

# THE VINTAGE AND CLASSIC GLIDER CLUB OF NEW ZEALAND (INCORPORATED)

## CONSTITUTION

Incorporated Society No. 1838773

Effective March 2020

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## **1 NAME**

1a The name of the organisation shall be "The Vintage and Classic Glider Club of New Zealand Incorporated" (here-in-after referred to as Vintage Kiwi or the Club).

## **2 OBJECTIVES**

2a To promote the preservation, restoration and flying of historic, vintage and classic gliders; to collect preserve and publish information about the above; to locate and preserve documents and artefacts connected with gliding; to co-operate and negotiate with government departments and other interested organisations to ensure that the members' best interests are protected and generally to undertake any other related activities that support these Objectives.

2b To operate all Vintage Kiwi activities in accordance with (i) Gliding New Zealand (GNZ) rules and procedures, and (ii) applicable Civil Aviation Authority rules (parts 104 and 149), and (iii) any other statutory requirements governing Vintage Kiwi's activities.

2c To organise Vintage Kiwi glider rallies for flying and social benefit of members and also for the assistance and exchange of information on gliding matters.

## **3. VINTAGE KIWI RALLIES**

3a Vintage Kiwi organises, selects and administrates the rally site only.

3b All flying members at a Vintage Kiwi Rally, must be financially affiliated to a Gliding New Zealand Club. All GNZ rules apply. All participants remain responsible to their affiliated Club's CFI.

3c In particular, flying operations will be managed in accordance with MOAP Part 2 – Operations:

- i. Section 3: Operational Responsibilities and Functions of GNZ Affiliates; and
- ii. Section 8: Independent Operations.

## **4 MEMBERSHIP**

4a Membership shall be divided into the following categories:

- i. Full
- ii. Honorary Life.

## **5 MEMBERSHIP PRIVILEGES AND OBLIGATIONS**

5a Full and Honorary Life Members shall have full privileges and obligations in respect of Vintage Kiwi's equipment and property, and full voting rights at any Vintage Kiwi meetings.

5b An Honorary Life Member shall be elected by majority vote of members present and voting at an Annual General Meeting (AGM) or a Special General Meeting. An Honorary Life Member is not required to pay an annual subscription.

5c All members shall promote the objectives of the Club and shall do nothing to bring the Club into disrepute.

5d All members of Vintage Kiwi shall abide by any rules or procedures of Vintage Kiwi. Every member shall be deemed to have notice of and be bound by such rules or procedures.

## **6 ACCEPTANCE OF MEMBERS**

6a Any person may apply for membership and must complete and sign an application form and pay the annual subscription.

6b Prior written and signed consent of parents or guardians must be obtained before membership is extended to persons under the age of 18 years.

6c The Committee may decline an application for membership without being obliged to state any reason.

## **7 SUBSCRIPTIONS**

7a The Club's financial year shall begin on 1<sup>st</sup> January and end on 31<sup>st</sup> December.

7b The membership subscription rates shall be as determined by an Annual or Special General Meeting. All subscriptions shall be payable in full on application to membership and annually thereafter by 30<sup>th</sup> June.

7c There is no pro rata subscription rate however the Treasurer has discretion for subscriptions being accepted close to the new financial year to be taken as a new financial year subscription.

7d Any member whose yearly subscription remains unpaid by 31<sup>st</sup> August may, at the discretion of the Committee, be deemed to have resigned.

7e A member on paying the appropriate subscription thereby agrees to be governed by the Constitution and any Rules and Regulations of the Club for the time being in force, and on that condition alone is enrolled to enjoy the advantages and privileges of membership of the Club.

## **8 RESIGNATION**

8a Any member wishing to resign from membership of Vintage Kiwi shall give notice in writing to the Secretary to that effect and pay all subscriptions and dues, including any arrears, up to the date of acceptance by the Committee of their resignation.

## **9 CESSATION OF MEMBERSHIP**

9a A member is deemed to have resigned if they:

- i. Advise the Committee verbally or in writing, or
- ii. Fail to pay their annual subscription (as per clause 6d).

9b Membership may be terminated in the following ways:

- i. If, for any reason whatsoever, the Committee is of the view that a member is breaching the GNZ rules or acting in a manner inconsistent with the Objectives of Vintage Kiwi, the Committee may require the member to attend a committee meeting and failing an explanation satisfactory to the committee, may be cautioned, suspended, required to resign or be expelled as the committee, in its absolute discretion, may determine.
- ii. Any decision to terminate a membership shall not be subject to challenge.
- iii. Any member subject to termination, shall not be eligible for any refund of subscription unless they have paid for a further full year in advance.

