



Canberra Aero Club

ARTICLES OF ASSOCIATION

The Company

The Company, for the purpose of registration shall be known as the Canberra Aero Club and will be comprised of financial Members.

Membership

The Directors shall have power to elect as members of the Company, the following categories of membership:

(a) Ordinary Members, and

(b) Concession Members (being students, pensioners, partners, country members or short term members who may be admitted at the discretion of the Directors),

Ordinary Members interested in the activities of the company, shall be entitled to all the privileges of the Company, being:

the privilege of piloting the Company operated aircraft,

the right of voting in the management of the Company,

the privilege of being elected as Directors or Officers of the Company, and

the right of voting at General Meetings of the Company.

Candidates for acceptance must be nominated by a 'Proposer' and a 'Secunder' who are financial Members of the Company and to whom the candidate is personally known.

All nominations must be on the form provided by the Company Secretary

Acceptance for membership will be at the discretion of the Directors, who shall vote by ballot, if necessary.

Membership will commence on receipt of a membership fee. Notice of a Member's acceptance shall be sent to the new Member by the Membership Director.

In the case of a member whose subscription remains unpaid by 1st September the Secretary shall notify the member that unless he/she makes himself/herself financial on or before 1st October he/she shall cease to be a member of the Company but shall remain liable for his/her subscription then due.

The name of a candidate whose application for membership shall have been rejected must not be re-submitted for acceptance within twelve months after the rejection.

Honorary Life Members

A Member may be elected as an Honorary Life Member at the discretion of the Board, and shall be entitled to all the privileges of Ordinary members.

Membership Subscriptions

The Membership Subscriptions shall be determined by the Board. These amounts are reflected on the Membership Application Form.

All Membership Subscriptions shall be payable on acceptance and subsequent subscriptions on 1st July each year, except that in the case of Members accepted after 1st September in any year, subscription will be calculated on a pro-rata basis.

Register of Members

The name, acceptance date and address of every person becoming a Member shall be entered into the Register of Members.

No membership record shall be erased from the Register of Members except by order of the Board. The decision to erase a record from the Register of Members is to be duly recorded in the minutes of a General Meeting.

Resignation

Any Member wishing to resign from membership shall give notice in writing of their intention to the Secretary.

Annual General Meetings

The Annual General Meeting shall be held at such time and place as determined by the Board.

Unless otherwise prescribed, an Annual General Meeting shall be held in the first week of October every year.

Extraordinary General Meetings

The Board may, whenever it thinks fit, and upon a requisition made in writing by any fifteen or more financial Members convene an Extraordinary General Meeting.

Any requisition made by the Members, shall convey the object of the proposed meeting and shall be provided to the Secretary in writing.

Upon the receipt of such requisition, the Board shall proceed forthwith to convene an Extraordinary General Meeting. If it does not proceed to convene the same within twenty-one days from the date of the requisition, those making the requisition or any other fifteen Members may themselves convene a meeting.

At least seven days notice, specifying the place, the day and time of the meeting, and in case of special business the general nature of such business, shall be provided to the Members.

If the general nature of the business of the Extraordinary General Meeting is not conveyed to the membership, the Extraordinary General Meeting will still proceed.

All business can be transacted at an Extraordinary General Meeting with the exception of the consideration of the accounts, balance sheets, and the ordinary report of the Directors.

Quorum

No business shall be transacted at any meeting unless a quorum of Members is present at the commencement of such meeting. The quorum shall be ten Members personally present.

If within one hour from the time appointed for the meeting, a quorum of Members is not present, the meeting if convened upon the requisition of the Members shall be dissolved. In any other case it shall be adjourned to a time and place as determined by the Board.

Chairperson

The President shall preside as chairperson at every General Meeting of the Company.

In the President's absence, the Vice-President shall preside as chairperson.

Adjournment

The chairperson may with the consent of the meeting, adjourn any meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

Voting

At any General Meeting, unless a vote is demanded by at least five Members, a declaration by the chairperson that a resolution has been carried and an entry to that effect in the minutes of proceedings of the Company shall be sufficient evidence of the resolution being accepted.

