



New South Wales  
Gliding  
Incorporated

**Statement of Purposes**

**Rules of Association**

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## Section A - STATEMENT OF PURPOSES

### Objects

The objects of the New South Wales Gliding Association Inc (the Association) are:

- To assist and promote gliding in our region
- To represent the views of its Members.
- To manage the affairs of gliding within the region to ensure the sport remains relevant, viable and in accordance with minimum standards as prescribed by the Gliding Federation of Australia (GFA) and other associated authorities.
- To acquire, coordinate and disseminate knowledge relevant to the sport of gliding in all its developments.
- To provide and facilitate smooth and free communication and access between the Association, its Members, the GFA, its Officers, other regional associations and service providers.
- To undertake collective negotiation as directed by the Committee.
- To assist clubs in risk assessment and management.
- To promote competition, achievement, records and development of gliding.
- To continually adapt and stay relevant to the changing needs of gliding and society.
- To carry out the above for purposes other than profit or financial gain of individuals.
- To assist in the formation, conduct and winding up of affiliated gliding clubs and organisations.

### Powers

The powers of the Association are;

- To enter into any arrangement with any entity that may seem conducive to the objects.
- To obtain from any entity all necessary privileges, or concessions, or charters.
- To represent Australian gliding at a regional level.
- To make available necessary items and facilities to satisfy affiliated members requirements.
- To render aid, or financial assistance to affiliated members, after suitable criteria are satisfied.
- To affiliate with any other like interested body having similar objects, if appropriate.
- To engage and dismiss employees and agents as required and to conduct the daily business of the Association.

## Section B - RULES OF ASSOCIATION

### Part 1 Preliminary

#### 1. Definitions

1.1 These rules incorporate definitions in The Act. In addition, the following definitions apply:

"Affiliated Club" means a Member of the Association in accordance with rule 2.3.

"Agent" means an Individual representing a club in accordance with rule 2.6.

"Associate" means a Member of the Association in accordance with rule 2.4.

"the Association" means the New South Wales Gliding Association Inc. (NSWGA)

"Club" means a club, association, or commercial gliding operation.

"Delegate" means an Individual representing a Club in accordance with rule 2.6.

"Fee or Levy" means any monies payable by a Member to the Association in accordance with rule 8 and may include, but not be limited to, a joining fee and annual subscription.

"Financial Year" means the year ending on 30<sup>th</sup> April.

"General Meeting" means an AGM or EGM in accordance with rules 24 and 25.

"GFA" means the Gliding Federation of Australia Inc. or other body which is the successor of, or merged or amalgamated with, the GFA

"Individual" means a financial member of both the GFA and any Affiliated Club.

"Individual Member" means a Member of the Association in accordance with rule 2.4.

"Member" means a member of the Association in accordance with rule 2.2.

"Officer" means an officer of the Association in accordance with rules 14.2 and 14.3.

"Person" means a corporate or natural person.

"Register" means the Register of Members in accordance with rule 7.

"Region" means the State of New South Wales and near adjacent areas as prescribed by any authority entitled to direct the Association's activities and those of its Affiliated Clubs.

"Regional Committee" means the committee of the GFA for the Region.

"Secretary" means:

- the person holding office under these rules as secretary of the Association, or
- if no such person holds that office – the Public Officer of the Association.

"Soaring" and "Gliding" are interchangeable and mean flying without engine power in a glider or sailplane under control of the GFA.

"The Act" means the *Associations Incorporation Act 1984*.

"The Regulations" means the *Associations Incorporation Regulation 1999*.

"Voting Ratio" means the number of votes that each class of Member is entitled to exercise when voting as conferred by rule 32.1 and as may be amended from time to time in accordance with rule 32.2.

