



# **CONSTITUTION OF BENDIGO FLYING CLUB LIMITED**

July 2019

ABN 27006091443

*A company limited by guarantee*

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## **Preliminary**

### **1 Name of the Company**

The name of the **Company** is Bendigo Flying Club Limited (the **Company**).

### **2 Type of Company**

The **Company** is a not-for-profit public **Company** limited by guarantee.

### **3 Limited liability of Members**

The liability of Members is limited to the amount of the guarantee in Clause 4.

### **4 The guarantee**

Each Member must contribute an amount not more than one dollar (\$1) (the guarantee) to the property of the **Company** if the **Company** is wound up while the Member is a Member, or within 12 months after they stop being a Member, and this contribution is required to pay for the:

- (a) debts and liabilities of the **Company** incurred before the Member stopped being a Member, or
- (b) costs of winding up.

### **5 Definitions**

In this Constitution, words and phrases have the meaning set out in Clauses 61 and 63.

## **Purposes and powers**

### **6 Object**

The **Company**'s object is to pursue the following purposes:

- (a) promote, encourage and support recreational and general aviation flying**
- (b) pursue and conduct training and projects for recreational and general aviation pilots, and members of the club**
- (c) support club members in the pursuit of their aviation interests**

### **7 Powers**

Subject to Clause 8, the **Company** has the following powers, which may only be used to carry out its purposes set out in Clause 6:

- (a) the powers of an individual; and
- (b) all the powers of a **Company** limited by guarantee under the **Corporations Act**.

## 8 Not-for-profit

- 8.1 The **Company** must not be carried on for the profit or gain of individual members and must not distribute any income or assets directly or indirectly to its Members, except as provided in Clauses 8.2 and 60.
- 8.2 Clause 8.1 does not stop the **Company** from doing the following, provided this is done in good faith:
- (a) paying a Member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the **Company**; or
  - (b) making a payment to a Member in carrying out the **Company**'s purposes.

## 9 Amending the Constitution

- 9.1 Subject to Clause 9.2, the Members may amend this Constitution by passing a **special resolution**.
- 9.2 The Members must not pass a **special resolution** that amends this Constitution if passing it causes the **Company** to no longer be eligible to be an income tax exempt entity under item 8.1(a) of section 50-40 of the Income Tax Assessment Act 1997 (Cth).

## Members

### 10 Membership and register of Members

- 10.1 The Members of the **Company** are:
- (a) any person that the Committee members allow to be a Member, in accordance with this Constitution.
- 10.2 The **Company** must establish and maintain a register of Members. The register of Members must contain:
- (a) for each current Member:
    - i. name;
    - ii. address;
    - iii. any alternative address nominated by the Member for the service of notices;
    - iv. date the Member was entered on to the register; and
    - v. disclosure of any information required by Committee members regarding any licence, certificate or entitlement relating to the use of club assets.
  - (b) for each person who stopped being a Member in the last seven (7) years:
    - i. name;
    - ii. address;
    - iii. any alternative address nominated by the Member for the service of notices; and
    - iv. dates the membership started and ended.

## **11 Who can be a Member**

- 11.1 A person who supports the purposes of the **Company** is eligible to apply to be a Member of the **Company** under Clause 123.

## **12 Classes of membership**

- 12.1 Committee members may from time to time and at any time create and/or remove any class of membership provided that no Member shall be denied membership as a result of such an action save for proper reason as required by this Constitution.
- 12.2 The Committee shall determine from time to time the rights associated with each class of membership.
- 12.3 Members who have rendered special services to the **Company** may be elected honorary life members at a General Meeting.
- 12.4 Any change to a Member's rights where the Member did not hold any voting rights prior to any alterations to the membership, shall not bestow voting rights by reason only of the change. A Member so affected may seek a membership with such rights by the ordinary process of application for a new membership.

## **13 How to apply to become a Member**

A person may apply to become a Member of the **Company** by writing to the **Company** in a format prescribed by the **Company** from time to time stating that they:

- (a) provide their name, address, and any alternative address nominated for the service of notices;
- (b) support the purposes of the **Company**; and
- (c) agree to comply with the **Company's** Constitution, including paying the guarantee under Clause 4 if required.

