



Highbrook Aero Modellers Incorporated

Check Club Website for The Club's
up to date contact details www.ham.org.nz.

21st October 2024

RULES OF 'Highbrook Aero Modellers Incorporated' (The Constitution)

1. NAME

The name of the society is 'Highbrook Aero Modellers Incorporated'. (Hereinafter referred to as 'The Club'.)

2. PURPOSES

- a) To encourage and foster the building and flying of Model Aircraft (hereinafter referred to as 'the said sport') in all its phases in the City of Auckland, surrounding districts and elsewhere.
- b) To collect and supply information and advice on all or any matters pertaining to the said sports or model aeronautics generally.
- c) To promote and hold either alone or jointly with any other association, club, company, or person, model aeronautics meetings, contests, gymkhanas, carnivals, competitions, matches, exhibitions, or trials and accept, offer, give or contribute towards prizes, medals and awards to participants or others.
- d) To promote and hold functions for the purpose of promoting or assisting any of the objects of The Club.
- e) To raise money by subscriptions and grant any rights or privileges to subscribers.
- f) To buy, sell, lease, hire, mortgage, charge, exchange or otherwise deal with any real or personal property.
- g) To take any gift of property, whether subject to any special trust or not, for any one or more of the objects of The Club.
- h) To take any lawful steps for the purpose of procuring contributions to the funds of The Club.
- i) From time to time to subscribe or contribute to any patriotic or charitable, benevolent or useful object of a public character.
- j) To delegate a portion of the work of the Club and pay a portion of its funds to any organisations formed for the advancement of any branch of aeronautics and appoint representatives on any such bodies.
- k) To affiliate with members of The New Zealand Model Aeronautical Association (known also as "Model Flying New Zealand" or "MFNZ") and any club, association or society whether

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incorporated under THE INCORPORATED SOCIETIES ACT 2022 or not, having as one of its objects the advancement or governance of aeronautics.

- l) To enter into any arrangement with a government or local authority or any club, company or person which may seem to be conducive to the objects of the Club and to acquire or obtain from any such government or authority, association, company or person, any charters, contracts, decrees, rights, privileges and concessions which may be conducive to any such objects, and accept, and make payments under, carry out, exercise and comply with any such arrangements, charters, contracts, decrees, rights, privileges and concessions.
- m) To enter into any contracts, agreements, leases or arrangements with any person, firm, syndicate, corporation or company that may seem conducive to the objects of the Club or any of them, and to surrender and accept surrenders of leases.
- n) To borrow, raise, or secure the payment of money in such manner as the Club shall think fit and in particular by mortgages, debentures or debenture stock, perpetual or otherwise, charges upon all or any of The Club's undertakings, goodwill, property and assets (both present and future) including its future acquired property, and to purchase, redeem or pay off such securities.
- o) To draw, make, accept, endorse, discount, execute, issue and negotiate promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- p) To invest, lend and deal with monies of the Club upon such security and in such manner as may from time to time be determined upon.
- q) To appoint, remove or suspend any secretaries, treasurers, officers, clerks, agents or servants and to direct and control them and fix and pay their remuneration. Where any such persons or agent is a member of The Club, such payments for Professional Services to The Club rendered in the course of business or interest on money lent, shall not be greater than the current market rates.
- r) To do all or any of the things hereby authorised alone or in conjunction with another or others.
- s) To do all such other things as are incidental to or conducive to the attainment of the above objects. PROVIDED HOWEVER that the foregoing objects shall in no way limit the rights and powers conferred upon societies incorporated under THE INCORPORATED SOCIETIES ACT 2022 or any amendments thereof.

3. MEMBERSHIP

Members shall comply with the Constitution and Club's current Flying and Safety Rules and shall abide by all Club policies and procedures.

The members of The Club shall be of the following classes: -

- a) **LIFE MEMBERS:** May be appointed at any Annual General Meeting of The Club by the assembled members passing a resolution and LIFE MEMBERSHIP shall be confined to persons who have rendered meritorious service to the said sport generally or to this Club in particular. Life Members shall be entitled to all rights and privileges of Club membership without the payment of a fee.

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- b) **HONORARY MEMBERS:** May be appointed by the Management Committee for a period not exceeding twelve months and, in all cases, terminating at the next ensuing Annual General Meeting.
- c) **FULL ORDINARY MEMBERS:** Are any person(s) who in the opinion of the Management Committee are actively engaged in the practice and/or promotion of the said sport and who may apply for membership.

