

**CONSTITUTION OF THE
THUNDERBIRDS MODEL AIRCRAFT CLUB INCORPORATED**

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1. NAME

The name of the club is the Thunderbirds Model Aircraft Club Incorporated. This shall be referred to herein as the Club.

2. DEFINITIONS

- 2.1 The "Committee" comprises Chairperson, Secretary, Treasurer and Vice-Chairperson.
- 2.2 The Financial year shall be from 1st July to the following 30th June.
- 2.3 "Act" means the Association Incorporation Act 1987.
- 2.4 "Chairperson" means in relation to the proceedings at a Committee meeting, a General meeting (Special, Annual or otherwise), the person presiding at those meetings in accordance with Rule 11.
- 2.5 "Vice-Chairperson" means the Vice-Chairperson referred to in Rule 12.
- 2.6 "Secretary" means the Secretary referred to in Rule 13.
- 2.7 "Treasurer" means the Treasurer referred to in Rule 14.
- 2.8 "Senior Member" means any member eighteen (18) years of age or over, but who does not qualify for Concessional Membership.
- 2.9 "Junior Member" means any member less than eighteen (18) years of age.
- 2.10 "Associate Member" means persons who desire to foster and assist the model aircraft movement by associating with, but not being directly involved in, the operation of model aircraft.
- 2.11 "Concessional Member" means any member who is in receipt of any Government sponsored or recognised pension and or any member who can satisfy the Committee that they have reasonable grounds to claim dispensation due to financial hardship.
- 2.12 "Patron Member" means persons of distinguished position who desire to foster the model aircraft movement.
- 2.13 "Ordinary Resolution" has the meaning given in Section 24 of the act.
- 2.14 "Special Resolution" has the meaning given in Section 24 of the Act.

3. THE OBJECTS OF THE CLUB

- 3.1 To promote the development of aviation in Australia by, in particular, the promotion, protection, organisation and encouragement in every way of the building, flying and development of model aircraft, associated facilities, and model aeronautics generally within and in conjunction with Australia.
- 3.2 To promote good fellowship and sportsmanship amongst owners and operators of model aircraft.

- 3.3 The property and income of the Club shall be applied solely towards the promotion of the objects of the Club and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members provided that remuneration may from time to time be paid in good faith to officers and servants of the Club or any other persons in return for services to the Club. Any remuneration that may be payable in accordance with this Sub-rule shall be decided upon from time to time by the resolution of a majority of members in a General meeting.

4. POWERS OF THE CLUB

- 4.1 To hold and deal with real and personal property in any way whatsoever.
- 4.2 To appoint, employ and pay officers, employees and servants of the Club and from time to time to suspend or dismiss the same.
- 4.3 To enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Club as the members shall consider expedient for or in relation to any of the matters aforesaid or otherwise for the purpose and objects of the Club.
- 4.4 To receive from any person or corporation who may desire to further the objects of the Club gifts of money or property of every nature whatsoever and whether real or personal, movable or immovable and wheresoever situate.
- 4.5 To do all such things as are necessary for or incidental to the carrying on or carrying out of the foregoing special powers and also all such things as are necessary for or incidental to the carrying on of the ordinary business of the Club.
- 4.6 To do all such things as are in the opinion of the members incidental or conducive to the attainment of the objects of the Club.
- 4.7 To affiliate with any other Club, Association, Organisation, body or group which the members shall consider desirable for the purpose of promoting the objects of the Club.
- 4.8 No member, or anyone shall be allowed to make the Club a means of private speculation or trade without the express written permission of the Committee.

5. MEMBERSHIP

- 5.1 Membership of the Club shall be open to any person, whether owning a model aircraft or not, in accordance with the provisions of the Constitution, Rules and By-laws of the Club.
- 5.2 Other than Patron Members, each applicant for membership shall personally submit a fully completed and signed membership application form to the Secretary of the Club.
- 5.3 Each applicant for membership shall be proposed for membership by a Senior, Junior, Associate or Concessional member of the Club who shall have been a member of the Club for a period of not less than one (1) year unless the Committee decides otherwise.
- 5.4 Each application for membership of the Club shall come before a General meeting who shall have the absolute and unfettered power to accept or reject such application.
- 5.5 Where so directed by resolution of a majority of the members present at a General meeting, the Committee shall;
- 5.5.1 have the power to make reasonable inquiry into the suitability of an applicant for membership in regard to Sub-rules 3.1 and 3.2.
- 5.5.2 communicate any such decision to the applicant who shall be afforded reasonable opportunity to be heard by, or to make representations in writing to, the Committee.

