



The Constitution (Rules)  
of the  
Strathalbyn Model Aircraft Club  
Incorporated

This constitution forms the rules by which SMAC will operate and covers the running and governance of the club.

Revision 2, 2016

This is the Annexure marked 'A' referred to in the statutory declaration of

Made on the \_\_\_\_\_ day of \_\_\_\_\_ 2016

Before me \_\_\_\_\_

**RULES OF THE STRATHALBYN MODEL AIRCRAFT CLUB**

Incorporated February of 1984

Number: 8957T

**1. Name**

The name of the Incorporated Association shall be:

The STRATHALBYN MODEL AIRCRAFT CLUB, herein after referred to as SMAC.

**2. Objects**

- i. To coordinate and foster the activities of persons in SMAC and other parties interested in the development of model aircraft construction and safe operation.
- ii. To affiliate with Model Aerosport South Australia Incorporated (MASA), Model Aeronautical Association of Australia (MAAA) and other bodies with similar objectives or interests.

**3. Powers of SMAC**

SMAC shall have all the powers conferred by section 25 of the Associations Incorporation Act 1985 (the Act).

**4. Membership**

Persons who are not members are only permitted to fly under the MAAA Visitor Policy.

**4.1 Types of membership**

The Committee shall consider for approval all applications for membership and shall not be required or compelled to provide any reason for such acceptance or rejection. Prospective members will submit their application to the Committee on the Membership Application Form.

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**Membership of SMAC shall be of the following types:**

**Patron Members -**

Persons of distinguished position who will foster the model aircraft movement. A Patron is a person asked to be such after a majority vote at a General Meeting of SMAC. The appointment of a person as a Patron Member will be reviewed annually.

**Honorary Members -**

Members of MAAA affiliated Clubs invited to participate in SMAC activities on a particular day or for an extended period approved by the Committee on proof of current Model Aeronautical Association of Australia (MAAA) membership.

**Honorary Life Members -**

Persons who have performed some outstanding service of benefit to the model aircraft movement elected by a vote of more than 85% of those present at the Annual General Meeting of SMAC.

**Senior Members -**

Persons who are eighteen (18) years of age and over at the time subscription fees to SMAC fall due. Senior Members shall enjoy all voting rights.

**Junior Members -**

Members who are under the age of eighteen (18) years at the time subscription to SMAC falls due. Junior Members aged sixteen (16) years and over shall enjoy all voting rights. No Junior Member under the age of sixteen (16) years shall have the right to vote at any Meeting of SMAC, nor to the right to propose or second any resolutions.

**Associate Members -**

A financial member of another MASA or MAAA affiliated Club may, on proof of that membership, join as an Associate Member of SMAC. An Associate Member will not be entitled to any voting rights, to propose or second resolutions, or be entitled to serve as a Committee Member or Office Bearer.

**Other Members -**

Other categories of Membership shall be defined as required at a General Meeting of SMAC.

**4.2 Subscriptions**

- a. All memberships shall cease on the 1st of July each year and members must re-apply to join SMAC by completing the appropriate application form.
- b. The subscription fees shall be payable annually before the 1st July or at a time that the Committee determines.
- c. Persons who are not members are only permitted to fly under the MAAA Visitor Policy.
- d. SMAC Membership Subscription Fees shall be an amount determined at the Annual General Meeting.
- e. The Annual SMAC Subscription Fee consists of the SMAC Membership Fee and, where appropriate, the MASA/MAAA Fee. The MASA/MAAA fee is set on an annual basis and includes the current MAAA insurance premium.
  - i. **Patron Members** normally are exempt from paying the SMAC Membership Fee and MASA/MAAA fee. If a Patron Member participates in the flying activities of SMAC they will be required to show that they are a current member of MAAA. Membership of MAAA can be achieved by joining MASA/MAAA through SMAC. The MASA/MAAA fee shall be deemed to include the current MAAA insurance premium.
  - ii. **Honorary Members:** Members of MAAA affiliated Clubs invited to participate in SMAC activities on a particular day or for an extended period approved by the Committee on proof of MAAA current membership. No SMAC, MASA or MAAA subscription fees apply.
  - iii. **Honorary Life Members** normally are exempt from paying the SMAC Membership Fee and MASA/MAAA membership fees. If an Honorary Life Member participates in the flying activities of SMAC they will be required to show that they are a current member of MAAA. Membership of MAAA can be achieved by joining MASA/MAAA through SMAC. The MASA/MAAA fee shall be deemed to include the current MAAA insurance premium.
  - iv. The **Senior Membership** subscription fee shall be the Annual

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SMAC Membership Subscription Fee as decided from time to time by resolution at the Annual General Meeting. All Senior Members are required to be a current member of MASA and MAAA. Such MASA/MAAA fees may be payable through SMAC. The MASA/MAAA fee shall be deemed to include the current MAAA insurance premium.

