

# Constitution of Matamata Soaring Centre Incorporated

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## **1 NAME**

The name of the Society is Matamata Soaring Centre Incorporated.

## **2 PURPOSES**

The purposes of the Society are:

1. To promote, develop, foster, and administer gliding, mainly as an amateur sport for the well-being, benefit, and recreation of the public in New Zealand.
2. To organise, promote, encourage, run, and conduct flying meetings, camps, instructional courses, pageants, displays, contests, and occasions when flying is to be done in the vicinity of the airfield or other facilities so provided.
3. To provide facilities and services for the operation and use of gliders and other aircraft; the refreshment, convenience, accommodation, of pilots and other persons connected with or interested in flying and the maintenance, repair, construction, servicing, fuelling, storage, and the handling of gliders, other aircraft, and auxiliary equipment.
4. To liaise, consult, advocate, or engage with other organisations on matters which may affect the sport of gliding.

## **3 BECOMING A MEMBER**

Any gliding, soaring, or power flying club which is a duly incorporated society, may apply for membership of the Society. Every such Application shall be in the form and accompanied by such information concerning the application as the Committee may require to determine eligibility, together with an undertaking that if elected the applicant will confirm to the regulations from time to time in force. Such applications shall be considered and determined by the Committee which shall decide by a majority vote upon the election or otherwise of any applicant.

A club becomes a member when their application has been accepted and they have paid the required membership fees and satisfied any other preconditions. An entity consents to become a member by applying and paying any fees set by the Committee.

As a condition of membership, no member shall institute any claim for damages or any other claim against the Society or any or all the members of the Society arising from loan or injury sustained as a result of the action of any member or members of the Society, acting under the jurisdiction of the Society or as a result of the negligence of any member of the Society.

## **4 CEASING TO BE A MEMBER**

Membership shall be terminated when:

1. The member club resigns from the Society by giving not less than three months written notice to the Secretary, provided that all arrears of subscription shall then have been paid.
2. The member's subscription, or other dues, remains unpaid for six months after the Annual General Meeting, unless the committee has agreed to delay or remit the dues.

3. The membership is suspended by the committee and a General Meeting votes to terminate the membership in accordance with these rules.
4. The member either resolves to be wound up voluntarily or by court order.

## **5 REGISTER OF MEMBERS**

The Committee will keep a register, which includes each Member's name, Contact Details, and the date they became a member. A Member must provide notice to the Society of any change to their Contact Details. The Member register will be updated as soon as practicable after the Committee becomes aware of changes of the information recorded in the Member register. The Committee will keep a record of those who have ceased to be a member within the previous 7 years and the date on which they ceased to be a member.

A notice may be served by the Society upon any member club either personally or by sending it through the post in a prepaid letter addressed to such member at the registered address as appearing in the register of members or by fax or e-mail.

Any notice, if served by post, shall be deemed to have been served on the fourth day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

Any notice, if served by email, shall be deemed to have been served immediately on transmission, and in proving such service it shall be sufficient to prove that the email containing the notice was properly addressed to the member and sent.

## **6 COMMITTEE**

### **6.1 Membership**

The management of the Society's affairs shall be vested In a Committee comprising the President, Vice-President, Honorary Secretary, Honorary Treasurer, the representatives of each member club and up to five elected Committee members.

### **6.2 Election of Committee Members**

Election of the President, Vice President, Honorary Secretary, Honorary Treasurer, and up to five Committee members will be made at the Annual General Meeting of the Society. Each member club shall be represented on the committee by the president of the club, or some other person designated by the member club.

Only persons who are a member of a Club, which is a full member of the Society, shall be eligible for the membership of the committee.

### **6.3 Term of Office**

The term of office for all Committee Members is one year, expiring at the end of the relevant AGM.

## 6.4 Removal of Members

A person ceases to be a Committee Member:

1. When their term expires.
2. If an order in bankruptcy is made against them or they make any like arrangement or composition with their creditors.
3. If they die or is medically certified lunatic or of unsound mind.
4. If he ceased to be a member of a genuine Club admitted as a member of the Society.
5. If he resigns from office by notice in writing to the Society.
6. If his authority is revoked by his member club.
7. If he is removed from office by a resolution of an Extraordinary General Meeting.
8. If he ceases to hold office by virtue of any provision of the law.

