

CONSTITUTION OF THE NAMADGI SPORTS FLYERS CLUB

16 June 2021

AN ASSOCIATION INCORPORATED UNDER THE ASSOCIATIONS INCORPORATION ACT
1991 AND RELATED ACTS¹ OF THE AUSTRALIAN CAPITAL TERRITORY

1. Name	2
2. Association's Office	2
3. Objectives of the Association	2
4. Membership of the Association	2
5. Activities of the Association	4
6. Officers of the Association	4
7. Management of the Association	5
8. Election of the Management Committee.	6
9. Public Officer	7
10. Subcommittees	8
11. Operations Officers	8
12. Meetings of the Association	8
13. Subscriptions	10
14. Income and Property of the Association	11
15. Association Accounts	11
16. Banking and Finance	12
17. Review Of Association Accounts	12
18. Disciplinary Action	12
19. Disputes Sub-Committee	14
20. Amendments to Constitution	15
21. Amendments to Standing Procedures	15
22. Miscellaneous	15

¹ The relevant legislation is the Associations Incorporations Act 1991 as amended by The Red Tape Reduction Legislation Amendment Bill 2018 and the Associations Incorporations Regulations 1991.

1. Name

1) The name of the association shall be NAMADGI SPORTS FLYERS CLUB Incorporated.

2. Association's Office

1) The office of the Association shall be as the Management Committee may, from time to time, determine.

3. Objectives of the Association

1) The primary objectives of the Association are:

a) to provide facilities to enable members of the association, their families and their guests to safely engage in the sport of flying model aircraft;

b) to provide a focal point for social activities associated with the building and flying of model aircraft;

c) to further the skills of building, maintaining and flying of model aircraft; and

d) to promote the sport of building and flying model aircraft within the community.

4. Membership of the Association

1) Membership of the Association is open to all persons who have an interest in flying model aircraft.

2) The membership shall consist of Senior Members, Associate Members, Honorary Life Members and Junior Members.

a) Senior Members shall be persons over the age of 18 paying the full annual subscription fee, with full access to the Association's facilities.

b) Associate Members shall be members of other associations affiliated with the governing body of model aviation in Australia. Associate Members shall pay a reduced annual subscription fee as determined by the Management Committee.

c) Honorary Life Members are persons who over time have rendered meritorious service to or on behalf of the Association. A person may be elected as an Honorary Life Member by a majority of "Voting Members" at a General Meeting. Honorary Life Members shall have the same rights and privileges as Senior Members

d) Junior Members are members who are under the age of 18 years. Junior Members are not eligible to vote at General Meetings, Annual General Meetings or Special General Meetings. Junior Members who remain under the age of 18 for the full current financial year will be eligible for a discount of their subscription fees at a concessional amount determined by the Management Committee.

3) To join the Association, prospective members must submit an Application for Membership together with the membership fee, in the manner specified in the Association's Standing Procedures, to the Public Officer or the Secretary of the Association. Applicants must agree to:

a) Abide by the club Constitution (this document), Code of Conduct, Flying Rules, Standing Procedures and the Terms and Conditions of Use for the Association's website as published and amended from time to time. All these documents are available to all members through the Association's website;

b) Pay a membership subscription fee of an amount equivalent to the current annual subscription fee as determined at that time by the Management Committee.

4) All applications to join the Association are subject to approval of the Management Committee. Pending Management Committee approval of their application, prospective members will be given Provisional Membership of the Association for the period specified in the Association's Standing Procedures.

5) The term "Voting Members" is defined as consisting of Senior Members, Associate Members and Honorary Life Members who are "Financial Members" of the Association at the time the vote takes place. Provisional Members may not vote and may not be Officers of the Association.

6) Membership must be renewed annually at the commencement of the financial year. After this time, members who have not paid their subscription may not use the association's facilities until payment is received.

7) A register of current members will be maintained by the Association's Public Officer.

8) A member may be expelled from the membership where:

a) it can be clearly demonstrated that the member has acted in serious contravention of the Association's Constitution, Code of Conduct, Flying Rules, the Association's Website Terms and Conditions of Use or Standing Procedures; and

b) the decision to expel the member is made in accordance with the Association's Standing Procedures relating to expulsion.