1.2 In these rules:

- a reference to a function includes a reference to a power, authority and duty, and
- a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

1.3 The provisions of the Interpretation Act 1987 (NSW) apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

## Part 2 Membership

### 2. Membership qualifications

- 2.1. The initial Members of the Association are those clubs who at the time of Association were members of New South Wales Gliding Association Limited as itemised in Schedule 1.
- 2.2. The Association shall consist of;
  - Affiliated Clubs and
  - Individual Members and
  - Associates.
- 2.3. An Affiliated Club must:
  - be formed for similar purposes as the statement of purposes of this Association,
  - normally conduct its operations within the Association's areas of administration,
  - resolve to join the Association,
  - nominate a Delegate (possessing voting rights) who has no money owed to either the GFA or the Association,
  - be affiliated with the GFA,
  - have operations, aircraft and facilities currently approved by the relevant GFA Regional Technical Officers (RTOs) and
  - satisfy any other requirements as the Committee determines from time to time .
- 2.4. An Individual Member must be a:
  - current and fully paid up member of the GFA,
  - current and fully paid up member of an Affiliated Club, and
  - satisfy any other requirements as the Committee determines from time to time.
- 2.5. An Associate is any other entity or person which meets the Associate membership requirements as the Committee determines from time to time.
- 2.6. An Affiliated Club:
  - must appoint a Delegate to act on its behalf at all meetings of the Association. The Delegate must be an approved Individual of the appointing Club who is not a NSWGA Officer and who is able to attend regular meetings of the Association,
  - may appoint an Agent to act on its behalf at all meetings except the Annual General Meeting (AGM). The Agent may be any approved Individual of any other Club who is not a Delegate or NSWGA Officer and who is able to attend regular meetings of the Association, and
  - shall regularly give direction and briefings to its Delegate or Agent.
- 2.7. Appointment of a Delegate or Agent shall:
  - be made in writing, signed by the Affiliated Club's President and accepted by the Delegate or Agent (Appendix 2)
  - be lodged with the Secretary, and
  - be valid for a maximum of 12 months.
- 2.8. The Association may seek out and appoint a Patron at any AGM of the Association.

### 3. Application for Membership

- 3.1. An applicant for membership must:
  - comply with rule 2.3 or 2.4 or 2.5,
  - pay any prescribed joining fee determined at AGM or EGM,
  - apply as provided in rule 3.2, and
  - be elected to membership by resolution of the Committee.

- 3.2 If required, an application for membership of the Association shall be;
- made in writing in a format as determined by the Committee from time to time, and,
  - lodged with the Secretary.
- 3.3 As soon as practicable, after receipt of application, the Secretary shall refer the application to the Committee.
- 3.4 Upon an application being referred to the Committee, the Committee shall determine whether to approve, defer, or reject the application.
- 3.5 Upon an application being approved by the Committee, the Secretary shall, (with as little delay as possible) notify the applicant in writing that its application has been approved for membership of the Association and if relevant, request payment of any prescribed fees within 60 days of despatch of the notification.
- 3.6 On receipt of the sum within the time referred to in rule 3.5, the Secretary shall enter in the Register the details of that Club and the date of joining, whereupon the Club becomes a Member of the Association.

#### **4. Cessation of Membership**

- 4.1 A Member ceases to be a Member of the Association if :
- in the case of an Affiliated Club, the Affiliated Club dissolves,
  - the Member resigns membership under rule 6,
  - the Member is expelled from the Association under rule 11,
  - in the case of an Individual Member, the Member dies.

#### **5. Transfer of Membership**

- 5.1 A right, privilege or obligation of a Member by reason of membership of the Association:
- is not able to be transferred to any other Association, Club or person, and
  - terminates on cessation of membership.

#### **6. Resignation of Membership**

- 6.1 A Member which has paid all money owed to the Association may resign from the Association by giving the Secretary written notice of at least 30 days (or such other period as the Committee determines) of its intention to resign.
- 6.2 The member ceases to be a Member by way of resignation only after the Committee has accepted the notice of intention to resign by resolution.
- 6.3 If a Member ceases to be a member under rule 6.2, or by any other means, the Secretary shall record in the Register the date on which the Member ceased to be a member.