Applicants for membership and renewal of membership shall submit an “Application for New Membership” form or an “Application for Renewal of Membership” form (as applicable) to the committee for approval, along with payment of the applicable annual membership fee. Application along with the applicable payment is deemed as consent by an individual, to be a member of the Club.

Membership dues are payable no later than 31 March for the forthcoming membership year, and such applicant will not retain any of the rights of membership, not be able to compete for club championship points or club trophies or for any National or International trophies, competitions, records or use of any club facilities as an accredited member of this club until dues are paid.

Senior Members shall be those that have attained the age of twenty-six years and Junior Members shall be those that have not yet attained the age of twenty-six years.

All members shall also be members of ‘The New Zealand Model Aeronautical Association’ known also as “Model Flying New Zealand” or “MFNZ”

Financial Members of other affiliated Model Flying New Zealand Clubs can also join as full members and upon payment of the fees (minus the MFNZ portion) will become members with full voting rights.

A register of all membership applications received during each year will be maintained by the Secretary.

4. RESIGNATION

Any member may resign by giving notice of such desire to resign to the Secretary in writing and club dues shall cease as from the date on which such resignation is lodged with the Secretary, but no refund of the current subscription will be made.

5. MANAGEMENT COMMITTEE

The affairs of the club shall be conducted by a Management Committee (hereinafter referred to as the ‘Committee’) which shall be elected at the Annual General Meeting and shall consist of eight persons comprising: -

- President
- Vice President
- Secretary

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- Treasurer/Membership Officer
- Club Captain
- General Committee Officers

The General Committee Officers will have roles and responsibilities, including but not limited to:

- Health and Safety Officer
- Field Maintenance and Co-ordinator
- Webmaster/ Media and Social Media Co-ordinator

At each Annual General Meeting only 50% of the Committee shall retire in rotation, but shall be eligible for re-election.

Any two of the positions of Vice President, Club Captain, Secretary, Treasurer/Membership Officer may be held by one person. In these instances, a casual vacancy will exist until filled by the committee in terms of Clause 5 Para. 4.

Functions and Powers of the Committee –

- 5.1 Subject only to the provisions of this Constitution, the Committee's functions are to:
- a. Administer, control and manage all affairs, activities, policies and properties of the Club including;
 - b. Carry out activities to meet the Purposes of the Club and use money or other assets to do that;
 - c. Ensure that all members follow the Club's Rules including the Flying Safety Rules and all Club policies.
 - d. Control and manage the Club finances including approving the annual financial statements for presentation to Members at the Annual
 - e. Make, alter or repeal any rules or policies of the Club and communicate any alterations to the members;
 - f. Approve or decline membership applications, make decisions after an investigation of a grievance or complaint and decide on matters of suspension or expulsion
 - g. Engage or discharge any disputes and matters affecting the welfare of the Club, including development of procedures for dealing with complaints;
 - h. Set Membership fees and other levies required to meet budget requirements
 - i. Act in good faith and in the best interests of the Club, ensuring that the Club does not incur obligations that cannot be reasonably fulfilled.
- 5.2 All decisions of the Committee shall be by a majority vote. In the event of an equal vote, the meeting President shall have a casting vote, that is, a second vote. No voting by proxy shall be allowed at committee meetings.
- 5.3 The Committee has all the powers necessary for managing the operation and affairs of the Club, unless the Committee's power is limited by these Rules, or by a majority decision of the Club.
- 5.4 Decisions of the Committee bind the Club, unless the Committee's power is limited by these Rules or by a majority decision of the Club.

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- 5.5 Any Committee member that has a conflict of interest in any financial matter will be required to disclose that interest to the Committee as soon as practicable and the conflict must be recorded in the Conflict-of-Interest Register. A summary of the Conflict-of-Interest Register will be presented at each AGM.
- 5.6 **Area of Jurisdiction** – The physical territory of the Committee’s jurisdiction in relation to its membership shall be defined as encompassing: the Licenced and leased areas of the flying field and key access via the locked gate to the adjacent car-park; any place and/or time a member is on the business of the Club, or parts thereof.

The President will chair each committee meeting or in his/her absence the Vice-President will perform this duty.

Committee Meetings may be held electronically by voice or video call, or if the meeting is held in person, committee members may join by remote video or voice call. Electronic attendees’ votes will be counted.

