

Constitution

Corporations Act 2001

Company Limited by guarantee

Constitution of **THE REDCLIFFE AERO CLUB**

Preamble

The Redcliffe Aero Club is a company incorporated under “The Companies Acts” 1961-1964 and is limited by Guarantee. The liability of its members is limited. Each member of the Club undertakes to contribute to the assets of the Club in the event of it being wound up while they are a member or within one year afterwards for the payment of debts and liabilities of the Club contracted before the time at which they ceased to be a member, and the costs, charges and expenses of winding up and for an adjustment of the rights of contributories among themselves such amount as may be required not exceeding TWENTY DOLLARS (\$20.00)

1. Interpretation

- a) In this Constitution unless the contrary intention appears –
 - i.) “The Act” refers to the Federal Corporations Act 2001.
 - ii.) A word or expression that is not defined in this Constitution but defined in the Act has, if the context permits, the meaning given by the Act.
 - iii.) “Auditor” means the company auditor
 - iv.) “Club” means the Redcliffe Aero Club
 - v.) “Special resolution” means a resolution carried by at least seventy five percent of members present at a General Meeting.
 - vi.) “Office Bearer” means any person elected to a position on the Board of Management

- b) Where the Constitution, by-laws or rules of the Club conflict with the laws of Australia, then the laws of Australia shall take precedence.

2. Replaceable rules

The replaceable rules in the Act do not apply to the Club.

3. Objects

The objects of the Association are -

- a) To promote the science of aeronautics (which expression in the Constitution shall mean and include flying of aircraft, gliding, parachute jumping and all other sciences and pastimes similar there to and including training thereof) and to provide facilities for persons interested in aeronautics and to encourage social intercourse between the members of the Club.
- b) To establish maintain and conduct an Aero Club for the accommodation of the members of the Club and their guests and generally afford to them all the usual privileges and advantages conveniences and accommodation of a Club.
- c) To charter, hire, build or otherwise acquire aircraft aerial conveyances or airships of any description parachutes and equipment, motor cars and all equipment and furniture and to employ the same in the property and assets so to be purchased or acquired and aforesaid and for the purposes of the members of the Club.
- d) To sell improve manage develop lease mortgage exchange dispose of turn to account or otherwise deal with all or any part or parts of the property and effects of the Club. To provide income contributing to the Club's member and community services by conducting commercial and fundraising activities including entering into contracts, agreements and undertakings for the provision of services or goods or both. To provide facilities either alone or in conjunction with any other body for instruction in the science of aeronautics and flying and to organise the provision of aircraft for hiring by qualified pilot members of the Club and the provision of aircraft for hiring or charter by qualified pilots, or by any other company or association for command by qualified pilots.
- e) To promote and hold either alone or jointly with any other association, Club or person or persons meetings competitions matches and air pageants for the display of aeronautics and to offer give to contribute towards prizes medals and awards therefore and to promote, give or support dinners balls concerts and other entertainments.
- f) To establish or promote or assist in establishing or promoting and to subscribe to or become a member of any other association or club (and whether incorporated or not) whose objects are similar or classed as similar to the objects of the Club for the establishment or promotion of which may be beneficial to the Club provided that no subscription be paid to any such other Association or organisation out of the funds of the Club except bona fide in furtherance of the objects of the Club.
- g) To organise social events for Club members, entertain members of kindred clubs, and where appropriate assist in the organisation of social events for members of the aviation and local communities.