#### **7. Register of Members**

- 7.1 The Secretary shall keep and maintain a Register of Members which contains:
- in the case of Individual Members:
    - the GFA Register of Members;
  - in the case of Affiliated Clubs:
    - the full name, address and contact details of the Affiliated Club,
    - the nominated email (or other electronic delivery mechanism) address of the Affiliated Club for meeting notices and financial reports,
    - the address of normal operations of the Affiliated Club,
    - the name, address, telephone and electronic contacts of the President, Secretary and Delegate or Agent of the Affiliated Club,
    - the date the Affiliated Club commenced and ceased membership;

- in the case of Associates or other classes of Membership:
  - , any information determined by the committee from time to time.

7.2 The Register of Members must be kept at the principal place of administration of the Association and must be open for inspection, free of charge, by any Member at any reasonable hour.

7.3 A Member may obtain a copy of any part of the register on payment of such fee as the Committee determines.

## **8. Fees**

8.1 A Member of the Association must, on admission to membership and at any time thereafter, pay to the Association any Fee or Levy in accordance with these Rules.

8.2 Any Fee or Levy payable by a Member to the Association shall be set only at an AGM or EGM.

8.3 Individual Member and Associate fees are not proportional to the number of Individuals and are payable to the NSWGA directly.

8.4 Affiliated Club fees are proportional to the number of Individual Members the Affiliated Club has during any financial period and are paid through the GFA annually or as otherwise agreed. As an Affiliated Club gains new Individuals so further payments are made through the GFA to the NSWGA.

## **9. Members' liabilities**

9.1 The liability of a Member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the Member in respect of membership of the Association as required by rule 8.

## **10. Resolution of internal disputes**

10.1 Disputes between Members (in their capacity as members), and disputes between Members and the Association, are to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.

10.2 At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

## **11. Expulsion, Suspension & Redress of a Member**

11.1 Subject to these rules, the Committee may by resolution:

11.1.1 expel a Member from the Association, or

11.1.2 suspend a Member from membership of the Association for a specified period, or

11.1.3 seek redress of a Member of the Association,

in accordance with these Rules, if the Committee is of the opinion that the Member:

- refused or neglected to comply with these rules, or
- is guilty of conduct unbecoming a member, or prejudicial to the interests of the Association, or
- cannot continuously comply with the Membership requirements of rule 2 as it applies to the Membership class.

11.2 A resolution under rule 11.1 does not take effect, unless a notice is served under rule 11.3 and a meeting under rule 11.4 confirms the resolution.

11.3 If the Committee passes a resolution under rule 11.1, the Secretary shall, as soon as practicable, cause to be served on the Member a notice in writing:

11.3.1 setting out the resolution of the Committee and the grounds on which it is based;

11.3.2 stating that the Member's Delegate or President may address the Committee at a meeting to be held between 30 and 60 days after service of the notice

11.3.3 stating the date, place and time of that meeting and

11.3.4 informing the Member that it may do one or more of the following;

- attend that meeting, or
- give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution, or
- not later than 24 hours before the date of the meeting, lodge with the Secretary a notice to the effect that it wishes to appeal to the Association in EGM against the resolution.

11.4 At a meeting of the Committee held under rule 11.2, the Committee shall:

- give to the Delegate or Agent of the Member an opportunity to be heard,
- give due consideration to any written statement submitted by the Member, and
- by resolution, determine whether to confirm or revoke the previous resolution.

11.5 Any Member expelled from the Association shall pay all money owed to the Association and it shall not have any claim upon the property and/or effects of the Association.

## **12. Right of appeal of disciplined Member**

12.1 If the Secretary receives notice under rule 11.3.4, the Secretary shall notify the Committee and the Committee shall convene an EGM of the Association to be held within 90 days after receipt of the notice.