Any member of the committee with the exception of the President or Vice President failing to attend three consecutive committee meetings shall automatically cease membership of the committee except in the case of such member being granted leave of absence by the committee. Such vacancy shall be termed a casual vacancy. Any casual vacancy occurring in the committee between Annual General Meetings may be filled by the committee and any person so appointed shall hold office until the next Annual General meeting.

The committee may at any time, by resolution passed by two-third majority, remove from office any committee member if the removal of the person is deemed to be in the best interests of The Club. A vacancy caused by expulsion shall be termed as a casual vacancy.

The quorum for a committee meeting shall be five committee members including the Club Captain (or his nominee from the committee) and Secretary or Treasurer.

Financial and honorary members may attend the committee meetings but may be asked to leave at any time when matters considered by the committee to be of a sensitive or personal nature are being discussed. These attendees will have no speaking rights unless asked to do so by the committee. These attendees will have no voting rights.

6. OFFICERS

All elected Committee members are deemed officers of the Club. All officers must sign the "Consent and certificate of officer" form on appointment.

7. DUTIES OF THE OFFICERS

a) PRESIDENT:

Shall Preside at all meetings.

b) VICE PRESIDENT:

Shall act as the President’s deputy in any matter when so requested by the President.

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c) CLUB CAPTAIN:

Shall be in charge of all flying meetings and act in any other manner that the committee shall direct.

d) TREASURER / MEMBERSHIP OFFICER:

Shall: -

- 1) Collect and receive all monies due to The Club.
- 2) Pay all debt's owing as soon as payment thereof is authorised by the committee.
- 3) Keep a register of all members and the classification of each member either separately or in association with the Secretary, in compliance with the requirements of The Incorporated Societies Office.
- 4) Have the custody of the funds of The Club.
- 5) Produce financial statements from time to time as may be required by the committee.
- 6) To prepare, for each Annual General Meeting of The Club a proper statement of receipts and payments and a balance sheet showing The Club's assets and liabilities made up to 31st March preceding each Annual General Meeting and to have such a statement and balance sheet duly have an audit or review engagement as determined by the committee for presentation to each Annual General Meeting. The Annual Financial Statement will be delivered to the Registrar as required by the Act.
- 7) To pay all monies received into the account of The Club with the Club's bankers.

e) SECRETARY:

Shall: -

- 1) Conduct all of The Club's correspondence and convene all meetings.
- 2) Keep accurate minutes of all meetings.
- 3) Keep a register of all members and the classification of each member either separately or in association with the Treasurer.
- 4) Act as custodian of the common seal and all books, papers, and accounts of The Club and produces same to the committee whenever called upon to do so.
- 5) Notifies Treasurer after each Annual General Meeting of all members liable for dues.
- 6) In cases of inability to attend any meeting, causes the necessary books and papers to be conveyed to the place of meeting and handed to the Chairman.

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f) GENERAL COMMITTEE:

- 1) Health and Safety Officer – responsible for reviewing at least annually, seeking committee endorsement and publishing the club safety policies and ensuring all members are complying.
- 2) Field Maintenance and Co-ordinator – responsible for all ground care including, but not limited to, grass cutting and Club flying site facilities.
- 3) Webmaster/ Media and Social Media Co-ordinator – responsible for regular member newsletter publications and external social media communications and promotions.

g) SUB-COMMITTEES:

May be appointed by the committee to enquire into any matters and shall consist of such members or members of the committee and/or ordinary, honorary or associate members as may be appointed thereto. The member or members so appointed shall have power to co-opt any member of the club or New Zealand Model Aeronautical Association for advisory purposes and any members so co-opted may attend any committee meetings at which any report containing or referring to their advice may be presented and may address the committee on such report but shall have no vote in the committee. All such sub-committees shall report back to the Management committee.

h) CONTACT PERSONS:

The President and Secretary are deemed the Club's Contact Persons, as prescribed in the Incorporated Societies Act 2022.

8. NOTICES OF GENERAL MEETINGS

Notices of general Meetings shall be given to members by **email**, written or printed memoranda despatched by ordinary post or by electronic media to the members' last known address. Unless a longer notice is provided to be given for any general meeting, Notices of Motion or remits are to be circulated at least seven days before the meeting as set out in clauses 10 and 11. Notices shall be deemed to be given on the date upon which they could be delivered in the ordinary course of post. The accidental omission of any member in being given notice shall not invalidate any proceedings at any meeting.