## **14 Committee members decide whether to approve membership**

- 14.1 The **Company** must consider an application for membership after the **Company** receives the application.
- 14.2 If the Committee members approve an application, the **Company** must:
- (a) enter the new Member on the register of Members, and
  - (b) write to the applicant to tell them that their application was approved, and the date that their membership started.
- 14.3 Committee members may delegate their responsibilities under Clause 14.2 to a **Company** staff member.
- 14.4 If the Committee members reject an application, the **Company** must inform the applicant in writing as to the rejection of their application, and the reasons for doing so.
- 14.5 Any decisions, communications and administrative duties regarding membership applications must be concluded in a timely and reasonable fashion.

## 15 When a person becomes a Member

An applicant will become a Member when they are entered on the register of Members or within 30 days, whichever is sooner.

## 16 When a person stops being a Member

A person immediately stops being a Member if they:

- (a) die;
- (b) resign, by informing the **Company** in writing;
- (c) fail to pay membership fees to the **Company** within 60 days of the fees falling due;
- (d) are the subject of a Committee resolution pursuant to Clause 14.4; or
- (e) are expelled under the dispute resolution and disciplinary procedures of the **Company**.

## Dispute resolution and disciplinary procedures

### 17 Dispute resolution

- 17.1 The **Company** shall have the right to discipline, limit the privileges of, and/or remove a Member for cause.
- 17.2 The **Company** shall provide and make available to Members a policy and procedure whereby the processes referred to in 17.1 shall take place.
- 17.3 The **Company** shall ensure that any process referred to in 17.1 complies with the rules of procedural fairness and all decisions shall be made by persons independent of the facts, matters and people under review.

## General Meetings of Members

### 18 General Meetings called by the Committee

- 18.1 The Committee may call a **General Meeting**.
- 18.2 If at least thirty (30) **Members** or 10% of the membership, whichever is the lower, make a written request to the **Company** for a **General Meeting** to be held, the Committee members must:
  - (a) within twenty-one (21) days of the Members' request, give all Members notice of a **General Meeting**, and
  - (b) hold the **General Meeting** at a time and place within reasonable access within two (2) months of the Members' request.
- 18.3 The Members requesting a **General Meeting** pursuant to Clause 18.2 must be current Members with voting rights at the time of making the request.



- 18.4 The Members who make the request for a **General Meeting** must:
- (a) state in the request any resolution and/or business to be proposed at the meeting;
  - (b) sign the request; and
  - (c) give the request to the **Company**.
- 18.5 Separate copies of a document setting out the request may be signed by Members if the wording of the request is the same in each copy.

## **19 General Meetings called by Members**

- 19.1 If the Committee members do not call the meeting within twenty-one (21) days of being requested under Clause 18.2, 50% or more of the Members who made the request may call and arrange to hold a **General Meeting**.
- 19.2 To call and hold a General Meeting under Clause 19.1 the Members must:
- (a) follow the procedures for **General Meetings** set out in the Constitution including the appointment of a commencement Chairman who shall have control of the Meeting at commencement,
  - (b) state the business to be conducted at the Meeting which must be limited to those items listed in the request made under Clause 18.2 with the addition of the appointment of a Chairman which shall be conducted by the commencement Chairman until the meeting otherwise decides.
  - (c) call the meeting by directing the **Company** to serve the notice of the meeting on all of the Members; and
  - (d) hold the **General Meeting** within two months after the request was given to the **Company**.
- 19.3 The **Company** must pay any reasonable expenses of calling and holding the **General Meeting**.

## **20 Annual General Meeting**

- 20.1 A **General Meeting**, called the **Annual General Meeting**, must be held within 4 months of the end of the financial year.
- 20.2 Even if these items are not set out in the notice of meeting, the business of an Annual **General Meeting** must include:
- (a) a review of the **Company's** activities;
  - (b) a review of the **Company's** finances;
  - (c) any auditors' reports;
  - (d) the election of Chairman and Committee members; and
  - (e) the appointment of auditors, if any.
- 20.3 Before or at the Annual **General Meeting**, the Committee members must, in accordance with law, make available information to the Members on the **Company's** activities and finances during the period since the last Annual **General Meeting**.
- 20.4 The Chairman of the Annual **General Meeting** must provide Members with a reasonable opportunity at the meeting to ask questions or make comments about the management of the **Company**.