Any applicant for membership so notified under Sub-Subrule 5.5.2 shall have the right to re-submit his or her application for membership within a period of sixty (60) days at which time the application shall be finalized.

- 5.6 The total membership numbers shall remain within such limits as may from time to time be set down and decided upon by resolution of a majority of the members at a General meeting.

6. REGISTER OF MEMBERS

- 6.1 The Treasurer shall, on behalf of the Club, keep and maintain a register of all members.
- 6.2 The Treasurer shall cause the name of a member who ceases to be a member to be deleted from the register of members.

7. ANNUAL SUBSCRIPTIONS

- 7.1 With the exception of Patron Members;
- 7.1.1 The Committee shall, from time to time determine the amount of subscription to be paid by Senior, Junior, Associate and Concessional members.
- 7.1.2 Each member shall pay to the Treasurer annually, on or before 1st July or such other date as the Committee may from time to time determine, the amount of the subscription specified under Sub-Subrule 7.1.1.
- 7.1.3 A member is a financial member for the purpose of these Rules if the members subscription is paid on or before the relevant date fixed under Sub-Subrule 7.1.2 or within one month thereafter.
- 7.1.4 Subject to Sub-Subrule 7.1.3 a member whose subscription is not paid within one month after the relevant date fixed by or under Sub-Subrule 7.1.2 ceases on the expiry of that period to be a member, unless the Committee decides otherwise.
- 7.2 The membership fee as provided for in Sub-Subrule 7.1.1 hereof shall include a joining fee and any fee payable as a result of affiliation with Aero Modellers WA (Inc) and or any other fees resulting from any affiliations referred to in Subrule 4.7
- 7.3 Any member who ceases to be a member for any reason whatsoever shall not be entitled to a return of the membership fee or any affiliation fees resulting from any or all affiliations as referred in Subrule 4.7, or any joining fee or fees or any proportion thereof.

8. RESIGNATION OF MEMBER

- 8.1 A member who delivers notice in writing of his/her resignation from the Club to the Secretary or any other Committee member shall cease on that delivery to be a member of the Club.
- 8.2 A member who submits his/her resignation remains liable to pay to the Club the amount of any subscription due and payable by that member to the Club but unpaid at the date of cessation.
- 8.3 A member who submits his/her resignation remains liable to pay to the Club the amount of any debt that the member has incurred to the Club but unpaid at the date of cessation.

9. EXPULSION OF MEMBER

- 9.1 If, in the opinion of the Committee, a member should be expelled from membership of the Club because of conduct detrimental to the interests of the Club, the Committee shall communicate, in writing, to the member:

9.1.1 notice of the proposed expulsion and of the time, date and place of the Committee meeting at which the question of that expulsion will be decided, and

9.1.2 particulars of that conduct,

not less than thirty (30) days before the date of the Committee meeting referred to in Sub-Rule 9.1.1.

9.2 At the Committee meeting referred to in a notice communicated under Subrule 9.1, the Committee may, having afforded the member concerned a reasonable opportunity to have been heard by, or to make representations in writing to, the Committee, expel or decline to expel that member from membership of the Club and shall, forthwith after deciding whether or not so to expel that member, communicate that decision in writing to that member.

9.3 Subject to Subrule 9.4, a member who is expelled under Subrule 9.1 from membership of the Club ceases to be a member fourteen (14) days after the day on which the decision so to expel the member is communicated to that member.

9.4 A member who is expelled under Rule 9 from membership of the Club shall if he or she wishes to appeal against that expulsion, give notice to the Secretary of that member's intentions to do so within the period of fourteen (14) days referred to in Subrule 9.2.