12.2 At an EGM convened under rule 12.1:

- no business other than the question of the appeal shall be transacted,
- the Committee shall place before the meeting details of the grounds for the resolution and the reasons for passing the resolution,
- the Member shall be given an opportunity to be heard,
- the Delegates or Agents present in person or by proxy shall vote by secret ballot on the question whether the resolution should be confirmed or revoked,
- if two thirds (2/3) or more of the Delegates or Agents vote in favour of the confirmation of the resolution, the resolution is confirmed, and
- in any other case, the resolution is revoked.

## **Part 3 Committee**

### **13. Powers of the Committee**

13.1 The Committee shall be called the Committee of Management of the Association and, subject to the Act, the Regulations, these rules and to any resolution passed by the Association in general meeting:

- shall control and manage the affairs of the Association, and
- may exercise all such functions as may be exercised by the Association, except those functions required by these rules to be exercised by a general meeting of Members, and
- may perform all such acts and things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association.

### **14. Constitution of the Committee**

14.1 The Committee of Management shall consist of:

- the Officers of the Association under rules 14.2 and 14.3, and
- a Delegate from each Affiliated Club except where two or more Officers are from any one Affiliated Club there shall be no Delegate.

14.2 The following Officers of the Association shall be elected by the Affiliated Clubs:

- President, and
- GFA Board member.



14.3 The following Officers of the Association shall be appointed by the Committee:

- Vice President,
- Treasurer,
- Secretary,
- Public Officer, and
- such other officers as determined by AGM.

14.4 Subject to these rules, an Officer shall:

- hold office until conclusion of the AGM after the Officer's election,
- be eligible for re-election, and
- be able to hold more than once office.

14.5 For the purposes of the Regulations and section 21A(2)(c) of the Act, the following particulars must be recorded in the Register of Committee Members:

- the names of any members of the committee of the Association who hold the positions (if any) of President, Vice-president, Secretary, Treasurer, or Public Officer of the incorporated Association,
- the date on which any such member was elected to such a position,
- the date on which any such member ceased to hold such a position.

## **15. Election of Officers**

15.1 Nomination of a candidate for election as an Officer under rule 14.2 shall be:

- called for by the Secretary at least 60 days prior to the AGM,
- made in writing by two Individuals and accepted by the candidate (Appendix 3),
- delivered to the Secretary at least 45 days prior to the AGM,
- included with the AGM notice, and
- valid if called for and delivered by post or electronic means.

15.2 Election of Officers shall be conducted at the AGM and there shall be a separate election of each officer.

15.3 If there is more than one nomination for the election of an Officer, a ballot shall be held and shall be conducted at the AGM in such usual and proper manner as the Committee may direct.

15.4 If no nomination is received for the election of an officer, further nominations shall be called and received at the AGM.

15.7 If only one nomination is received, the person nominated shall be deemed to be elected.

15.8 From time to time the AGM may elect not to fill all Officer positions.

## **16. Secretary**

16.1 The Secretary of the Association shall:

- as soon as practicable after being appointed as secretary, lodge notice with the Association of his or her address,
- maintain the Register of Members under rule 3,
- record all election and appointments of Officers,
- maintain a register of the Officers of the Association in accordance with the Regulations,
- issue notices of committee and general meetings,
- keep minutes of the resolutions and proceedings of committee and general meetings and record of the names of persons present, and
- provide or assist with correspondence between the Association and other parties.

## **17. Treasurer**

17.1 The Treasurer of the Association shall:

- collect and receive all money due to the Association and make all payments authorised by the Association and
  - keep correct books and accounts showing the financial affairs of the Association with full details of all receipts, expenditure, assets and liabilities connected with the activities of the Association, and
  - submit to each AGM and Committee meeting a report on the finances of the Association unless the meeting excuses the Treasurer from doing so.
- 17.2 The Association's accounts and books shall be available for inspection by Members and may be subject to audit from time to time.
- 17.3 All accounts other than petty cash or urgent accounts (approved by the President together with another Officer who is a cheque signatory) shall be approved by the Committee before payment.

