

CONSOLIDATED CONSTITUTION AND RULES

Latest edition September 2016 – Incorporating amendments to August 2016

NORTH SHORE AERO CLUB INCORPORATED

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1. NAME

The name of the Society is the **NORTH SHORE AERO CLUB INCORPORATED**

2. INTERPRETATION

2.1 In the interpretation of these rules unless a contrary intention is expressed or there is an inconsistency in the context:

“Airfield” means the Club’s land and buildings comprising the North Shore airfield situated at Postman Road, Dairy Flat and includes any land and buildings from time to time acquired by the Club for use as part of the North Shore airfield;

“Club” means the North Shore Aero Club Incorporated;

“Committee” means the committee for the time being constituted by these rules;

“Financial Year” means the period commencing on the 1st day of April in each year and ending on the 31st day of March in the succeeding year;

“Resolution” means a resolution passed by a majority of those present and entitled to vote at a General Meeting of the Club or at a Committee meeting;

“Special Resolution” means a resolution passed by a three quarters majority of those present and entitled to vote at a General Meeting of the Club or at a Committee meeting;

“Member” means a member of the Club within the classes of membership defined by these rules;

“Secretary” means either the Honorary Secretary or when that office is left vacant in accordance with rule 13 a paid employee of the Club who carries out the duties of Secretary.

2.2 Headings shall not affect the interpretation of these rules.

2.3 Reference to statutes and regulations refer also to statutes and regulations amending, consolidating or re-enacting the statutes and regulations first mentioned.

3. OBJECTS

The objects of the Club are:

- 3.1** To promote and encourage aviation in every way including any art, craft, trade, or profession connected with or incidental to aviation and in particular but without limitation in any of the following modes:
 - 3.1.1** by carrying out instruction and training in aviation and any matter connected with or incidental to the same;
 - 3.1.2** by acquiring, establishing and operating aerodromes, airfields, landing grounds, workshops, repair shops and any other facilities for the use or benefit of the Club and its Members;
 - 3.1.3** by acquiring and operating aircraft of every description;
 - 3.1.4** by promoting and arranging for displays, pageants, competitions, lectures and discussions;
 - 3.1.5** by establishing or arranging for the printing and publication of magazines, articles, newsletters and reports;
 - 3.1.6** by monitoring and promoting general or local legislation;
- 3.2** To establish and maintain club rooms with furniture, accommodation and refreshments for the use of Members and visitors and to hold entertainments in such club rooms or elsewhere and to apply for and hold any licence to sell and dispose of liquor pursuant to the Sale of Liquor Act 1962;
- 3.3** To purchase, hire, take on lease or otherwise acquire, and to sell, lease, mortgage, charge, exchange or otherwise deal with any real or personal property;
- 3.4** To do all or any of the things authorised by these rules alone or in conjunction with another or others;
- 3.5** To join as a member or affiliate with any club, association or society whether incorporated under the Incorporated Societies Act 1908 or not having as one of its objects the advancement or government of aviation;
- 3.6** To establish and carry on for hire or reward any service by aircraft for the carriage of passengers or goods including charter flights, and to use aircraft as air ambulances and for aerial spraying, aerial topdressing, banner towing, air and sea rescue and generally to engage in commercial aviation of every description;
- 3.7** To apply for and obtain from the appropriate authority any air service licence or other privilege or concession required or desirable in connection with all of the foregoing objects or any of them;
- 3.8** To contract with employ or otherwise secure the service of any person or persons for the purpose of carrying out any of the foregoing objects;
- 3.9** To assist other persons and organisations in the advancement of aviation; and

- 3.10** To enter into all such agreements and contracts and to do all such acts, deeds, matters and things as may be deemed necessary or expedient for the purpose of attaining the above objects and furthering the interests of the Club and of aviation generally, whether such activities are directly concerned with aviation or not.

