



North Shore Model Aero Club Inc.

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North Shore Model Aero Club Incorporated

Club Constitution

Constitution of NSMAC

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The Society

1.0 Name.

1.1 The name of the society is *North Shore Model Aero Club Incorporated*. (Hereinafter referred to as NSMAC)

1.2 The Society is constituted by resolution dated 8 June 2016

2.0 Registered Office.

2.1 The registered office of North Shore Model Aero Club Incorporated will be situated at a place in New Zealand as shall from time to time be notified to The Registrar of Incorporated Societies.

2.2 Unless otherwise notified it will normally be at the place of residence of the current Secretary.

3.0 Interpretation.

3.1 Aero Modelling. Any activity connected with the participation, promotion and encouragement of the sport and hobby of model aircraft construction and flying.

3.2 AGM. Annual General Meeting

3.3 Executive Officers. The President, Secretary, Treasurer and Club Captain.

3.4 Financial Year. The financial year of NSMAC will commence on the 1st day in April and end on the last day of March of the following year.

3.5 Management Committee. The President, Secretary, Treasurer and Club Captain and at least three Committee Members empowered or elected by the members to help run the day to day business of the club.

3.6 Model Aircraft. Any model aircraft used in the pursuit of recreational aviation. Fixed Wing, Helicopter or Multi Rotor.

3.7 NZMAA. New Zealand Model Aeronautical Association Incorporated.

3.8 Rules. Any current rules of NSMAC and the By-Laws of NSMAC

3.9 SGM. Special General Meeting.

3.10 The Act. The Incorporated Societies Act of 1908, with amendments thereto.

3.11 The Council. Auckland City Council.

3.12 The Registrar. The Registrar of Incorporated Societies under the act.

4.0 Objectives.

4.1 To promote and facilitate the design, construction, restoration, testing and safe operation of model aircraft of all types for recreational and competition purposes.

4.2 To provide the means of contact between members engaged in construction, restoration, testing or operation of model aircraft.

- 4.3 To provide, for the benefit of all members, advice, education and technical information to promote and encourage safety in the design, construction, restoration and or operation of model aircraft.
- 4.4 To liaise on behalf of all members with the Auckland Council, Civil Aviation Authority, Airways Corporation, other government departments and any other bodies or organizations.
- 4.5 To promote flying meetings, competitions and technical symposia.
- 4.6 To publish via media the written word articles of any description, which may assist the knowledge of aero modelling or operation of model aircraft.
- 4.7 To buy, sell, lease, hire, mortgage, charge, exchange or otherwise deal with any real or personal property, including any rights and privileges thereto.
- 4.8 To construct, maintain and alter any buildings or erections necessary or convenient for the work of NSMAC.
- 4.9 To raise money by subscription or other lawful means for NSMAC and to grant any rights and privileges to any subscribers.
- 4.10 To borrow, raise funds, receive gifts of any kind for the benefit of NSMAC on such terms and on such security as may be thought fit.
- 4.11 To temporarily invest surplus monies of NSMAC in or upon such investments, securities or property as may be deemed fit by the executive officers.
- 4.12 To do all such other things as are incidental or conducive to the attainment of the above objectives or any of them. Provided however that the foregoing objectives shall in no way limit the rights and powers conferred upon societies incorporated under the act.

5.0 Membership.

5.1 Membership Application.

- 5.1.1 To become a Member, a person "The Applicant" must complete an application form supplying any information the executive officers require.
- 5.1.2 Applications for membership in any of the following categories will be forwarded to the executive officers along with the appropriate fees for approval.
- 5.1.3 The executive officers will ensure the application for membership meets all requirements in accordance with the rules and by-laws of NSMAC and the NZMAA.
- 5.1.4 The executive officers will have the discretion to decline any application for membership.
- 5.1.5 **Affiliation.** Membership to the NZMAA is a **compulsory** condition of all classes of membership in North Shore Model Aero Club, except Associate Membership. Affiliation fees for the NZMAA are received by North Shore Model Aero Club through the club treasurer, after processing passed into the NZMAA.