## 21 Notice of General Meetings

- 21.1 Notice of a **General Meeting** must be given to:
- (a) each Member entitled to vote at the meeting; and
  - (b) each Committee member.
- 21.2 Notice of a **General Meeting** must be provided at least twenty-one (21) days before the meeting.
- 21.3 Notice of a **General Meeting** must include:
- (a) the place, date and time for the meeting;
  - (b) the general nature of the meeting's business;
  - (c) if applicable, any **resolution** that is to be proposed and the wording of the proposed resolution; and
  - (d) a statement that Members have the right to appoint a proxy.
- 21.4 If a **General Meeting** is adjourned for one month or more, the Members must be given new notice of the resumed meeting.

## 22 Quorum at General Meetings

- 22.1 For a **General Meeting** to be held, a **Quorum** must be present in person or by proxy, for the entire meeting.
- 22.2 A Quorum:
- (a) must consist of at least 5% of the Company's Members;
  - (b) must have at least five (5) people physically present; and
  - (c) may consist of people present through video chat, or similar means of communication.
- 22.3 The meeting may commence after the appointed time for the meeting upon a Quorum being present and accounted for by the Chairman, save for the exception under Clause 22.5.
- 22.4 No business may be conducted at a **General Meeting** if a Quorum is not present save for the exception permitted for an adjourned meeting under Clause 22.5.
- 22.5 If there is no Quorum present within sixty (60) minutes after the starting time stated in the notice of **General Meeting**, the **General Meeting** is adjourned to the date, time and place that the Chairman specifies. If the Chairman does not specify one or more of those things, the meeting is adjourned to:
- (a) if the date is not specified – the same day in the next week;
  - (b) if the time is not specified – the same time; and
  - (c) if the place is not specified – the same place.
- 22.6 If no Quorum is present at the resumed meeting within sixty (60) minutes after the starting time set for that meeting, the meeting will proceed as though a Quorum had been declared and provided that the Chairman and one other person is present.

## 23 Role of the Chairman

- 23.1 The Chairman is responsible for the conduct of the **General Meeting**, and for this purpose must give Members a reasonable opportunity to make comments and ask questions.
- 23.2 The Chairman has a casting vote.

## Members' resolutions and statements

### 24 Members' resolutions and statements

- 24.1 Where the **Company** has called for resolutions, any current Member with voting rights may give:
- (a) written notice to the **Company** of a resolution they propose to move at the **General Meeting** (Members' resolution); and/or
  - (b) a written request to the **Company** that the **Company** must make available to its Members a statement about a proposed resolution or any other matter that may properly be considered at a **General Meeting** (Members' statement).
- 24.2 A notice of a Members' resolution must set out the wording of the proposed resolution and be signed by the Members proposing the resolution.
- 24.3 A request to distribute a Members' statement must be given to the Company at least seven (7) days prior to a General Meeting and set out the statement to be distributed and be signed by the Members making the request.
- 24.4 Separate copies of a document setting out the notice or request may be signed by Members if the wording is the same in each copy.
- 24.5 If the **Company** has been given notice of a Members' resolution under Clause 24.1(a), the resolution must be considered at the **General Meeting** for which the resolution was called.
- 24.6 This Clause does not limit the right of a Member to propose a resolution at a **General Meeting** under the **Corporations Act**.

### 25 Company must give notice of proposed resolution or distribute statement

- 25.1 If the **Company** has been given a notice or request under Clause 24:
- (a) before providing Members with a notice of a General Meeting, it must include the proposed Members' resolution or a copy of the Members' statement to the notice at the **Company's** cost; or
  - (b) after providing Members with a notice of a General Meeting, the Members who proposed the resolution or made the request must pay the expenses reasonably incurred by the **Company** in giving Members notice of the proposed Members' resolution or a copy of the Members' statement.
- 25.2 At a General Meeting, Members may pass a resolution that expenses incurred by Clause 25(b) will be paid by the **Company**.