4. Powers

- a) To acquire by purchase lease or otherwise any lands buildings tenements or premises and maintain the same for aeronautics and to build or otherwise provide houses, dormitories, pavilions, dwelling houses, bungalows, hangars, workshops, sheds, garages and other conveniences in connection therewith and to furnish alter and enlarge repair uphold and maintain the same and to permit the same to be used by members and employees of the Club and others either gratuitously or for payment.
- b) To manage, improve and maintain all or any part of the lands, buildings, tenements or premises of the Club and to demise underlet exchange sell or otherwise licence or deal with or dispose of the same either together or in portions for such consideration as the Club may think fit and in particular for shares debentures or securities of any company purchasing the same.
- c) To provide contributing to sustainment of the Club's Objects by –
 - (i) Carrying on either alone or in partnership any trade, business enterprise or undertaking of a commercial nature, to employ any person or staff in connection with such activities, and to acquire sell hire lease any real or personal property and generally use the powers contained herein this Constitution to carry out these activities.
 - (ii) Purchasing, taking, exchanging leasing or otherwise acquiring and holding aircraft, aerial conveyances and airships of every description or any share of interest of same, and maintain, repair, and improve, offer, sell, exchange, or let out to hire or charter or otherwise deal with or dispose of any aircraft, aerial conveyance, or airships or shares thereof.
- d) To invest the monies of the Club not immediately required upon such securities as may from time to time be thought fit.
- e) To take any gift or property whether subject to any special trust or not for any one or more of the objects of the Club.
- f) To take such steps by personal or written appeals public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Club, in the shape of donations, annual subscriptions or otherwise.
- g) To print and publish any news papers periodicals books or leaflets that the Club may think desirable for the promotion of its objects.
- h) To borrow and raise money in such manner as the Club may think fit.
- i) To undertake and execute any trusts or any agency business which may seem directly or indirectly conducive to any of the objects of the Club.
- j) To provide a superannuation fund for the paid employees of the Club or otherwise to assist any such paid employees their dependants.
- k) To subscribe to any local or other charities and to grant donations for any public

purpose.

l) To amalgamate with any companies institutions societies or Associations having objects altogether or in part similar to those of this Club.

m) To purchase or otherwise acquire and undertake all or any part of the property assets liabilities and engagements of any one or more of the companies, Institutions, Societies or Associations with which this club is authorised to amalgamate.

n) To transfer all or any part of the property assets liabilities and engagements of this Club to any one or more of the Companies Institutions Societies or Associations with which this Club is authorised to amalgamate.

o) The doing of all such other lawful things are incidental or conducive to the attainment of the above objects.

p) The income and property of the Club whencesoever derived, shall be applied solely towards the promotion of the objects of the Club as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by the way of profit to the members of the Club: Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Club or to any member of the Club in return for any services actually rendered to the Club nor for goods supplied in the ordinary and usual way of business, nor prevent the payment of interest at a rate not exceeding the rate for the time being charged by bankers for overdrawn accounts for money lent, or reasonable and proper rent for the premises demised or let by any member to the Club.

q) To insure with any other company or person against loss and liability of all kinds which may affect this Club, the Management Committee, officers, employees, members or visitors.

r) To appoint a patron, who need not be a member of the Club.

s) To hire and employ all classes of persons considered necessary for the purpose of the Club and to pay them and to all other persons in return for services rendered to the Club salaries wages gratuities and pensions.

5. Classes of Membership

a) The Management Committee shall have power to elect members of the Club upon such terms and subject to such regulations or restrictions as to numbers or otherwise the Committee may from time to time deem advisable and in the following categories of membership:-

i.) Ordinary members being men and women interested in the science of aeronautics that shall be entitled to all the privileges of the Club. Subject to majority decision of the Committee, the Club may elect to reduce or waive membership entrance charges or membership fees where special circumstances are deemed to exist.

ii.) Persons of distinguished positions or attainments and members of distinguished attainments who have rendered special services to the Club may be elected honorary Life Members by those present at an Annual General Meeting and such persons so elected shall be

entitled to vote and be elected an officer of the Club or member of the Management Committee.

b.) The Club may sponsor junior pilots and junior student pilots being men and women not of the full age of eighteen years and allow such junior pilots the use of the flying and training facilities of the Club and the facilities of the club house with the exception of the bar Provided that the rights and privileges so conferred on such junior pilots and junior student pilots do not violate any of the provisions of this Constitution, Club by-laws or any provisions of the Queensland Liquor legislation.