9.5 In the event of an appeal by a member against expulsion, Aeromodellers of Western Australia Incorporated shall decide such appeal.

9.6 A member shall automatically and immediately be expelled from the Club should he or she take legal action against another member on matters pertaining to our common interest.

10. COMMITTEE

10.1 The Committee shall be drawn from, and elected by the financial members of the Club.

10.2 The Committee shall comprise a Chairperson, Secretary, Treasurer and Vice-Chairperson.

10.3 The Committee will be vested with the responsibility of running the day to day affairs of the Club and to administer the fiscal affairs of the Club as directed by resolution of the members at a General or Special General meeting.

10.4 The Committee shall meet at least four (4) times per year.

10.5 Committee members shall be financial members of the Club, and shall have been financial members of the Club for a period of not less than twelve (12) months prior to being nominated for any position on the Committee unless a majority of the members at a General meeting direct otherwise.

10.6 Subject to Subrule 4.2 hereof all officers of the Committee shall be honorary.

10.7 All expenses incurred by the Secretary, Treasurer or any member of the Committee for and on behalf of the Club on the authority of a resolution of the members, shall be paid out of the funds of the Club.

10.8 The term of office for members of the Committee shall be one (1) year commencing on the day after they are elected to office as defined in Subrule 10.11.

10.9 All members of the Committee shall retire annually but shall be eligible for re-election subject to Subrule 10.1.

10.10 The Secretary shall convene an Annual General meeting for the express purpose of election of office bearers for the Committee on or before the 31st day of July or at any other time so decided by the Committee. The Secretary shall give to all members not less than fourteen (14) days notice of such meeting.

10.11 The Secretary may give notice under Subrule 10.10 by notice in writing to a member.

- 10.12 At an Annual General meeting convened under Subrule 10.10, 60% of the members present in person or by proxy shall constitute a quorum. If within thirty (30) minutes of the time appointed for the commencement of an Annual General meeting a quorum is not present, then the Chairperson shall convene a Special General meeting under the provisions of Rule 19.

11. CHAIRPERSON

11.1 Subject to this Rule the Chairperson shall preside at all meetings.

11.2 In the event of the absence from:

11.2.1 A General meeting of -

1. the Chairperson, or Vice-Chairperson;
- or
2. both the Chairperson and Vice-Chairperson, a Committee member elected by the members present shall preside at the meeting, as the case requires.

12. VICE-CHAIRPERSON

12.1 On the absence of the Chairperson at any meeting of the Club, the Vice-Chairperson, if present, will preside.

13. SECRETARY

The Secretary shall:

13.1 coordinate the correspondence of the Club.

13.2 keep full and correct minutes of the proceedings of the Committee and all meetings of the Club.

13.3 comply on behalf of the Club with -

- 13.3.1 Section 27 of the Act in respect of the register of members of the Club.
- 13.3.2 Section 28 of the Act in respect of the Rules of the Club and
- 13.3.3 Section 29 of the Act in respect of the record of office holders, and any trustees, of the Club.

13.4 have custody of all books, documents, records of the Club, including those referred to in Subrule 13.3, other than those required by Rule 14 to be kept and maintained by, or in the custody of, the Treasurer; and

13.5 at all times keep a separate and distinct list of domestic Rules and/or By-Laws that may from time to time come into being as defined under Rule 23.

13.6 perform such other duties as are imposed by these Rules on the Secretary.

14. TREASURER

The Treasurer shall:

14.1 be responsible for the receipt of all moneys paid to or received by, him/her on behalf of, the Club and shall issue receipts for those moneys in the name of the Club.

- 14.2 pay all moneys referred to in Subrule 14.1 into such account or accounts of the Club as the Committee may from time to time direct;
- 14.3 make payments from the funds of the Club with the authority of a resolution of the members or of the Committee and in so doing ensure that all cheques are signed by two (2) Committee members;
- 14.4 comply on behalf of the Club with Section 25 and 26 of the Act in respect of the accounting records of the Club.
- 14.5 whenever directed to do so by the Chairperson, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;
- 14.6 have custody of all securities, books and documents of a financial nature and accounting records of the Club, including those referred to in Subrule 14.4 and 14.5.
- 14.7 perform such other duties as are imposed by these Rules on the Treasurer; and
- 14.8 shall compile and maintain the register of members of the Club.