4. CONSTITUTION

- 4.1** The Club shall consist of all the present Members of the North Shore Aero Club Incorporated and of those persons who shall be elected to membership from time to time in accordance with rule 7.
- 4.2** The first 100 members, either enrolled at the date of the meeting at which the Club's original rules were adopted or elected subsequently, shall be entitled to be known as Foundation Members.

5. MEMBERSHIP

- 5.1** Except as provided in rule 5.2 anyone who is interested in aviation or in the advancement of the Club shall be eligible for membership of the Club.
- 5.2** No person who is a full time employee of the Club shall be eligible for membership. Any Member who subsequently becomes a full time employee of the Club shall forthwith resign from membership of the Club.
- 5.3** Notwithstanding the provisions of rule 5.2 the Committee may extend the privileges of Honorary Membership on any employee of the Club.

6. MEMBERSHIP CLASSES

Members shall be divided into the following classes:

- 6.1** "Pilot Members" being persons who hold or have held a pilot's licence under the provisions of the Civil Aviation Act 1964 or who are undergoing flying training prior to the issue of such a licence;
- 6.2** "Associate Members" being persons who are interested in the welfare and activities of the Club but who are not actively engaged in flying as a pilot;
- 6.3** "Honorary Members" being persons (including employees of the Club) to whom the Committee shall from time to time resolve to extend the privileges of membership. The privileges of Honorary Members shall be as determined by Resolution of the Committee from time to time;
- 6.4** "Life Members" being persons to whom the Club specially desires to show its appreciation for past services to the Club or who have greatly distinguished themselves in public life or in the promotion of aviation;
- 6.5** "Junior Members" being persons attending school or some other educational institute on a full time basis or who are under the age of 18 years;

- 6.6 “Family Members” being families of persons one or more of whom are eligible for membership in the categories of Pilot Members or Junior Members;
- 6.7 “Affiliate Members” being persons who are members of other aero clubs affiliated to the Royal New Zealand Aero Club Incorporated. The privileges of Affiliate Members shall be as defined in any agreement between the Club and the Royal New Zealand Aero Club Incorporated or in the absence of any such agreement as determined by Resolution of the committee from time to time; and
- 6.8 “Corporate Members” being corporations to whom the Committee shall extend corporate membership for a period of one year subject to payment of the required subscription. The privileges of Corporate Members to be as defined by Resolution of the Committee from time to time.

7. ELECTION OF MEMBERS

- 7.1 Applicants for membership as Pilot Members, Associate Members, Junior Members, Family Members or Corporate Members shall apply for membership on a form prescribed by the Committee from time to time. Applications for membership shall be submitted to the Secretary and shall be considered by the Committee at its next meeting following receipt of the application by the Secretary.
- 7.2 Applicants for membership shall upon application pay a joining fee and the current annual membership subscription appropriate to the desired class of membership. If an applicant is not elected the subscription and joining fee paid shall be refunded in full.
- 7.3 Election to membership of the Club shall be by Special Resolution of the Committee.
- 7.4 Written notice of the election of a person to membership shall be sent by post to each new Member by the Secretary together with a copy of these rules and any subsequent amendments.

8. HONORARY AND LIFE MEMBERS

- 8.1 Honorary Members shall be nominated by two Members of the Club and elected by Special Resolution of the Committee for such period in each case as the Committee shall determine. Honorary Members shall:
 - 8.1.1 have the full privileges of Club membership except the right to vote at a General Meeting of the Club; and
 - 8.1.2 not be required to pay any annual membership subscription.
- 8.2 Nominations for Life Membership shall be made in writing to the Committee and handed to the Secretary at least seventeen days prior to an Annual or Special General Meeting of the Club. Life Members shall be elected by Special Resolution at an Annual or Special General Meeting of the Club. Life Members shall:

- 8.2.1 become and remain Members for life;
- 8.2.2 have the full privileges of Club membership; and
- 8.2.3 not be required to pay any annual membership subscription.

