

CONSUMER AND BUSINESS AFFAIRS
BUSINESS SERVICES DIVISION
COMPLIANCE SERVICES

CLUBS INCORPORATION ACT (1981)
SCHEDULE 5

**RULES FOR
NORTH EAST VICTORIA HANG GLIDING CLUB INCORPORATED**

Current version – updated Oct 2010

1. The incorporated association is in these Rules called "The North East Victoria Hang Gliding Club Inc". Hereinafter in these Rules to be referred to as 'the Club'.

2 Mission Statement

The purpose of the Club is to promote and support the sport of foot launched free flying.

2A Activities

The activities of the Club include:

- (a) The acquisition (by purchase, lease, or permitted use), maintenance and regulation of flying sites.
- (b) The conduct of free flying competitions.
- (c) The conduct of meetings and social activities consistent with its purpose.
- (d) The raising of funds, by loans, debentures, calls and levies, and any other ways consistent with the Act or Acts governing incorporated bodies, to further its purposes.
- (e) Any other activities that are deemed consistent with its purpose.

Any rules regarding the conduct of flying sites shall, at all times be consistent with any current rules and regulations promulgated by CASA and/or the HGFA.

3 Definitions

- (1) In these Rules, unless the contrary intention appears -

"Act" means the Associations Incorporation Act 1981;

"committee" means the committee of management of the Club;

"Club" means North East Victoria Hang Gliding Club Inc;

"financial year" means the year ending on 30 June;

"general meeting" means a general meeting of members convened in accordance with Rule 13.

"member" means a member of the Club;

"ordinary member of the committee" means a member of the committee who is not an officer of the Club under Rule 22;

"regulations" means regulations under the Act;

"relevant documents" has the same meaning as in the Act.

(2) In these Rules, a reference to the Secretary of the Club is a reference,

(a) if a person holds office under these Rules as Secretary of the Club - to that person;
and

(b) in any other case, to the public officer of the Club.

4 Alteration of the Rules

These Rules and the statement of purposes of the Club must not be altered except in accordance with the Act.

5 Membership, entry fees and subscriptions

(1) Membership is open to natural persons who agree to obey the Rules of the Club, complete the application form, and who pay the appropriate subscription.

(2) The annual subscription is payable in advance on or before the first day of September each calendar year.

(3) A pro-rata subscription is payable by members joining on, or after the first of February in any calendar year.

(4) There are the following classes of membership:

- (a) Life Membership
- (b) Ordinary membership
- (c) Temporary membership

(5) Life membership shall be offered to persons, whether pilots, or not, who, in the opinion of the Committee, have made an exceptional contribution to the purpose of the Club.

(6) Life members shall pay no subscription.

(7) Ordinary and temporary is only available to persons who can provide evidence of current HGFA membership, either annual or temporary.

(8) The currency of a temporary membership is one calendar month from the date of receipt of payment, or, another later date nominated at payment.

- (9) The subscription rates in the different categories are to be set by the Committee and published not later than the first day of July in any calendar year.
- (10) The Committee may offer a lesser subscription rate to members who agree, in writing, or by fax or e-mail, to receive all Club communications by e-mail.
- (11) All members have the right to attend and be heard at Club meetings. Only ordinary and life members have the right to vote at these meetings.
- (12) Club communications will only be sent to life and ordinary members.

6. Register of members

- (1) The Secretary must keep and maintain a register of members containing-
 - (a) the name and electronic (email) address of each member; and
 - (b) the date on which each member's name was entered in the register.
- (2) The register is available for inspection free of charge by any member upon request.
- (3) A member may make a copy of entries in the register.

7. Ceasing membership

- (1) A member of the Club who has paid all moneys due and payable by a member to the Club may resign from the Club by giving one month's notice in writing to the Secretary of his or her intention to resign.
- (2) After the expiry of the period referred to in sub-rule (1)
 - (a) the member ceases to be a member; and
 - (b) the Secretary must record in the register of members the date on which the member ceased to be a member.