15. CASUAL VACANCIES

A casual vacancy occurs in the office of a Committee member and that office becomes vacant if the Committee member:

- 15.1 Dies;
- 15.2 resigns by notice in writing delivered to the Chairperson or, if the Committee member is the Chairperson, to the Vice-Chairperson;
- 15.3 is convicted of an offence under the Act;
- 15.4 is permanently incapacitated by mental or physical ill health;
- 15.5 is absent from more than -
 - 15.5.1 three (3) consecutive Committee or General meetings;
 - or
 - 15.5.2 three (3) Committee or General meetings in the same financial year;of which he/she has received notice without tendering an apology to the person presiding at each of those Committee or General meetings;
- or
- 15.6 ceases to be a member of the Club.
- 15.7 such casual vacancies shall be filled by a Special General meeting under the provisions of Rule 19.

16. PROCEEDINGS OF THE COMMITTEE

- 16.1 The Committee shall meet together for the dispatch of business not less than four (4) times per year and the Chairperson may at any time convene a meeting of the Committee.
- 16.2 Each Committee member has a deliberative vote and may present proxy votes on behalf of other Committee members in relation to notice of motion. Such proxy votes shall be registered with the Secretary in writing and signed by the absent Committee member.

- 16.3 A question arising at a Committee meeting shall be decided by a majority of votes, but, if there is an equality of votes, the person presiding at the meeting shall have a casting vote in addition to his/her deliberative vote.
- 16.4 Subject to these Rules, the procedure and order of business to be followed at a Committee meeting shall be determined by the Committee members present at the meeting.
- 16.5 A Committee member having any direct or indirect pecuniary interest referred to in Section 21 or 22 of the Act shall comply with that section.
- 16.6 At a Committee meeting, 75% of the elected Committee members present in person shall constitute a quorum.

17. ANNUAL GENERAL MEETINGS

- 17.1 The Secretary shall convene an Annual General meeting for the express purpose of election of office bearers as defined in Subrule 10.10.
- 17.2 The Secretary shall give to all members not less than fourteen (14) days notice of an Annual General meeting.
- 17.3 A notice given under Subrule 17.2 shall specify when and where the Annual General meeting convened is to be held.
- 17.4 The Secretary may give a notice under Subrule 17.2 by sending it by post to a member at the address of the member appearing in the register of members kept and maintained under Section 27 of the Act.
- 17.5 When a notice is sent by post under Subrule 17.2, sending of the notice shall be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.
- 17.6 All nominations for the positions of office bearer shall be subject Subrule 10.5 and shall be in writing, signed by both the proposer and the nominee, and shall be delivered to the Secretary prior to the commencement of the Annual General meeting.
- 17.7 Office bearers shall be elected in accordance with the following;
- 17.7.1 Should the number required and no more be so nominated the Chairperson of the meeting shall declare all candidates elected.
 - 17.7.2 Should the number nominated exceed the number required a ballot shall be taken to decide who shall fill the vacancies.
 - 17.7.3 Should a less number than required be nominated, the vacancies shall be filled at a Special General meeting convened under Subrule 10.10.
 - 17.7.4 In the event of a ballot a Returning Officer, who shall be a financial member of the Club, shall be appointed at the General meeting immediately prior to the Annual General meeting and one scrutineer who shall be a non-member of the Club shall be appointed by the majority of members at the meeting and entitled to vote.
 - 17.7.5 During the election of officers the Returning Officer shall chair the meeting and control voting and in the event of a drawn ballot shall direct that another ballot be held. Should the subsequent ballot result in another drawn vote, the Returning Officer shall exercise a casting vote and announce the final voting figures.
- 17.8 At an Annual General meeting, 60% of the members present in person or by proxy shall constitute a quorum. If within thirty (30) minutes of the time appointed for the commencement of an Annual General meeting a quorum is not present, then the Chairperson shall convene a Special General meeting under the provisions of Rule 19.