9. REGISTER OF MEMBERS

- 9.1 The name of every person elected to membership shall forthwith be entered in the Register of Members by the Secretary together with the date of election and the postal and e-mail address (if available) shown on the membership application form.
- 9.2 All communications to Members shall be sent to the postal or e-mail address (whichever has been elected by the Member) shown in the Register of Members unless the Secretary is directed otherwise in writing by the Member concerned. Any notice posted to such address shall be deemed to have been duly delivered and shall be effective two days after posting. In proving service by post or e-mail it shall be sufficient to prove that the letter containing the notice was properly addressed and posted or e-mailed.

10. MEMBERS BOUND BY RULES

Members shall be held to consent to and be bound by these rules and by any flight orders, by-laws and regulations issued pursuant to these rules. The decision of the Committee as to the interpretation and application of any such flight orders, by-laws or regulations shall be final and conclusive.

11. SUBSCRIPTIONS AND JOINING FEES

- 11.1 An annual membership subscription and joining fee shall be payable by all Members other than Honorary Members and Life Members. The amount of the annual membership subscription and joining fee for each class of membership shall be determined by Resolution of the Committee from time to time.
- 11.2 Annual membership subscriptions shall be payable in advance on the first day of each Financial Year or upon such other date as may be determined by Resolution of the Committee. Any Member whose annual membership subscription remains unpaid for one month from the due date may be notified by the Secretary that unless payment of the subscription is made within one further month the Member's membership of the Club shall be liable to be terminated. If any Member's annual membership subscription is not paid within that further period of one month or a satisfactory explanation made to the Committee that Member's name may be removed from the Register of Members by Resolution of the Committee.

12. RESIGNATIONS

- 12.1** Any Member wishing to resign from membership of the Club shall give written notice to the Secretary to that effect and shall pay all arrears of annual membership subscription and any other moneys due to the Club up to the last day of the Financial Year in which notice of resignation is given.
- 12.2** A Member shall remain continuously liable under and be bound by these rules until that Member's membership is terminated by the giving of a notice of resignation or otherwise.
- 12.3** Any Member whose membership is terminated by resignation or otherwise shall thereupon forfeit all rights and interests in the property of the Club.

13. OFFICERS

- 13.1** The Officers of the Club shall be Patron, President, Vice President, Treasurer, Club Captain and Secretary. The Club Captain shall hold or have held a Private Pilot's Licence or a flight crew licence of at least equivalent standard.
- 13.2** The Office of Secretary may by Resolution of the Club in General Meeting be left vacant in which case the duties of Secretary shall be carried out by an employee of the Club who shall be paid such sum as may be Resolved from time to time by the Committee.
- 13.3** The Officers of the Club shall retire annually but shall be eligible for immediate re-election.

14. COMMITTEE

- 14.1** The administration and management of the Club shall be governed by a Committee of ten Members which shall consist of the President, Vice President, Treasurer, Secretary, Club Captain (all of whom shall be ex officio members) and five Members elected in accordance with the provisions of rule 16.
- 14.2** The Committee shall retire annually but its members shall be eligible for immediate re-election.

15. SUB-COMMITTEES

- 15.1** There shall be three sub-committees to assist the Committee in the administration and management of the Club. The functions of the sub-committees shall be as follows:

15.1.1 Finance and Administration Sub-Committee

- (a) To supervise the finances, accounts, budgets and the commercial activities of the Club and to authorise all expenditure;

- (b) To supervise the maintenance, repair and up-grading of the Airfield;
- (c) To supervise the administration of the leases, tenancies, and parts of the Airfield;
- (d) To supervise and create licences, fees and policy regarding the use of the Airfield; and
- (e) To ensure the Club meets its obligations with respect to any statutory requirements of local and national government, aviation authorities and any other legal requirements.

15.1.2 Club Activities Sub-Committee

- (a) To supervise the Club's flying activities, to make recommendations on the acquisition and disposal of aircraft, to supervise maintenance of the Club's aircraft fleet and to arrange flying promotions and competitions;
- (b) To arrange social functions, to provide social amenities for the benefit of Members and to arrange publicity of the Club's activities.

