Annual General Meeting or Extra-ordinary General Meeting shall appoint two scrutineers to assist the Returning Officer in counting the ballot.

On completion of counting the Returning Officer shall report the results of the ballot to the meeting, and shall also report the results to the Secretary in writing.

11. **Vacancies:** The Committee shall have power to fill casual vacancies in the Committee, (including the Offices of President and Vice President) but the persons appointed to such casual vacancies shall hold office only until the succeeding Annual General Meeting.

A Casual Vacancy shall result if a Committee Member shall resign or be removed or if an elected member is appointed Secretary, Treasurer or as a Chief Flying Instructor.

## Adelaide Soaring Club Constitution

12. Should all the Committee at any time resign, the Secretary shall convene a Special General Meeting of the members to fill their places and nominations shall be receivable at such meeting.

13. The office of a member of the Committee shall become vacated:-

1. If he ceases to be a member of the Club.
2. If he becomes bankrupt or insolvent.
3. If he is found lunatic or becomes of unsound mind.
4. If he sends in his resignation in writing to the Secretary.
5. If his office is declared vacant by resolution of a General Meeting.
6. If he absents himself from three consecutive meetings of the Committee without leave of absence.
7. If all the remaining members of the Committee in writing request him to resign, in which event he shall be deemed to have resigned on the day upon which such request shall be served upon him by the Secretary.
8. Except where the Committee by Ordinary resolution resolves otherwise if he becomes a flying member or office holder of another gliding club.

14. **Meetings of Committee:** The Committee shall meet together for the dispatch of business and adjourn and otherwise regulate their meetings at such times and places as it may arrange.

A special meeting may be summoned at any time by the Chairman, or on requisition signed by two members of the Committee, or by the Secretary.

15. **QUORUM:** The quorum of the Committee shall be four.

16. The President of the Club for the time being shall be the Chairman of the Committee. If the President is absent from any Committee meeting, the Vice-President (or if two Vice-Presidents have been appointed, the Senior Vice-President or Junior Vice-President in that order) shall act as Chairman. If none of the President or Vice-Presidents are present, the meeting shall elect a Chairman for the meeting.

17. A Secretary, Treasurer and Chief Flying Instructors may from time to time be appointed and subject to Rule 4 and Rule 6 shall be "Ex Officio" members of the Committee and as such each is entitled to vote as a member of the Committee except as noted in Clause 5.

They may be honorary or salaried officers of the Club.

The Committee shall have the power to appoint a Secretary or Secretaries and Treasurer or Treasurers, Bankers, Solicitors, Officials and Servants of the Club, and shall grant such salaries, allowances and recompenses to them respectively for their services during their employment as the Committee shall think fit.

The Secretary or Secretaries, Treasurer or Treasurers, Bankers, Solicitors, Officials and servants of the Club shall be appointed during the pleasure of the Committee who shall have power to dispense with their services at any time.

18. Questions arising at any meeting shall be decided by a majority of votes.

In the event of an equality of votes on the Committee, the Chairman shall have a casting vote as well as a deliberate vote.

19. In the event of a contest in the election by the Committee of a Chairman or other officer of the Club, voting shall be by Ballot.

All officers shall hold office until they resign, or their successors are appointed under the provisions of this Constitution.

## Adelaide Soaring Club Constitution

20. The Club may at any General Meeting by a majority of two-thirds of the members voting remove any officer or member of the Committee of the Club before the expiration of his period of office, and may by ordinary resolution appoint another person in his stead.

The person so appointed shall hold office during such time only as the person in whose place he is appointed would have held the same if he had not been removed.

### RESERVE FUND

21. No dividend shall be paid or payable to the members out of the profits arising from the business of the Club, but the whole of such profits shall be retained as a reserve fund for contingencies to improve the Club's property, to repair and maintain the works connected with the business of the Club, or any part thereof, and for the general promotion of the objects of the Club and the Committee may invest the sum so retained as a reserve fund upon such securities as they may select.