18. GENERAL MEETINGS

- 18.1 The members shall meet together for the dispatch of business not less than four (4) times per year.
- 18.2 Each member has a deliberative vote and may present proxy votes on behalf of other members in relation to notice of motion. Such proxy votes shall be registered with the Secretary in writing and signed by the absent member.
- 18.3 A question arising at a meeting shall be decided by a majority of votes, but, if there is an equality of votes, the person presiding at the meeting shall have a casting vote in addition to his or her deliberative vote.
- 18.4 Subject to these Rules, the procedure and order of business to be followed at a General meeting shall be determined by the members present at the meeting.
- 18.5 The Secretary shall give to all members not less than fourteen (14) days notice of a General meeting and of any notice of motions to be moved at the General meeting.
- 18.6 A notice given under Subrule 18.5 shall specify when and where the General meeting convened is to be held.
- 18.7 A member having any direct or indirect pecuniary interest referred to in Section 21 or 22 of the Act shall comply with that section.

19. SPECIAL GENERAL MEETINGS

- 19.1 The Committee:
 - 19.1.1 may at any time convene a Special General meeting;
 - 19.1.2 shall, within thirty (30) days of receiving a request in writing to do so from not less than three (3) members, convene a Special General meeting for the purpose specified in that request;
- 19.2 The members making a request referred to in Sub-Subrule 19.1.2 shall:
 - 19.2.1 state in that request the purpose for which the Special General meeting concerned is required; and
 - 19.2.2 sign that request.
- 19.3 If a Special General meeting is not convened within the relevant period of thirty (30) days referred to -
 - 19.3.1 in Sub-Subrule 19.1.2, the members who made the request concerned may themselves convene a Special General meeting as if they were the Committee;
- 19.4 When a Special General meeting is convened under Sub-Subrule 19.3.1
 - 19.4.1 the Committee shall ensure that the members convening the Special General meeting are supplied free of charge with particulars of all members; and
 - 19.4.2 the Club shall pay the reasonable expenses of convening and holding the Special General meeting.
- 19.5 Subject to Subrule 19.8, the Secretary shall give to all members not less than fourteen (14) days notice of a Special General meeting and of any motions to be moved at the Special General meeting.

19.6 A notice given under Subrule 19.5 shall specify -

19.6.1 when and where the Special General meeting convened is to be held; and

19.6.2 particulars of the business to be transacted at the Special General meeting concerned and of the order in which that business is to be transacted.

19.7 The Secretary shall give to all members not less than twenty one (21) days notice of a meeting at which a special resolution is to be proposed and of any other motions to be moved at that meeting.

19.8 The Secretary may give a notice under Subrule 19.5 or 19.8 by sending it by post to a member at the address of the member appearing in the register of members kept and maintained under Section 27 of the Act.

19.9 When a notice is sent by post under Subrule 19.8, sending of the notice shall be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.

19.10 At a Special General meeting, 60% of the members present in person or by proxy shall constitute a quorum.

20. QUORUM IN PROCEEDINGS AT MEETINGS

20.1 At a General meeting 30% of the members present in person or by proxy shall constitute a quorum.

20.2 If within thirty (30) minutes after the time specified for the holding of a Special General meeting in a notice given under Subrule 19.5 -

20.2.1 as a result of a request or notice referred to in Sub-subrule 19.1.2 or as a result of action taken under Subrule 19.3 a quorum is not present, the meeting lapses; or

20.2.2 otherwise than as a result of a request, notice or action referred to in Sub-subrule 20.2.1, the meeting stands adjourned to the same time on the same day in the following week and at the same venue.

20.3 If within thirty (30) minutes of the time appointed by Sub-subrule 20.2.2 for the resumption of an adjourned meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that meeting as if a quorum were present.

20.4 The Chairperson may, with the consent of a meeting at which a quorum is present, and shall, if so directed by such a meeting, adjourn that meeting from time to time and from place to place.

