

MATAMATA SOARING CENTRE INC.

1. THE name of the Association (hereinafter called "the Association") is the MATAMATA SOARING CENTRE INCORPORATED.
2. THE registered office of the Association will be situated in New Zealand at such place as shall from time to time be notified to the Registrar of Societies.
3. THE Objects for which the Association is established are:
 - a. To provide airfields and the facilities for the furtherance and greater enjoyment of gliding and other flying New Zealand.
 - b. 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.
 - c. 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.
 - d. To acquire by purchase, lease, exchange, gift, endowment or otherwise any estate, interest, right or use, for a fixed or indeterminate period, in or over any lands, buildings, tenements or hereditaments as may be deemed necessary or likely to advance or benefit the interests of the Association and to lay out, prepare, build upon, maintain, alter, enlarge, repair, uphold, renovate or otherwise improve or deal with the same or any buildings thereon and in particular (but not thereby derogating from the generality of the foregoing) to build and otherwise provide, maintain and renovate club houses, camp sites, kitchens, dormitories, workshops, hangars, control towers, garages, sheds, conveniences and other buildings normally associated with airfields and flying sites.
 - e. To acquire by purchase, hire, loan, gift, endowment the property in or right of possession use or enjoyment of any personal property of any kind whatsoever and including aircraft, furniture, and spare parts.
 - f. To sell, let, mortgage, assign, loan, dispose of, grant easements rights of access, hire out or otherwise deal with or turn to account all or any of the property or assets of the Association as may seem likely to be conducive to advantage benefit of its Interests.
 - g. To undertake and execute any trusts which may lawfully be undertaken by the Association and likely to be considered to the advance or benefit of the Interests of the Association.

- h. To borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit.
 - i. To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or properties as may from time to time be thought fit.
 - j. To establish and support or aid in the establishment and support of any charitable or benevolent association or institute and to subscribe or guarantee money for charitable or benevolent purposes in any way connected with the purposes of the Association or likely to further its interests.
 - k. To apply for and acquire by such means as it thinks fit, upon such terms and conditions as it thinks fit, all necessary permits, licences, and other authorisations necessary to the achievements of its objects.
 - l. To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.
4. MEMBERSHIP: Any gliding, soaring, power flying club being a duly incorporated society, may apply for membership of the Association. 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.

That associate members be admitted to the Association upon such conditions as may be prescribed from time to time at General Meeting.

The Committee may at any time, by a two-thirds majority, decide that any member 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. The Committee, before arriving at any such decision 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. At the General Meeting the case shall be considered upon its merits and a vote taken as to whether or not such suspension should be confirmed or whether or not the membership of the member concerned be terminated.

5. SUBSCRIPTIONS: The subscription shall be fixed by the Association by way of levy on all members. The Committee shall, as soon as practicable after the first day of April in each year, make an estimate of the amount of its likely expenditure up to and including the thirty-first day of March of the following year, both by way of capital and other expenditure and including any amount required to meet such expenditure, taking into account the amount, if any, carried forward from the previous year by way of excess of income over expenditure. Subject to the approval of the Association at its General Meeting next following, or at an Extraordinary

meeting convened for that purpose the amount so required shall then be levied and recoverable as the annual subscription form each member in the proportion that the number of shares attributable to each member bears to the total number of shares. For the purposes of this rule there shall be deemed to be attributed to each Club one share in respect of each member thereof (not counting member without flying or voting rights according to the rules of such Club).

