

BALAKLAVA GLIDING CLUB INC.

# CONSTITUTION

OF

# BALAKLAVA GLIDING CLUB

INCORPORATED

(Incorporated 7.1.1954)

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## INTERPRETATION

1. In these presents the following terms shall have the meaning next hereinafter respectively assigned to them if not inconsistent with the subject or context:

"These presents" mean and include the Constitution and the Regulations and By-laws of the Club from time to time in force.

"Special Resolution" means a resolution passed by a two-thirds majority of those present and voting at a general meeting of the Club, the notice convening which has given notice of the resolution proposed to be submitted as a special resolution.

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

"President" "Chairperson" "Auditors" "Secretary" "Treasurer" means those respective officers from time to time of the club.

"Month" means calendar month.

"In writing" means written, printed, typewritten or lithographed on papers or document or partly one and partly another.

"The Club" means the Balaklava Gliding Club Incorporated.

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

Words importing persons include corporations.

## OBJECTS

2. 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 the following :-

- (a) The promotion, conduct and control of all gliding and soaring and all matters in connection with gliding and soaring in the Balaklava and surrounding districts.
- (b) The promotion and conduct of contest, pageants and displays.
- (c) The dissemination of knowledge and literature relating to gliding and soaring and the conduct of lectures.
- (d) The affiliation of the Club with any other body or organisation having like objects.
- (e) To assist new Clubs and to assist, extend and develop the scope and extent of gliding in South Australia.
- (f) The provision of amenities and social facilities for the members of the Club.
- (g) The organisation and conduct of any profit making schemes for the purpose of enhancing the Club's funds.
- (h) The investment or participation by the Club in any company, association, partnership or other body having like objects.

## NAME

3. The name of the Club is "BALAKLAVA GLIDING CLUB".

## OFFICERS

4. (a) The Officers of the Club shall consist of a President, Committee of seven, Secretary and Treasurer.

- (b) The Club shall consist of those persons who shall have been or shall be duly elected members or life members thereof and whose names shall for the time being be recorded in the register of members of the Club.
5. The Club shall be governed by a Committee which shall consist of ten members (including the Executive, ie President, Secretary and Treasurer and seven Committee members).
6. All Committee members (including the Executive) shall be elected at each Annual General Meeting. Retiring members shall be eligible for re-election.

#### ELECTION OF COMMITTEE

7. Nomination of candidates for committee must be made and seconded, in writing, and submitted to the Secretary no later than 7 days prior to the Annual General Meeting.
8. No members shall be elected to the Committee unless the member shall have signified his willingness to act. 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.

#### BALLOT PAPERS

9. Election of members of the Committee shall be by ballot of those present and voting personally at each Annual General Meeting. No voting by post or proxy shall be allowed.

#### VACANCIES

10. The Committee shall have the power to fill casual vacancies in the Committee but the person appointed to such casual vacancies shall hold office only until the succeeding Annual General Meeting.
11. Should all the Committee at any time resign the Secretary shall convene a special meeting of the members to fill their places and nominations shall be receivable at such meetings.
12. The office of a member of the Committee shall become vacated :-
- (1) If membership of the Club ceases.
  - (2) If the member becomes bankrupt or insolvent.
  - (3) If found medically unfit.
  - (4) If the member resigns in writing to the Secretary.
  - (5) If this office is declared vacant by resolution of a General Meeting.
  - (6) If the member is absent from three consecutive meetings of the Committee without leave of absence.
  - (7) If all the remaining members of the Committee in writing request the member to resign, in which event the member shall be deemed to have resigned on the day upon which such request shall be served upon the member by the Secretary.

#### MEETINGS OF THE COMMITTEE

13. The Committee shall meet together for the despatch 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 Chairperson, or on requisition signed by two members of the Committee, or by the Secretary.
14. Quorum. The quorum of the Committee shall be five.
15. Chairperson. The President of the Club shall be Chairperson of Committee. In the absence of the President and Vice-President the Committee shall elect a Chairperson.
16. At the first Committee meeting following the Annual General Meeting the Committee shall elect one of their number to the position of Vice-President. It shall be the function of the Vice- President to chair committee meetings in the absence of the President, and otherwise deputise for the President as required. It shall be competent for the Secretary or Treasurer to be elected as Vice-President.

17. Questions arising at any meeting shall be decided by a majority of votes. In the event of an equality of votes in the Committee, the Chairman shall have a casting vote as well as a deliberative vote.
18. The Club may at any General Meeting, by a majority, two-thirds of the members voting, remove any officer or member of the Committee of the Club before the expiration of that members period of office, and may by resolution appoint a replacement, the person so appointed shall hold office during such time only as the original person would have held the same if not removed.

#### RESERVE FUND

19. No dividend, in the form of cash, property or otherwise, shall be paid or payable to the members out of the profit arising from the business of the Club but the whole of such profit shall be retained as a reserve fund to meet 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 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 elect.

#### AUTHORITY OF THE COMMITTEE

20. The affairs and general business of the Club shall be managed by the Committee. Without limiting the powers by law or these rules or otherwise invested in them, the Committee shall have the 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 of these rules, and to the provisions of the Statutes and to such regulations, not being inconsistent with the said regulations or provisions.