8. Discipline, suspension and expulsion of members

- (1) Subject to these Rules, if the committee is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Club, the committee may by resolution
 - (a) fine that member an amount not exceeding \$500; or
 - (b) suspend that member from membership of the Club for a specified period; or
 - (c) expel that member from the Club.
- (2) A resolution of the committee under sub-rule (1) does not take effect unless
 - (a) at a meeting held in accordance with sub-rule (3), the committee confirms the resolution; and

- (b) if the member exercises a right of appeal to the Club under this Rule, the Club confirms the resolution in accordance with this Rule.
- (3) A meeting of the committee to confirm or revoke a resolution passed under sub-rule (1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with sub-rule (4).
- (4) For the purposes of giving notice in accordance with sub-rule (3), the Secretary must, as soon as practicable, cause to be given to the member a written notice
 - (a) setting out the resolution of the committee and the grounds on which it is based; and
 - (b) stating that the member, or his or her representative, may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the member that he or she may do one or both of the following-
 - (i) attend that meeting;
 - (ii) give to the committee before the date of that meeting a written statement seeking the revocation of the resolution;
 - (e) informing the member that, if at that meeting, the committee confirms the resolution, he or she may not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Club in general meeting against the resolution.
- (5) At a meeting of the committee to confirm or revoke a resolution passed under sub-rule (1), the committee must-
 - (a) give the member, or his or her representative, an opportunity to be heard; and
 - (b) give due consideration to any written statement submitted by the member; and
 - (c) determine by resolution whether to confirm or to revoke the resolution.
- (6) If at the meeting of the committee, the committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Club in general meeting against the resolution.
- (7) If the Secretary receives a notice under sub-rule (6), he or she must notify the committee and the committee must convene a general meeting of the Club to be held within 21 days after the date on which the Secretary received the notice.
- (8) At a general meeting of the Club convened under sub-rule (7)
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and

- (c) the member, or his or her representative, must be given an opportunity to be heard; and
 - (d) the members present must vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (9) A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person, in favour of the resolution. In any other case, the resolution is revoked.

9. Disputes and mediation

- (1) The grievance procedure set out in this Rule applies to disputes under these Rules between-
- (a) a member and another member; or
 - (b) a member and the Club.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be-
- (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement –
 - (i) in the case of a dispute between a member and another member, a person appointed by the committee of the Club; or
 - (ii) in the case of a dispute between a member and the Club, a person who is a mediator appointed or employed by the Dispute Settlement Centre or Victoria (Department of Justice).
- (5) A member of the Club can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must
- (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise at law.

10. Annual general meetings

- (1) The committee may determine the date, time and place of the annual general meeting of the Club.
- (2) The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- (3) The ordinary business of the annual general meeting shall be-
 - (a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
 - (b) to receive from the committee reports upon the transactions of the Club during the last preceding financial year; and
 - (c) to elect officers of the Club and the ordinary member of the committee; and
 - (d) to receive and consider the statement submitted by the Club in accordance with section 30(3) of the Act.
- (3) The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

11. Special general meetings

- (1) In addition to the annual general meeting, any other general meeting may be held in the same year.
- (2) All general meetings other than the annual general meeting are special general meetings.
- (3) The committee may, whenever it thinks fit, convene a special general meeting of the Club.
- (4) If, but for this sub-rule, more than 15 months would elapse between annual general meetings, the committee must convene a special general meeting before the expiration of that period.
- (5) The committee must, on the request in writing of members representing not less than 20 per cent of the total number of members, convene a special general meeting of the Club.
- (6) The request for a special general meeting must-
 - (a) state the objects of the meeting; and
 - (b) be signed by the members requesting the meeting; and
 - (c) be sent to the address of the Secretary.

- (7) If the committee does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- (8) If a special general meeting is convened by members in accordance with this Rule, it must be convened by the committee and all reasonable expenses incurred in convening the special general meeting must be refunded by the Club to the persons incurring the expenses.

12. Special business

All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the Rules as ordinary business of the annual general meeting is deemed to be special business.

13. Notice of general meetings

- (1) The Secretary of the Club, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Club, must cause to be sent to each member of the Club, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- (2) Notice may be sent-
 - (a) by email to the electronic address appearing in the register of members; or
 - (b) if the member requests in writing to the secretary, by prepaid post.
- (3) A member intending to bring any business before a meeting may notify the Secretary in writing, or by electronic transmission, of that business, who must include that business in the notice calling the next general meeting.