It shall be a requirement of continued membership that each member shall furnish to the Committee on or before the thirty-first day of March in each year a true statement as to the number of members in respect of whom any such share shall be attributable in its case. The Committee may, subject to the approval of the Association at its General Meeting next following or at an Extraordinary Meeting convened for that purpose, reduce the number of shares attributable to each member in any year, and may also remit any due subscriptions in whole or in part. The Committee may allow for payment of subscriptions in any year, either generally or in a particular case, by instalments at such time and in such amount as on such conditions as it shall think fit. In the case of new members each shall be liable to pay, in addition to any entrance fee fixed for that year by the Committee, and approved of by the Association at its General Meeting next following or at an Extraordinary meeting convened for that purpose, an amount by way of subscription calculated on the amount in respect of each share for that year and the number of shares attributable to the member, reduced by such proportions as the Committee shall think fit, having regard to the proportion of the fiscal year which may have already elapsed.

6. TERMINATION OF MEMBERSHIP: Membership shall be terminated or suspended in any case when:
 - a. The member resigns from the Association by giving not less than three months written notice to the Secretary, provided that all arrears of subscription shall then have been paid.
 - b. The members subscription, or other dues to the Association, or any instalment thereon it is allowed, remains unpaid for six months after the same is due and due demand has been made therefore.
 - c. The membership is suspended or terminated in accordance with these rules.
 - d. The member either resolves to be wound up voluntarily or is ordered to be wound up the Supreme Court.

GENERAL MEETINGS

7. THE first General Meeting of the Association shall be held within twelve months from the incorporation of the Association and at such place as the Committee may determine.
8. A GENERAL Meeting shall be held once in every calendar year at such time and place as may be determined by the Committee provided that every General Meeting, except the first, shall be held not more than two months following the end of the financial year which ends on the thirty-first day in March in each year.

9. IN addition to the Annual General Meeting the Committee may convene an Extraordinary General Meeting at any time. An Extraordinary meeting shall also be convened by the Secretary on requisition by not less than one quarter of the full members of the Association.
10. TWENTY-ONE days' notice at least shall be given in respect of all Annual General Meetings specifying the place, the day and the hour of such meetings and in the case of special business the general nature of such 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.

In the case of An Extraordinary General Meeting summoned by the requisition, the requisition shall include the names of the requisitioning members and a list of items required by such members to be placed on the agenda. Notice of such meeting shall be sent in writing, by post, e-mail or fax, to all members of the Association 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, and the business to be transacted.

11. THE accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any member shall not invalidate the proceedings of, or the resolutions passed by, any such meeting.

PROCEEDINGS AT GENERAL MEETINGS

12. ALL business shall be deemed special that is transacted at an Extraordinary Meeting and all that is transacted at an Ordinary Annual Meeting shall also be deemed special, except as follows:
 - a. The election of a President for the ensuing year who shall be Chairman both of the Association and of the Committee unless otherwise determined.
 - b. The election of a Vice-President.
 - c. The election of the Secretary and/or Treasurer.
 - d. The election of Committee members
 - e. The consideration and adoption, if approved, of the accounts, Balance Sheet, and subscription.
13. NO business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as otherwise herein provided four members present by their representatives in person or by proxy shall form a quorum.
14. IF within half an hour from the time appointed for the holding of a General Meeting, a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day next week, at the same time and place, or at such other time and place as the Chairman

shall appoint, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

15. THE Chairman (if any) of the Committee shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be 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 Association who shall be present to preside.
16. THE Chairman 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. 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. Save as aforesaid, the member shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
17. 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 unless before or upon the declaration of the result a poll be demanded by the Chairman or by at least one third of the members present and entitled to vote, and unless a poll be so demanded a declaration by the Chairman as the result of the vote shall be conclusive and an entry to that effect in the minute book of the Association shall be conclusive evidence thereof.
18. IF a poll shall be demanded as aforesaid it shall be taken at such time and place and in such manner as the Chairman of the meeting shall direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
19. NO poll shall be demanded on the election of a Chairman or on any question of adjournment.
20. IN the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.
21. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

22. ALL members of the Association shall be entitled to be represented at General Meetings by three representatives who shall have the right to speak.
23. ALL members of the Association shall be entitled to three votes each at General Meetings.