#### SUB-COMMITTEE

21. 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 presents or otherwise. Sub-Committees may include persons who are not members of the Committee or of the Club.
22. Reports. Sub-Committee 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.
23. Chairperson. Sub-Committees shall appoint their own Chairperson provided that the Chairperson of every Sub-Committee shall be appointed from members of the Committee, except where in special cases, the Committee may otherwise order.
24. Quorum. The quorum of each Sub-Committee shall be fixed by the Committee when appointing such Sub-Committee,
25. Vacancies. The Committee may appoint additional members to or fill vacancies on any Sub-Committee.
26. Ex-Officio Members. The President of the Club shall be an ex-officio member of the Committee and every Sub-Committee.

#### MEMBERSHIP

27. A candidate for election to the Club shall, before participating in any of the privileges or advantages of the Club, pay the subscription and entrance fee in full.
28. Subsequent election of a candidate for membership of the Club shall be by the Committee, at the next meeting held at least a month after application is made. The Committee shall vote by ballot if necessary. Two votes against election shall exclude the applicant.
29. Moneys paid by a candidate rejected by the Committee shall be refunded, less any amounts owing for flying fees.
30. Each new member shall be given a copy of the Constitution and rules of the Club.
31. The name of a candidate whose application for membership shall have been rejected shall not be re-submitted for election within twelve months after the rejection.
32. The Committee shall have power to elect as members upon such terms and subject to such regulation as the Committee may from time to time deem advisable:-
  - (a) Persons under the age of sixteen years as junior members

### HONORARY MEMBERS

33. The Committee may elect Honorary Members for a period of one month renewable at the discretion of the Committee for further terms of one month.
34. Honorary Members shall not be required to pay entrance fees or subscriptions nor shall they have any vote in the management of the Club, nor shall they be entitled to be elected as officers of the Club, nor members of the Committee nor to attend or vote at any general meeting of the Club nor to share in the capital of the Club, but in all the respects they shall be entitled to all the rights and subject to all the duties of members of the Club.
35. Candidates for Honorary Members must be proposed by a member of the Club and seconded by a member of the Committee, the proposer to be responsible for all liabilities incurred in the Club by the nominee.
36. Honorary Life Members. Persons of distinguished position or attainment's may be elected Honorary Life Members of the Club at the discretion of the Committee. Club members who are elected as Honorary Life Members in recognition of their services to the Club, shall continue to enjoy all rights and privileges and be subject to all the duties of club members, including the right to vote and hold office, but they shall not be required to pay any subscription to the Club.

### ENTRANCE FEE - SUBSCRIPTIONS

37. The entrance fee for members of various classes other than honorary members shall be such sums as may be decided from time to time by the Committee.
38. The yearly subscriptions for members of various classes other than honorary members shall be such sums as may be decided from time to time by the Committee.
39. All subscriptions shall be payable on joining the Club and thereafter annually.
40. A person on paying the subscriptions and entrance fee is thereby considered to have submitted themselves to these presents and on these conditions alone is entitled to enjoy all the advantages and privileges of the Club.
41. Persons may be permitted to participate in the flying activities of the Club in terms of such financial arrangements or contracts as the Committee may from time to time decide. Such persons will not be entitled to have any vote in the management of the Club until their subscription and joining fee is paid in full and they have been elected as members of the Club.
42. 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 notices 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.
43. 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.

### RESIGNATION

44. Any member wishing to resign from the membership shall give notice in writing of this desire to the Secretary, failing which the person shall be liable to pay the subscription for the following year.

### SUSPENSION AND EXPULSION

45. In the event of any members being charged with unsporting or unreasonable conduct or conduct apparently prejudicial to the interests of gliding or in the event of a breach by a member or an apparent breach by a member of any of the rules of the Club the member may be called before the Committee and failing a satisfactory explanation, may be, cautioned, fined a sum not exceeding \$10, suspended, required to resign or expelled. Upon resignation or expulsion such member shall forfeit all rights to or claim on the Club, its property and its assets.
46. The Committee shall be specially summoned to consider questions under the preceding article and notice shall be sent to the member at least seven days prior to the meeting and before coming to a decision the Committee shall hear an explanation which such member may desire to give at the specially summoned meeting, together with any evidence in support of such explanation tendered. No member shall be, cautioned, suspended, required to resign or expelled unless the resolution be supported by at least two-thirds of the members of the Committee present.

47. Any member expelled, suspended or otherwise dealt with by the Committee in accordance with these presents or otherwise ceasing to be a member of the Club shall have the right to appeal to a special general meeting which shall have the right by ordinary resolution to restore the membership and/or to substitute some further or other penalty.

#### ANNUAL GENERAL MEETING

48. Annual General Meetings shall be held during the month of August or September in each year at such time and places as the Committee may determine. The notice convening the meeting shall state the time and place of such meeting and shall be given at least fourteen days prior to the date of such meeting.
49. Notices of motion for the Annual General Meeting must be received by the Secretary not less than seven days prior to the meeting and must be signed by at least five members.
50. No business not included in the notice shall be discussed at the Annual General Meeting without the permission of that meeting.