6. Membership Fees

a) The entrance fees and annual subscriptions payable by members of the Club shall be such as the Management Committee shall from time to time prescribe,

b) All annual subscriptions shall become due and payable in advance on the first day of the Club's financial year. The Management Committee may at its discretion, charge members joining after the commencement of the financial year such proportion of the annual fee as it may think fit. The Management Committee may at any time or times suspend the payment of entrance fees.

c) In the event of an application being refused admission to membership, the entrance fee and/or annual subscription so paid shall be refunded.

d) Any member whose annual subscription remains unpaid after three calendar months of becoming due shall cease to be a member of the Club but shall remain legally liable for any commitments, financial or otherwise to the Club.

e) The Management Committee may reinstate a member of satisfactory grounds being shown for the failure of payment.

7. Admission of New Members

a) Only persons of age 18 years or over shall be qualified to be admitted as an ordinary member of the Club.

b) Every candidate for membership of the Club must be nominated by a proposer and seconder, both of whom are members of the Club. Every application for membership shall be made on the form prescribed from time to time. Applications for membership of the Club must be accompanied by a remittance of the entrance fee and the annual subscription fee due.

c) Election for membership of the Club shall be by the Management Committee, who shall vote by ballot, if necessary. A record (hereinafter referred to as the "members' admission book") shall be kept by the secretary of the Club. This book may be kept in hardcopy format or as an appropriately secure computer file. Upon admission to the Club the new member's name shall be entered in this record by the secretary.

8. Rights, Obligations and Term of Membership

a) Subject to the express provisions of this Constitution and to any by-laws for the time

being in force, all members of the Club shall be entitled at all times to use in common all the premises and property of the Club.

b) Every member shall be entitled (subject to any by-laws for the time being in force) to all the rights and be subject to all the duties of a member of the Club, including the right to be elected as an officer of the Club, or to attend or vote at any General Meeting OR other meeting of the Club, provided however that no member shall be entitled to nominate for the office of President unless he has within the preceding 5 years served on the Management Committee of the Club and provided further that no member who is a full time paid employee of the Club or a full time permanent paid Director of any company holding a flying school licence shall be entitled to nominate for the position of office bearer for the Club.

c) Notwithstanding any of the provisions of the Constitution it is hereby provided that:-

i) The sale, supply or consumption of alcohol on the premises of the club shall be strictly in accordance with liquor licensing legislation and any other legislation or regulation made pursuant to an Act of Parliament or lawful proclamation.

ii) No payment shall be made to any officer or employee of the Club by way of commission or allowance from or upon the receipts of the Club for liquor sold or supplied.

d) No member whose subscription is in arrears shall be entitled to vote at any meeting of the Club.

e) No member shall use or allow to be used the name of the Club in any advertisement, prospectus or business announcement other than as the holder of the Club's certificate or awards. The name or address of the Club shall not be given by a member as his address or otherwise for the purpose of identification in connection with legal proceedings.

9. Rights of Guests

a) No guest is to be on the premises or property on the Club except under such conditions as from time to time prescribed by the Management Committee.

b) The supply of alcohol to a guest in the Club premises shall be only on the invitation of the Club and in the company of a member. It is hereby expressly provided that the limitations imposed by this Constitution on members shall apply to each and every guest of the Club.

10. Termination of Membership

a) In the event of:-

i) Any member being charged by the Management Committee with conduct which the Management Committee consider prejudicial to the interests of aeronautics, another member or members, or the Club, or

ii) A grave breach of the rules by a member of the Club, or

iii) Conduct on the part of a member rendering it, in the opinion of the Management Committee, desirable that the person should cease to be a member,

that member may be called before the Management Committee for an explanation and failing a satisfactory explanation, may be cautioned, suspended, invited to resign or be expelled. In addition to the penalties incurred under any competition rules, additional penalties may be inflicted as provided above.

b) The Management Committee shall be specifically summoned to consider questions under any of the preceding provisions and notice shall be sent to the member at least seven days prior to the meeting. Before coming to a decision the Management Committee shall hear any evidence or explanation which such member may desire to give, together with any evidence in support of such explanation tendered by him. No member shall be cautioned, suspended, required to resign or expelled unless the resolution be carried by at least two-thirds of the members of the Management Committee present, Provided always, in exercising its powers, the Management Committee will have regard to the principles of natural justice.