15.1.3 Archives Sub-Committee

- (a) To preserve the records of the Club;
- (b) For the research, acquisition and preservation of material on the activities and involvement of its members, its airfield and its aircraft in New Zealand and, where applicable, outside of New Zealand.

15.2 The Committee may by Resolution appoint sub-committees additional to those specified in rule 15.1 and may delegate to and withdraw from such sub-committees such functions as it deems necessary.

15.3 The chairperson of all sub-committees shall be appointed by Resolution of the Committee.

15.4 The membership of the sub-committees constituted under rule 15.1 shall consist of the following:

15.4.1 Finance and Administration Sub-Committee

The President, Vice-President, Treasurer and at least two other members of the Committee.

15.4.2 Club Activities Sub-Committee

The Club Captain and at least three other Committee members.

15.4.3 Archives Sub Committee

One member of the Club Committee and at least three other Club members.

15.5 It shall be the duty of the Committee to appoint the members of the sub-committees constituted under rule 15.1 at its first meeting following its election at an Annual or Special General Meeting.

15.6 The Committee may from time to time appoint additional members to, or fill vacancies on, any sub-committee constituted under rule 15.1.

15.7 All sub-committees shall report to the Committee and their decisions shall be subject to confirmation by the Committee except that the Committee may delegate full authority for specific tasks or functions to a sub-committee. This authority may be modified or withdrawn from the sub-committee at anytime.

15.8 The quorum of the sub-committees shall be:

15.8.1 Finance and Administration Sub-Committee

Two of either the President, Vice-President and Treasurer and two other members making a minimum of four members

15.8.2 Club Activities Sub-Committee

At least three Committee members.

15.8.3 Archives Sub-Committee

At least three Sub-Committee members.

15.9 The Committee may employ from time to time such staff as it requires to effect the management of the Club and may delegate responsibility for certain functions of the Committee to such staff as the Committee by Resolution decides. These responsibilities must be recorded in the job description and/or Club operating manuals as appropriate. Responsibility for any function delegated to a staff member may be withdrawn by resolution of the Committee.

16. ELECTION OF OFFICERS AND COMMITTEE

16.1 Not less than 28 days before each Annual General Meeting the Committee shall cause notices to be displayed at the registered office of the Club and to be sent by electronic means (or by mail if any individual member specifically requests delivery of such notice by mail) to all Members stating:

16.1.1 the closing date for nominations for the offices of Patron, President, Vice-President, Club Captain, Treasurer, Secretary and members of the Committee and inviting nominations for such offices;

16.1.2 the names of the existing Officers and members of the Committee; and

16.1.3 the date, time and place of the Annual General Meeting.

- 16.2** Nominations for candidates for election as Officers or members of the Committee shall be signed by the Member nominated and two other Members and delivered to the Secretary not less than seventeen days before the Annual General Meeting.
- 16.3** No person shall be eligible for election or appointment as an Officer or member of the Committee unless that person is a Member and:
- 16.3.1** is entitled to vote at the General Meeting at which such election is held; or
- 16.3.2** would (in the case of an appointment pursuant to rule 16.7) be entitled to vote at a General Meeting if one were held at the time of the appointment.
- 16.4** Members voting shall indicate their vote by writing the names of the candidates for whom they intend to vote on a ballot paper provided by the Chairperson of the meeting. Ballot papers which are signed or on which the number of candidates voted for is more than the number of vacancies shall be invalid.
- 16.5** Members voting shall appoint two scrutineers who shall be Members of the Club who are not candidates for election. The scrutineers shall collect examine and count the voting papers and report the result to the meeting.
- 16.6.** In the event of an equality of votes at the election or in respect of any appointment made by the Committee pursuant to rule 16.7 the Chairperson of the meeting shall have a second or casting vote.
- 16.7** Casual vacancies in the offices of Patron, President, Vice President, Treasurer, Secretary, Club Captain and among the members of the Committee shall be filled by the Committee without delay and if expedient at the first meeting of the Committee after such vacancy has occurred. The Officer or member of the Committee so appointed shall hold office or membership of the Committee (as the case may be) for the remainder of the term of office of the Officer or member of the Committee replaced.
- 16.8** Any Officer or member of the Committee who becomes a full time employee of the Club shall resign from office forthwith.
- 16.9** Any Officer or member of the Committee who is in any way interested either directly or indirectly in or who has any pecuniary interest in any contract or arrangement concerning the Club shall forthwith declare the nature of that interest to the Committee and shall neither participate in any discussion nor exercise any vote in respect of any such contract or arrangement but may be counted as present in determining whether there is a quorum present at the meeting at which such discussion takes place or at which such vote is taken.