## 6.5 Powers of the Committee

The Committee must manage, direct, or supervise the operation and affairs of the Society and has all the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of the Society.

The Committee shall have the following powers:

1. To pay any expenses preliminary and incidental to the promotion, formation, establishment, and incorporation of the Society.
2. To appoint and dissolve such committees and sub-committees for executive, technical, flying, research, contest, finance or any other aspect of the Society's activities which It deems proper and to determine the terms of reference of such committee, and further to delegate to such committee such of the powers of the Committee as it may think fit, provided always that any regulations or by-laws affecting the rights of members proposed by any such committee or sub-committee shall be subject to the approval of the Committee.
3. To issue, amend, revise, and amplify such by-laws and regulations consistent with these rules as may be considered necessary or desirable in connection with the conduct of the flying activities of members or other matters within the scope of the objects of the Society and to interpret and gave rulings upon any such regulations or by-laws.
4. To appoint a Vice-Chair to act in the place of the Chair in case of absence; to appoint and terminate the appointments of any honorary officials of the Society; to appoint, fix the remuneration of and dismiss such paid servants of the Society as may be considered necessary or desirable. The Committee shall not have power to dismiss any official, whether paid or honorary, appointed by a General Meeting unless such power is specifically delegated to the Committee at the time of the appointment.

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5. To hold meetings at such time and in such places as it may think fit and to determine the conduct of such meetings. At least four meetings of the Committee shall be held in each year,
6. To give interpretations of these rules in cases of doubt, or dispute.
7. Generally, to exercise all such powers of the Society and do on behalf of the Society all such acts as may be exercised and done by the Society, and as are not by the Act or by these rules required to be exercised or done by the Society in General Meeting or inconsistent with the Act or the provisions of these rules.

If the membership of the committee is reduced to less than four persons, the Committee may act for the purpose of filling up vacancies in their body, or of summoning a General Meeting but not for any other purpose.

The Society may, by resolution at an extraordinary general meeting, remove the President, Vice-President, Secretary and/or the Treasurer before the expiration of the period of his office and appoint another member in his stead.

### 6.6 Proceedings of the Committee

The Committee may conduct business, adjourn, and otherwise regulate their meetings as they think fit. Members of the Committee shall serve in their individual capacities and not as representatives of a club.

On the request of two members of the Committee, the Secretary shall, at any time summon a meeting of the Committee by notice served upon the members of the Committee. A member of the Committee who is absent abroad shall not be entitled to notice of a meeting.

Questions arising at any meeting shall be decided by a majority of votes. Each member present in person shall have one vote at Committee meetings. In case of any equality of votes the Chair shall have a second or casting vote.

The Chair at Committee Meetings shall be taken by the President of the Society or, in his absence, by the Vice-President. If at any meeting of the Committee neither the President nor Vice-President is present within five minutes after the time appointed for holding the meeting, the members of the Committee present shall choose one of their number to be Chair of the meeting.

A meeting of the Committee at which a quorum is present shall be competent to exercise all the authorities, powers, and discretions by or under the regulations of the Society for the time being invested in the Committee generally.

With the consent of the Committee, a committee member may nominate another person to act as their deputy at a meeting in the case of illness or absence through other unavoidable cause.

If some defect in the appointment of any Committee or sub-committee member or person acting on behalf of the committee is discovered, all genuine acts done by any meeting of the Committee or of any sub-committee shall be as valid as every such person had been duly appointed and was qualified to be a member of the Committee.

The Committee shall cause proper minutes to be made of all appointments of officers made by the Committee and of the proceedings all meetings of the Society and of the Committee and or sub-committees and all business transacted at such meetings and any such minutes of any

meeting purporting to be signed by the Chair of such a meeting or by the Chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the fact.

A resolution in writing signed by all members for the time being of the Committee or of any sub-committee shall be as valid and effectual as if it had been passed at a meeting of the Committee or of such committee duly convened and constituted.