## **10 GOVERNMENT OF VINTAGE KIWI**

- 10a The government of Vintage Kiwi shall be vested in a Committee comprising a President, Secretary and Treasurer, all of whom shall be elected at an AGM. The Committee may co-opt additional committee members for services from time to time, as required.
- 10b The Committee shall be responsible for the government and management of Vintage Kiwi, conduct the general business of Vintage Kiwi, make, alter or rescind by-laws incidental to the objectives of Vintage Kiwi, and control property and the expending, borrowing or investment of funds as is deemed to be in the best interests of Vintage Kiwi.
- 10c The Committee shall maintain a trading bank account in Vintage Kiwi's full name. The Treasurer and two other Committee members shall have joint authority on the accounts, and payment of accounts must be approved by the Committee prior to making payment.
- 10d If a person ceases to be a committee member that person must, within one month, return to the Committee all Vintage Kiwi documents and property in their possession.
- 10e The Committee shall have the power to determine the fees payable in respect of all Vintage Kiwi activities, including the annual subscription and any rally fees. The Committee shall also have power to decide on matters relating to the use of Vintage Kiwi's property by non-members.

## **11 MEETINGS OF VINTAGE KIWI**

- 11a The Committee shall meet at any time that a meeting is deemed necessary by the President or any two other Committee members. Meetings may be conducted via telephone or email or physical meetings. Where a resolution is made, the Secretary shall record the business of the meeting and circulate such minutes for confirmation of them being a true and accurate record of discussion and actions taken.
- 11b At all meetings of the Committee two members shall form a quorum. Each member present shall be entitled to one vote. In the event of a tie in vote the Chairperson shall, in addition to their ordinary vote, be entitled to a casting vote. Voting shall be by show of hands or by secret ballot if requested by a majority of those attending.
- 11c The Annual General Meeting (AGM) shall be held annually on a day to be determined by the Committee, and preferably during the national rally. The business of the meeting shall be the election of a President, Secretary and Treasurer, the acceptance of the annual accounts, and any other business which the Committee wishes to put before the AGM, or any business which is raised by members at the meeting or submitted to the Secretary in advance of the meeting.
- 11d Written or email notice of the date and business of the AGM shall be sent to each member by the Secretary at least twenty-one days before the proposed meeting. Any member not able to attend in person may submit written or email notice to the Secretary or President of matters that they would like to raise for discussion, and any proxy vote.
- 11e The Committee may at any time call a Special General Meeting of Vintage Kiwi on giving fourteen days written or email notice to members. At such meetings no business may be transacted other than that detailed in the notice. The Committee shall call a Special General Meeting upon receiving a written request from not less

than ten or one-third of the financial members of Vintage Kiwi. For the purposes of this rule, written notice shall be deemed to be given when such a notice has been mailed to a member's last known postal address or emailed to their last known email address. The Special General Meeting may be conducted by email and/or conference phone call.

11f The quorum of a General or Special Meeting shall be twenty per cent of the members of the club eligible to vote or fifteen of those members whichever is the lesser. If at the appointed time for the meeting there is not a quorum present the meeting shall be adjourned. The incumbent President shall be the Chairperson of all such meetings and of meetings of the Committee. In his/her absence, the members present shall appoint a Chairperson from among their number.

11g At a General or Special Meeting of Vintage Kiwi, voting shall normally be by show of hands, plus any proxy votes submitted to the Secretary by written post or email in advance of the meeting, plus any proxy votes provided at the meeting by other members. Voting may, however, be by secret ballot if this is requested by four or more of the members present. Each member shall be entitled to one vote. In the event of a tie in votes the Chairperson shall, in addition to their ordinary vote, be entitled to a casting vote.

## **12 PRESIDENT**

12a The President is responsible for:

- i. Overseeing the operation of the Club and ensuring that the Rules are followed.
- ii. Convening meetings and establishing whether or not a quorum is present.
- iii. Chairing meetings.
- iv. Providing a report on the operations of the Club at each AGM.
- v. Retain custody of the Common Seal.

## **13 SECRETARY**

13a The Secretary shall call meetings in accordance with the provisions of the Constitution, keep minutes of all resolutions and proceedings at both General and Committee meetings. They shall conduct the correspondence of the Committee and in general act in a clerical capacity, keeping such records as the Committee may require. These records shall include the following:

- i. A register of Vintage Kiwi's members and their contact details.
- ii. The Constitution and Vintage Kiwi's Rules, Policies or Procedures.