### AUTHORITY OF COMMITTEE

22. The affairs and general business of the Club shall be managed by the Committee.

Without limiting the powers by law or by these Rules or otherwise vested in them, the Committee shall have power to enter into such contracts in the name and on behalf of the Club as it shall think advisable and shall at all times dispose of the funds of the Club (including the capital thereof) as it may deem best for carrying out the objects of the Club.

The Committee shall exercise all such powers and do all such things as may be exercised or done by the Club, save such as are by these Rules or by any statute for the time being in force required to be exercised or done by the Club in general meeting, subject nevertheless to any regulations or these Rules and to the provisions of any statute and to such regulations not being inconsistent with the said regulations or provisions as may be prescribed by the Club in general meeting, but no regulation made by the Club in general meeting shall invalidate any prior act of the Committee which would have been valid if such regulations had not been made.

### SUB-COMMITTEES

23. Appointment: The Committee may appoint sub-committees and may delegate to them respectively all and every or any of the powers vested in it by these rules or otherwise.

Sub-committees may include persons who are not members of the Committee or of the Club.

24. Reports: Sub-committees shall report to the Committee and their decisions shall be subject to confirmation by the Committee except in cases where they are given full power to act.

25. Chairman: The Chairman of every sub-committee shall be appointed from members of the Committee except where in special cases the Committee may otherwise order. Where the Committee does not make any order regarding chairing of a subcommittee, Sub-committees shall appoint their own Chairman.

26. Quorum: The quorum of each sub-committee shall be half the membership plus one (rounded up to the next whole number) except where the Committee resolves otherwise and so advises the Subcommittee.

27. Vacancies: The Committee may appoint additional members to or fill vacancies on any sub-committee.

28. Ex Officio member: The President of the Club shall be an Ex Officio member of every sub-committee.

## **Adelaide Soaring Club Constitution**

### **MEMBERSHIP OF THE CLUB**

29. (1) Membership of the Club shall be open to the public.
- (2) The Club shall consist of those members who have been elected members (of whatever class) of the Club and whose names are for the time being recorded in the Register of Members of the Club.
- (3) Every person who has been elected as a member of the Club in accordance with the Rules and whose entrance fee (if any) and subscription (if any) have been paid shall become a member of the Club.
30. (1) Candidates for election to membership of the Club (other than persons not members of the Club elected as Life Member or Honorary Member) shall make application in the form appropriate to the class of membership sought.
- (2) The Committee may approve and vary forms from time to time.
- (3) An application for membership may be subject to such specific conditions or agreement (not inconsistent with the Rules) as the Committee may from time to time require.
31. (1) Except in the case of an application for term membership, the Committee shall vote, by ballot if the Chairman so directs, on applications for membership.
- (2) Two votes against a candidate shall exclude the application.
- (3) The Committee shall reject an application by a candidate who has within the previous 12 months had an application for membership rejected.
- For the purpose of this sub-rule, a rejection of an application under this sub-rule shall not constitute a rejection of an application within the previous 12 months.
- (4) The Secretary shall cause a candidate to be advised of the result of his application, and if the application was successful shall provide information about the operations, facilities and governance of the Club to the new member.
32. Members who fail to pay their subscriptions, application fee or other amounts due to the Club within one month of those moneys becoming due shall be deemed to be unfinancial members of the Club and subject to such sanctions and consequences as are set out in the Rules or as may be decided by the Committee.
33. Membership shall be provisional for the period from election to a date not later than six weeks from the date of application.

Within this period a member may withdraw his application or the Committee may reverse the applicant's election in which case the entrance fee (if any) and subscription shall be refunded or such proportion thereof as is agreed by the Committee.

### **MEMBERSHIP CLASSES**

34. The Committee may elect a candidate to one of the following classes of membership, upon such terms (not inconsistent with the Rules) as the Committee may from time to time decide:-
- (a) Flying members
  - (b) Flying Spouses of Flying members
  - (c) Flying members with concession
  - (d) Social members
  - (e) Junior members
  - (f) Term members

