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**SOUTH COAST MODEL AEROSPORT CLUB INCORPORATED**

**RULES**

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## 1. NAME

The name of the association shall be South Coast Model Aerosport Club Incorporated hereinafter referred to as the association.

Incorporation Number A37547

## 2. DEFINITIONS

“Annual General Meeting”, hereinafter AGM, held once yearly with 21 days’ notice.

“Special General Meeting”, hereinafter SGM, held as required to discuss specific issues with 21 days’ notice.

“General Meeting”, hereinafter GM, held as considered appropriate by committee.

“Executive” office holders comprised of President, Vice President, Secretary and Treasurer.

“Month” shall be equal to 28 days or 4 weeks.

“Commission” means the Corporate Affairs Commissioner.

“Committee” means the Committee of Management of the Association.

“Member” means a member of the Association.

“The Act” means the Association's Incorporation Act 1985 (as amended).

“The Regulations” means the Association's Incorporation Regulations 2008 (as amended)

## 3. OBJECTS

The objects of the association are:

- (a) To promote interest in the sport of model aircraft building and model aircraft flying in all its aspects.
- (b) To promote and protect fellowship among those persons interested in the sport of building and flying model aircraft.
- (c) To educate, train, coach and encourage members of the Association.
- (d) To provide members of the Association with the facilities for the pursuance of the sport of building and flying model aircraft.
- (e) To develop and instil principles of good sportsmanship amongst members of the association in the sport of model aircraft building and flying.
- (f) To do all things which the Association or the Committee may think necessary or desirable for promoting the sport of model aircraft building and flying.

## 4. POWERS

The association shall have all the powers conferred by section 25 of the Act to further the objects of the association.

## 5. MEMBERSHIP

### 5.1 TYPES

- (a) Membership of the Association shall be divided into classes as set out here.
  - a. LIFE MEMBER: fees paid to MASA and MAAA not to the club
  - b. SENIOR MEMBER: pays club fees plus MASA and MAAA fees via this club or another and has full voting rights and can be elected to executive or committee.
  - c. JUNIOR MEMBER: (under the age of 18 at time of joining and may be deemed Senior if turns 18 during financial year) pays club and MASA and MAAA fees has voting rights cannot be elected to executive or committee.
- (b) The Committee may from time to time determine and change each class of Membership and how said classes shall be subject to such rights and obligations as the Committee may from time to time determine.
- (c) Any applicant who applies for membership of the Association shall be proposed by one senior member and seconded by any other member. The application for membership shall be made in writing, signed by the applicant and the proposer and seconder and shall be in such form as supplied by the secretary which will indicate the class of membership being applied for. This is given to the committee which will endorse or deny membership without any requirement to explain decisions and, if accepted, upon payment of the first annual subscription the applicant shall be admitted as a member of the association.

### 5.2 SUBSCRIPTIONS

- (a) Subscriptions will be set at each AGM by simple vote.
- (b) Subscriptions shall be due two weeks after the AGM.
- (c) Any member whose subscription is not paid within two months of the due date will be considered no longer a member. The committee may reinstate the member upon their request and if full payment is made.

### 5.3 RESIGNATIONS

Any member may resign from the club preferably in writing to the committee or verbally if they prefer, with no return of the members subscription.

### 5.4 REGISTER

Register of members is on the Model Aerosport South Australia Database

Register will be used for official association purposes only.

## 5.5 EXPULSION OF A MEMBER

- (a) Subject to giving a member an opportunity to be heard or to make a written submission, the Committee may resolve to expel a member upon a charge of misconduct detrimental, discreditable, or injurious to the character or interests of the Association.
- (b) Particulars of the charge shall be communicated to the member at least 28 days before the meeting of the Committee at which the matter will be determined.
- (c) The determination of the Committee shall be communicated to the member, and in the event of an adverse determination the member shall subject to sub-rule (5.5d) cease to be a member 14 days after the Committee has communicated its determination to him.
- (d) It shall be open to a member to appeal to the Association in SGM against the expulsion. The intention to appeal shall be communicated to the secretary or public officer of the Association within 14 days after the determination of the Committee has been communicated to the member.
- (e) In the event of an appeal under sub-rule (5.5d) the appellant's membership of the Association shall not be terminated unless the determination of the Committee to expel the member is upheld by the members of the Association in SGM after the appellant has been heard, and in such event, membership will be terminated at the date of the SGM at which the determination of the committee is upheld.