9. THE ANNUAL GENERAL MEETING

The committee shall decide the actual date and time of the Annual General Meeting of the Club but such meeting shall be held no later the month of May of each year. The time and place of such meeting shall be decided by the committee not earlier than six months and not later than one month prior to each Annual General Meeting. The President of the club for the time being shall preside at all meetings or failing his being able to attend, a Vice President may be nominated by the assembled members. The quorum for an Annual General Meeting shall be 25% of the members of the society who have paid their full subscriptions for the current year in which the persons nominated will be elected to hold office. Members represented by proxy shall be counted as being present.

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No single member may hold more than three proxy votes

The business of each Annual General Meeting shall be: -

- a) The Confirmation of any previous Annual General Meeting's minutes.
- b) The adoption of the Treasurer's Annual Statement of Accounts and the Chairman and Treasurer's reports.
- c) The election of Officers for the ensuing year. Should there be insufficient nominations for all positions, the elected officers are empowered to appoint any volunteer after the meeting.
- d) Such other business of which notice shall have been duly given in terms of these rules.

10. SPECIAL GENERAL MEETINGS

Special General Meetings of the Club may be called at any time by order of the committee or on requisition executed by at least three members. Such requests shall specify the business to be placed before the Special General Meeting and at least seven days' notice shall be given of all Special General Meetings. The committee shall allot the venue of such meetings. In the event of the committee failing to convene the meeting requested, the members requisitioning the Special General Meeting themselves may do so and allot the venue of such meeting. The quorum shall be 25% of the members of the society including the President or Vice President, Honorary Secretary and Honorary Treasurer. Members represented by proxy shall be counted as being present.

11. ALTERATION TO CONSTITUTION

The Constitution of The Club may be altered at any General Meeting of the Club by the enactment of any further rules or by rescission or amendment of any existing rules provided however, that no addition to or alteration of the Rules 11 and 21 shall be made without the Inland Revenue Department's approval and further, that seven days' notice in writing of the resolution embodying the proposed additions, rescissions or amendments shall have been given to all members and such resolution shall be passed by a majority of at least three-quarters of the members voting, both present personally and by postal vote. Only financial members shall be entitled to vote.

No addition to, deletion from or alteration of the organisation's rules shall be made which would allow personal financial gain to any individuals. 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.

12. VOTING

Voting at each General Meeting: Each member who has paid his full subscription for the current financial year shall be entitled to one vote. Voting may be by show of raised hands or secret ballot. Proxy voting will be accepted so long as a Proxy form is correctly filled out and delivered to the Secretary before the meeting is held. The Committee may initiate a postal vote on any issue as the Committee deems appropriate. ANY TWO members shall be entitled to demand that any particular vote be taken by secret ballot. All matters voted upon shall be decided by simple majority except as may be stated in the constitution rules and by-laws of The Club. Save as

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hereinafter set fourth each member shall be entitled to one vote. The Chairman shall have a casting vote in addition to his deliberate vote in all matters of equal division.

13. SUBSCRIPTIONS

The Annual Subscriptions for each class of membership are due as at 1st April each year and shall be determined by the committee and members notified no later than the end of February. Life Members and Honorary Members shall not be liable to pay annual subscription.

A new applicants' membership must be approved by the committee. The membership status of the applicant will not take effect until such dues are paid. Membership fees for new applicants shall reduce to 50% as from the 1st of November.

New Members joining after January 1st will have their membership carried over to the new financial year from April 1st without the requirement to pay additional fees for that year. Members who are not financial may not fly at Highbrook Aero Modellers Field under any circumstances.

14. SUSPENSIONS AND EXPULSION OF MEMBERS

The committee may suspend or expel any member if in the opinion of the committee after due and proper enquiry during which the offending member shall have been heard in his defence, such member has been guilty of any conduct prejudicial to the interests of the said sport.

If a member is to be expelled a Special Committee meeting must be called which the member to be expelled is invited to attend/submit written grounds to refute the allegations.

The member to be expelled must be given the opportunity to defend him/herself.

A vote must be taken to decide the member's status and the member must be informed in writing of the decision of the meeting.

15. DISPUTE RESOLUTION

Complaints about a Member

- 15.1. The committee must consider all written complaints or institute a disciplinary procedure regarding alleged misconduct of a member as per the Club's Complaints and Grievances Policy and Procedure.
- 15.2 An oral hearing of a complaint will be held if the committee or appointed sub-committee decides that an oral hearing is needed to ensure an adequate hearing, or is otherwise desirable.
- 15.3 The member has a right to be heard before the complaint or procedure is resolved or any outcome is determined.
- 15.4 The member will be fairly advised of all allegations concerning the member, with sufficient details and time given to enable to member to prepare a response.
- 15.5 The member will be given reasonable opportunity to be heard in writing or at an oral hearing (if one is held.)
- 15.6 The member's written statement or submissions will be considered by the committee or appointed sub-committee.