5.2 Membership Categories.

- 5.2.1 **Junior Member.** A junior member shall be a person under 18 years of age as at the 1st April each year. They will have no

voting rights but may participate in all NSMAC events and activities and will receive NSMAC publications and notices.

5.2.2 Senior Member. A senior member shall be a person 18 years of age or over as at the 1st April each year. All senior members have voting rights.

5.2.3 Family Member. Family membership shall include one senior member and may include, his or her spouse / partner and any number of junior members residing at the same address.

5.2.3.1 The spouse / partner and dependant family of a senior member will not receive any of NSMAC publications and notices. They will have no voting rights but may participate in any of NSMAC events and activities. The spouse / partner may hold office with attendant voting rights.

5.2.4 Associate Member (Non Flying). Associate membership may be granted to any member of NSMAC who, in the opinion of the executive officers, because of circumstances preventing that member from participating fully in NSMAC activities.

5.2.5 Life Member. Any person who has provided special services or support to the club. Nomination for life membership shall be made to the executive officers by any senior member. Life membership may be approved at any AGM of NSMAC following a resolution and passing by the assembled members. A life member will have full voting rights at either AGM or SGM.

5.2.6 Associate Member (Flying) Associate membership may be granted to members affiliated to NZMAA by means of membership of another Club. Such members shall have all the privileges of Senior Members.

5.3 The Register of Members.

5.3.1 The secretary shall keep a register of members which shall contain the names, the postal and email addresses and telephone numbers, wings badge status, instructor or examiner status, of all members and dates at which they became members.

5.3.2 If a member's contact details change, that member shall give the new postal or email address or telephone number to the secretary.

5.4 Cessation of Membership.

5.4.1 Any member may resign by giving written notice to the secretary at any time.

6.0 Obligations of Members.

6.1 All members (and Committee Members) shall promote the purposes of the Society and shall do nothing to bring the Society into dis repute.

7.0 Discipline and Termination of Membership or Affiliation.

7.1 Membership of NSMAC may be terminated, suspended or varied under any of the following circumstances.

7.1.1 If any subscription, levies or any other dues of a member due to NSMAC remain unpaid for three months after due date for payment, it shall be taken that the member has resigned from NSMAC.

7.1.2 The executive officers may suspend any member if any such member acts in such a way to bring into dispute or wilfully disobeys any rule, regulation or by-law as laid down by NSMAC. The suspended person will be advised in writing by the Secretary giving reason for this suspension.

7.1.3 The resigning member shall return all property or assets held by the member on behalf of NSMAC, e.g. Gate entry key.

7.2 If membership is suspended or varied under clause 7.1.2 the member may appeal in writing to the secretary within one month. Appeals shall be considered by executive officers without undue delay.

7.3 Full termination of membership under clause 7.1.2 will require confirmation at the next AGM.

8.0 Fees, Levies and Subscriptions.

8.1 Any joining fees, annual subscriptions, levies or dues payable by any class of membership will be recommended by the management committee and presented annually at the AGM for ratification and come into effect at the beginning of the next financial year.

8.2 No ongoing joining or annual subscription fees shall be charged or due by Life Members.

9.0 Management.

9.1 The business of NSMAC shall be managed by a duly elected management committee. The management committee shall consist of the President, Secretary, Treasurer, Club Captain, Three Vice Captains and at least three committee members.

9.2 A Vice Captain may also hold the role of a committee member.

9.3 One vice-captain will be elected to represent the fixed wing members, one will be elected to represent the Helicopter members and one will be elected to represent the Multi Rotor Members.

9.4 The property of NSMAC shall be invested in the management committee for the time being as trustees for the members. The management committee shall be generally responsible for the safe custody of the assets of NSMAC and shall implement any or all of the objects of NSMAC at its discretion. No member of the management committee shall have any transmissible or assignable interest therein.

9.5 The election of the management committee shall take place at each AGM. At each AGM the members of the management committee shall retire but are eligible for re-election. No candidate, other than a retiring member of the management committee shall be eligible for election unless his nomination is lodged with the secretary in writing at least seven days prior to the date of the meeting at which he is proposed to be elected. Failing a sufficient number of nominations to fill the vacancies, further nominations may be accepted during the meeting to fill the vacant positions.