c) In the event of a member being dealt with under the provisions of the preceding clause there shall be no refund of any entrance fee or subscription.

d) Any member expelled, suspended or otherwise dealt with by the Management Committee in accordance with these provisions, or otherwise ceasing to be a member of the Club may have a right of appeal to a Special General Meeting of the Club. A member so appealing shall within a period of thirty (30) days hand to the secretary a requisition in terms of these regulations calling such Special General Meeting. In the event of an appeal being lodged within the stipulated time, the order of the Management Committee shall be suspended until such appeal is dealt with.

e) Any member wishing to resign his membership shall give notice in writing of his intention to the secretary and shall be effective from the date received by the Club or secretary, whichever is the first event.

11. Notification to members

a) Subject to Clause 11 (b) below, any communications to members shall be delivered to such members personally or sent to the address given on the application form for admission unless the secretary is otherwise directed in writing and any notice sent by post to such address shall be deemed to have been duly delivered. In proving service by post it shall be sufficient to prove that the letter containing the Notice was properly addressed and put into a post office or postal letter box.

b) Where a member has provided the Club an internet email address, the secretary may at their discretion cause communications to be by internet email addresses as an alternative to postal delivery Provided however any communications relating to membership matters raised in Paragraphs seven or ten hereof and in relation to Ordinary or Special General Meetings, shall in all cases be (at the least) by postal delivery.

12. Membership of Management Committee

a) The Management Committee shall consist of at least five and no more than eight members who will be President, Vice-President, Secretary and Treasurer and 4

general committee members. A maximum of only one Committee member may perform two of the Office Bearer roles.

- b) The Committee is to manage the business of the Club and to this end it is to hold meetings at intervals of at least once each calendar month.
- c) The term of appointment of a member of the Management Committee shall be for one year provided however, if a member is appointed to replace a retiring member during an existing term, the term of the replacement member shall be until the next election.
- d) At the conclusion of their respective terms, the retiring Committee members shall be eligible for re-election at the same or any subsequent General Meeting of the Club.
- e) Of the members of the Management Committee including Office Bearers, at least five should hold or have held an Australian Pilot's license.
- f) Any two members of the Club shall be at liberty to nominate any other member to serve as an Office Bearer or Management Committee member of the Club. Nominations must be received by the Club within fourteen days on Notice of Annual General Meeting is promulgated. The name of each member so nominated, together with the names of his proposer the seconder, shall be sent in writing to the secretary of the Club with an endorsement thereon that the nominee is willing to accept nomination. A list of the candidate's names in alphabetical order, with the proposers' and seconds' names, shall be posted in conspicuous place in the club house when available for at least ten days immediately preceding the Annual General Meeting.
- g) Not less than ten days before the Annual General Meeting a ballot paper shall be posted to each member of the Club and it shall be and returned in such a manner as shall ensure its being in the hands of the secretary not less than twenty-four hours before the time fixed for the Annual General Meeting. The ballot paper shall contain the names of candidates for election to the Management Committee arranged in alphabetical order. The same type shall be used for all names. The word "Pilot" shall be printed after the name of each candidate so qualified. In the event of the number of candidates not exceeding the number of vacancies no ballot paper shall be sent and the candidates so nominated shall ipso facto be elected.
- h) In case there is an insufficient number of candidates or nominations to fill the maximum number of eight Management Committee positions, additional nominations will be accepted from the floor at the General Meeting to fill up the remaining vacancy or vacancies.
- i) If two or more candidates again obtain an equal number of votes, the Committee shall elect such candidates or candidates by a show of hands from the floor. Should this still result in an equal number of votes, the Committee shall elect such candidate or candidates by lot.
- j) No ballot paper which is received by the secretary later than 24 hours before the times fixed for the Annual General Meeting shall be valid.
- k) The President shall appoint a Returning Officer who shall examine and count the votes for the candidates in the presence of no less than three scrutineers and the Returning Officer Shall report the result to the meeting in writing.