At the first meeting after the Annual General Meeting the Committee shall review the minutes of such meeting and attend as directed to business therein. The Chair of the Committee shall endorse the minutes when he is satisfied that such business has been dealt with.

## **6.7 Sub-Committees**

The Committee may delegate any of its powers to sub-committees. Members of such sub-committees need not be members of the Committee but must be genuine members of a club which is a member of the Society. At least one member of each sub-committee so appointed shall be a member of the Committee and the Committee may at its discretion provide that the Chair of any such committee shall, if not already a member of the Committee, serve ex officio as a member of the Committee during his term of office.

The Chair of each sub-committee shall be appointed by the Committee and he and all members of the sub-committee concerned shall be subject to annual appointment by the Committee at its first meeting following each Annual General Meeting of the Society. The meeting and proceedings of any such sub-committee shall be governed by the provisions of these rules for regulating the minutes and proceedings of the Committee so far as is applicable and so far as the same shall not be amended or superseded by any regulation or by-laws made by the Committee in accordance with its powers.

## **6.8 Quorum**

At Committee meetings four shall be a quorum

## **7 CONTACT PERSON**

The Secretary of the Society is appointed to be the Contact Person of the Society. If the Secretary resigns or is unable to perform this function, the President becomes the Contact Person of the Society.

The Committee must advise the Registrar of Incorporated Societies of any change in the contact person or their Contact Details.

## **8 FINANCES**

### **8.1 Records**

The Committee shall cause proper books of account to be kept with respect to:

1. All sums of money received and expended by the Society and the matters in respect of which such receipts and expenditure take place.
2. All sales and purchases of goods by the Society.
3. The assets and liabilities of the Society.

The Books of Account may be kept electronically using a system or service approved by the committee or at such other place or places as the Committee shall think fit. Books of Account are open to the inspection of the members of the Committee and to member clubs of the Society or their genuine representatives, with reasonable notice.

## 8.2 Balance Date

The balance date for accounts is 31 March.

## 8.3 Control of funds

A banking account or accounts shall be maintained for the funds of the Society.

The income and property of the Society shall be used only for the promotion of the objects of the Society as set forth in the Objects of the Society.

All payments and commitments of funds must be approved by any two of: President, Vice-President, Secretary and Treasurer. These Committee members may pay for any goods or services included in the budget presented to the Annual General Meeting and expenses related to gliding events. All other expenditures must be approved by the Committee.

## 8.4 Personal Benefit

As a not-for-profit organisation, the officers and members may not receive any distributions of profit or income from it. This does not prevent officers or members:

- receiving reimbursement of actual and reasonable expenses incurred, or
- entering into any transactions with the organisation for goods or services supplied to or from them, which are at arms length, relative to what would occur between unrelated parties.

Provided no officer or member is allowed to influence any such decision made by the organisation in respect of payments or transactions between it and them, their direct family, or any associated entity.

## 8.5 Subscription Levy

The liability of member clubs is restricted to the payment of annual subscription and any further levy authorised by the Society at the Annual General Meeting or at an Extraordinary General Meeting specifically called for determining such levy.

Prior to the Annual General Meeting the Committee shall make a budget estimate of the amount of its likely expenditure, capital spending and saving for future requirements up to and including the thirty-first day of March of the following year.

The total amount of the annual subscription levy shall be set by vote at the Annual General Meeting by way of levy on all members.

The proportion of the total annual subscription levy to be paid by each member club is in proportion to the number of shares attributable for each club. For the purposes of this rule, non-resident clubs shall be counted as one share for each person in their club: not counting persons without flying or voting rights according to the rules of such Club. Any club that maintains a hangar or keeps one or more aircraft at Matamata for more than 6 months, is deemed a resident

Club and will be attributed FOUR shares per person for the purpose of calculating annual subscription levies.

Subscriptions levies are due within 2 months of the Annual General Meeting. The Committee may approve payment of subscriptions by instalments in any year or reduce the amount for a member club.

## **8.6 Review of Accounts**

The accounts of the Society shall be reviewed at the end of every financial year, and the review of the income and expenditure account and balance sheet shall be carried out by one or more properly qualified accountants. The Annual Financial Statement will then be delivered to the Registrar as required by the Act.