## 6. THE COMMITTEE

### 6.1 Powers and Duties

- (a) The affairs and business of the Association and all of its funds and property shall be under the management and control of a Committee.
- (b) The Committee in addition to any powers and authorities conferred by these Rules may exercise all such powers and do such things as are within the object of the Association; and are not by Act or by these Rules required to be done by the Association in general meeting.
- (c) The Committee shall have the power to appoint such officers and employees as are required to carry out the objects of the Association, including a public officer required by the Act, and may delegate any of its powers to such officers and employees.

#### 6.1.1 Public Officer

Notice of any appointment or change in the identity or address of the public officer must be lodged to the Consumer and Business Services within one month of the change.

### 6.2 Appointment

- (a) The Committee shall be comprised of The President, Vice-President, Secretary, Treasurer and at least 2 and up to 5 other members to a total committee membership (including executive) of between 6 and 9 all of whom shall be elected at the Annual General Meeting and shall hold office for a period of twelve months.
- (b) The Executive will comprise the President, Vice President, Secretary and Treasurer.
- (c) All members of the Committee shall be financial senior members of the Association.
- (d) All committee members will be natural persons.

- (e) Should any vacancy occur in the Committee or office-bearers of the Association, other than in the normal course of elections, the Committee shall fill such vacancy from the financial senior members of the Association and such member duly elected shall hold office for the unexpired portion of his or her predecessor's term.
- (f) A retiring committee member shall be eligible to stand for re-election without nomination, but no other person shall be eligible to stand for election unless a member of the Association has nominated him or her at least twenty-one (21) days before the meeting by delivering the nomination of that person to the Secretary of the Association or the President's nominee. The nomination shall be signed by the proposer and by the nominee to signify a willingness to stand for election.
- (g) Notice of all persons seeking election to the Committee shall be given to all members of the Association with the notice calling the meeting at which the election is to take place.
- (h) If only the required number of persons are nominated to fill existing vacancies, the Secretary shall report accordingly to the AGM, and the chairperson shall declare such persons dually elected as committee members.
- (i) If less than the required number of persons are nominated to fill existing vacancies, nominations may be called from the floor at the meeting.

### 6.3 Proceedings of committee

- (a) The Committee shall meet as often as may be required to conduct the business and affairs of the Association and in any event not less than once per quarter.
- (b) The President of the Association shall take the chair at all Committee Meetings and in his or her absence the Vice-President. Should the Vice-President not be present, the Committee shall elect one of its members to take the chair.
- (c) Questions arising at any meeting shall be decided by a simple majority of votes.
- (d) Any motion that ends with an even cast of votes shall be deemed resolved in the negative.
- (e) A quorum for a meeting of the Committee shall be four voting members present in person.
- (f) A member of the Committee having a pecuniary interest in a contract with the Association must disclose that interest to the Committee as required by the Act and shall not vote with respect to that Contract.
- (g) The members of the Committee shall have the following powers and duties.
  - (i) **PRESIDENT** The President shall preside as chairperson at all meetings of the Association and the Committee which he or she attends and provide Advice and assistance to the Secretary and The Treasurer.
  - (ii) **VICE-PRESIDENT** The Vice-President shall in the absence of the President exercise and discharge the responsibilities of the President.
  - (iii) **SECRETARY** the secretary shall
    - (a) Keep a register of members including full name and addresses.
    - (b) Record minutes of all AGM and SGM and committee meetings.
    - (c) Notify members of all meetings of the Association.
    - (d) Conduct and keep a record of all correspondence on behalf of the association.
  - (iv) **TREASURER** the treasurer shall
    - (a) Pay all money received on behalf of the Association into the Association's bank account as soon as practicable after receiving the same.
    - (b) Make all payments on behalf of the Association.