13. Role of Secretary

- a) The secretary appointed from time to time shall have the title of Company Secretary and shall carry out the role of Company Secretary within the meaning of the Act.
- b) If a vacancy occurs in the office of secretary, the Management Committee shall appoint a secretary within one calendar month of the vacancy occurring.
- c) If the Management Committee appoints a person to fill the casual vacancy, that person shall be part of the Management Committee.
- d) The removal of the secretary shall be only in accordance with the provisions of removal of a member of the Management Committee.

14. Resignation, removal and casual vacancies of Management Committee

- a) All casual vacancies arising among the officers or other Management Committee members of the Club, including the secretary, shall be filled by the Committee, except the office of the President. Any such officer or Committee member so appointed shall retire at the following Annual General Meeting, but shall be eligible as a candidate for election as an officer or Committee member at such Annual General Meeting.
- b) In the absence of the President, the Vice President shall by virtue of his office act as President until the next Annual General Meeting. However, a Special General Meeting may be called in accordance with the Constitution for the election of a President for the remaining term and if needs be for other officers if the person so elected already holds another office.
- c) The office of a member of the Management Committee shall become vacant if that officer -
 - i) Ceases to be a member of the Club;
 - ii) Become bankrupt or insolvent;
 - iii) Is found lunatic or becomes of unsound mind;
 - iv) Sends his resignation in writing to the secretary;
 - v) Absents himself from three consecutive meetings of the Management Committee without leave of absence;
 - vi) Is indebted to the Club other than for subscriptions in any sum of money for the period of longer than three months; or
 - viii) If his office is declared vacant by resolution of a General Meeting.
 - ix) Breaches his obligations under the Act.
- d) The Club may at any Special General Meeting called for that purpose on or at a General Meeting provided due notice of motion has been given by a majority of two-thirds of the members voting remove any officer or member of the Management Committee of the Club before the expiration of his period of office and may by resolution appoint another person in his stead. The person so appointed shall hold office during such time only as the person whose place he is appointed would have held the same if he had not been removed.

15. Procedures at Management Committee

- a) The Management Committee shall meet at such times and places as nominated by either the Management Committee, the President or on requisition signed by three members of the Management Committee.
- b) The quorum of the Management Committee shall be four.
- c) The President shall be chairman of the Management Committee. In the absence of the President the Vice President shall be the chairman and in the absence of the President and Vice President the members of the Committee present shall have the power to elect a temporary chairman who shall hold office for the duration of that meeting.
- d) In the event of an equality of votes of the Management Committee, the chairman shall have a casting vote as well as a deliberative vote.

16. Duties and Powers of the Management Committee

- a) Subject to these rules or a resolution of the members of the Club carried at a General or Special Meeting, the Management Committee has the general control and management of the administration of the affairs, property and funds of the Club.
- b) The Management Committee has authority to interpret the meaning of this Constitution, By-laws and rules and any matter relating to the Club on which the Constitution By-laws or rules are silent, but any interpretation must have regard to the Act, including any regulation under the Act.
- c) The Management Committee shall cause to be made, full and accurate minutes of its meetings and decisions including:-
 - a) all appointments of officers made by the Committee;
 - b) All names of the Committee members present at each meeting of the Committee and of any committee; and
 - c) All regulations and proceedings at all meetings of the Club and of the Management Committee, and of sub-committees.
- d) Every Management Committee member present at any meeting of the Committee shall sign his name in the book to be kept for that purpose and any such minute of such a meeting if purporting to be signed by the chairman thereof, or by the chairman of the next succeeding meeting of the same body, shall be sufficient evidence without any further proof of the facts therein stated.
- e) Subject to the Act and this Constitution, the Management Committee may exercise all the powers of the Club.
- f) The Management Committee may from time to time and at any time by the power of Attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Committee, to be the attorney or attorneys of the Club for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Management Committee under the Constitution) and for such a period and subject to such conditions as they may think fit and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the committee may think fit, and may also authorise any such attorney to delegate all or

any of the powers, authorities and discretions vested in him.

g) All cheques, promissory notes, drafts, bills or exchange and other negotiable instruments, and all receipts for moneys paid to the Club, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Management Committee shall from time to time by resolution determine.

h) The Management Committee may authorise formation of any branch or branches in any district, and any such branch may elect its own officers and branch committee, and any such branch committee shall then have authority to exercise such power in such district as the Management Committee may delegate to it.