### 26 How many votes a Member has

No Member shall have more than one vote at any meeting of Members save for properly appointed proxy votes.

### 27 Challenge to Member's right to vote

- 27.1 A Member or the Chairman may only challenge a person's right to vote at a **General Meeting** at that meeting.

27.2 If a challenge is made under Clause 27.1, the Chairman may decline a member's eligibility to vote only if that member is voting in a capacity other than as a natural person who is a current member pursuant to Clause 16. The Chairman's decision is final.

## **28 How voting is carried out**

28.1 Voting must be conducted and decided by:

- (a) a show of hands;
- (b) a poll; or
- (c) another method chosen by the Chairman that is fair and reasonable in the circumstances.

28.2 Before a vote is taken, the Chairman must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.

28.3 On a show of hands, the Chairman's decision is conclusive evidence of the result of the vote.

28.4 The Chairman and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.

28.5 Any member may ask for a recount of the votes or voting to be conducted by secret ballot.

## **29 Appointment of and voting by proxy**

29.1 A Member may appoint a proxy to attend and vote at a **General Meeting** on their behalf.

29.2 An appointment of proxy (proxy form) must be in the form prescribed by the **Company** and must be signed by the Member appointing the proxy and must contain:

- (a) the Member's name and address;
- (b) the **Company's** name;
- (c) the proxy's name or the name of the office held by the proxy; and
- (d) the meeting(s) at which the appointment may be used.

29.3 The proxy form must be delivered to the **Company** at its registered address or the address (including an electronic address) specified in the notice of the meeting and must be delivered to the **Company** at least 48 hours before the meeting.

29.4 A proxy appointment may be ongoing.

29.5 A proxy does not have the authority to speak and vote for a Member at a meeting while the Member is at the meeting.

29.6 Unless the **Company** receives notice before the start or resumption of a **General Meeting** at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing Member:

- (a) dies;
- (b) is mentally incapacitated;
- (c) revokes the proxy's appointment; or
- (d) revokes the authority of a representative or agent who appointed the proxy;

29.7 A proxy appointment may specify the way the proxy must vote on a particular resolution.

## Committee members

### 30 Number and appointment of Committee members

- 30.1 The **Company** must have at least five (5) and no more than eight (8) Committee members.
- 30.2 **Company** committee membership must include at least 4 members who are or were *authorised pilots*.
- 30.3 A person is eligible for election as Chairman or Committee member if they:
- (a) are a Member of the **Company**;
  - (b) are nominated by two (2) Members entitled to vote;
  - (c) give the **Company** their signed consent to act as a Chairman or Committee member of the **Company**;
  - (d) do not have competing or conflicting interests in other organizations, businesses, or entities; and
  - (e) are eligible to be a Chairman/Committee member under the **Corporations Act**.
- 30.4 Subject to the **Corporations Act**, the Committee members may from time to time determine the process by which Committee members and Office Bearers shall be elected and re-elected by the Members in **General Meeting**. Any voting method employed for the purpose of electing Committee members shall be consistent with those methods accepted by the Australian Electoral Commission or an equivalent body.
- 30.5 The Committee members shall ensure that the process of calling for nominations and the election of Chairman and/or Committee members shall be made available to members and candidates and take account of the skills and experience reasonably required to have oversight of the **Company**.
- 30.6 The Committee members may appoint a person as a Committee member to fill a casual vacancy if that person is eligible under Clause 30.3.
- 30.7 If the number of Committee members is reduced to fewer than five (5) or is less than the number required for a Quorum, the continuing Committee members may act for the purpose of increasing the number of Committee members to five (5) (or higher if required for a Quorum) or calling a **General Meeting**, but for no other purpose.

### 31 Election of Chairman

The members must elect a member as the **Company's** elected **Chairman at the AGM**.

### 32 Term of office

- 32.1 Committee members and the chairman are appointed for a period of two (2) years.
- 32.2 Other than a Committee member appointed under Clause 30.6, a Committee member's term of office starts at the end of the annual **general meeting** at which they are elected and ends at the end of the annual **general meeting** at which they retire.