- (c) Maintain books of account on behalf of the Association and produce current financial reports to each AGM and Committee Meeting and at other times as directed by the Committee.
- (d) Maintain records of all other property of the Association.
- (v) COMMITTEE MEMBERS all members of the committee shall
  - (a) Endeavour to attend and participate in all Committee meetings and other meetings of the Association.
  - (b) Assist generally in the administration of the Association and the achievement of its objects.

## 6.4 Disqualification of a Committee member.

The office of committee members shall become vacant if a committee member is:

- (i) disqualified by the Act.
- (ii) expelled under these rules.
- (iii) permanently incapacitated by ill health.
- (iv) absent without apology from more than three consecutive committee meetings, or more than five committee meetings in a financial year.

## 7. THE SEAL.

The Association shall have a common seal upon which its corporate name shall appear in legible characters.

The seal shall not be used without the express authorisation of the committee and every use of this seal be recorded in the minutes of the Association. The affixing of the seal shall be witnessed by any two of the executives.

## 8. BY-LAWS

Notwithstanding the provisions of these Rules the Committee shall have the power to make, amend or repeal By-laws not inconsistent with these Rules for the management of the Association and in furtherance of its aims and objectives.

## 9. MEETINGS

- (a) The Committee may call a SGM of the Association at any time with 21 days' notice and shall call an AGM in accordance with the Act, GM can be called at any time.
- (b) Upon a requisition in writing of not less than 20% of the total number of senior members of the Association the Committee shall within 21 days of the receipt of the requisition, convene a SGM for the purpose specified in the requisition.
- (c) Every requisition for a SGM shall be signed by the members making the same and shall state the purpose of the meeting.
- (d) If a SGM is not convened within 21 days as required by the sub-rule (c) the requisition applicants may convene an SGM. Such a meeting shall be convened in the same manner as a meeting convened by the Committee, and for this purpose the Committee shall ensure that the

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requisition applicants are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Association.

- (e) Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- (f) A notice may be given by the Association to any member by serving the member with the notice personally, by-email, or by sending it by post to the address appearing in the register of members.
- (g) Where a notice is sent by post, service of the notice shall be deemed to be effected if it is properly addressed and posted to the member by ordinary prepaid mail.
- (h) Voting at any meeting will be by show of hands of voting members. Motions are carried by a three quarter (3/4) majority for a special resolution or by a 51% majority for all other matters.
- (i) Any motion that ends with an even cast of votes shall be deemed resolved in the negative.

## 9.1 Voting

Voting at any meeting can be by person only, no proxy or postal or phone/ text voting will be considered.

## 10. PROCEEDINGS AT MEETINGS

### 10.1 Annual General Meeting

The AGM is provided for the purpose of electing a committee and setting fees for the coming year. Apart from these there will be a Presidents Report, Treasurers Financial Report and Membership Report

- (a) 20% of the Voting Members of the Association present personally shall constitute a quorum.
- (b) If within thirty minutes after the time appointed for the meeting a quorum of members is not present the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.
- (c) The chairperson of the Committee or if there shall be no chairperson, then the Vice-Chairperson of the Committee or in their absence, or on their declining to take, or retiring from the chair, one of the Committee members chosen by the meeting shall preside as chairperson.
- (d) If there is no such chairperson or vice chairperson present within five minutes after the time appointed for holding the meeting, the voting members present may choose one of their number to be the chairperson.

### 10.2 Special General Meeting

- (a) SGM are called to address only the issues described in the notice calling the meeting.
- (b) A SGM can be called by the committee as per 9 (a)
- (c) A SGM can be called by members as per 9 (b) and (c), a resolution put to a vote and decided on a show of hands, and a declaration by the chairperson of the meeting that a resolution has been



carried or lost shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against, the resolution.

- (d) Every resolution passed at any meeting shall be binding on all members whether present there at or not.

### 10.3 General Meeting

General meetings can be called at any time to disseminate information or to provide a venue for socialisation of members.