20.5 There shall not be transacted at any adjourned meeting any business other than business left unfinished or on the agenda at the time when the meeting was adjourned.

20.6 When a meeting is adjourned for a period of thirty (30) days or more, the Secretary shall give notice under Rule 19 of the adjourned meeting as if that meeting were a fresh meeting.

20.7 At a meeting -

20.7.1 an ordinary resolution put to a vote shall be decided by a majority of votes cast on a show of hands; and

20.7.2 a special resolution put to the vote shall be decided in accordance with Section 24 of the Act.

20.8 A declaration by the Chairperson at a meeting that a resolution has been passed as an ordinary resolution thereat shall be evidence of that fact unless, during the meeting at which the resolution is submitted a poll is demanded in accordance with Subrule 20.9.

20.9 At a meeting, a poll may be demanded by the Chairperson at the meeting or by five (5) or more members present in person or by proxy and, if so demanded, shall be taken in such manner as the Chairperson directs.

20.10 If a poll is demanded and taken under Rule 20.9 in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.

20.11 A poll demanded under Rule 20.9 on the election of a person to preside over a meeting or on the question of an adjournment shall be taken forthwith on that demand being made.

21. MINUTES

21.1 The Secretary shall cause proper minutes of all proceedings of all meetings to be taken and then to be entered within thirty (30) days after the holding of each meeting, in a minute book kept for that purpose.

21.2 The Chairperson shall ensure that the minutes taken of a meeting under Subrule 21.1 are checked and signed as correct by the Chairperson of the meeting to which those minutes relate or of the next succeeding meeting, as the case requires.

21.3 When minutes have been entered and signed as correct under this Rule, they shall, until the contrary is proved, be evidence that -

21.3.1 the meeting to which they relate (in this Subrule called "the meeting") was duly convened and held;

21.3.2 all proceedings recorded as having taken place at the meeting did in fact take place thereat; and

21.3.3 all appointments or elections purporting to have been made at the meeting have validly been made.

22. RULES OF THE ASSOCIATION

22.1 The Club may alter these Rules, or make Rules additional to these Rules, in accordance with the procedure set out in Sections 17, 18 and 19 of the Act.

22.2 These Rules bind every member and the Club to the same extent as if every member, and the Club had signed and sealed these Rules and agreed to be bound by all their provisions.

23. BY-LAWS

23.1 Domestic Rules or By-Laws for the administration of the Club or any of its functions, events or the like may be made by the majority of members of the Club voting in General meetings provided always that any such Domestic Rules and/or By-Laws are not to conflict with the forgoing provisions of this the Constitution of the Club.

24. COMMON SEAL OF ASSOCIATION

24.1 The Club shall have a common seal on which its corporate name shall appear in legible characters.

24.2 The common seal of the Club shall not be used without the express authority of the Committee and every use of that common seal shall be recorded in the minute book referred to in Rule 13.

24.3 The affixing of the common seal of the Club shall be witnessed by any two (2) of the Chairperson, the Secretary and the Treasurer.

24.4 The common seal of the Club shall be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

25. INSPECTION OF RECORDS

A member may at any reasonable time inspect without charge the books, documents, records and securities of the Club.

26. INDEMNITIES

26.1 No Committee member or member shall be liable for loss not attributable -

26.1.1 to his or her own dishonesty, or

26.1.2 to the wilful commission by him/her of an act known by him/her to be a breach of the trust or to be a breach of his/her powers as a Committee member or member pursuant to the Constitution of the Club.

27. DISTRIBUTION OF SURPLUS PROPERTY

If, on the winding up of the Club, any property of the Club remains after satisfaction of the debts and liabilities of the Club and the costs, charges and expenses of that winding up, that property shall be distributed;

27.1 to Aeromodellers Western Australia Incorporated.

27.2 to another Incorporated association or Club having objects similar to those of the Club; or

27.3 for charitable benevolent purposes, which Incorporated association or Club or purposes, as the case requires, shall be determined by resolution of the members when authorising and directing the Committee under Section 33(3) of the Act to prepare a distribution plan for the distribution of the surplus property of the Club.