- 32.3 At each annual **general meeting**:
- (a) any Committee member appointed to fill a casual vacancy under Clause 30.5 must retire, and
  - (b) Committee members who have completed their two-year term must retire unless there are fewer than four (4) current Committee members in which case at least two (2) Committee members must retire.
- 32.4 Where not all members completing a two year term are retiring under Clause 32.3 (b) the Committee members who must retire at the annual **general meeting** under Clause **Error! Reference source not found.** will be the Committee members who have been longest in office since last being elected.
- 32.5 Where Committee members were elected on the same day, the Committee member(s) to retire under Clause 32.2 will be decided by lot unless they agree otherwise.

### **33 When a Committee member stops being a Committee member**

A Committee member immediately and irrevocably stops being a Committee member if they:

- (a) Serve a term of greater than two (2) years as a Committee member, save for Clause 32.5;
- (b) give written notice of resignation as a Committee member to the **Company** with the resignation becoming effective as of the date specified in the notice;
- (c) die;
- (d) are removed as a Committee member by a resolution of the Members;
- (e) stop being a Member of the **Company**;
- (f) are absent for three (3) consecutive Committee members' meetings without approval from the Committee members; or
- (g) become ineligible to be a Committee member of the **Company** under the **Corporations Act**.

## **Powers of Committee members**

### **34 Powers of Committee members**

- 34.1 The Committee members are responsible for oversight of the activities of the **Company** to achieve the purposes set out in Clause 6.
- 34.2 The Committee members may use all the powers of the **Company** except for powers that, under the **Corporations Act** or this Constitution, may only be used by Members.
- 34.3 The Committee members must decide on the responsible financial management of the **Company** including:
- (a) the appointment and terms of engagement of a finance administrator,
  - (b) any suitable written delegations of power under Clause 35, and

(c) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.

34.4 The Committee members cannot remove a Committee member or auditor. Committee members and auditors may only be removed by a Members' resolution at a **General Meeting**.

### **35 Delegation of Committee members' powers**

35.1 The Committee members may delegate any of their powers and functions to a committee, a Committee member, an employee of the **Company** or any other person, as they consider appropriate.

35.2 The delegation must be recorded by the **Company**.

### **36 Payments to Committee members**

36.1 The **Company** may pay fees to a Committee member for acting as a Committee member.

36.2 The **Company** may reimburse a Committee member for expenses properly incurred by the Committee member in connection with the affairs of the **Company**.

36.3 No Committee member may hold another office for the **Company** on a paid or voluntary basis.

36.4 Prior to any payment being made under Clause 36.1 the amount proposed must be approved by a resolution voted on by Members.

36.5 The **Company** may pay premiums for insurance indemnifying Committee members, as allowed for by law (including the **Corporations Act**) and this Constitution.

### **37 Execution of documents**

The **Company** may execute a document without using a common seal if the document is signed by:

- (a) two (2) Committee members of the **Company**; or
- (b) a Committee member and an officer of the **Company**.

## **Duties of Committee members**

### **38 Duties of Committee members**

The Committee members must comply with their duties as Committee members under legislation and common law (judge-made law), which include:

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Committee member of the **Company**;
- (b) to act in good faith in the best interests of the **Company** and to further the purposes of the **Company** set out in Clause 6;
- (c) not to misuse their position as a Committee member;
- (d) not to misuse information they gain in their role as a Committee member;
- (e) to disclose any perceived or actual material conflicts of interest in the manner set out in Clause 39;

- (f) to ensure that the financial affairs of the **Company** are managed responsibly;
- (g) to ensure that the financial affairs of the **Company** are reviewed/audited annually as allowed for by law (including the **Corporations Act**); and
- (h) not to operate the **Company** while it is insolvent.