5. Activities of the Association

1) In pursuing its objectives, the Association may engage in a variety of activities which include, but are not necessarily limited to:

- a) the purchase, lease, hiring or otherwise acquiring of any real or personal property;
- b) the buying, selling, supplying and dealing in, goods;
- c) the construction, maintenance and alteration of buildings;
- d) the procurement of the funds by way of donations, fees, subscriptions, or otherwise;
- e) the acceptance of gifts;
- f) the borrowing of funds secured against assets of the Association;
- g) the procurement of insurance;
- h) the printing and publishing of such newspapers, periodicals, books, articles, leaflets or other documents via physical, transmitted or digital media;
- i) the provision of support or assistance to other associations with similar objectives to the Association;
- j) the development and implementation of procedures to ensure the safety of the club's activities, the enjoyment of its members and spectators and the protection of the environment in which it undertakes its activities;
- k) the conduct of all such other lawful things that support the objectives of the Association.

6. Officers of the Association

1) The officers of the Association shall be-

- a) The President;
- b) The Vice-President;
- c) The Treasurer;
- d) The Secretary;

- e) Four representatives of the entire membership of the club.
- 2) All Officers of the Association must be elected to their position by a majority vote of the "Voting Members" present at an Annual General Meeting.
- 3) Elected Officers of the Association hold their positions until the next Annual General Meeting when all positions will be declared vacant and new elections held.
- 4) Senior Members and Honorary Life Members may hold any of the roles listed as Officers of the Association in par 6.1 a) to e). Associate Members may hold roles listed as Officers of the Association in par 6.1 e).
- 5) In the event of a temporary vacancy in any office, the majority of the remaining Officers of the Association may appoint a Senior Member of the Association to act in the vacant position until either the elected officer returns to the position or the next Annual General Meeting. A member so appointed shall hold the full powers of the elected officer.

7. Management of the Association

- 1) The affairs of the Association shall be managed by a committee known as the Management Committee. The Management Committee shall:
 - a) control and manage the business and affairs of the Association;
 - b) exercise all such powers and functions as may be exercised by the Association, other than those powers and functions that are explicitly required by this Constitution or the Association's Standing Procedures to be exercised in another manner;
 - c) create, modify and remove Standing Procedures, Flying Rules, Privacy Policy, website Terms and Conditions of Use or any other guidelines as may be required in order to ensure that all the members of the Association may have continuing enjoyment from achieving the objectives of the Association; and
 - d) set the fees for membership of the Association.
- 2) The Management Committee shall consist of the elected Officers of the Association
- 3) A member of the Management Committee may be removed from office by a resolution of the "Voting Members" present at a Special General Meeting of the Association. The resulting vacancy may only be permanently filled by a person elected at a General Meeting of the Association.

8. Election of the Management Committee.

- 1) All Management Committee positions will be declared vacant at the Annual General Meeting of the Association and an election will be held to fill the vacancies.
- 2) The election of Management Committee members will be conducted by a Returning Officer appointed by the Management Committee not less than 30 days prior to the Annual General Meeting. The appointment is subject to confirmation by a majority of members at that Annual General Meeting.
- 3) A person may simultaneously hold up to two Management Committee positions however they must have been elected to one position at an Annual General Meeting and hold the second position on a temporary basis until it can be filled permanently.
- 4) Nominees for election as Officers of the Association must be "Voting Members" at the time they are nominated and at the time of the election. Nominations shall be:
 - a) made by "Voting Members" at the time the nomination is made and when the election takes place;
 - b) made in writing or by email;
 - c) endorsed by another "Voting Member" of the Association;
 - d) delivered to the Returning Officer not less than three working days before the date for holding the Annual General Meeting.
- 5) Previously serving Management Committee Members may be nominated for re- election, unless they have held the office of President continuously for the 3 preceding years. A person excluded by this provision will be eligible to nominate for any office other than President.
- 6) If only one nomination for a vacant Management Committee position is received in accordance with this Constitution, then the nomination should be put before those present at the AGM and may be elected on a show of hands.
- 7) If more than one nomination for a vacant Management Committee position is received in accordance with this Constitution, then a ballot of "Voting Members" for the election of the Management Committee Member will be held in a manner to be directed by the Management Committee.
- 8) In the event that no prior nominations have been received for a vacant Officer of the Association or other Management Committee position, the Returning Officer may accept nominations from the floor providing that they

are supported by another “Voting Member” of the Association who is present and eligible to vote at the meeting.