## **Adelaide Soaring Club Constitution**

- (g) Honorary members
- (h) Life members

### **PRIVILEGES OF MEMBERS**

35. (1) Subject to the Rules and by-laws, members of the Club shall enjoy the rights and privileges pertaining to their class of membership as set out in this Rule together with such additional rights and privileges as the committee may from time to time determine.
- (2) Flying members shall enjoy the full use of the facilities of the Club.
- (3) Flying members with concession and Flying Spouses of Flying members shall enjoy the same rights and privileges as Flying members.
- (4) Social members shall have use of the facilities of the Club to the extent determined by the Committee from time to time and may be elected or appointed to the Committee.
- (5) Junior members shall have the full use of the facilities of the Club, subject to the Liquor Licencing Act. They shall be eligible for election to the Committee and may be appointed to the Committee ex officio by virtue of holding an office of Secretary, Treasurer or Chief Flying Instructor.
- (6) Term members shall have the full use of the facilities of the Club, but shall not be eligible to vote in Club elections nor for election to the Committee.
- (7) Honorary members shall have access to such of the Club's facilities as the Committee shall decide from time to time in each case.
- (8) Life members shall enjoy the same privileges as Flying Members.

### **HONORARY MEMBERS**

36. (1) The Committee may elect any person to be an Honorary Member of the Club who:-
- (a) is or has been a member of the Club; or
  - (b) who has made a significant contribution to gliding or aviation generally; or
  - (c) is a person whose membership in the opinion of the Committee would be valuable to the Club.
- (2) An Honorary member need not make application for membership and may be elected as a member upon such terms and for such period as the Committee shall decide in each case.
- (3) An Honorary member shall not be liable to pay an entrance fee or subscription.

### **TERM MEMBERS**

37. (1) A person who applies for term membership may have his application approved by any member of the Committee or by a person or class of person authorised by the Committee and thereby, notwithstanding any other provision of the Rules, be elected to membership of the Club for the period specified in the application.
- (2) A Term member shall not be required to pay an entrance fee or subscription unless the Committee otherwise directs in a particular case.

### **LIFE MEMBERS**

38. A general meeting may, on the recommendation of the Committee but not otherwise, resolve that a Life Membership shall be conferred on any person of distinguished position or attainment or on any

## Adelaide Soaring Club Constitution

member who has rendered specially valuable services to the Club or to gliding and any such person shall thereon be deemed to have paid in advance all his or her entrance fee and future subscriptions but he or she shall be entitled and subject to all the other rights and duties of an ordinary member.

### ENTRANCE FEE AND SUBSCRIPTION

39. The Entrance fee for members of various classes shall be such sum as may be decided from time to time by the committee.

The Committee in its discretion may waive the entrance fee for a person applying for membership who was formerly a club member in good standing.

40. The yearly subscriptions for members of various classes shall be such sums as may be decided from time to time by the Committee.

41. All subscriptions shall be payable on making application for membership and subsequent subscriptions shall be due and payable at such times and in such instalments as the Committee determines.

Persons joining the club other than as term members are required to pay a first subscription calculated in accordance with the following formula:

$$\frac{\text{Current Annual Subscription}}{12} \times \text{A number, being the number of complete months in the remainder of the year plus one.}$$

Thereafter they are required to pay the full annual subscription.

42. A member on paying his subscription and entrance fee is thereby considered to have submitted himself to these rules and on these conditions alone is entitled to enjoy all the advantages and privileges of the Club.

43. All communications to members may be sent to the address given on their application form for election unless the Secretary is otherwise directed in writing and any notice sent by post to such address shall be deemed to have been duly delivered.

In proving service by post it shall be sufficient to prove that the letter containing the notice was properly addressed and put into a post office or postal letter box.

Any communication sent by post to a member as aforesaid shall be deemed to have been received by such member on the day after the date of such posting.

44. The name of every person becoming a member shall be forthwith entered in the register of members together with the date of his election and his address and no name shall be erased from such register except by order of the Committee duly entered on the minutes.

### RESIGNATIONS

45. Any member wishing to resign his membership shall give notice in writing of his desire to the Secretary on or before the first day of May in any year, failing which he shall be liable to pay his subscription for the following year.

### SUSPENSION AND EXPULSION

46. In the event of any member being charged with conduct apparently prejudicial to the interests of gliding or the club, or in the event of a breach by a member of any of the rules of the Club, he may be called before the Committee and failing a satisfactory explanation he may be cautioned, fined,

## **Adelaide Soaring Club Constitution**

suspended, required to resign or expelled. The Secretary shall advise the member in writing of the Committee's decision in such a matter within 7 working days of the Committee's decision.