24. VOTES may be given on a poll either personally or by proxy. On voice or on a show of hands only members present in person through their appointed representatives shall be entitled to vote. Proxy votes given by one member to another, as provided for in rule 25, shall be taken into account only on a poll. 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.
25. 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 Association at least twenty-four hours prior to the meeting. A proxy will be signed by the accredited member giving the proxy and nominating another accredited member.

THE COMMITTEE

26. The management of the Association's affairs shall be vested In a Committee comprising the President, Vice-President, Hon Secretary, Hon Treasurer, the President of each club which a full member of the Association (or his nominee) and five elected Committee members, and in addition the Chairmen of any Committees appointed by the Committee or other honorary servants of the Association shall ex officio be members of the Committee while holding such appointments. Election of the President, Vice President, Hon. Secretary, Hon. Treasurer, and five Committee members will be made at the Annual General Meeting of the Association.
27. NO person who is not a bona fide member of a Club which is a full member of the Association shall be eligible for the membership of the committee.
28. AT Committee meetings each member present in person shall have one vote. Members of the Committee shall serve in their individual capacities and not as representatives of a club. Provided always that any members of the Committee may with the Committee's consent nominate any other person qualified for serviced on the Committee to act as his deputy at any meeting in the case of his illness or absence through other unavoidable cause.
29. THE quorum for the Committee shall be four unless otherwise determined by a majority vote at a General Meeting.

POWERS OF THE COMMITTEE

30. WITHOUT derogation from the general powers of management and the particular powers already conferred upon it by these rules, the Committee shall have power:
- a. To pay all expenses of any preliminary and incidental to the promotion, formation, establishment and incorporation of the Association.
 - b. To appoint and dissolve such committees and sub-committees for executive, technical, flying, research, contest, finance or any other aspect of the Association'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.

- c. To issue, amend, revise and amplify such by-laws and regulations not being inconsistent 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 Association and to interpret and gave rulings upon any such regulations or by-laws.
 - d. To appoint a Vice-Chairman to act in the place of the Chairman in case of absence; to appoint and terminate the appointments of any honorary officials of the Association; to appoint, fix the remuneration of and dismiss such paid servants of the Association as may be considered necessary or desirable. Provided always that 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.
 - e. To hold meetings at such time and in such places as it may think fit, provided always that at least four meetings of the Committee shall be held in each year, and to determine the conduct of such meetings.
 - f. To give interpretations of these rules in cases of doubt, or dispute.
 - g. Generally to exercise all such powers of the Association and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by the Act or by these rules required to be exercised or done by the Association in General Meeting or inconsistent with the Act or the provisions of these rules.
31. THE continuing members of the Committee may act notwithstanding any vacancy in their body; provided always that in case the members of the Committee shall at any time be reduced in number to less than four it shall be lawful for them to act as the Committee for the purpose of filling up vacancies in their body, or of summoning a General Meeting but not for any other purpose.
32. THE Association may by Extraordinary Resolution remove the President, Secretary and/or the Treasurer before the expiration of the period of his office and may by an Ordinary Resolution appoint another member in his stead.

DISQUALIFICATION MEMBERS OF THE COMMITTEE

33. THE office of a member of the Committee shall be vacated:
- a. If an order in bankruptcy is made against him or he makes any like arrangement or composition with his creditors.
 - b. If he is medically certified lunatic or of unsound mind.

- c. If he ceased to be a member of a bona fide Club admitted as full or associate member of the Association.
- d. If by notice in writing to the Association he resigns office.
- e. If his authority is revoked by his member club.
- f. If he is removed from office by an Extraordinary Resolution under the terms of Rule 32.
- g. If he ceases to hold office by virtue of any provision of the Incorporated Societies Act 1908 and Its amendments.