## **18. Vacancies**

- 18.1 For the purpose of these rules, a committee position becomes vacant if the Officer or Delegate:
- dies, or
  - ceases to be an Individual of an Affiliated Club, or
  - becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
  - resigns office by notice in writing given to the Secretary, or
  - is removed from office under rule 19, or
  - becomes a mentally incapacitated person, or
  - takes any position of profit in the Association, or
  - is absent without consent of the Committee from all meetings of the Committee held during a period of 6 months.
- 18.2 Affiliated Clubs shall confirm any change in the person who is their Delegate or Agent within 30 days of that change by notifying the Secretary of the Association.
- 18.3 If a casual vacancy occurs in the position of a Delegate or Agent on the Committee, the Affiliated Club may appoint a Delegate to fill the vacancy under rule 2.6 and that Delegate shall hold office until conclusion of the AGM after their appointment.
- 18.4 If a casual vacancy occurs in any office, the Committee shall appoint one of the Delegates, or failing this, may appoint an Individual who is eligible to be an Officer. The appointee shall hold office until conclusion of the AGM after their appointment.

## **19. Removal of Officers**

- 19.1 The Association in general meeting may by resolution remove any Officer or Delegate, before the expiration of their term of office and appoint another Officer or Delegate to hold office until the expiration of the term of the removed party.
- 19.2 If the Officer or Delegate to whom the proposed resolution under rule 19.1 relates makes representations in writing to the Secretary or President (within 30 days) and requests that the representations be notified to the Members, the Secretary or the President shall:
- send a copy of the representations to each Member or,
  - read out the representations at the meeting at which the resolution is considered.
- 19.3 The Association may remove an Officer or Delegate under these rules if it is of the opinion that the person:
- refused or neglected to comply with these rules, or
  - has been guilty of conduct unbecoming a member of the Committee, or prejudicial to the interests of the Association, or
  - has lost the confidence of the Association.

## **20. Committee Meetings**

- 20.1 The Committee shall meet at least once per year at such place and time as the Committee determines.
- 20.2 Additional Committee meetings may be convened by the President or by any Committee member.
- 20.3 The Secretary shall send to each Officer and Delegate a notice of each Committee meeting which shall:
- be sent at least 7 days before the meeting,
  - state the proposed place, date and time of the meeting,
  - state the agenda and the nature of any general business, and
  - include a form of Appointment of Proxy (Appendix 4).
- 20.4 A quorum for a Committee meeting shall be
- 4 Officers, or
  - 2 Officers and 2 Delegates or Agents of Affiliated Clubs
- present in person or by proxy and entitled to vote.
- 20.5 If a quorum is not present within half an hour of the appointed time of a Committee meeting:
- for a notified meeting, no business shall be transacted and the meeting shall be adjourned to the same place, day and time in the following week (or as specified by the Chairperson or advised in writing to members), and
  - for an adjourned meeting, the meeting shall be dissolved.
- 20.6 No matter of substantial financial expenditure or commitment, shall be voted on unless complete detail of the matter has been provided in advance to Delegates and Agents.
- 20.7 The Chairperson of a Committee meeting shall be:
- the President if present or
  - the Vice-President if present or
  - an Officer or Delegate elected from the Officers and Delegates present.
- 20.8 The Chairperson may (with the consent of the meeting) adjourn a Committee meeting, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 20.9 If a Committee meeting is adjourned for 14 days or more, the Secretary shall send another notice under rule 20.3. In any other case notice of an adjourned meeting is not required.
- 20.10 The Committee may conduct business by circular resolution.
- 20.11 At least 14 days before the resolution is due, the Secretary shall send to each Member (at its address in the Register) and to each Delegate a notice stating the resolution.
- 20.12 A circular resolution accepted by 75% of the Committee, including the Officers, shall be deemed a valid decision of the Committee.

## **21. Delegation by Committee to Sub-Committee**

- 21.1 The Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of one or more Members) the exercise of specified functions of the committee, other than:
- this power of delegation, and
  - a function which is a duty imposed on the Committee by the Act or any other law.
- 21.2 A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 21.3 A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.