17. Introduction of By-laws

a) The Management Committee of the Club shall have power from time to time to make, alter and repeal all such by-laws as they deem necessary or expedient or convenient for the proper conduct and management of the Club, and in particular, but not exclusively, they may by such by-laws regulate :-

i) The terms and conditions upon which honorary guests, children of members of the Club, visitors, shall be permitted to use the premises and property of the Club;

ii) The times of opening and closing the club-house and premises of the Club, or any part thereof;

iii) The rules to be observed and prizes to be played for by members of the Club playing any games on the premises of the Club;

iv) The prohibition of particular games on the premises of the Club entirely or at any particular time or times;

vii) The conduct of members of the Club in relation to one another and to the Clubs employees;

viii) The setting aside of the whole or any part or parts of the Clubs premises for any class or classes of members, at any particular time or times or for any particular purpose or purposes;

ix) The imposition of fines for the breach of any by-laws or the Constitution of the Club;

x) The procedure at Ordinary or Special General Meetings or of the Management Committee of the Club;

xi) And, generally all such matters as are commonly the subject-matter of Club rules.

b) The Management Committee shall adopt such means as it deems sufficient to bring to the notice of members of the Club all such by-laws, alterations and repeals, and all such by-laws as long as they shall be in force, shall be binding upon all members of the Club. Provided, nevertheless, no by-law shall be inconsistent with, or shall affect or repeal anything contained in the Constitution of the Club, and that any by-law may be set aside by a Special Resolution of a General Meeting of the Club.

18. Maintenance of Accounts

- a) The Management Committee shall cause true accounts to be kept of all sums of money received and expended by the Club, and of the matters in respect of which such receipt and expenditure takes place, and of all the property, credits, and liabilities of the Club.
- b) The Management Committee shall at every Ordinary General Meeting of the Club lay before the Club a statement of the income and expenditure of the Club for the period commencing from the previous meeting, and also a balance sheet covering the same period, together with a report of the Management Committee as to the state and progress of the Club.

19. Sub-Committees

- a) The Management Committee may appoint sub-committees and may delegate to them such power as it may think fit to prescribe in the terms of reference. Such sub-committees may include persons who are not members of the Management Committee or of the Club.
- b) Sub-committees shall appoint their own chairman except where in special cases the Management Committee may otherwise order.
- d) The quorum of sub-committees shall be fixed by the terms of reference.
- e) Sub-committees shall report to the Management Committee and their decision shall be subject to confirmation of the Management Committee except in cases where the decision making power is delegated by the Management Committee and the sub-committee is given full power to act.
- f) The Management Committee may appoint additional members to or fill vacancies on any sub-committee.

20. The Club Seal

The Management Committee shall provide for the safe custody of the Seal, and the Seal shall never be used except by the authority of the Management Committee previously given and in accordance with the Act and this Constitution.

21. Indemnity of Officers

Subject to the provisions of the Act and to the extent permitted by law, every officer agent or servant of the Club shall be indemnified out of its funds against all costs charges expenses and liabilities incurred by him in the proper conduct of the Club's business or in the discharge of his duties and every manager or officer of the Club shall be indemnified out of the funds of the Club against all liability incurred by him as such manager or officer in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted.