17. REMOVAL FROM OFFICE

The Club at a General Meeting may by Special Resolution remove any Officer or member of the Committee before the expiration of that Officer's or member's term

of Office, and may by Resolution appoint another person to hold office in place of that Officer or member of the Committee. The person so appointed shall hold the office or membership of the Committee (as the case may be) for the remainder of the term of office of the Officer or member of the Committee replaced.

18. VACANCIES

The office of any Officer or member of the Committee shall become vacant if that person:

18.1 ceases to be a Member of the Club for any reason; or

18.2 is absent for a period of three months from meetings of the Committee without leave of absence.

19. COMMITTEE MEETINGS

19.1 The Committee shall meet whenever necessary and except as expressly provided by these rules shall have power to regulate its own procedure.

19.2 All meetings of the Committee shall be called either:

19.2.1 by the President, or in the absence of the President by the Vice-President; or

19.2.2 by at least four members of the Committee.

19.3 At all meetings of the Committee six persons shall form a quorum. Each member of the Committee shall be entitled to vote and in the event of an equality of votes the Chairperson shall have a second or casting vote.

19.4 The President or in his absence the Vice-President shall act a Chairperson at all meetings of the Committee. In the event of neither of them being present the meeting shall elect a Chairperson.

19.5 The Committee shall keep accurate minutes of its meetings which shall be filed in a minute book kept by the Secretary and which are available to members after being passed at the subsequent Committee meeting.

20. POWERS OF COMMITTEE

20.1 The Committee shall exercise the entire administration and management of the Club and the control of its property and funds and is hereby empowered on behalf of the Club to do execute and carry out all the matters and things which the Club is authorised to do, execute and carry out except such as are expressly 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.

20.2 Notwithstanding the provisions of rule 20.1 the power to sell, transfer or otherwise dispose of the whole or any part of the Airfield in any manner which would substantially reduce the Club's use and occupation of the

Airfield shall be exercised by Special Resolution of Members at a General Meeting of the Club.

20.3 Nothing in rule 20.2 shall affect or derogate from the exercise by the Committee of the Club's:

20.3.1 borrowing powers contained in rule 29; and

20.3.2 power to enter into leases, licences or other occupancy agreements of parts of the Airfield to Members or other persons.

20.4 The Committee may by Special Resolution make, alter, or cancel the Club's flight orders, by-laws and regulations from time to time provided however that such flight orders, by-laws and regulations are not repugnant to these rules or to any statute for the time being in force. All Members shall be deemed to have notice of and shall obey such flight orders, by-laws and regulations copies of which shall be kept at the registered office of the Club for the inspection of Members.

21. COMMON SEAL

The Committee shall provide a common seal for the purposes of the Club, and from time to time may destroy the same and substitute a new seal in its place. The seal shall be kept in the custody of the Secretary. Unless otherwise determined by Resolution at a General Meeting of the Club the common seal shall not be used except by Resolution of the Committee. Any document or instrument which the Committee may resolve to execute shall be under the common seal of the Club and witnessed by two Officers of the Club.

22. REGISTERED OFFICE

The registered office of the Club shall be situated at such place as the Committee shall determine by Resolution.