- 21.4 Despite any delegation under this rule, the Committee may continue to exercise any function delegated.
- 21.5 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Committee.
- 21.6 The Committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- 21.7 A sub-committee may meet and adjourn, as it thinks proper.

## **22. Voting and decisions**

- 22.1 Questions arising at a meeting of the Committee or duly appointed sub-committee shall be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- 22.2 Each Officer and Delegate present at a meeting of the Committee or duly appointed sub-committee (including the Chairperson) is entitled to one vote but, in case of an equality of votes on a question, the Chairperson may exercise a second or casting vote.
- 22.3 Subject to rule 20.5, the Committee may act despite any vacancy on the committee.
- 22.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or duly appointed sub-committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-committee.

## **Part 4 General Meeting**

### **23. Annual General Meeting (AGM) – holding of**

- 23.1 Except the first Annual General Meeting (AGM), the Committee shall convene an AGM of the Association once per calendar year within 6 months of the end of the Association's financial year.
- 23.2 The Committee must hold the first AGM within 18 months after the Association's incorporation under the Act, and within 6 months of the end of the Association's first financial year.
- 23.3 Rules 23.1 and 23.2 have effect subject to any extension or permission granted by the Director-General under section 26(3) of the Act.

### **24. Annual General Meeting – calling of and business at**

- 24.1 Subject to the Act and to rule 23, the AGM shall be convened on such date and at such place and time as the committee determines.
- 24.2 In addition to any other business, the business of an AGM shall include:
- to confirm the minutes of the last preceding AGM and of any special general meeting held since that meeting,
  - to receive from the Officers reports on the activities of the Association during the preceding financial year,
  - to elect and appoint Officers of the Association,
  - to ratify nominations for GFA Regional Technical Officer (RTO) positions,
  - to receive and consider the statement which is required to be submitted to Members under section 26(6) of the Act,
  - to consider the annual membership fee and the level of subscription of Individuals, and
  - to appoint an Auditor and determine the Audit fee.
- 24.3 An AGM must be specified as such in the notice convening it.

### **25. Extraordinary General Meeting (EGM) – calling of**

- 25.1 The Committee may convene an Extraordinary General Meeting (EGM) of the Association as the Committee determines.

- 25.2 The Committee must, on the requisition in writing of at least 5 per cent of the total number of Members, convene an EGM of the Association.
- 25.3 A requisition of Members for an EGM:
- must state the purpose or purposes of the meeting,
  - must be signed by the Members making the requisition,
  - may consist of several documents in a similar form, each signed by one or more of the Members making the requisition, and
  - must be lodged with the Secretary
- 25.4 If the Committee fails to convene an EGM to be held within 1 month after the date on which the requisition is lodged with the Secretary, any one or more of the Members who made the requisition may convene an EGM to be held within 3 months after that date.
- 25.5 An EGM convened by a Member or Members under rule 25.4 must be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee and any member who consequently incurs expenses is entitled to be reimbursed by the Association for any expense so incurred.

## **26. Notice**

- 26.1 The Secretary shall send to each Officer and Member a notice of the General meeting:
- at least 14 days before the meeting,
  - stating the proposed place, date and time of the meeting,
  - stating the agenda and the nature of any general business,
  - including a form of Nomination of Club Delegate/Agent (Appendix 2),
  - including a form of Nomination of Officer (Appendix 3),
  - including a form of Appointment of Proxy (Appendix 4), and
  - the minutes of the previous AGM
- 26.2 In addition to the items under rule 26.1, if the nature of the business proposed to be dealt with at a General meeting requires a special resolution of the Association, the Secretary shall send the notice:
- at least 21 days before the meeting, and
  - stating the intention to propose the resolution as a special resolution.
- 26.3 On receipt of the notice under rule 26.1, the Member shall forward the notice to its members.
- 26.4 No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an AGM, business which may be transacted under rule 24.2.
- 26.5 A Member desiring to bring any business before a General meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the Member.