PROCEEDINGS OF COMMITTEE

- 34. THE Committee may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. At such meetings four shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of any equality of votes the Chairman shall have a second or casting vote.
- 35. 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 several members of the Committee. A member of the Committee who is absent abroad shall not be entitled to notice of a meeting.
- 36. UNLESS otherwise determined under Rule 12(a) the Chair at Committee Meetings shall be taken by the President of the Association or, in his absence, by the Vice-Chairman elected by the Committee. If at any meeting of the Committee neither the President nor Vice-Chairman 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 Chairman of the meeting.
- 37. 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 Association for the time being invested in the Committee generally.
- 38. THE Committee may delegate any of its powers to committees in accordance with Rule 30(b). Members of such committees need not be members of the Committee, but must be bona fide members of a club which is a member of the Association. At least one member of each committee so appointed shall be a member of the Committee and the Committee may at its discretion provide that the Chairman 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 Chairman of each committee shall be appointed by the Committee and he and all members of the Committee concerned shall be subject to annual appointment by the Committee at its first meeting following each Annual General Meeting of the Association. The meeting and proceedings of any such 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.

39. ALL acts bona fide done by any meeting of the Committee or of any sub-committee, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as every such person had been duly appointed and was qualified to be a member of the Committee.
40. 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 Association 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 Chairman of such a meeting or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the fact therein stated.
41. 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.
42. THE Committee shall at the first meeting after the Annual General Meeting peruse the minutes of such meeting and attend as directed to business therein. The Chairman of the Committee shall endorse the minutes when he is satisfied that such business has been dealt with.
43. Reserved.

CONTROL OF FUNDS

44. A banking account or accounts shall be opened for the funds of the Association and cheques thereon shall, unless and until otherwise determined by resolution of the Committee, be signed by one of any members of the Committee and the Secretary.
45. THE Committee shall cause proper books of account to be kept with respect to:
 - a. All sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place;
 - b. All sales and purchases of goods by the Association; and
 - c. The assets and liabilities of the Association.
46. THE Books of Account shall be kept at the registered office of the Association or at such other place or places as the Committee shall think fit and always be open to the inspection of the members of the Committee and to members of the Association or their bona fide representatives.
47. THE income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth In the Objects of the Association, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Association.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association, in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding five per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Association; but so that no member of the Committee of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no enumeration or other benefit in money or money's worth shall be given by the Association to any member of such Committee except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association; provided that the provision last aforesaid shall not apply to any payment to any railway, gas, electric, lighting, water, cable or telephone company of which a member of the Committee may be a member, or any other company in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

48. THE liability of members is restricted to the payment of annual subscription and any further levy authorised by the Association at the Annual General Meeting or at an Extraordinary General Meeting specifically called for determining such levy.
49. IN the event the winding up of the Association, the property real and personal of the Association shall be realised and the proceeds applied firstly in payment of the debts and liabilities of the Association 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.

REVIEW OF FUNDS

50. AT the end of every financial year the accounts of the Association shall be reviewed, 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.
51. THE reviewing accountant(s) shall be appointed at the Annual General meeting.

THE SEAL

52. THE Seal of the Association shall not be affixed to any instrument or document except by the authority of a resolution of the Committee and in the presence of at least two members of the Committee and of the Secretary, and the said members and Secretary shall sign every instrument or document to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed. The Seal of the Association shall at all times be kept in safe custody of the Secretary

GENERAL

53. DAMAGES: No member shall institute any claim for damages or any other claim against the Association or any or all of the members of the Association arising from loan or injury sustained as a result of the action of any member or members of the Association, acting under the jurisdiction of the Association or as a result of the negligence of any member of the Association.

54. NOTICES.

- a. A notice may be served by the Association upon any member 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.
- b. Any member described in the register of members by an address not within New Zealand who shall from time to time give the Association an address within New Zealand at which notices may be served upon such member, shall be entitled to have notices served upon such member at such address but save as aforesaid, only members described in the register of members by an address within New Zealand shall be entitled to receive notices from the Association.
- c. 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.

55. ALTERATION OF RULES: Any rule or rules of the Association 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.