14. Quorum at general meetings

- (1) A quorum shall be 15% of ordinary and/or life members present in person or by proxy.
- (2) If, within half an hour after the appointment time for the commencement of a general meeting, a quorum is not present-
 - (a) in the case of a meeting convened upon the request of members- the meeting must be dissolved; and
 - (b) in any other case- the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (3) If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present (being not less than 3) shall be a quorum.

15. Presiding at general meetings

- (1) The President, or in the President's absence, the Vice-President, shall reside as Chairperson at each general meeting of the Club.
- (2) If the President and the Vice-President are absent from a general meeting, or are unable to preside, the members present must select one of his or her number to preside as Chairperson.

16. Adjournment of meetings

- (1) The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- (2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (3) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with Rule 13.
- (4) Except as provided in Rule 13, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

17. Voting at general meetings

- (1) Upon any question arising at a general meeting of the Club, a member has one vote only.
- (2) Votes may be given in person or by proxy as allowed under Rule 20.
- (3) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the Club have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

18. Poll at general meetings

- (1) If at a meeting a poll on any question is demanded by not less than 3 members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

19. Manner of determining whether resolution carried

If a question arising at a general meeting of the Club is determined on a show of hands

- (a) a declaration by the Chairperson that a resolution has been-
 - (i) carried; or

- (ii) carried unanimously; or
 - (iii) carried by a particular majority; or
 - (iv) lost; and
- (b) an entry to that effect in the minute book of the Club is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

20. Proxies

- (1) Any individual Member not present at a general meeting of the Club may appoint another individual Member as proxy by notice in writing to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) No individual Member may vote as proxy for more than five (5) other Members.
- (3) The notice appointing the proxy must be in the form set out in Appendix 2.

21. Committee of Management

- (1) The affairs of the Club shall be managed by the committee of management.
- (2) The committee-
 - (a) shall control and manage the business and affairs of the Club; and
 - (b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Club other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Club; and
 - (c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the committee to be essential for the proper management of the business and affairs of the Club.
- (3) Subject to section 23 of the Act, the committee shall consist of-
 - (a) the officers of the Club; and
 - (b) three ordinary memberseach of whom shall be elected at the annual general meeting of the Club in each year.

22. Office holders

- (1) The officers of the Club shall be
 - (a) a President;
 - (b) a Secretary;
 - (c) a Treasurer; and
 - (d) a Senior Safety Officer.

- (2) The provisions of Rule 23, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any other offices referred to in sub-rule (1).
- (3) Each officer of the Club shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.
- (4) In the event of a casual vacancy in any office referred to in sub-rule (1), the committee may appoint one of its members to the vacant office and the member appointed may continue in that office up to and including the conclusion of the annual general meeting next following the date of their appointment.
- (5) At least two of the committee representatives will be resident in the North East Victoria region to ensure continuity of club relations with local interests and to facilitate localised club administration requirements.

23. Ordinary members of the committee

- (1) Subject to these Rules, each ordinary member of the committee shall hold office until the annual general meeting next after the date of election but is eligible for re-election.
- (2) In the event of a casual vacancy occurring in the office of an ordinary member of the committee, the committee may appoint a member of the Club to fill the vacancy and the member appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of their appointment.

24. Election of officers and ordinary committee members

- (1) Nominations of candidates for election of officers of the Club or as ordinary members of the committee must be-
 - (a) made in writing, signed by two members of the Club and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) delivered to the Secretary of the Club not less than 7 days before the date fixed for the holding of the annual general meeting.
- (2) A candidate may only be nominated for one office, or as an ordinary member of the committee, prior to the annual general meeting.
- (3) If insufficient nominations have been received prior to the AGM, the chairman is empowered to accept nominations from the floor. If he receives nominations in excess of each and every vacancy, he shall hold a ballot forthwith.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (5) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- (6) The ballot for the election of officers and ordinary members of the committee must be conducted at the annual general meeting in such manner as the committee may direct.

25. Vacancies

The office of an officer of the Club, or of an ordinary member of the committee, becomes vacant if the officer or member-

- (a) ceases to be a member of the Club; or
- (b) becomes an insolvent under administration within the meaning of the Corporations Law; or
- (c) resigns from office by notice in writing given to the Secretary.