## **27. Quorum**

- 27.1 A quorum for a General meeting shall be
- 3 NSWGA Officers, and
  - 3 Delegates or Agents of Affiliated Clubs and/or Individual Members
- present in person or by proxy and entitled to vote.
- 27.2 In the absence of a quorum, Officers may act as Delegates if a Delegate from their club is not present. This may occur only for the meeting in question.
- 27.3 If a quorum is not present within half an hour of the appointed time of a General meeting:
- for a notified meeting, no business shall be transacted and the meeting shall stand adjourned to the same place, day and time in the following week (or as specified by the Chairperson or advised in writing to members),

- for a notified meeting convened on the requisition of Members, the meeting shall be dissolved, and
- for an adjourned meeting, the members present (being at least 3) shall constitute a quorum.

## **28. Chairperson**

28.1 The Chairperson of a General meeting shall be:

- the President if present or
- the Vice-President if present or
- an Officer or Delegate elected from the Officers and Delegates present.

## **29. Adjournment**

29.1 The Chairperson of a General meeting at which a quorum is present may, with the consent of the majority of Members present, adjourn the meeting to another time and place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

29.2 If a General meeting is adjourned for 14 days or more, the Secretary shall send another notice under rule 26.1. In any other case notice of an adjourned meeting is not required.

## **30. Decisions**

30.1 A question arising at a General Meeting shall be determined on a show of hands unless a poll is demanded. In the event that a poll is demanded, subject to the question being subject to a special resolution pursuant to rule 31, the question shall be determined by a two-thirds majority of votes of Members present at the General Meeting. The Chairperson's declaration, or an entry in the Association's minute book, that a resolution has been carried, carried unanimously, carried by a particular majority or lost, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

30.2 At a General Meeting, a poll may be demanded by the Chairperson or by at least 3 Members present in person or by proxy.

30.3 If a poll is demanded at a General Meeting, the poll must be taken;

- immediately in the case of a poll which relates to the election of the Chairperson of the meeting or to the question of an adjournment, or
- in any other case, in such manner and at such time before the close of the meeting as the chairperson directs,

and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

## **31. Special resolution**

31.1 A resolution of the Association is a special resolution:

- if it is passed by a majority which comprises at least three-quarters of such members of the Association as, being entitled under these rules to do so, vote in person or by proxy at a General Meeting of which at least 21 days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these Rules, or
- where it is made to appear to the Director-General that it is not practicable for the resolution to be passed in the manner specified above, if the resolution is passed in a manner specified by the Director-General

31.2 To assist with the efficient operation of the Association, Individual Members and Associate members will be entitled to vote on Special Resolutions only if determined by the Committee by resolution.

## **32. Voting**

32.1 Subject to rule 32.2, on any matter or question arising at a General Meeting requiring a vote, a Member will be entitled to cast their vote(s) in accordance with the Voting Ratio as follows:

- Each Affiliated Club will be entitled to an equal number of votes to all other Affiliated Clubs, and,
  - An Affiliated Club will be entitled to cast 10 (10) votes, and,
  - An Individual Member will be entitled to cast one (1) vote; and
  - An Associate will be entitled to cast zero (0) votes.
- 32.2 The Board in its sole discretion shall determine from time to time the number of votes that each class of Member is entitled to exercise when voting provided the Board gives not less than three (3) months written notice to the Members of its intention to alter the Voting Ratio.
- 32.3 On any question arising at a General meeting each Officer and Delegate and Individual Member shall be entitled to vote provided that:
- the Officer or Delegate is a financial member of both GFA and an Affiliated Club, and
  - the Delegate's Affiliated Club has paid all money owed to the Association., and
  - the Individual Member has paid all money owed to the Association.
- 32.4 All votes must be given personally or by proxy but no Member may hold more than 5 proxies.
- 32.5 In the case of an equality of votes on a question at a General meeting, the Chairperson shall have a second or casting vote.
- 32.6 An Officer or Delegate who has a pecuniary or conflict of interest in a matter under consideration, must declare that interest to the meeting.