- v. The **Junior Membership** fee shall be the Annual SMAC Junior Membership fee as decided from time to time by resolution at the Annual General Meeting. All Junior Members are required to be a current member of MASA and MAAA. Such MASA/MAAA fees may be payable through SMAC . The MASA/MAAA fee shall be deemed to include the current MAAA insurance premium.
- vi. The **Associate Membership** fee shall be the Annual SMAC Associate Membership fee as decided from time to time by resolution at the Annual General Meeting. Associate Members are required to show that they have paid the applicable MASA and MAAA subscription fees.

#### **4.3 Resignation**

A member may resign from SMAC by giving one (1) month's notice by email or by post to the Secretary or Public Officer of SMAC. Resignation shall not extinguish any liability which arose during the period of membership.

#### **4.4 Expulsion**

- 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 to the interests of SMAC.
- b. Particulars of the charge shall be communicated to the member at least fourteen 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

4.4.d below), cease to be a member 14 days after the Committee has communicated its determination to the member.

- d. It shall be open to a member to appeal the expulsion to SMAC at a General Meeting. The intention to appeal shall be communicated to the Secretary or Public Officer of SMAC within 14 days after the determination of the Committee has been communicated to the member.
- e. In the event of an appeal under 4.4.d. above, the appellant's membership of SMAC shall not be terminated unless the determination of the Committee to expel the member is upheld in secret ballot by the members of SMAC in General Meeting after the appellant has been heard by the members of SMAC, and in such event membership will be terminated at the date of the General Meeting at which the determination of the Committee is upheld.

#### **4.5 Register of members**

A register of members must be kept and contain:

- a. The name, AUS number, address, date of birth and contact details of each member;
- b. the date on which each member was admitted to SMAC, and
- c. if applicable, the date of and reason(s) for termination of membership.

## **5. Committee**

### **5.1 Powers and duties**

- a. The affairs of SMAC shall be managed and controlled by a Committee which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of SMAC, and are not by the Act or by these rules required to be done by SMAC in General Meeting.
- b. The Committee has the management and control of the funds and other property of SMAC with the following provisos: -

- i. The Committee shall be empowered to approve payment of expenses related to the running of SMAC up to an amount decided at the Annual General Meeting each year. Expenditure in excess of this amount must be recommended by the Treasurer in an ordinary resolution at a Special General Meeting and endorsed by the members;
  - ii. the Committee shall be empowered to approve capital expenditure related to the running of SMAC up to an amount decided at the Annual General Meeting each year. Capital expenditure in excess of this amount must be recommended by the Treasurer in an ordinary resolution at a Special General Meeting and endorsed by the members;
  - iii. the borrowing of funds must be recommended by the Treasurer in a Special Resolution at a Special General Meeting and endorsed by the members.
- c. The Committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of SMAC on which these rules are silent.
  - d. The Committee shall have the power to make, alter or repeal such regulations and/or by-laws and any other matter relating to the affairs of SMAC on which these rules are silent as may from time to time appear necessary.
  - e. If demanded by at least five members a decision of the Committee shall be placed on the agenda of the next General Meeting.
  - f. The Committee shall appoint a Public Officer as required by the Act.

## **5.2. Appointment**

- a. **The Committee** shall consist of **President, Vice President, Secretary and Treasurer.**
- b. A Committee member shall be a natural person.
- c. A simple majority at each Annual General Meeting shall elect all Committee Members for a term of one year. The Committee may appoint a person to fill a casual vacancy, and such a Committee Member shall hold Office until the next Annual General Meeting of SMAC.
- d. No Office Bearer shall be under the legal age of majority.
- e. Conflict of interest. A person may not be a member of the Committee if they are a Committee member of another Association or Club with similar objects.

**Office Bearers****President**

- The President shall be elected by a simple majority at the Annual General Meeting.
- The President shall preside at all Committee Meetings and General Meetings of SMAC; or in his/her absence the Vice-President or a temporary Chairperson elected by a simple majority at that Meeting.

**Vice-President**

- The Vice-President shall be elected by a simple majority at the Annual General Meeting.
- The Vice-President shall assist the President in his/her duties; or in the absence of the President shall perform the duties of the President.