23. ANNUAL GENERAL MEETING

23.1 An Annual General Meeting of all Members entitled by virtue of rule 33 to vote shall be held during the months of June or July in each year on such date and at such time and place as shall be determined by Resolution of the Committee. Not less than 10 days before each Annual General Meeting the Secretary shall send by electronic means to every member of the club entitled to vote at the meeting a Notice of the date, time and place of the meeting (or by mail if any individual member specifically requests delivery of such notice by mail):

23.1.1 notice of the date, time and place of the meeting;

23.1.2 an agenda showing the business to be transacted at the meeting;

23.1.3 copies of all notices of motion submitted for consideration at the meeting under rule 23.2; and

23.1.4 copies of all nominations for candidates for election as Officers or members of the Committee delivered to the Secretary and signed in accordance with rule 16.2.

23.2 Notices of motion for consideration at any Annual General Meeting shall be delivered to the Secretary not less than seventeen days prior to the date of the meeting and shall be signed by at least five Members entitled to vote at the meeting.

24. BUSINESS AT ANNUAL GENERAL MEETING

The following business shall be transacted at each Annual General Meeting of the Club:

24.1 confirmation of the minutes of the previous Annual General Meeting and of any Special General Meeting held in the interim;

24.2 consideration and adoption of the President's Annual Report;

24.3 consideration and approval of the Club's Statement of Accounts for the preceding year;

24.4 consideration of motions of which notice has been given in accordance with rule 23.2;

24.5 the appointment of an Auditor for the ensuing year;

24.6 the appointment of scrutineers if elections or ballots are to be conducted;

24.7 the election of Officers and Committee members,

24.8 such general business of which notice may not have been given as the Members present may decide by Resolution to consider.

25. SPECIAL GENERAL MEETINGS

A Special General Meeting of the Club shall be held only by Resolution of the Committee or on a written request to the Secretary signed by ten or more Members. Such direction or request shall state the purpose for which such meeting is to be held. Special General Meetings shall be held within one calendar month after receipt by the Secretary of such direction or request and no matters shall be considered except those specified in the notice convening the same. The Secretary shall send to every Member entitled to vote at such meeting notice of the date, time, place and object of the meeting not less than seven days prior to the date of meeting.

26. PROCEDURE AT GENERAL MEETINGS

26.1 If within half an hour after the time appointed for an Annual or Special General Meeting a quorum is not present it shall if convened upon requisition of Members be dissolved. In any other case it shall stand adjourned to the same day in the following week at the same place and

time, and if at such adjourned meeting a quorum is not present it shall be adjourned indefinitely.

- 26.2** The Quorum at an Annual or Special General Meeting shall be 25 Members except at an Annual or Special General Meeting where a motion is to be considered for the sale transfer or other disposition of the Airfield in any manner which would have the effect of substantially reducing the Club's use and occupation of the Airfield in which case the quorum shall be 100 Members.
- 26.3** The President or in his absence the Vice-President shall act as Chairperson. In the event of neither of them being present the meeting shall elect some other member of the Committee to act as Chairperson.
- 26.4** 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 at which the adjournment took place.

27. VOTES OF MEMBERS

- 27.1** At every General Meeting a resolution put to the vote shall be decided on a show of hands or on voices unless before or upon the declaration of the result of the show of hands or vote by voices a ballot is demanded by at least ten Members present. The ballot shall be taken in such manner as may be directed by the Chairperson. Unless a ballot is demanded a declaration by the Chairperson that a resolution has been carried or lost shall be conclusive and an entry to that effect in the Minutes of the Club shall be deemed sufficient evidence thereof without proof of the number or proportion of the votes recorded in favour or against such resolutions.
- 27.2** Each person in the classes of membership of Pilot Members, Life Members and Family Members otherwise eligible for membership as a Pilot Member shall be entitled to one vote at a General Meeting. Persons in the classes of membership of Associate Members, Honorary Members, Junior Members, Affiliate Members and Corporate Members shall not be entitled to vote.
- 27.3** No Member shall be entitled to vote at any General Meeting of the Club unless that Member:
 - 27.3.1** has paid the current annual membership subscription and any other moneys due to the Club; and
 - 27.3.2** was elected to membership of the Club at least six months prior to the meeting at which such vote is to be made.
- 27.4** At any General meeting of the Club votes may be made either personally or by proxy provided that no Member may hold more than one proxy.
- 27.5** Any instrument appointing a proxy shall be in writing signed by the appointer and deposited with the Secretary at least 24 hours prior to the scheduled commencement time of the meeting. The proxy authorization form shall be submitted on a signed original form. Any person entitled to act

as a proxy shall be a Member entitled to vote by virtue of rules 27.2 and 27.3.