### **33. Appointment of proxies**

- 33.1 Each Member shall be entitled to appoint another Member as proxy by notice given to the Secretary at least 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 33.2 The notice appointing the proxy shall be in the form set out in Appendix 4 to these rules.

## **Part 5 Miscellaneous**

### **34. Insurance**

34. The Association may effect and maintain insurance.

### **35. Funds – source**

- 35.1 The funds of the Association are to be derived from joining fees and annual subscriptions of members, donations and, subject to any resolution passed by the Association in General meeting, such other sources as the Committee determines.
- 35.2 All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- 35.3 The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **36. Funds – management**

- 36.1 Subject to any resolution passed by the Association in General meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Committee determines.
- 36.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Committee or employees of the Association, being members or employees authorised to do so by the Committee.

### **37. Alteration of objects and rules**

- 37.1 The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the Association under rule 31.

**38. Common seal**

- 38.1 The common seal of the Association must be kept in the custody of the Public Officer.
- 38.1 The common seal must not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal must be attested by the signatures either of 2 members of the committee or of 1 member of the committee and of the Public Officer or Secretary.

**39. Custody of books**

- 39.1 Except as otherwise provided by these rules, the Public Officer must keep custody and control of all records, books and other documents relating to the Association.

**40. Inspection of books**

- 40.1 The records, books and other documents of the Association must be open to inspection, free of charge, by a Member at any reasonable hour.

**41. Service of notices**

- 41.1 For the purpose of these rules, a notice may be served on or given to a person:
- by delivering it to the person personally, or
  - by sending it by pre-paid post to the address of the person, or
  - by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- 41.2 For the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:
- in the case of a notice given or served personally, on the date on which it is received by the addressee, and
  - in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
  - in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.



# Appendix 1

## NEW SOUTH WALES GLIDING ASSOCIATION INCORPORATED

### APPLICATION FOR MEMBERSHIP (Rule 3)

We .....  
(Club Name)

of .....  
(address)

hereby apply to become a member of New South Wales Gliding Association Inc.

The above club is constituted in accordance with The Act.

We agree to furnish the NSWGA with a copy of our statement of purposes and rules of Association.

We agree to be bound by these Rules of the Association for the time being in force.

Our club Delegate's details are set out in appendix 2 attached.

Signature ..... Date...../...../.....

Name .....

Office held in club ..... (eg President)

Signature ..... Date...../...../.....

Name .....

Office held in club ..... (eg President)

## Appendix 2

### NEW SOUTH WALES GLIDING ASSOCIATION INCORPORATED

#### NOMINATION OF CLUB DELEGATE / AGENT (Rule 2.7)

Name: .....

Address: .....

Telephone ..... (Fax) .....

Email .....

Member of ..... Club

We .....  
(Club Name)

of .....  
(address)

nominate the above person as our **Delegate / Agent\*** to the New South Wales Gliding Association Inc.

Signature ..... Date...../...../.....

Name ..... (President)

I accept nomination as Delegate / Agent for the above Club.

Signature ..... Date...../...../.....



# Appendix 4

## NEW SOUTH WALES GLIDING ASSOCIATION INCORPORATED

### APPOINTMENT OF PROXY (Rule 33)

I,.....  
*(full name)*

holding the position of

Delegate for ..... Club

Officer of the Association

hereby appoint .....  
*(full name of proxy)*

of .....  
*(address of proxy)*

being an Individual of the New South Wales Gliding Association Inc, as my proxy to vote for me  
on my behalf at the AGM / Committee meeting of the Association to be held on ...../...../.....  
and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against (delete as appropriate) the following resolution(s):

.....  
.....

Signature ..... Date...../...../.....

**To be submitted to the Secretary at least 48 hours before the meeting.**

**No Member may hold more than 5 proxies.**