# **9 GENERAL MEETINGS**

## **9.1 Notice**

A General Meeting shall be held once in every calendar year at such time and place as may be set by the Committee. The annual general meeting shall be held not more than three months following the end of the financial year.

At least twenty-one days' notice shall be given of the Annual General Meetings by post, e-mail, or fax; specifying the place, the day and the hour of such meeting and the general nature of any special business to be discussed at the meeting.

The business of the Annual General Meeting includes:

1. Confirmation of the minutes of the previous Annual General Meeting.
2. Reports of Committee members, if any.
3. Presentation of the annual financial statements.
4. Setting subscription levies for the coming year.
5. Election of committee members.
6. Considerations of any motions to amend this constitution that have been properly submitted.
7. Considerations of any other items of business.

All nominations for elective offices shall be in the hands of the Secretary not less than seven days before the date of the general meeting. Nomination Forms shall be signed by the proposed and seconder and nominee.

The Committee may convene an Extraordinary General Meeting at any time. An Extraordinary meeting shall also be convened by the Secretary on request by not less than one quarter of the member clubs of the Society. Notice of such meeting shall be sent in writing, by post, e-mail or fax, to all members of the Society not less than fourteen days before the date set down for the meeting. Such notice shall specify the place, the day, the hour of the meeting, names of members who requested the meeting and a description of the business to be transacted.

The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any member club shall not invalidate the proceedings of any such meeting.



## 9.2 Proceedings

No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Four member clubs present, by their representatives in person or by proxy, shall form a quorum.

If a quorum is not present within half an hour from the time appointed for the holding of a General Meeting the meeting shall stand adjourned to such other time and place as the Chair shall appoint. If a quorum is not present within half an hour from the time appointed for such adjourned meeting, the members present shall be a quorum.

The President of the Society shall preside as Chair at every General Meeting, but if at any meeting the President is not present within fifteen minutes after the time appointed for holding the same or shall be unwilling to preside, the members present shall choose some member of the Committee, or if no such member be present, or if all the members of the Committee present decline to take the chair, they shall choose some member to the Society who shall be present to preside.

The Chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn a meeting from time to time and from place to place, but no other business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. No further notice is required if a meeting adjourned for less than ten days. Whenever a meeting is adjourned for ten days or more, notice of the adjournment shall be given in the same manner as of an original meeting.

Minutes must be kept of all General Meetings

## 9.3 Votes

At all General Meetings a resolution put to the vote of the meeting shall be decided by voice or on show of hands by a majority of the members present and entitled to vote. In the case of an equality of votes, the Chair of the meeting shall be entitled to a second or deciding vote.

All members of the Society shall be entitled to be represented at General Meetings by three representatives who shall have the right to speak.

All members of the Society shall be entitled to three votes each at General Meetings.

Only members present in person through their appointed representatives shall be entitled to vote in person.

Members sending representatives to meetings shall notify the Secretary in advance of the names of their representatives concerned and as to which of three representatives so sent shall be entitled to vote on its behalf or, if such is the case, how many of its votes may be exercised by each representative.

Members entitled to vote may give proxies to any other full member entitled to vote subject to a maximum to two proxies to any one member. Proxies must be in writing and lodged with the Secretary of the Society at least twenty-four hours prior to the meeting. A proxy will be signed by the member giving the proxy and nominating another member.

## 10 DISPUTE RESOLUTION PROCEDURES

The Committee may at any time, by a two-thirds majority, decide that any member club has failed or ceased to possess the qualifications or fitness required for membership and may accordingly suspend such member pending consideration of its case by a General Meeting which shall take place within two months of such suspension. Before arriving at any such decision, the Committee must give to the member concerned a reasonable opportunity to show cause, either in writing or by attendance in person before the Committee, why such action should not be taken.

The case shall be considered at a General Meeting and a vote taken as to whether such suspension should be continued or whether the membership of the member concerned be terminated.