Upon resignation or expulsion, such member shall forfeit all right to or claim on the Club, its property and its assets.

47. The Committee shall be specially summoned to consider questions under Clause 46 and notice shall be sent to the member at least seven working days prior to the meeting setting out the proposed action and the reason for it. Before coming to a decision the Committee shall hear any explanation which such member may desire to give at the specially summoned meeting, together with any evidence in support of such explanation tendered by him.

No member shall be cautioned, fined, suspended, required to resign or expelled unless the resolution be supported by at least two-thirds of the members of the Committee present.

48. Any person expelled, suspended or otherwise dealt with by the Committee in accordance with these rules shall have a right of appeal to a Special General Meeting of the Club. A person wishing to exercise this right shall give notice in writing within 7 working days of receipt of the Secretary's advice of the Committee's decision. On receipt of such a request for appeal, the Secretary of the Club shall cause such a Meeting to be held within one calendar month of receiving a request from the person for such an appeal. The Special General Meeting shall have the right by ordinary resolution to restore him to membership and/or to substitute some further or other penalty.

49. Any member who becomes unfinancial and who fails to comply with any notice served upon him to become financial may be expelled as a member of the Club by Ordinary resolution of the Committee at any meeting of the Committee.

### **ANNUAL GENERAL MEETING**

50. Annual General Meetings shall be held annually during the month of July, August or September at such time and place as the Committee may determine.

The notice convening the meeting shall state the time and place of such meeting and the business to be transacted and shall be posted to members at least fourteen days prior to the date of such meeting.

51. Notices of motion for the Annual General Meeting must be received by the Secretary not less than twenty-eight days prior to the meeting and must be signed by at least three members.

52. No business not included in the notice shall be discussed at the Annual General Meeting without the permission of that meeting.

### **SPECIAL GENERAL MEETING**

53. A Special General Meeting of the Club shall only be held by direction of the Committee, or as a result of a written request to the Secretary signed and dated by not fewer than ten members of the Club, or a written request from a person under the provisions of Clause 48. In any of these circumstances, the direction or request shall state the purpose for which the meeting is to be held. The Secretary shall give notice of a Special General Meeting, and the notice shall state the purpose for which such meeting is to be held, and at such Special General Meeting (which shall be held within one calendar month after receipt by the Secretary of such direction or request) no matters shall be taken into consideration except those specified in the notice convening the same.

The Secretary shall send to every member notice of the date, place and object of such Special General Meeting not less than fourteen clear days prior to the date of the meeting.

54. If within half an hour from the time appointed for a meeting, a quorum is not present, the meeting if convened upon requisition of members shall be dissolved; in any other case it shall stand adjourned

## **Adelaide Soaring Club Constitution**

to the same day in the following week and if at such adjourned meeting, a quorum is not present, the members then present shall constitute a quorum.

55. Subject to Rule 74 the quorum at an Annual or Special General Meeting shall be five members.

At an Annual or Special General Meeting, the Chairman of the Committee shall preside and in the case of an equality of votes shall have a second or casting vote. In the absence of the Chairman of the Committee, the meeting shall elect some other member of the Committee to preside.

56. The Chairman may, with the consent of any General Meeting, adjourn the same from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

### **VOTES OF MEMBERS**

57. Members of the club in the classes of membership set out in Rule 35 shall have the following voting rights:

- 1) A life member shall have one vote at all meetings of the club;
- 2) Each Flying member, each Flying member with concession, each Flying Spouse of a Flying member, and each Junior member (provided in each case they are financial twenty-eight days prior to the meeting) shall have one vote at all meetings of the club;
- 3) Term members and honorary members have no voting rights at meetings of the club;
- 4) (a) provided they are financial, each social member who was a social member, flying member or flying spouse of a flying member on or before 3 May 1998, shall have one vote at all meetings of the club;  
(b) social members who became members of the club (of whatever class) after 3 May 1998 have no voting rights at meetings of the club.