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A Member's Grievance against the Club or another Member

- 15.7 A member can raise with the committee an allegation of damage (caused by the Club or a member) to a member's rights or interests (as a member) or to members' rights or interests generally.
- 15.8 An oral hearing of the grievance will be held if the committee decides that an oral hearing is needed to ensure an adequate hearing, or is otherwise desirable.
- 15.9 The member will be heard before the grievance is resolved or any outcome is determined.

Investigating and determining a Complaint or Grievance

- 15.10 The committee must, as soon as is reasonably practicable after receiving a written complaint or grievance, investigate and determine the complaint grievance.
- 15.11 Despite rule 15.10, the committee may decide not to proceed with a matter further if the committee determines that:
- The matter is trivial, or
 - The complaint or grievance does not appear to disclose:
 - In the case of a complaint, any material misconduct, or
 - In the case of a grievance, any material damage to a member's rights or interests, or
 - The complaint or grievance appears to be without foundation or there is no apparent evidence to support it, or
 - The person who makes the complaint or brings the grievance has an insignificant interest in the matter, or
 - The conduct, incident, event, or issue has already been investigated and dealt with, by or on behalf of the Club.

The committee may refer a complaint or grievance to:

- A sub-committee or an external person to investigate and report, or
 - A subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
- 15.12 A person may not act as a decision maker in relation to a complaint or grievance if two or more members of the committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not:
- Be impartial, or
 - Be able to consider the matter without a predetermined view.
- 15.13 The Committee will use the Club's Complaints & Grievances Policy and Procedures throughout the investigation process and in determining any disciplinary action.

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16. EXECUTION OF DOCUMENTS AND COMMON SEAL

All documents intended to bind the club shall be executed under the Common Seal of The Club and such execution shall be attested by the President, a vice/president, the Secretary and at least one other member of the committee.

17. THE REGISTERED OFFICE

The Registered Office of the club shall be the address of the current Honorary Secretary. The Honorary Secretary who must notify the Registrar of Incorporated Societies of any change of address.

18. BANK ACCOUNT

The club may open an account with any of the then major five recognised banking institutions and the negotiation of any facilities will be undertaken by any **four** members of the committee appointed by the committee. Any two of the President, Honorary Secretary, Honorary Treasurer, or Club Captain to withdraw monies and any one signatory to endorse cheques and negotiate documents for the purpose of making deposits. A receipt, or clear bank audit trail in the case of a direct payment/deposit, is to be obtained or issued for all monies issued or received on behalf of the society.

19. DECLARATION OF INDEMNITY

Every member joining the club and taking part in club activities shall do so entirely at his or her own risk and no member shall make any claim against the club or any officer, member, servant, or authorised agent thereof for any injury or loss suffered by any such member through his or her participation in the activities of the club notwithstanding that such injury or loss may have been caused by negligence of the club or of any officer, servant or authorised agent thereof.

20. PERSONAL BENEFIT / EMPLOYMENT

As a not-for-profit organisation, the officers and members may not receive any distributions of profit or income from it. This does not prevent officers or members:

- receiving reimbursement of actual and reasonable expenses incurred, or
- entering into any transactions with the organisation for goods or services supplied to or from them, which are at arm's length, relative to what would occur between unrelated parties.

Provided no officer or member is allowed to influence any such decision made by the organisation in respect of payments or transactions between it and them, their direct family or any associated entity.”

21. AMALGAMATION/WINDING UP

In the event that the Club shall amalgamate, any funds and assets may be transferred to the account of the association, company or society when the amalgamation becomes effective, provided that the association, company or society taking part in the amalgamation is registered with the Inland Revenue Department as an approved non-profit organisation.

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In the event that the Club shall wind up, the funds if any remaining after paying all liabilities and expenses of winding up shall be disposed of either to another amateur sports body promoter or to a charity in the Mt Roskill area which the committee or liquidator or other such persons conducting the winding up may nominate, and failing any such nomination shall be paid over to some amateur sports body club or association or to a charity nominated by the Registrar of Incorporated Societies.

Signed by:



President - Corey Westhall



Secretary/Treasurer – Anthony Smith



Vice-President – Behram Bajan