- 9.6 Any casual vacancies occurring in any of the offices or in the committee shall be filled by the committee and any such person appointed shall hold office until the next ensuing AGM. A vacancy caused by expulsion shall be deemed a casual vacancy.
- 9.7 The president shall preside at all management committee meetings. If unable to attend the Club Captain or any member of the management committee will act as deputy.
- 9.8 The quorum for a management committee meeting shall be five members.
- 9.9 Each member of the management committee shall have one vote at management committee meetings. The president or chairperson shall have a casting vote. No proxy voting shall be allowed at management committee meetings.
- 9.10 Any member of the management committee failing to attend three consecutive management committee meetings without having his apologies sustained, shall ipso facto cease to hold office and membership of the management committee.
- 9.11 The management committee may at any time by resolution passed by a 2/3rds majority remove from office any officer or member of the management committee if the removal of such person is deemed to be in the best interest of NSMAC.
- 9.12 Any member of the club has the right to attend committee meetings by invitation of the president or chairperson of the forthcoming meeting of the management committee itself. Such members may speak at the meeting only if invited to do so by the chairperson but shall have no voting rights.

10.0 Role of the Management Committee.

- 10.1 Subject to the rules of NSMAC ("The Rules"), the role for the committee is to.
 - a) Administer, manage and control NSMAC.
 - b) Carry out the purposes of NSMAC and use money or assets to do that.
 - c) Manage NSMAC financial affairs, including approving the annual financial statement for presentation to the members at the annual general meeting.
 - d) Set accounting policies in line with general acceptable accounting practice.
 - e) Set the test procedure and maximum limits for noise control.
 - f) Decide the time and dates for meetings and set the agenda for meetings.
 - g) Set membership fees and levies

11.0 Duties of Officers.

- 11.1 **President.** The President shall preside at all meetings.
 - 11.1.1 The Secretary, Treasurer or Club Captain shall act as the President's deputy in any way as requested by the President.
- 11.2 **Treasurer.** It shall be the duty of the Treasurer:

- a) To collect and receive all monies due to NSMAC.
- b) To pay all debts owing as soon as payment thereof authorised by the management committee.
- c) To keep a correct record of all receipts and payments, and an account of all assets and liabilities of NSMAC.
- d) To have custody of the funds of NSMAC
- e) To produce financial statements from time to time as required by the management committee.
- f) To prepare for each annual general meeting of NSMAC a proper statement of income and expenditure and a balance sheet showing NSMAC assets and liabilities as at the 31st March preceding each Annual General Meeting.
- g) To pay all moneys received into the account of NSMAC with the clubs bankers.
- h) To keep a register of all members showing classification of each member.

11.3 Secretary.

- a) To conduct NSMAC correspondence and convene all meetings.
- b) To keep accurate records of all meetings of NSMAC.
- c) To assist the treasurer compile and maintain a register of all club members.
- d) To hold NSMAC records, documents and books except those required for the treasurer's function.
- e) To forward the annual financial statements for NSMAC to the Registrar of Incorporated Societies upon their approval by the members at an annual general meeting.
- f) To advise the Registrar of Incorporated Societies of any rule changes.

11.4 Club Captain.

- a) To officiate at all the club flying meetings, to ensure that all activities conform to flying rules recognised by NSMAC.
- b) To supervise all club flying meetings. He shall have power to appoint deputies as required on any day.

11.5 Vice Captains.

- a) To be the first point of contact at general fly days the help ensure that all activities conform to flying rules recognised by NSMAC.
- b) The vice-captain will report directly to the club captain any violations or incidents arising at his/her flying area that may need handling at a global club level.

11.6 Safety Officer.

- a) To lead NSMAC through the risk assessment process and to advise the management committee on improvements or actions that need to be taken to meet the Current Health and Safety Act.
- b) To constantly monitor the environment and process for areas of improvement needed to meet Health and Safety Guidelines.
- c) To test as to an approved guide line as set by the committee, the noise level emitted from all aircraft.
- d) To ground any aircraft on that day if approved noise levels cannot be obtained.

- e) To guide the Club Captain in recommendations on air craft with excessive propeller noise whilst airborne. Said Aircraft may be grounded subject to a propeller change.