### **39 Conflicts of interest**

- 39.1 A Committee member or employee of the **Company** must disclose the nature and extent of any actual or perceived material personal interest in a matter that is being considered at a meeting of Committee members (or that is proposed in a circular resolution):
- (a) to the other Committee members; or
  - (b) if all of the Committee members have the same material personal interest, to the Members at the next **General Meeting**, or at an earlier time if reasonable to do so.
- 39.2 The disclosure of a material personal interest by a Committee member must be recorded in the minutes of the meeting.
- 39.3 Except as provided for under Clause 39.4, any Committee member who has a material personal interest in a matter that is being considered at a meeting of Committee members (or that is proposed in a circular resolution) must not:
- (a) be present at the meeting while the matter is being discussed; and/or
  - (b) vote on the matter (where they are eligible to do so).
- 39.4 A Committee member or employee of the **Company** may still be present and vote (where they are eligible to do so) if:
- (a) their interest arises because they are a Member of the **Company**, and the other Members have the same interest;
  - (b) their interest relates to an insurance contract that insures, or would insure, the Committee member against liabilities that the Committee member incurs as a Committee member of the **Company**;
  - (c) their interest relates to a payment by the **Company** under Clause 56, or any contract relating to an indemnity that is allowed under the **Corporations Act**;
  - (d) the Australian Securities and Investments Commission (ASIC) makes an order allowing the Committee member to vote on the matter; or
  - (e) the Committee members who do not have a material personal interest in the matter pass a resolution that:
    - i. identifies the Committee member, the nature and extent of the Committee member's interest in the matter and how it relates to the affairs of the **Company**; and
    - ii. says that those Committee members are satisfied that the interest should not stop the Committee member from voting or being present.



## **Committee members' meetings**

### **40 When the Committee members meet**

- 40.1 The Committee members may decide how often, where and when they meet.
- 40.2 The Committee members shall meet on not less than eight (8) occasions in any calendar year.

### **41 Calling Committee meetings**

- 41.1 The Committee will set a schedule of meetings each year, following the AGM. The Chairman can call additional meetings by giving reasonable notice to all of the other Committee members.
- 41.2 Meeting notices can be given in writing or using any established communication methods used by Committee members or by any other means of communication that has previously been agreed to by all of the Committee members.

### **42 Chairman for Committee members' meetings**

- 42.1 The **elected Chairman** is entitled to chair Committee members' meetings.
- 42.2 The Committee members at a Committee members' meeting may choose a Committee member to be the Chairman for that meeting or a portion thereof if the **elected Chairman** is:
  - (a) not present within thirty (30) minutes after the starting time set for the meeting; or
  - (b) present but declines to act as Chairman of the meeting or a portion thereof.

### **43 Quorum at Committee members' meetings**

- 43.1 Unless the Committee members determine otherwise, the Quorum for a Committee members' meeting is no less than three Committee members.
- 43.2 A Quorum must be present for the whole Committee members' meeting.

### **44 Using technology to hold Committee members' meetings**

- 44.1 The Committee members may hold their meetings by using any means of electronic communication.
- 44.2 A Committee member utilising any method of electronic communication for the purpose of participating in a Committee members' meetings shall be deemed to be present for the purpose of maintaining a quorum.

### **45 Passing Committee members' resolutions**

- 45.1 A Committee members' resolution must be passed by a majority of the votes cast by Committee members present and entitled to vote on the resolution.

### **46 Circular resolutions of Committee members**

- 46.1 The Committee members may pass a circular resolution without a Committee members' meeting being held.

- 46.2 Each Committee member may sign:
- (a) a single document setting out the resolution and containing a statement that they agree to the resolution, or
  - (b) separate copies of that document, as long as the wording of the resolution is the same in each copy.
- 46.3 The **Company** may send a circular resolution by email to the Committee members and the Committee members may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.
- 46.4 A circular resolution is passed when a majority of Committee members sign or otherwise agree to the resolution in the manner set out in Clause 46.2 or Clause 46.3.

## Secretary

### 47 Appointment and role of Secretary

- 47.1 The **Company** must have at least one Secretary, who is also a Committee member.
- 47.2 The Secretary must be appointed by the Committee members (after giving the **Company** signed consent to act as Secretary of the **Company**) and may be removed by the Committee members.
- 47.3 The Committee members must decide the terms and conditions under which the Secretary is appointed, including any remuneration.
- 47.4 The role of the Secretary must ensure:
- (a) a register of the **Company**'s Members is maintained; and
  - (b) the minutes and other records of **General Meetings** (including notices of meetings), Committee members' meetings and circular resolutions are maintained.