For any other dispute, the following procedure will be followed:

### 10.1 How complaint is made

1. A member or an officer may make a complaint by giving to the committee (or a complaints subcommittee) a notice in writing that —
  - a. states that the member or officer is starting a procedure for resolving a dispute in accordance with the Society's constitution; and
  - b. sets out the allegation to which the dispute relates and whom the allegation is against; and
  - c. sets out any other information reasonably required by the Society.
2. The Society may make a complaint involving an allegation against a member or an officer by giving to the member or officer a notice in writing that —
  - a. states that the Society is starting a procedure for resolving a dispute in accordance with the Society's constitution; and
  - b. sets out the allegation to which the dispute relates.
3. The information given under subclause 1b. or 2b. must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
4. A complaint may be made in any other reasonable manner permitted by the Society's constitution.

### 10.2 Person who makes complaint has right to be heard

1. A member or an officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
2. If the Society makes a complaint —
  - a. the Society has a right to be heard before the complaint is resolved or any outcome is determined; and
  - b. an officer may exercise that right on behalf of the Society.

3. Without limiting the manner in which the member, officer, or Society may be given the right to be heard, they must be taken to have been given the right if —
  - a. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
  - b. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
  - c. an oral hearing (if any) is held before the decision maker; and
  - d. the member's, officer's, or Society's written statement or submissions (if any) are considered by the decision maker.

### 10.3 Person who is subject of complaint has right to be heard

1. This clause applies if a complaint involves an allegation that a member, an officer, or the Society (the respondent) —
  - a. has engaged in misconduct; or
  - b. has breached, or is likely to breach, a duty under the Society's constitution or bylaws or the Incorporated Societies Act 2022; or
  - c. has damaged the rights or interests of a member or the rights or interests of members generally.
2. The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
3. If the respondent is the Society, an officer may exercise the right on behalf of the Society.
4. Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if —
  - a. the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
  - b. the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
  - c. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
  - d. an oral hearing (if any) is held before the decision maker; and
  - e. the respondent's written statement or submissions (if any) are considered by the decision maker.

### 10.4 Investigating and determining dispute

1. The Society must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its constitution, ensure that the dispute is investigated and determined.

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2. Disputes must be dealt with under the constitution in a fair, efficient, and effective manner.
3. Society may decide not to proceed further with complaint.

Despite the clause 'Investigating and determining dispute' above, the Society may decide not to proceed further with a complaint if —

- a. the complaint is trivial; or
- b. the complaint does not appear to disclose or involve any allegation of the following kind:
  - i. that a member or an officer has engaged in material misconduct:
  - ii. that a member, an officer, or the Society has materially breached, or is likely to materially breach, a duty under the Society's constitution or bylaws or the Incorporated Societies Act 2022:
  - iii. that a member's rights or interests or members' rights or interests generally have been materially damaged:
- c. the complaint appears to be without foundation or there is no apparent evidence to support it; or
- d. the person who makes the complaint has an insignificant interest in the matter; or
- e. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the constitution; or
- f. there has been an undue delay in making the complaint.

### 10.5 Society may refer complaint

1. The Society may refer a complaint to —
  - a. a subcommittee or an external person to investigate and report; or
  - b. a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
2. The Society may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

### 10.6 Decision makers

A person may not act as a decision maker in relation to a complaint if 2 or more members of the committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be —

- a. impartial; or
- b. able to consider the matter without a predetermined view.

## 11 AMENDING THE CONSTITUTION

Any rule or rules of the Society may be rescinded, altered, expunged, repealed, or added to by a two-third majority vote of those present at a general meeting. Notice of any proposed addition, alteration, amendment, rescission, repeal, or expungement shall be given to the members in notice at least fourteen days prior to the General Meeting.

No addition to, deletion from or alteration of this Constitution may be made which would allow personal pecuniary profits to any individuals.

## 12 WINDING UP

On winding up or dissolution of the organisation any surplus funds or assets shall not be paid or distributed to any members or individuals but shall be:

- applied to a purpose in line with the organisation's objects, or
- given or transferred to another not-for-profit sporting organisation or a registered charity.

In the event the winding up of the Society, the property real and personal of the Society shall be realised and the proceeds applied firstly in payment of the debts and liabilities of the Society and the surplus, if any, shall be distributed to each member club in proportion to the amount of the contributions of each such member club during the three previous years.