9) In the event that any Management Committee position remains vacant after the elections, the Management Committee may, within 14 days, appoint a suitably qualified Senior Member to fill the vacancy.

10) Elections may be physical meetings or the Management Committee may choose to hold elections online provided:

- a) that visibility of nominations is restricted to “Voting Members”;
- b) voting can be restricted so that only “Voting Members” may cast a vote;
- c) there may be only one vote per “Voting Member” for each vacancy on the Management Committee; and
- d) electronic voting results can be audited if required.

9. Public Officer

1) Within 14 days after an Annual General Meeting, the Management Committee shall make arrangements to appoint a person to be the Public Officer of the Association.

2) The Public Officer shall be:

- a) qualified under the Associations Incorporation Act 1991 to be a Public Officer;
- b) a Senior Member of the Association.

3) In the event that the office of Public Officer becomes vacant the Management Committee shall appoint a replacement within 14 days of the vacancy occurring.

4) The Public Officer may simultaneously hold another office within the Association.

10. Subcommittees

1) The Management Committee may draw on the general membership to form a subcommittee to assist with the management of the Association.

2) A subcommittee shall operate within clearly defined terms of reference which may include exercising the appropriately delegated authority of the Management Committee.

3) The Management Committee may vary the membership or dissolve a subcommittee at any time.

11. Operations Officers

1) The Management Committee may appoint appropriately qualified members to act in specific operational roles that may be necessary to meet the objectives of the Association. These roles may include but are not restricted to:

- a) Flight Instructors
- b) Safety Officers
- c) Event coordinators
- d) Delegates to affiliated organisations
- e) Maintenance

2) Operations Officers shall operate within clearly defined terms of reference which may include exercising the appropriately delegated authority of the Management Committee.

3) The Management Committee may replace an Operations Officer at any time.

12. Meetings of the Association

1) The official business of the association will be conducted during meetings which may be physical meetings or online meetings. The business meetings of the association are held in a number of formats including:

- a) Management Committee Meetings
- b) General Meetings
- c) Special General Meetings
- d) Annual General meetings

2) All categories of general meetings of the Association shall operate in a similar manner in that:

- a) Members of the Association shall be notified of the meeting date, time and venue at least 5 days in advance of the meeting date.

- b) An Agenda, outlining the business to be conducted at the meeting will be made available to members at least 5 days in advance of the meeting date.
- c) The meeting will be chaired by the Association's President or, in the absence of the President, the Vice President. In the absence of both, any other member of the Management Committee present.
- d) The meeting shall only proceed if the required quorum of members is present. In the event that a quorum is not present, the meeting shall be closed with no business being conducted.
- e) The business conducted at the meeting will be restricted to those items listed in the Agenda.
- f) Minutes of the meeting will be recorded and made available to the membership.
- g) The manner of voting at meetings will be determined by the Chairman and votes will be restricted to those "Voting Members" who are present at the meeting.
- h) A proposed resolution will only be adopted if a majority of the "Voting Members" present vote in its favour.
- i) Proxy voting is not permitted for any category of general meeting.
- j) In the event of a tied vote, the Chairman may exercise the right to cast a second, deciding vote.
- k) There must be a quorum of members in attendance for meetings of the Association to proceed.
- l) A quorum for all general meetings of the Association is 25% of the "Voting Members" of the Association or the number of members of the Management Committee plus 2 whichever is the greater.

3) Management Committee Meetings shall be held on a regular basis, as specified in Association's Standing Procedures or may be called at any time by the President or another member of the Management Committee. The normal business of these meetings is to manage the ongoing operational business of the Association. From time to time, at the discretion of the President, the format of the meeting may be extended to include an information session or discussion on a topic of interest to the membership of the Association:

- a) There must be a quorum of Management Committee members in attendance for Management Committee meetings to proceed.
- b) A quorum is 50%+1 of serving Management Committee members.
- c) The Management Committee may canvas opinions on issues from the members present however only Management Committee Members are eligible to actually vote on any proposal that is put forward for resolution.

4) General Meetings may be called by the Management Committee at any time. The normal business of a general meeting is to seek support for a specific proposal that, under the Association's Standing Procedures, requires a majority vote by the "Voting Members" present to proceed.