**Secretary**

- The Secretary shall be elected by simple majority vote at the Annual General Meeting,
- The Secretary shall conduct the correspondence on behalf of SMAC, and shall have custody of all documents of SMAC except those required by other Officers in the course of their duties.
- The Secretary shall appoint an Assistant Secretary as and when necessary and such Assistant Secretary will have the powers of the Secretary when the latter is not available.
- The Secretary shall keep full and proper minutes of all proceedings of SMAC.

**Treasurer**

- The Treasurer shall be elected by a simple majority vote at the Annual General Meeting,
- The Treasurer shall receive all monies on behalf of SMAC on the official receipt form and pay such monies to the credit of SMAC into such account or accounts at such bank as the Committee may from time to time direct.
- The Treasurer shall record all financial transactions of SMAC in the SMAC book, and shall summarise the year's transactions in a written report to the Annual General Meeting.
- The Treasurer shall return completed Registration and Affiliation forms to the Model Aerospport South Australia Incorporated.

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### **5.3 Proceedings of Committee**

- a. The Committee shall meet together for the dispatch of business from time to time.
- b. The Committee may appoint Sub-Committees of any number and assign to them any such duties as it may deem fit, decisions reached by such Sub-Committees shall be subject to the Committee's approval and confirmation. The President shall ex-officio, be a member of all such Sub-Committees.
- c. Questions arising at any meeting of the Committee shall be decided by a majority of votes, and in the event of equality of votes the chairperson shall have a casting vote in addition to a deliberative vote.
- d. A quorum for a meeting of the Committee shall be three members of the Committee.

### **5.4 Disqualification of Committee members**

An Office of SMAC or membership of a Committee becomes vacant if the Committee Member or Office Bearer is: -

- Disqualified from being a Committee Member by the Act
- Expelled as a member under these rules
- The holder ceases to be a member of SMAC
- Permanently incapacitated by ill health.
- The holder sends his/her resignation by email or by post to the Secretary.
- The holder's Office is declared vacant by a simple majority at a General Meeting.

## **6. MASA Delegates**

The Committee may appoint one or more delegates to represent SMAC at meetings of MASA.

## **7. General Meetings**

There shall be three types of SMAC meetings: -

- i. Annual General Meeting – see section 7.1 of these Rules.
- ii. Special General Meeting – see section 7.2 of these Rules.
- iii. General Meeting - see section 7.2.a. of these Rules.

**7.1 Annual General Meeting**

- a. The Annual General Meeting shall be held prior to the thirtieth (30th) of June each year. Members shall be advised by email at least twenty one (21) days prior to the AGM. Where a member does not have access to email a special arrangement can be made by applying to the Secretary for notification by post. Such email or letter shall include the proposed meeting Agenda.
- b. The order of the business at the meeting shall be:
  - i. The confirmation of the minutes of the previous Annual General Meeting and of any Special General Meetings held since that meeting.
  - ii. The consideration of the accounts and reports of the Committee and the Auditor's report.
  - iii. The election of Committee Members.
  - iv. The appointment of Auditors.
  - v. Consideration of the Budget.
  - vi. Any other business requiring consideration by SMAC in general meeting.

**7.2 Special General Meeting**

- a. The Committee may call a Special General Meeting of SMAC at any time.
- b. Upon a requisition by email of not less than 5 members of SMAC, the Committee shall, within one month of the receipt of the requisition, convene a Special General Meeting for the purpose specified in the requisition.
- c. Every requisition for a Special General Meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- d. If a Special General Meeting is not convened within one month the requisitionists may convene a Special General Meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the Committee, and for this purpose the Committee shall ensure that the requisitionists 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 SMAC.

**7.2.a. General Meeting**

A Meeting held at a location from time to time as decided by the members to discuss SMAC matters and at which the Committee report their activities to the membership and present the current financial position.

**7.3 Notice of Meetings**

- a. At least 21 days notice of any Annual General Meeting or Special General Meeting shall be given to members.
- b. At least 7 days notice of any General Meeting shall be given to members
- c. A notice may be given by SMAC in writing to any member by sending it by email to the address appearing in the register of members. Where a member does not have access to email a special arrangement can be made by applying to the Secretary for notification by post.
- d. Where a notice is sent by email or post:
  - i. The service is effected by properly addressing the email or letter with the address shown in the register of members.
  - ii. Unless the contrary is proved, service will be taken to have been effected at the time at which the email or letter was sent.
  - iii. Where notice is sent by Email, a copy of the sent Email showing addresses to which the Email was sent shall be printed by the Secretary and kept on file.