22. Annual General Meeting

- a) The Club shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the

notices calling it. The Annual General Meeting will be held within six calendar months of the end of the previous financial year but otherwise be held at such time and place as the Management Committee shall appoint. The notice convening the meeting shall state time and place of such meeting and the business to be transacted shall be posted to members by the secretary at least twenty eight clear days prior to the date of such meeting.

b) Notice of Motion for the Annual General Meeting must be received by the secretary not less than fourteen days prior to the meeting and must be signed by at least five percent of financial members.

c) No business not included in the notice shall be discussed at the Annual General Meeting, without the permission of the meeting.

23. Quorum for, Procedures and adjournment of, General Meeting

a) The quorum at an Annual or Special General Meeting shall be ten members. At an Annual or Special General Meeting the President or in his absence the Vice President shall preside and shall have a second casting vote. In the absence of the President and Vice President the meeting shall elect some other member of the Management Committee to preside.

b) The chairman, 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 Special General Meeting other than the business left unfinished at the meeting from which the adjournment took place.

c) A member of the Club entitled to attend and vote at a meeting of the Club or at a meeting of any class of members of the Club, shall be entitled to appoint another person (whether a member or not) as his proxy to attend and vote instead of the member at the meeting however a proxy appointed to attend and vote instead of a member shall not have the right to speak at the meeting.

d) At every General Meeting a resolution put to the vote of the meeting shall except where otherwise specifically provided herein, be decided upon a show of hands by a numerical majority of the members present in person and entitled to a vote, unless before or upon the declaration of the result of the show of hands a poll be demanded by the chairman of the meeting, or by any five members present in person and entitled to vote and unless a poll be demanded, a declaration by the chairman of the meeting that a resolution has been carried or otherwise shall be conclusive and an entry to that effect in the minutes of the Club shall be sufficient evidence thereof without proof of the number or proportion of the votes recorded in favour of or against such resolution.

e) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.

24. Special General Meetings

a) A Special General Meeting of the Club shall only be held by direction of the
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Management Committee, the request of the President or on a written request to the secretary signed by no fewer than five percent of financial members of the Club and such direction or written request shall state the purpose for which such meeting is to be held, and at such Special General Meeting (which shall be held within one calendar month after receipt by the secretary of such direction or request) no matters shall be taken into consideration except those specified in the notice convening the same. The secretary shall send to every member notice of the date, place and object of such special meeting not less than fourteen clear days PRIOR to the date of the meeting.

b) If within half an hour from the time appointed for a meeting a quorum is not present, the meeting, if convened upon requisition of members, shall 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 held provided a quorum of the Management Committee is present.

25. Alteration of Rules

Any alteration of the Constitution shall be by Special Resolution of the Club and shall be in accordance with the Act and this Constitution.

26. Funds and Accounts

True accounts shall be kept of the sums of money received and expended by the Club and the matter in respect of which such receipts or expenditure takes place and of the property, credits and liabilities of the Club. Once at least in every year the accounts of the Club shall be examined by one or more properly qualified auditor or auditors.

27. General Financial Matters

An auditor or auditors shall be appointed and their duties and powers regulated in accordance with the provisions of the Act.

28. Flying Minutes

a) Where a decision of the Management Committee is required before the next scheduled meeting, the President may authorise a flying minute. The President shall at their discretion establish the arrangements and time for the completion of the flying minute procedure.

b) The flying minute shall contain a submission or report on the issue and a recommendation that the members of the Management Committee can vote either for or against.

c) Voting shall be conducted in writing with the votes being exercised by email, facsimile or otherwise in a form that reaches the Secretary.

d) For a flying minute to pass there must be majority of Committee Members voting in favour of the Minute.

29. Financial Year

The financial year shall be from the 1st July until the 30th June following.

30. Distribution of Surplus Assets

If upon winding up or dissolution of the Club there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed amongst the members of the Club but shall be given or transferred to some institution or institutions having objects similar or in part similar to the objects of the Club and which shall prohibit the distribution of its or their income and property amongst it or their members to an extent at least as great as is imposed on the Club, such institution or institutions to be determined by the members of the Club at or before the time of dissolution, and in default thereof by a Judge of the Supreme Court of Queensland and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