5) Special General Meetings may be called at any time by the membership of the Association presenting a request in writing to the Management Committee in order to conduct urgent business that requires a majority vote by "Voting Members" present to proceed. These meetings vary from General Meetings in that they must be called within 21 days:

- a) of receiving a request to do so, signed by at least a quorum (as defined in par 12.2 j) and k)) of the "Voting Members" of the Association; or
- b) of receiving notice from a member who wishes to appeal against a decision to expel them from the Association.

6) Annual General Meetings shall be called after the end of the Association's financial year as close as practicable to the date suggested in the Association's Standing Procedures. The primary business of the meeting shall be to report on the Association's accounts for the preceding financial year and to elect candidates for appointment to the Management Committee for the forthcoming year.

13. Subscriptions

1) Annual subscription rates for all classes of members may be varied at any Management Committee meeting in accordance with the provisions of the Association's Standing Procedures.

2) Subscription renewals will become due on the 1st July of each year and must be submitted to the Association in a manner set out in the Association's Standing Procedures.

3) The rate of subscription for new members, who join part way through the current financial year, shall be determined by the Management Committee with due consideration to the period remaining in the year.

4) Any member whose subscription is not renewed within 90 days of the due date will cease to be a member unless alternative renewal arrangements have been agreed to by the Management Committee.

5) A "Financial Member" is a Senior Member, Associate Member, Junior Member or Honorary Life Member who has paid their membership fee for the current club financial year.

14. Income and Property of the Association

1) The income and property of the Association shall be applied solely towards the promotion of the objectives and purposes of the Association.

2) Payments to members of the Association shall be restricted to remuneration in return for the agreed supply of goods or services to the Association by the member.

15. Association Accounts

1) The financial year of the Association will be from 1 July to 30 June of the following year.

2) Accounts shall be kept of:

a) all sums of money received and expended by the Association and the manner in which the receipt or expenditure takes place; and

b) the assets, property, credits and liabilities of the Association.

3) The Treasurer of the Association shall faithfully keep all general records, accounting books, and records of receipts and expenditure connected with the operations and business of the Association in such form and manner as the Management Committee may from time to time direct.

4) The accounts, books and records shall be kept at the Association's office or at such other place as the Management Committee may from time to time decide.

5) Subject to any reasonable restrictions as to time and manner of inspecting them, the Association's accounts shall be open to the inspection of the members of the Association.

16. Banking and Finance

- 1) The Treasurer of the Association shall, on behalf of the Association, receive all monies paid to the Association and issue official receipts in a timely manner.
- 2) The Management Committee shall maintain a banking account in the name of the Association into which all monies received shall be paid by the Treasurer as soon as possible after receipt.
- 3) All payments up to the Maximum Operational Expenditure amount as specified in the Association's Standing Procedures must be approved by at least 2 members of the Management Committee and notified to the full Management Committee at the next Management Committee meeting.
- 4) Expenditure in excess of the Maximum Operational Expenditure must be agreed by a majority vote of members at a General Meeting of the Association.
- 5) No cheques shall be drawn on the Association's bank account except for the payment of expenditure that has been authorised by the Management Committee.
- 6) All cheques shall be signed by two Officers of the Association.

17. Review Of Association Accounts

- 1) Once at least in each financial year of the Association, the accounts of the Association shall be reviewed to determine whether the accounting records satisfy the requirements of Part 5 of the Associations Incorporation Act and a statement to this effect provided to the ACT Government.

18. Disciplinary Action

- 1) The Management Committee shall promote a harmonious social environment and where possible, shall attempt to mediate the amicable settlement of any disputes among members. Where this is not possible, the Management Committee shall have recourse to disciplinary processes that are intended to restore the social harmony of the Association.
- 2) Where the Management Committee receives a complaint or otherwise becomes aware that a member is acting or may have acted in a manner not in keeping with the objectives of the Association or in apparent contravention of the Association's Constitution, Code of Conduct, Standing Procedures, Flying Rules, Website Terms and Conditions of Use, it is incumbent on them to take appropriate action to maintain harmony within the Association.