## Minutes and records

### 48 Minutes and records

- 48.1 The **Company** must, within one month, make and keep the following records:
- (a) minutes of proceedings and resolutions of **General Meetings**;
  - (b) minutes of circular resolutions of Members;
  - (c) a copy of a notice of each **General Meeting**; and
  - (d) a copy of a Members' statement distributed to Members under Clause 25.
- 48.2 The **Company** must, within one (1) month, make and keep the following records:
- (a) minutes of proceedings and resolutions of Committee members' meetings (including meetings of any committees); and
  - (b) minutes of circular resolutions of Committee members.
- 48.3 The **Company** must allow Members to inspect those **Company** records which are lawfully accessible to Members at the registered **Company** address at a reasonable time.

- 48.4 The Committee members must ensure that minutes of a **General Meeting** or a Committee members' meeting are signed within a reasonable time after the meeting by:
- (a) the Chairman of the meeting; or
  - (b) the Chairman of the next meeting.
- 48.5 The Committee members must ensure that minutes of the passing of a circular resolution (of Members or Committee members) are signed by a Committee member within a reasonable time after the resolution is passed.

## **49 Financial and related records**

- 49.1 The **Company** must make and keep written financial records that:
- (a) correctly record and explain its transactions and financial position and performance; and
  - (b) enable true and fair financial statements to be prepared and to be audited.
- 49.2 The **Company** must keep written records that correctly record its operations.
- 49.3 The **Company** must retain its records for at least seven (7) years.
- 49.4 The Committee members must take reasonable steps to ensure that the **Company's** records are kept safe.

## **Members' Conduct**

### **50 Members' Conduct**

- 50.1 The rights and responsibilities of Members are set out in the **Code of Conduct** of the **Members' Manual** pursuant to this Constitution.
- 50.2 Members and Committee members must comply with the Code of Conduct outlined in the **Members' Manual** as if it were part of this Constitution. Breaches of the **Code of Conduct** may be subject to the disciplinary processes of the **Company**.
- 50.3 In the event of any conflict between the **Members' Manual** and this Constitution then the provisions of this Constitution shall prevail.

## **Notice**

### **51 What is notice**

- 51.1 Anything written to or from the **Company** under any Clause in this Constitution is written notice and is subject to Clauses 52 to 54, unless specified otherwise.
- 51.2 Clauses 52 to 54 do not apply to a notice of proxy under Clause 29.

## 52 Notice to the Company

Written notice or any communication under this Constitution may be given to the **Company**, the Committee members of the Company by:

- (a) delivering it to the **Company's** registered office;
- (b) posting it to the **Company's** registered office or to another address chosen by the **Company** for notice to be provided; or
- (c) sending it to an email address or other electronic address notified by the **Company** to the Members as the **Company's** email address or other electronic address.

## 53 Notice to Members

53.1 Notice or any communication under this Constitution may be given to a Member:

- (a) sending it to the email or other electronic address nominated by the Member as an alternative address for service of notices (if any);
- (b) if agreed to by the Member, by notifying the Member at an email or other electronic address nominated by the Member, that the notice is available at a specified place or address (including an electronic address); or
- (c) any other means made available by the **Company** and agreed to by the Member.

53.2 A Member may agree to receive notice by publication of a notice on the **Company's** website.

53.3 Notices given for the purposes of disciplinary or dispute resolution matters shall be delivered in accordance with the processes referred to in Clause 17.

## 54 When notice is taken to be given

A notice:

- (a) sent by email, or other electronic method, is taken to be given on the business day after it is sent.
- (b) delivered in person, or left at the recipient's address, is taken to be given on the day it is delivered; and
- (c) sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs.

## Financial year

### 55 Company's financial year

The **Company's** financial year is from 1 July to 30 June unless the Committee members pass a resolution to change the financial year.