12.0 Controls and use of funds.

- 12.1 The income and property of NSMAC, from any source, shall be applied solely towards the promotion of the objectives of the club and no portion shall be paid or transferred, directly or indirectly, to any member of NSMAC.
- 12.2 A banking account or accounts shall be opened for funds of NSMAC and any cheque or electronic withdrawal over \$2000 shall be signed / authorised by any two of the treasurer, secretary and one other nominated signing / authorizing authority.
- 12.3 To establish an upper limit of spending of \$4000.00 for any single item or project pending a majority vote or up to \$8000 for any single item pending a unanimous vote can be approved at committee level by the duly elected management committee at the time of request.
- 12.4 To call a Special General Meeting, in accordance with clause 15.1 of North Shore Model Aero Club Inc. constitution, of all financial members to approve expenditure in excess of \$8000.00

13.0 Engagement of Funds.

- 13.1 No review or audit of the annual financial statement is required unless a review or audit is requested by 15% of the members at any properly convened NSMAC meeting.

14.0 Annual General Meetings. (AGM)

- 14.1 The Annual General Meeting of the club shall be held once a year, in the month of May or as soon thereafter that the management committee can convene the same. The time and place shall be decided by the management committee.
- 14.2 The quorum for an AGM shall be at least 15% of members entitled to be present and vote.
- 14.3 The AGM shall:
 - a) Receive any apologies.
 - b) Receive the minutes of the previous AGM.
 - c) Consider matters arising, from the previous AGM.
 - d) Receive reports from the President.
 - e) Receive the accounts of the club.
 - f) Confirm subscriptions, fees or levies for the financial year.
 - g) Adopt a budget and development plan for the next financial year.
 - h) Consider published remits and notices of motion.
 - i) Consider general business.

15.0 Special General Meetings. (SGM)

- 15.1 Special general meetings of NSMAC may be called at any time by order of the management committee or on a requisition executed by at least three members of NSMAC. Such request shall specify the business to be placed before the special general meeting and at least fourteen days' notice shall be given of all special general meetings. The management committee shall specify the time, date and place of the meeting. Special general meetings shall be presided over by the President or Chairperson so appointed.

- 15.2 The quorum for a Special General Meeting shall be at least 10 members entitled to be present and vote.

16.0 Procedures for AGM or SGM.

- 16.1 At least fourteen day notice shall be given in writing or by electronic communication to all members of NSMAC specifying the date, Place and time of such meeting and in the case of a SGM the general nature of the business. Accidental omission of this notice to any individual members shall not invalidate the proceeding of the meeting.
- 16.2 At least fourteen days clear notice of any notice of motion or remit shall be given in writing to all members of NSMAC.
- 16.3 The president of NSMAC for the time being shall preside at all meetings or, failing his/her being present, the Club Captain. In the event of the president and Captain not being available the meeting may appoint a chairperson, this chairperson taking the chair temporarily for the purpose of this business.
- 16.4 Any AGM or SGM will be open to all members of NSMAC. Only financial senior or life members present will be entitled to vote.
- 16.5 At an AGM or SGM any resolution put to the vote at the meeting shall be decided on a show of hands by the majority. A secret ballot must be called out if at least one third of the members present call for it.
- 16.6 In the case of a tied vote either on show of hands or ballot, the chairperson of the meeting shall be entitled to a casting vote.
- 16.7 The chairperson may, with the consent of a majority of the members present adjourn an agenda item or remit to be discussed at a later meeting. This item or remit must be placed on the agenda of the next AGM or SGM whichever is held first.
- 16.8 The demand of any vote shall not prevent the continuation of a meeting or the transaction of any business other than the question on which the vote has been demanded
- 16.9 Proxy voting at any AGM or SGM is not permitted.

17.0 Damages and Liability.

- 17.1 No member of NSMAC shall institute any claim for damages or any other claim against NSMAC or any of its members arising from loss or injury sustained as a result of the action of any member of NSMAC acting under the jurisdiction of NSMAC or as a result of negligence of any member of NSMAC.