**7.4 Proceedings at meetings**

- a. A quorum for an Annual General Meeting or a Special General Meeting shall be not less than 30% of the total number of financial Senior Members and financial Junior Members aged 16 and above recorded on the Roll of Members as at the date of the meeting.
- b. A Quorum for a General Meeting will be not less than 10% of the total number of financial Senior Members and financial Junior Members aged 16 and above recorded on the Roll of Members as at the date of the meeting.

**7.5 Voting at General Meetings**

- a. Subject to these rules, every Senior Member of SMAC and every Junior Member of the age 16 or more has only one vote at a meeting of SMAC.
- b. Subject to these rules, a question for decision at a General Meeting, other than a special resolution, must be determined by a majority of members who vote in person at that meeting.
- c. Unless a poll is demanded by at least five members, a question for decision at a general meeting must be determined by a show of hands.
- d. The Committee may have a resolution decided by secret ballot at their discretion.

**7.6 Poll at General Meetings**

- a. If a poll is demanded by at least five members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- b. A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

**7.7 Special and ordinary resolutions**

- a. The Committee may declare a resolution to be a special resolution subject to 7.7.c. and 12. below;
- b. Upon a requisition by email of not less than 5 members of SMAC, the Committee shall, within one month of the receipt of the requisition, declare a resolution to be a special resolution subject to 7.7.c. and 12. below;
- c. at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all members of SMAC;
- d. A special resolution shall be passed at a Special General Meeting or an Annual General Meeting of SMAC by a majority of not less than three-quarters of such members of SMAC as, being entitled to do so, vote in person or, where proxies are allowed, by proxy, at that meeting;
- e. An ordinary resolution is a resolution passed by a simple majority at a General Meeting;

- f. The following must be passed by a Special Resolution: -
- i. Amendment to these Rules
  - ii. Dissolution or winding up of SMAC
  - iii. Transfer of SMAC outside of the immediate vicinity of Strathalbyn.
  - iv. Amalgamation with another Club
  - v. The borrowing of funds
  - vi. A resolution declared a Special Resolution in accordance with 7.7.a. or 7.7.b. above.

### **7.8 Proxies**

- i. A member shall be entitled to appoint by email or in writing to the Secretary a natural person who is also a member of SMAC to be their proxy and attend and vote on their behalf in relation to a Special Resolution at any Special General Meeting or Annual General Meeting of SMAC.
- ii. At the start of any General Meeting the Secretary will inform the meeting of any proxies he has received, listing the absentee member and the person to whom their proxy has been given. This information will be included in the minutes.
- iii. A member shall not be entitled to be a proxy for more than one other member, except that the Chairman shall exercise all proxy votes to which he or she has been properly appointed.
- iv. A member shall appoint their proxy to vote on any matter before the meeting as that proxy feels is appropriate.

## **8. Finance**

### **8.1 Financial year**

The financial year of SMAC shall be a period of 12 months commencing on 1 June and ending on 30 May of each year.

### **8.2 Accounts to be kept**

SMAC shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of SMAC in accordance with the Act.

**8.3 Accounts and reports to be laid before members**

The accounts, together with the auditor's report on the accounts, the Committee's statement and the Committee's report, shall be laid before members at the Annual General Meeting.

**8.4 Appointment of Auditor**

- a. At each Annual General Meeting, the members shall appoint a person to be Auditor of SMAC.
- b. The Auditor shall hold office until the next Annual General Meeting and is eligible for re-appointment.
- c. If an appointment is not made at an Annual General Meeting, the Committee shall appoint an auditor for the current financial year.

**9. Prohibition against securing profits for members**

The income and capital of SMAC shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of SMAC.

**10. Dissolution Or Transfer Or Winding Up**

SMAC may be wound up in the manner provided for in the Associations Incorporation Act 1985.

**11. Application of surplus assets**

- a. If after the winding up of SMAC there remain 'surplus assets' as defined in the Act, such surplus assets either will be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members, or;
- b. SMAC may determine to distribute surplus assets to nominated charities.

- c. Such organisation or organisations shall be identified and determined by a resolution of members in General Meeting.

## **12. Rules**

- i. These rules may be altered (including an alteration to SMAC's name) by Special Resolution of the members of SMAC. This includes rescission or replacement by substitute rules.
- ii. The alterations shall be registered with the appropriate Government Office as required by the Act.
- iii. No member shall have the right to vote on an amendment to these rules unless that person has been a Senior Member of SMAC or a Junior Member aged 16 or over for a minimum of six (6) calendar months.
- iv. The registered rules shall bind SMAC and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.