## Indemnity, insurance and access

### 56 Indemnity

- 56.1 The **Company** indemnifies each officer of the **Company** out of the assets of the **Company**, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person acting bona fide as an officer of the **Company**.
- 56.2 In this Clause, an 'officer' has the meaning in the Corporations Act.
- 56.3 In this Clause, 'to the relevant extent' means:
- (a) to the extent that the **Company** is not precluded by law (including the **Corporations Act**) from doing so; and
  - (b) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
- 56.4 The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the **Company**.

### 57 Insurance

To the extent permitted by law (including the **Corporations Act**), and if the Committee members consider it appropriate, the **Company** may pay or agree to pay a premium for a contract insuring a person who is or has been an officer of the **Company** against any liability incurred by the person as an officer of the **Company**.

### 58 Committee members' access to documents

- 58.1 A Committee member has a right of access to all documents and records of the **Company** which that Committee member may require properly to perform and discharge his or her duty as a Committee member of the **Company** in accordance with the relevant laws and regulations governing the activities of the **Company**.
- 58.2 If the Committee members agree, the **Company** must give a former Committee member access to:
- (a) such documents as relate to the affairs of the **Company** at the time of the former Committee member holding office but subject to cause being shown; and
  - (b) any other documents properly arising from inspection of those documents.

## Winding up

### 59 Surplus assets not to be distributed to Members

If the **Company** is wound up, any **surplus assets** must not be distributed to a Member or a former Member of the **Company**, unless that Member or former Member is a not-for-profit entity and meets the criteria under the **Corporations Act**.

### 60 Distribution of surplus assets

60.1 Subject to the **Corporations Act** and any other applicable Act, and any court order, any **surplus assets** that remain after the **Company** is wound up must be distributed to one or more not-for-profit entities:

- (a) with purpose(s) similar to, or inclusive of, the purpose(s) in Clause 6; and
- (b) which has governing documents which prohibit the entity from being carried on for the profit or gain of individual members, and which prohibit the distribution of any **surplus assets** to its Members to at least the same extent as the **Company**.

60.2 The decision as to the entity or entities to be given the surplus assets must be made by a **special resolution** of Members at or before the time of winding up. If the Members do not make this decision, the **Company** may apply to the Supreme Court to make this decision.

## Definitions and interpretation

### 61 Definitions

In this Constitution:

**Authorised pilots** are people who are qualified to fly under regulation of RAAus, CASA or another authorised pilot qualification authority.

**Company** means the **Company** referred to in Clause 1  
of the

**Corporations Act** means the Corporations Act 2001 (Cth)

**elected Chairman** means a woman or man elected by the members to be the **Company's** Chairman under Clause 31

**General Meeting** means a meeting of Members and includes the Annual **General Meeting**, under Clause 20.1

**Members' Manual** means a document provided by the **Company** stipulating such things as appropriate conduct for Members, and other information pertinent to membership with the **Company**.

**Member present** means, in connection with a **General Meeting**, a **Member present** in person or by proxy at the venue or venues for the meeting

**person** means a natural person

*special resolution* means a resolution:

- i. of which notice has been given under Clause 21.3(c), and
- ii. that has been passed by at least 75% of the votes cast by **Members present** and entitled to vote on the resolution, and

*surplus assets* means any assets of the **Company** that remain after paying all debts and other liabilities of the **Company**, including the costs of winding up.

## **62 Reading this Constitution with the Corporations Act**

- 62.1 The replaceable rules set out in the **Corporations Act** are displaced by this Constitution and do not apply to the **Company**.
- 62.2 The **Corporations Act** override any Clauses in this Constitution which are inconsistent with that Act.
- 62.3 A word or expression that is defined in the **Corporations Act** or used in that Act and covering the same subject, has the same meaning as in this Constitution.

## **63 Interpretation**

In this Constitution:

- (a) the words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and
- (b) reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations).
- (c) Any by-law, regulation, rule or document produced as a consequence of this Constitution shall be read as subordinate to and dependent upon this Constitution. In the event of any inconsistency between the Constitution and that document, the document shall be read down so that the provisions of this Constitution shall prevail.