58. Voting shall be done personally or by post but not by proxy.

59. At every Annual General Meeting or Special General Meeting a resolution put to the vote of the meeting shall in the first instance (subject to these rules) be decided by a show of hands unless before or upon the declaration of the result of hands a poll be demanded by the Chairman or by any three members present in person and entitled to vote and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried or not carried thereat shall be conclusive and an entry to that effect in the minutes of the Club shall be sufficient evidence thereof without proof of the number of, or proportion of the votes recorded in favour of or against such resolution.

If a poll is demanded as aforesaid, the result shall be finally decided by a division to be held and conducted in such manner as shall be decided by the Chairman.

A declaration by the Chairman of the result of any such poll shall be conclusive and an entry to that effect in the Minutes of the Club shall be sufficient evidence thereof without proof of the number of or proportion of the votes recorded in favour of or against the resolution at the poll.

60. Any matter that may be decided by the Club in an Annual General Meeting or Special General Meeting may by resolution of the Committee be decided by a postal referendum of members in which case the procedure to be adopted including counting and scrutineering shall be as near as possible as that relating to the ballot for the election of the Committee.

Except as may be otherwise provided, any matter to be decided in a postal referendum shall be subject to the same requirement as to majority as would be applicable in the case of a matter considered at and by a meeting of members.



## **Adelaide Soaring Club Constitution**

### **BANKING**

61. The Committee shall open and operate banking accounts and make other investments on behalf of the Club with Authorised Deposit Taking Institutions.
62. All cheques drawn on the bankers of the Club shall be signed by any two members of the Committee jointly or by any one member of the Committee and counter-signed by any person authorised for that purpose by a resolution of the Committee.
63. This Clause was rescinded at a Special General Meeting of the Club held on 20 May 2006.
64. All money payable to the Club shall be recovered by the Treasurer or some person authorised by the Committee and shall be paid into the banking account of the Club.

### **ACCOUNTS**

65. True accounts shall be kept of sums of money received and expended by the Club, and of the matter in respect of which such receipt and expenditure take place and of the property, credits and liabilities of the Club, and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations or by-laws of the Club for the time being, shall be open to the inspections of the members.

Once at least in every year the accounts of the Club shall be examined and a balance sheet prepared, and the correctness of the accounts and balance sheet ascertained by Auditors in accordance with the Rules.

The accounts shall be closed annually on the thirtieth day of June in each year, and a balance sheet and statement of income and expenditure containing a summary of the property and liabilities of the Club on that day shall be made out and submitted to the next Annual General Meeting.

66. The Committee shall from time to time determine where and to what extent and at what times and places and under what conditions and regulations the accounts and books of the Club, or any of them, shall be open to the inspection of members and no member shall have the right of inspecting any account, book or document of the Club except as conferred by statute or authorised by the Committee or by resolution of a general meeting of the Club.

### **AUDIT**

67. (1) An auditor shall be appointed and remuneration be determined by the Committee.  
(2) Where it is likely that the gross receipts of the Club in the following year will require an audit under the provisions of the Act, the auditor must be a person who meets the requirements of the Act.

Otherwise, the Auditor may be an accountant who may be a member, a registered company auditor, a firm of registered company auditors or any two members (who shall act jointly).

68. Every account of the Committee when audited and approved by a general meeting, shall be conclusive except as regards an error discovered within three months next after the approval thereof. Whenever an error is discovered within that period, the account shall forthwith be corrected and thenceforth shall be conclusive.

## **Adelaide Soaring Club Constitution**

### **PATRON AND VICE-PATRONS**

69. The Committee may appoint a Patron and as many Vice Patrons as required who need not be members of the Club.

### **MINUTES**

70. The Secretary or other official of the Club shall attend all meetings of the Club and of the Committee and take minutes of the proceedings.

Such minutes shall be entered in a book and the minutes so kept shall be signed by the Chairman of the subsequent meeting, or in case of his refusing or neglecting to sign the same, then such minutes must be signed by any two members actually present at such meeting and when signed such minutes shall be conclusive evidence that the proceedings minuted were regular and actually took place and shall be binding on members of the Club.