26. Meetings of the committee

- (1) The committee must meet at least twice each year at such place and such times as the committee may determine.
- (2) Special meetings of the committee may be convened by the President or by any four members of the committee.

27. Notice of committee meetings

- (1) Written notice of each committee meeting must be given to each member of the committee at least two business days before the date of the meeting.
- (2) Written notice must be given to members of the committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

28. Quorum for committee meetings

- (1) Any four members of the committee constitute a quorum for the conduct of the business of a meeting of the committee.
- (2) No business may be conducted unless a quorum is present.
- (3) If within half an hour of the time appointed for the meeting a quorum is not present-
 - (a) in the case of a special meeting - the meeting lapses;
 - (b) in any other case - the meeting shall stand adjourned to the same place and the same time and day in the following week.
- (4) The committee may act notwithstanding any vacancy on the committee.

29. Presiding at committee meetings

At meetings of the committee-

- (a) the President or, in the President's absence, the Vice-President presides; or
- (b) if the President and the Vice-President are absent, or are unable to preside, the members present must choose one of their number to preside.

30. Voting at committee meetings

- (1) Questions arising at a meeting of the committee, or at a meeting of any sub-committee appointed by the committee, shall be determined on a show of hands or, if a member

requests, by a poll taken in such manner as the person presiding at that meeting may determine.

- (2) Each member present at a meeting of the committee, or at a meeting of any sub-committee appointed by the committee (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

31. Removal of committee member

- (1) The Club in general meeting may, by resolution, remove any member of the committee before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.
- (2) A member who is the subject of a proposed resolution referred to in sub-rule (1) may make representations in writing to the Secretary or President of the Club (not exceeding a reasonable length) and may request that the representations be provided to the members of the Club.
- (3) The Secretary or the President may give a copy of the representations to each member of the Club or, if they are not so given, the member may require that they be read out at the meeting.

32. Minutes of meetings

The Secretary of the Club must keep minutes of the resolutions and proceedings of each general meeting, and each committee meeting, together with a record of the names of persons present at committee meetings.

33. Funds

- (1) The Treasurer of the Club must-
 - (a) collect and receive all moneys due to the Club and make all payments authorised by the Club; and
 - (b) keep correct accounts and books showing the financial affairs of the Club with full details of all receipts and expenditure connected with the activities of the Club.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the committee.
- (3) The funds of the Club shall be derived from entrance fees, annual subscriptions, donations and such other sources as the committee determines.

34. Seal

- (1) The common seal of the Club must be kept in the custody of the Secretary.
- (2) 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 two members of the committee or, of one member of the committee and of the public officer of the Club.

35. Notice to members

Except for the requirement in Rule 13, any notice that is required to be given to a member, on behalf of the Club, under these Rules may be given by-

- (a) delivering the notice to the member personally; or
- (b) sending it by electronic means to the member at that member's email address shown in the register of members; or
- (c) prepaid post, if the member has requested in writing to the Secretary that the notice be sent to him or her in this manner.
- (d) Notices will not be sent to temporary members.

36. Winding up

In the event of the winding up or the cancellation of the incorporation of the Club, the assets of the Club must be disposed of in accordance with the provisions of the Act.

37. Custody and inspection of books and records

- (1) Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Club.
- (2) All accounts, books, securities and any other relevant documents of the Club must be available for inspection free of charge by any member upon request.
- (3) A member may make a copy of any accounts, books, securities and any other relevant documents of the Club.

APPENDIX 2

FORM FOR APPOINTMENT OF PROXY

I,

(name)

of

(address)

being a member of The NE Victoria Hang Gliding Club

appoint

**(name of proxy holder) *(the NE Vic HG club secretary)*

of

(address of proxy holder)

being a member of that NE Victoria HG Club, as my proxy to vote on my behalf at the
*annual/*special general meeting of the Association to be held on— *(date of meeting)*
and at any adjournment of that meeting.

**My proxy is authorised to vote *in favour of/*against the following resolution: [insert
details of resolution]*

**Or, I appoint the proxy holder to vote on my behalf as he/she believes is appropriate.*

Signed

Date

**complete as applicable*

*This form must be presented to the club secretary prior to the meeting it refers to in order
to check membership status.*

Note that Rule 20 limits the proxy votes held by any one Member to 5 proxy votes.