#### SPECIAL GENERAL MEETING

51. A special General Meeting of the Club shall only be held by direction of the Committee or on written request to the Secretary signed by not less than ten Members of the Club and such direction or written request 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 give notice of the date, place and object of such Special General Meeting not less than 14 days prior to the date of such meeting.
52. If within half an hour from the time appointed for a meeting a quorum is not present, the meeting is convened upon requisition of members, shall be dissolved; if any other case it shall stand adjourned 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.
53. The quorum at an Annual or Special General Meeting shall be 20% of total members. At an Annual or Special General Meeting the Chairperson of the Committee shall preside and in the case of an equality of votes shall have second or casting vote. In the absence of the Chairperson of the Committee the meeting shall elect some other members of the Committee to preside.
54. The Chairperson, 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.

#### VOTE OF MEMBERS

55. At all meetings of the Club every person shall have one vote.
56. Voting shall be done personally and no voting by post or proxy shall be allowed.
57. At every General Meeting a resolution put to the vote of the meeting shall in the first instance (subject to these presents) be decided by a show of hands unless before or upon the declaration of the results of the show of hands a poll be demanded by the Chairperson or by any five members present in person and entitled to vote and unless a poll be so demanded a declaration by the Chairperson 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 a manner as shall be decided by the Chairperson. A declaration by the Chairperson 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.

#### FINANCE

58. The Committee shall cause banking accounts to be opened and kept in the name of the Club with such Bank or Banks in South Australia and in such other places as they may think proper.
59. All cheques drawn upon the Bankers of the Club shall be signed by a member of the Committee and countersigned by the Secretary or Treasurer.
60. No securities deposited with the bankers of the Club shall be delivered by them without the order of three at least of the members of the Committee.

61. All moneys payable to the Club shall be recovered by the Treasurer or some persons authorised by the Committee and shall be paid into the banking account of the Club.
62. 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 inspection 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 sheets ascertained by Auditors in accordance with the Rules.
63. The accounts shall be closed annually on the 30th June in each year and a balance sheet and statement of income and expenditure containing a summary of the properties and liabilities of the Club on that day shall be made out and submitted to the next Annual General Meeting.
64. The Committee shall from time to time determine where and to what extent and at what time 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. Provided that such determination shall be in accordance with Clause 62 of these presents.

#### AUDIT

65. At each Annual General Meeting of the Club an Auditor shall be appointed and the remuneration (if any) to be paid such Auditor shall be fixed by the Club at such meeting. Any casual vacancy occurring in the office of auditor subsequent to any Annual General Meeting of the Club shall be filled by the Committee.
66. 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.

#### PATRONS

67. The Club at its Annual General Meeting may appoint as many patrons as may be required who need not be members of the Club.
68. A member of any one of the Gliding Clubs, which is a member of the S.A. Gliding Association Inc. may, in the absolute discretion of the Committee be elected to membership of the Club on nomination in writing by the Secretary of the Club to which such member belongs and payment of the entrance fee and/or subscription to the Club; provided always that the Committee may in its absolute discretion allow such member membership in the Club without payment of any entrance fee and/or subscription or with such reduced entrance fee and/or subscription as in its absolute discretion think fit.

#### MINUTES

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

#### USE OF CLUB ADDRESS

70. No members shall use or allow to be used the name of the Club in any advertisement, prospectus of or business announcement other than as a holder of the Club's certificate or awards.
71. The name or address of the Club shall not be given by a member as an 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 the 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 who shall appoint three seal-holders.

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 in the presence of one of the seal-holders and countersigned by the Secretary.

ALTERATION OF ARTICLES

74. Any alteration of these Articles shall be by special resolution of the Club.

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 nor for damage or injury to the person or property of any person flying in Club machines or being on the Club's premises or aerodrome.
76. 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 the user.
77. Every member of the Club causing loss or damage to the Club or to the equipment or property of the Club hereby agrees to reimburse the Club for any monies expended by the Club in repairs or replacement of Club property made necessary by such damage as aforesaid in the event of the Committee deciding that such loss or damage was caused by the negligence of the member of the Club causing the same and the decision of the Committee shall be final and binding on the Club and the member, and no appeal shall lie from the decision of the Committee.

INDEMNITY OF OFFICERS

78. Every member of the Committee and the stewards, auditors, 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 in or about the discharge or purported discharge of 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.

NOTICES

81. Every notice of meeting whether of an Annual General Meeting or a Special General Meeting which is required by these rules to be given to all members of the Club may be given in such a manner as the Committee may from time to time determine to be sufficient and it shall not be necessary to post or deliver such notices to every member personally.

WINDING UP

82. The Club shall be wound up only by special resolution of the members passed at an extraordinary meeting called for the purpose. In the event of such a resolution for winding up being passed, then the assets and funds of the Club after payment of all liabilities shall be donated, in part or in full, to some non-profit body having like objects and rules prohibiting the distribution of assets and income.

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