### **USE OF CLUB ADDRESS**

71. No member shall use or allow to be used the name of the Club in any advertisement, prospectus or business announcement other than as the holder of the Club's certificate or awards.

The name or address of the Club shall not be given by a member as his address or otherwise for the purpose of identification in connection with legal proceedings.

### **COMMON SEAL**

72. The Committee shall provide a Common Seal for the purposes of the Club with the name of the Club thereon, and shall have power from time to time to destroy the same and substitute a new seal in lieu thereof; and the Seal for the time being of the Club shall be kept under such custody and control as the Committee or members in general meeting shall from time to time prescribe, and in the absence of any prescription in that behalf shall be kept in the custody of the Secretary, and unless otherwise determined by the resolution of a general meeting, the Common Seal shall not be used except under and by virtue of a minute of the Committee.

### **EXECUTION OF DOCUMENTS**

73. Every Deed or document, debenture or security to which the Common Seal of the Club is required to be affixed shall be affixed and signed by any two of the Committee.

### **ALTERATION OF RULES**

74. The quorum for a general meeting of members at which a notice of motion to deal with a change of rules has been proposed shall be five (5) per cent of the total members of the Club for the time being eligible to vote or five (5), whichever shall be the greater.

Any alterations of these rules shall be by not less than a two thirds majority of those attending and voting at a General Meeting of members called for the purpose and of which at least 14 days notice shall have been given or if submitted to a Referendum of Members by a majority of two thirds of the members of the Club for the time being entitled to vote.

### **DAMAGE**

75. The Club shall not be responsible for any injury or damage sustained by members of the club hiring or using aircraft for solo, passenger, instructional or other flights, nor for damage or injury to members or their property while on the aerodrome nor for damage or injury to third parties nor for any damage or injury to the person or property of any person flying in Club machines or being on the Club's premises or aerodrome.

Every member of the Club using any aircraft belonging to the Club or using or operating any of the Club's equipment hereby agrees to indemnify and save harmless the Club against any action that may be brought against the Club by reason of or as a result of such use.

## **Adelaide Soaring Club Constitution**

77. It is a condition of becoming a member of the Club that every member of the Club causing loss or damage to the Club or to the equipment or property of the Club shall be required to reimburse the Club for any moneys expended by the Club in repairs or replacements of Club property made necessary by such damage. The extent of the reimbursement is to be the amount of the insurance excess or the actual cost of the repairs or replacement (whichever is the lesser amount) except that the Committee when considering any report or submission in relation to the incident causing the loss or damage may reduce the amount of the reimbursement.

### **INDEMNITY OF OFFICERS**

78. Every member of the Committee and any Steward Auditor Secretary and every other officer or trustee of the Club shall to the full extent permitted by law be indemnified out of the funds of the Club against all losses charges, damages and expenses incurred by him in or about the discharge or purported discharge of his duties.
79. The accounts of any officer of the Club may be settled and allowed or disallowed either wholly or in part by the Committee.

### **ASSOCIATION AND AFFILIATION**

80. The Committee may associate with or affiliate to the Club gliding, soaring or other aeronautical clubs or bodies on such terms and subject to such agreements as the Committee may from time to time approve.

### **WINDING UP**

81. (1) The Club may be wound up in the manner provided for in the Act.
- (2) If upon winding up or dissolution of the Adelaide Soaring Club Incorporated there remains, after satisfying all debts and liabilities, any property or assets whatsoever, the same shall not be paid to or distributed among the members of the Club but shall be given to or transferred to some other incorporated association or associations, selected by ordinary resolution in a meeting of Club members, having objects similar to the objects of the Club.

### **BY-LAWS**

82. The Committee may from time to time make by-laws not inconsistent with these Rules or any Statute in force in order to carry out the objects of the Club, to preserve flying discipline and safety, regulate the conduct of members and to provide for such matters as the Committee shall from time to time deem necessary.

Such by-laws shall be deemed to include any instruction procedure order regulation or recommendation issued by the Club or its Instructor Panel from time to time or any regulation law or order pertaining to flying operations issued by the Commonwealth of Australia or any Department or instrumentality of the said Commonwealth.