18.0 Notices.

- 18.1 Notices may be served by NSMAC upon any member personally or by sending it through the post in a prepaid letter or in the clubs on line electronic email based bulletin. This notice shall be sent to the last known registered address as it appears in the clubs membership address list.

19.0 Alteration of Rules.

- 19.1 No addition to or alteration of the non-profit aims, personal benefit clause or the winding up clause shall be made which affect the tax exempt status. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

19.2 Notice of any proposal to alter, repeal or add any rule shall be given to the members in writing at least twenty one days prior to the AGM or SGM.

19.3 When a rule change is approved by general meeting no rule change shall take effect until the secretary has filed the change with the Registrar of Incorporated Societies.

20.0 By-Laws.

20.1 The management committee may produce by laws to cover any activity that is carried out by its members but those by-laws must reflect the intent under NSMAC rules.

20.2 The official Flying Rules of the New Zealand Model Aeronautical Association shall be deemed the official flying Rules of NSMAC.

21.0 Execution of Documents.

21.1 All documents intended to bind the club shall be executed under the common seal of NSMAC and such execution shall be attested by the president, the secretary and at least two other members of the management committee.

21.2 The common seal shall be held by the secretary.

22.0 Liquidation.

22.1 A majority of members entitled to vote at an AGM or SGM may pass a resolution for the liquidation of NSMAC. This resolution must be confirmed at a SGM called for the purpose to be held no earlier than 30 days after the resolution was passed. The resolution must be approved by the majority of the members present at the SGM and entitled to vote.

22.2 If upon liquidation of NSMAC there remains after the satisfaction of all debts and liabilities any property what so ever the same shall not be paid or distributed to any member of NSMAC. The remaining property shall be given or transferred to New Zealand Model Aeronautical Association Incorporated or some other club or charitable purpose within New Zealand which the management committee or the liquidator conducting the wind up may nominate.

23 Personal Benefit

23.1 Any income, benefit or advantage shall be applied to the objectives of the organisation. No member of the organisation or any person associated with a member, shall participate in or materially influence any decision made by the organisation, in respect of the payment to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever. Any such income shall be reasonable and relative to that which would be paid in an arm's length transaction (being open market value). And the provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

18 may 2019

Register of Updates

May 2019

Changes to NSMAC Constitution.

Pg 2 Line 2 – Removed the word “the”. Unnecessary as the club name as defined in 1.1 is “North Shore Model Aero Club Incorporated”.

3.1 add comma, remove capitalisation.

3.5 and 3.11. Seems to be a duplication. Reworded 3.5

3.11. Deleted due duplication. Next two renumbered.

5.1.3 Typo corrected.

5.1.5 Relocated from 5.2.6 and renumbered as it is not a Membership Class but part of the Membership process.

5.2.1. Grammatical error. Removed “or over”. Unnecessary as anyone under 18 is also under any older age.

5.2.3 Removed “ship“ from Membership to agree with 5.2.1 and 5.2.2

5.2.4 Removed “ship“ from Membership to agree with 5.2.1 and others. Flyer changed to Flying for consistency.

5.2.6 Removed “ship“ from Membership to agree with 5.2.1 and others.

5.2.6 New Membership Category previously undefined.

9.6 Typo corrected wrong word. Should be ‘such’.

11.1.1 Grammatical error. Sentence makes no sense. Reworded.

11.2 f Change of Date for financial reporting as decided at last AGM.

11.2 g Duplication. Deleted as covered by 13.0. Renumbered following points as g)

11.2 h. Renumbered 11.2 g.

11.2 i. Renumbered 11.2 h.

11.6 Delete ‘/Noise’. Unnecessary as it is part of the Safety Officer’s function and defined in duties.

13.1 Clarification. In view of 11.2, should this be 5% or 15%. No change.

14.1 Change of Month for AGM as decided at last AGM

14.3 c) Grammatical. Added “Consider” at start of sentence.

15.1 Deleted following clarification.

15.2 renumbered 15.1

15.3 renumbered 15.2

16.9 Deleted. Duplication of 16.4.

Renumber 16.10 as 16.9

19.1 Original deleted and replaced with text supplied by IRD. Tax Free Status requirement by IRD.

23 New clause added. Text supplied by IRD. Tax Free Status requirement by IRD.