## 11. ALTERATIONS OF RULES

- (a) These rules may be altered, varied, added to, substituted, or repealed at the Annual General Meeting or a Special General Meeting provided that three-quarters of the voting members present at such meeting are in favour of such alteration, variation, addition, substitution, or repeal.
- (b) Such alteration, variation, addition, substitution, or repeal shall be registered with Commission as required by the Act.
- (c) The rules of the Association bind the Association and every member to the same extent as if they had respectively signed and sealed the same and agreed to be bound by all the provisions thereof.

## 12. FINANCE

- (a) The financial year of the Association shall be for a period of twelve months commencing on the 1<sup>st</sup> of July each year and ending on the 30th day of June in the next year.
- (b) All moneys of the Association shall be paid into an account or accounts in the name of the Association at such bank or banks as the Committee may from time to time direct.
- (c) No moneys shall be drawn from an Association account save by Electronic Fund Transfer by the bank signatories authorised by the Committee. No transfer shall occur unless such transfer has been approved by the Committee, or in the case of urgency, by any two of the President, Treasurer and Secretary.

## 13. INCOME AND PROPERTY

The income and property of the Association where so ever derived shall be applied solely towards the promotion of the objects and purposes of the Association as set forth in these Rules and no portion thereof shall be paid or transferred directly or indirectly by way of a dividend or bonus or otherwise howsoever by way of forfeit to a person or persons who at any time are or have been members of the Association or as a member of a constituted affiliated member organization or to any of them or any person claiming through any of them, provided that nothing herein shall prevent the payment in good faith of a remuneration to any servants of the Association or to any members thereof or to any other person or persons in return for any services actually rendered to the Association nor prevent the payment of interest at such rate as may be determined by the Committee on money borrowed for any of the purposes of the Association or reasonable and proper rent on premises demised, let or leased to the Association.

## 13.1 Prohibition against securing profits for members

(1) Unless the Commission otherwise approves, an incorporated association must not conduct its affairs in a manner calculated to secure a pecuniary profit for the members of the association or any of them, or for associates of the members or any of them.

(2) Unless the Commission otherwise approves, an incorporated association must not make a payment from its income or capital, or dispose of any of its assets in specie, to the members of the association or any of them, or to associates of the members or any of them.

(3) Subsection (2) does not apply—

(a) to reasonable remuneration of a member of the association for work done by the member for or on behalf of the association; or

(b) to any payments or dispositions that are incidental to activities carried on by the association in accordance or consistently with its objects.

(4) An officer of an incorporated association who is knowingly concerned in or party to a contravention of subsection (1) or (2) is guilty of an offence.

Maximum penalty: \$5 000 or imprisonment for one year.

(5) The approval of the Commission under this section may be granted on such conditions as the Commission thinks fit and may, by instrument in writing, be varied or revoked by the Commission.

## 14. BORROWING POWERS

(a) Subject to this rule the Association may borrow money from banks or other financial institutions upon such terms and conditions as the Committee sees fit and may secure the repayment thereof by charging the property of the Association.

(b) Subject to section 53 of the Act the Association may invite and accept deposits of money from any person on such terms and conditions as may be determined by the Committee from time to time.

## 15. MINUTES

(a) Proper minutes of all proceedings of AGM and SGM of the Association and of meetings of the Committee, shall be entered within one month after the relevant meeting in minute books or electronic books kept by the Secretary.

(b) The minutes kept pursuant to this rule shall be signed personally or electronically by the chairperson of the meeting at which the proceedings took place.

(c) Where minutes are entered and signed, they shall until the contrary is proved be evidence that the meeting was convened and duly held, that all proceedings held at one meeting shall be deemed to have been duly held, and that all appointments or resolutions made at a meeting shall be deemed to be valid.

## 16. ACCOUNTS

The Association shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association.

## **17. WINDING UP**

The Association may be wound up in the manner provided for in the Act.

## **18. APPLICATION OF SURPLUS ASSETS**

In the event of the winding up of the Association, the surplus assets (as defined in the Act) shall be applied to such other Associations or institutions having objects similar wholly or in part to the objects of the Association as the Association in SGM may decide.