- 27.6** For the purpose of these rules any Members present at a General Meeting of the Club by proxy shall be deemed to be present in person and shall have the same rights as a Member present in person.
- 27.7** Only the Secretary or the Secretary's delegate may issue a proxy voting paper. Each proxy voting paper is to be marked with a unique identifier immediately as part of the proxy verification process conducted prior to the General Meeting. Any proxy voting slip not so marked is to be deemed invalid by the voting scrutineers.
- 27.8** Voting scrutineers shall be appointed by the members to count all votes. Proxy voting papers shall be validated by the scrutineers against the proxy vote register. If proxy voting irregularities are reported by the scrutineers no voting papers shall be destroyed until after the matter has been investigated, which shall be forthwith.

28. FINANCE

- 28.1** The Committee shall cause true and correct accounts to be kept of the moneys received and paid by the Club, and the matters in respect of which such receipts and payments were made and of the assets and liabilities of the Club.
- 28.2** A balance sheet containing a summary of the assets and liabilities of the Club together with a statement showing the Club's income and expenditure in the preceding Financial Year shall be prepared and submitted at each Annual General Meeting.
- 28.3** At each Annual General Meeting of the Club a member of the New Zealand Society of Accountants (who shall not be an Officer or a Committee Member) shall be appointed as Auditor to hold office until the next Annual General Meeting. Any casual vacancy occurring in the office of Auditor subsequent to any Annual General Meeting shall be filled by Resolution of the Committee.
- 28.4** The Club's accounts when audited and approved at an Annual General Meeting shall be conclusive except as regards an error discovered within three months after approval thereof. Whenever an error is discovered within that period the accounts shall be corrected immediately and shall then be conclusive.
- 28.5** The Club's accounts shall be kept by the Secretary and shall be open to inspection by Members at all reasonable times during normal business hours.
- 28.6** All moneys payable to the Club shall be received by the Secretary or some other person authorised to do so by the Committee and shall be paid forthwith into the Club's bank account.
- 28.7** All cheques drawn upon the Club's bank shall be signed by two Officers of the Club or by some other person authorised to do so by the Committee.

29. BORROWING POWERS

29.1 The Club shall have power to:

29.1.1 borrow or raise money by way of overdraft or otherwise either with or without giving security;

29.1.2 secure payment of any moneys borrowed or owing by the Club by mortgage or other charge of the Club's property and assets;

29.1.3 execute and issue mortgages, bonds, debentures, promissory notes or other instruments for securing loans or advances to the Club on the security of all or any part of the Club's property and assets;

upon such terms as to priority and otherwise as the Committee may determine by Resolution.

29.2 The Committee shall cause copies of any instrument creating a charge to be kept by the Secretary and to be available for inspection by members at all reasonable times during normal business hours.

30. ALTERATION OF RULES

30.1 No addition to, alteration, amendment or cancellation of these rules shall be made:

30.1.1 except by Special Resolution at an Annual or Special General Meeting;

30.1.2 unless details of the proposed addition, alteration, amendment or cancellation has been given to members in the notice concerning the meeting; and

30.1.3 effecting any addition to or alteration, amendment or cancellation of rules 37 and 39 without the prior written approval of the Commissioner of Inland Revenue.

30.2 No addition to, alteration, amendment to or cancellation of these rules shall take effect until registered by the Registrar of Incorporated Societies.

30.3 No motion affecting these rules which has been duly considered and rejected shall be brought forward again during the same Financial Year unless by Resolution of the Committee.