- 3) Disciplinary Actions by the Management Committee shall be thoroughly documented and maintained as private, internal records of the Association in accordance with Association's Standing Procedures.
- 4) A member of the Management Committee who is either the complainant or has otherwise been directly affected by the alleged actions of the member, shall not participate in the management of the disciplinary process.
- 5) Insofar as is reasonably possible and bearing in mind the member's rights to Natural Justice, the Management Committee shall investigate the circumstances of the offending actions.
- 6) Where an investigation confirms that a member has acted inappropriately The Management Committee may choose to address the matter by formally reprimanding the member for their actions. The Management Committee will take the following into consideration in making their decision:
 - a) the seriousness of the inappropriate act;
 - b) any special circumstances which may have contributed to the inappropriate act;
 - c) any acknowledgement of the inappropriateness of the act by the member;
 - d) any apology offered by the member to any affected persons;
 - e) any commitment by the member to cease to act in an inappropriate manner;
 - f) any previous instances of inappropriate acts on the part of the member.
- 7) Alternatively, where the Management Committee determines that the inappropriate actions of a member are either ongoing or of such a serious nature as to warrant punitive measures in accordance with the Association's Standing Procedures, the matter may be referred to the Disputes sub-Committee for a recommendation as to an appropriate penalty.
- 8) The Management Committee is not bound by any recommendation of the Disputes Sub-Committee and may apply another penalty, providing:
 - a) such a penalty is provided for under the Association's Standing Procedures; and

b) the reasons for setting aside a Disputes Sub-Committee recommendation are clearly documented.

9) A member who is notified of an offence that if proved would invoke disciplinary action against them will be provided with details of the offence by the Management Committee in writing or by email at least 5 days before disciplinary action commences.

10) A member has the right to represent himself in person or in writing to either the Disputes Sub-Committee or the Management Committee (depending on how the disciplinary action is being handled) to address them and present a defence or justification for his actions.

11) If the disciplinary action recommended is to expel the member, the member may appeal the decision by requesting in writing to the Management Committee that a Special General Meeting is called. If requested the Special General Meeting must be called within 21 days. For the decision of the Special General Meeting to be valid there must be a quorum of "Voting Members" present. The expulsion must be endorsed by a majority vote of the "Voting Members" present at the Special General Meeting.

12) Disciplinary actions other than expulsion may be appealed by the member being disciplined sending a request in writing to the Management Committee asking them to reconsider the disciplinary decision. The member being disciplined may address the members of the Management Committee in person or by video link depending on the format of the Management Committee meeting. There must be a quorum of Management Committee members present for the meeting to proceed. The disciplinary action must be endorsed by a majority vote of the Management Committee members present for the disciplinary action to be enforced.

19. Disputes Sub-Committee

1) The Disputes Sub-Committee shall be comprised of a minimum of 1 Management Committee member and 2 Senior Members who have had no previous involvement in the currently disputed matter. The terms of reference for the Disputes Sub-Committee shall include consideration of:

a) the circumstances of a referral from the Management Committee with regard to:

- I. the seriousness of the inappropriate actions of a member;
- II. any special circumstances which may have contributed to the inappropriate act;
- III. any acknowledgement of the inappropriateness of the act by the member;
- IV. any apology offered by the member to any affected persons;

- V. any commitment by the member to cease to act in an appropriate manner;
 - VI. any previous instances of inappropriate acts on the part of the member,
- b) the penalties that are available under the Association's Standing Procedures; and
 - c) making a recommendation to the Management Committee as to an appropriate penalty that should be applied to the member.

2) In the event that the members of the Disputes Sub-Committee are unable to reach a unanimous agreement as to the recommended penalty, the recommendation of the Disputes Sub-Committee will indicate that no agreement was reached.

20. Amendments to Constitution

1) Amendments to the Constitution may be made by a two thirds majority vote of those "Voting Members" present at a General Meeting of the Association called for that purpose.

21. Amendments to Standing Procedures

1) Amendments to the Association's Standing Procedures for club administration (including but not limited to the Code of Conduct, Standing Procedures, Flying Rules, Website Privacy Policy, Website Terms and Conditions) or other guidelines for the operation of the Association may be made by a majority vote of Committee Members at any Management Committee Meeting of the Association.

22. Miscellaneous

1) If upon the dissolution of the Association there remains, after the settlement of all debts and liabilities, any property whatsoever, it shall be given or transferred to such other organisations, having similar objectives to the Association, as shall be determined by a meeting of the "Voting Members" prior to the dissolution of the Association.

2) The liability of members to contribute towards the payment of any debts, liabilities or other expenses following the dissolution of the Association is limited to any unexpired portion of their annual subscriptions.