## **14 TREASURER**

14a The Treasurer shall manage all transactions to and from the Vintage Kiwi bank accounts. They shall keep a record of Vintage Kiwi 's financial position and present an up to date financial statement at each Committee meeting of Vintage Kiwi.

14b The Treasurer shall disburse any monies of Vintage Kiwi in accordance with directions of the Committee, submit an annual report on the financial position of Vintage Kiwi as at 31st December each year, submit a financial statement at the AGM, submit a financial statement to the NZ Companies Office, and furnish other statements as the Committee shall require. All payments are to be made by electronic banking transaction.

- 14c The Treasurer shall manage any money provided to Vintage Kiwi for the purposes of restoration projects, or other projects that are consistent with the Objectives of the Club. This money may be invested in term deposits, until such time as the money is required for the project. Any interest earned shall be used for the project. Any money remaining at the end of the project may be re-invested for another project.

## **15 NON PROFIT & PECUNIARY BENEFIT**

- 15a Vintage Kiwi is a non-profit organisation whose activities are not carried out for the profit or gain of any member. Vintage Kiwi may only use money and other assets if:
- i. It is to meet the Objectives of Vintage Kiwi; and
  - ii. That use has been approved by either the Committee or by majority vote of the Club.
- 15b No private pecuniary profit, including at dissolution, shall be made by any member of Vintage Kiwi, except that:
- i. Any member may receive full reimbursement for all expenses properly incurred by that member in connection with the affairs of Vintage Kiwi; and
  - ii. Vintage Kiwi may pay reasonable and proper remuneration to any member of the Society in return for services actually rendered to Vintage Kiwi.

Provided however that any member or any person associated with a member, who is to receive remuneration in accordance with this clause, shall not by virtue of that member's capacity in any way determine or materially influence the amount of the remuneration to be paid.

## **16 COMMON SEAL**

- 16a The Common Seal of Vintage Kiwi shall be kept in the custody of the President. The seal shall be affixed to any legal document or contract that the society enters into. The use of the Common Seal shall be approved by the Committee, and affixed in the presence of two members thereof, who shall also sign every document so sealed.

## **17 ALTERATION TO CONSTITUTION**

- 17a Any alteration or amendment to the constitution shall be made at an Annual or Special General Meeting. A two-thirds majority vote of members present plus votes from members who have forwarded their position via post or email, may recommend and endorse any alteration or amendment to the Constitution.
- 17b Any rule or rules in this constitution (excluding those covered in rule 16c) may be rescinded, altered, expunged, or added to.
- 17c No addition to or alteration of rule 2 (objectives), rule 14 (non profit and pecuniary benefit), or rule 17 (dissolution), shall be made at an Annual or Special General Meeting, unless the prior approval of Inland Revenue has been obtained. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

## **18 DISSOLUTION**

- 18a Vintage Kiwi shall not be dissolved except by special resolution passed in accordance with the Incorporated Societies Act 1908.
- 18b Upon dissolution of Vintage Kiwi all assets shall be sold.

- 18c Should there remain, after sale of all assets, and satisfaction of all debts and liabilities, any property whatsoever, this shall be either:
- i. Given or transferred to Gliding New Zealand where it will be held in trust for the formation of another group who are deemed to have similar objectives to those stated within this constitution; or
  - ii. Given or transferred to an existing organisation which is deemed to have similar objectives to those stated within this constitution.
- 18d If such a gift or transfer of assets is made, a written formal receipt shall be issued by the recipient and formally added to the Vintage Kiwi records. This receipt should be counter-signed by the President and bear the Common Seal of Vintage Kiwi.
- 18e All Vintage Kiwi records will be transferred to an appropriate gliding archivist, or and equivalent gliding historical organisation.

**19 DAMAGES AND/OR LIABILITY**

- 19a No member, or any dependent of a member shall institute a claim for damages or any other claim, against any member of Vintage Kiwi arising from loss or death sustained while acting under the jurisdiction of Vintage Kiwi or as a result of negligence of any member of Vintage Kiwi.

Signed.....*[Signature]*.....Date...24/6/20..... President

Signed.....*[Signature]*.....Date...24/6/20..... Treasurer

Signed.....*[Signature]*.....Date...24/6/20..... Committee Member