If a vote is demanded by at least five Members, it shall be conducted in such a manner as the chairperson directs. The result of a vote shall be deemed to be the resolution of the Company.

Votes of Members

Every Ordinary Member and Life Member shall be entitled to one and only one vote.

Members who have unpaid subscriptions shall not be entitled to vote at any meeting.

Directors

Directors shall be elected at each Annual General Meeting of the Company. The number of Directors shall be not less than seven nor more than nine, and all Directors shall have a membership classification of Ordinary or Life Member.

The Directors may co-opt additional Members to fill casual vacancies, but any person so appointed shall retain office only until the first General Meeting in the ensuing year.

Directors are elected for a period of two years, and upon expiry of their term may nominate for election for a further period of two years.

The majority of the Directors must be licensed as pilots in General Aviation or Recreational Aviation.

The Directors shall elect from among their number a President (who shall be Chairman of Directors), Vice President (who shall also be Vice-Chairman), Secretary, Treasurer, and other office bearers at the Board meeting immediately following the Annual General Meeting.

The business of the Company shall be managed by the Directors who may exercise all such powers of the Company, including the issue of By-Laws.

No decision by the Company in an Annual General Meeting, shall invalidate any prior decision or act of the Directors, which would have been valid prior to the regulation being made.

Vacation of Office of Director

The office of Director shall be vacated if he or she becomes bankrupt, resigns, dies or be certified mentally incompetent.

Conflict of Interest

Any Director either individually or corporately who has a pecuniary or possible pecuniary interest in any operations undertaken by the Company, shall declare those interests to the Board. A general notice of interest will be sufficient for these purposes. A Director who declares such a conflict of interest shall not vote or take part in the decision making process related to that interest.

Removal of Directors

The Company in a General Meeting may, by a special resolution, remove any Director before the expiration of their period of office, and may by an ordinary resolution, appoint another person in their stead.

The person so appointed shall hold office during such time only as the Director in whose place they are appointed would have held the same if they had not been removed.

Meetings of Directors

The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business.

Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairperson shall have a second or casting vote.

A Director may at any time summon a meeting of the Directors.

If at any meeting the President is not present at the time appointed, then the Vice-President shall act as chairperson. If neither is present, the Directors present shall choose one of their number to be chairperson of the meeting.

The Directors may delegate any of their powers to committees, consisting of such member or members of the Company as they think fit. Any Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Directors.

Accounts

The Directors shall ensure that proper accounts and records are kept in compliance of the Corporations Act and Regulations and shall distribute documentation as required by the Act.

At least once each year and if convenient at the Annual General Meeting, the Directors shall table a statement of the income and expenditure for the past year made up to a date not more than three months before the meeting.

The statement shall show in detail gross income and gross expenditure.

Balance Sheet

A balance sheet shall be made out in every year and laid before the Company in the Annual General Meeting. The balance sheet shall contain a summary of the property and liabilities of the company arranged so as to comply with the requirements of the Corporations Act.

A copy of the balance sheet shall be available for each member present at the Annual General Meeting.

Audit

At least once each year, the accounts of the Company shall be examined and the correctness of the balance sheet ascertained by one or more auditors as appointed by the Directors.

The Directors may appoint from time to time an auditor for the current year and fix the remuneration to be paid to them by the Company for their services.

The auditors shall be supplied with all necessary financial records.

The auditors are to provide a report that reflects a fair and reasonable account of the financial status of the Company that meets the requirements of the Corporations Act.

Notices

A notice may be forwarded from the Company to its members either personally, electronically or through the post (or combination thereof). Once the notice has been dispatched, it will have been deemed to have been received by the Member after a period of 24 hours has elapsed. The non receipt of such notice shall not invalidate the proceedings of the meeting.

Winding-up

The Company shall be wound up voluntarily whenever an extraordinary resolution as defined by and meeting the requirements of Corporations Law is passed at a General Meeting.

Sale of Liquor

The sale of liquor will comply with the terms of any Liquor Permit issued by the appropriate lawful authority.

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