31. TREASURER

It shall be the duty of the Treasurer to see that a report on the current financial status of the Club is submitted monthly to the Committee. He or she shall also assist the Secretary in preparing the annual balance sheet and statement of income and expenditure and generally supervise the financial management of the Club.

32. SECRETARY

It shall be the duty of the Secretary to:

- 32.1** keep a correct roll of all Members showing the dates of their election and their addresses;
- 32.2** file all documents, records, reports and communications connected with the business of the Club;
- 32.3** conduct all correspondence on behalf of the Club;
- 32.4** receive all moneys due to the Club;
- 32.5** keep a correct account of receipts and expenditure in the books provided for this purpose;
- 32.6** bank all moneys received to the credit of the Club's bank account;
- 32.7** keep a record of all Club tours, competitions, pageants and displays; and
- 32.8** perform such other duties as may be assigned by the Committee.

33. DISCIPLINE

- 33.1** The Committee shall have power to caution, suspend, fine or terminate the membership of any member in any case where the Committee determines by Special Resolution that the Member:
 - 33.1.1** has failed to observe these rules including any flight orders, by-laws or regulations issued pursuant to these rules;
 - 33.1.2** has been guilty of conduct which has been in any respect dishonourable or contrary to the interests of the Club;
 - 33.1.3** is in arrears with any subscription or any other moneys due to the Club.
- 33.2** Before exercising any power pursuant to rule 33.1 the Committee shall hear and consider any explanation which the Member may desire to make.
- 33.3** The Committee shall be specially convened to consider questions under rule 33.1 and notice of such meeting shall be sent to the Member concerned at least seven days prior to the meeting.
- 33.4** Any Member cautioned, suspended, fined or whose membership is terminated by the Committee pursuant to rule 33.1 shall have a right of appeal to a Special General Meeting of the Club.
- 33.5** No Member shall introduce as a visitor to the Club any person whose membership has been suspended or terminated pursuant to rule 33.1.

34. USE OF CLUB ADDRESS

34.1 No Member shall use or allow to be used the Club's name in any advertisement, prospectus or business announcement other than in reference to the holding of any Club award or trophy by that Member.

34.2 The name or address of the Club shall not be given by a Member for the purposes of identification or in connection with any legal proceedings.

35. GRATUITIES

No Member shall give any money, fee or gratuity to any employee of the Club in any circumstances whatsoever.

36. INDEMNITY OF OFFICERS

All Officers and members of the Committee shall be indemnified by the Club for all losses, claims, damages and expenses incurred or suffered by them in or in connection with the performance of their duties in good faith.

37. DISSOLUTION

The Club shall not be dissolved except by Special Resolution passed at an Annual or Special General Meeting in accordance with the provisions of The Incorporated Societies Act 1908. If upon the winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatever the same shall be given or transferred to some other Club or Clubs affiliated to the Royal New Zealand Aero Club Incorporated determined by the Members at or before the time of dissolution and in default by application to the High Court of New Zealand.

38. MATTERS NOT PROVIDED FOR

Any matters not provided for by these rules shall be determined by Resolution of the Committee whose determination shall be final.

39. PECUNIARY PROFIT

39.1 No Member or Associated Person shall derive any income, benefit or other advantage from the Club where that Member or Associated Person is the holder of a position within the Club (whether as an Officer, member or the Committee or otherwise) and may materially influence the payment of that income, benefit or other advantage.

39.2 For the purposes of rule 39.1 the term "Associated Person" shall include a person who is either:

39.2.1 the spouse, brother, sister, father, mother or child of a Member; or

39.2.2 in partnership with a Member for the purposes of the Partnership Act 1908.

39.3 Nothing in Rule 39.1 shall apply to or be deemed to apply to:

39.3.1 any person who is a bona fide employee (whether full time or part time) of the Club;

39.3.2 any services rendered to the Club in the course of business and charges at rates which are no greater than current market rates; and

39.3.3 interest on money lent to the Club at rates which are no greater than current market rates.