



The Constitution of

CENTRAL HAWKE'S BAY AERO CLUB INC

1. The name of the Club shall be CENTRAL HAWKE'S BAY AERO CLUB INC.
2. The objects of the Club shall be:
 - (a) To bring together as members of the Club persons interested in aviation.
 - (b) To foster and encourage the art of flying amongst such members and to educate public opinion generally upon the value and necessity of aviation to the benefit of the aviation community.
 - (c) To enable members to learn the art of flying. To provide, procure and maintain aeroplanes for the use and instruction of members of the Club.
 - (d) To acquire any freehold or leasehold land in the Provincial District of Hawke's Bay and to erect all necessary buildings and improvements thereon and to sell, lease or otherwise dispose of any portion thereof not required for the objects of the Club.
 - (e) Generally to enter into all such agreements and contracts and to do all such acts, deeds matters and things as may be deemed necessary for the purpose of furthering the interests of the Club and of aviation.
 - (f) The Club is not and does not intend to be registered as a charitable entity under the Charities Act 2005.

CONSTITUTION

In this Constitution, unless the context requires otherwise, the following words and phrases have the following meanings:

‘Act’ means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

‘Annual General Meeting’ means a meeting of the Members of the Club held once per year which, among other things, will receive and consider reports on the Club’s activities and finances.

‘Chairperson’ means the Officer, usually the President, responsible for chairing General Meetings and committee meetings, and who provides leadership for the Club

‘Committee’ means the Society’s governing body.

‘Constitution’ means the rules in this document.

‘General Meeting’ means either an Annual General Meeting or a Special General Meeting of the Members of the Club.

‘Interested Member’ means a Member who is interested in a matter for any of the reasons set out in section 62 of the Act.

‘Interests Register’ means the register of interests of Officers, kept under this Constitution and as required by section 73 of the Act.

‘Matter’ means—

- a. the Club’s performance of its activities or exercise of its powers; or
- b. an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the Society.

‘Member’ means a person who has consented to become a Member of the Club and has been properly admitted to the Club who has not ceased to be a Member of the Club

‘Notice’ to Members includes any notice given by email, post, or courier.

‘Officer’ means a natural person who is:

- a member of the Committee, or
- occupying a position in the Club that allows them to exercise significant influence over the management or administration of the Society, including any Chief Executive or Treasurer.

‘President’ means the Officer, responsible for chairing General Meetings and committee meetings, and who provides leadership for the Club

‘Register of Members’ means the register of Members kept under this Constitution as required by section 79 of the Act.

‘Secretary’ means the Officer responsible for the matters specifically noted in this Constitution.

‘Special General Meeting’ means a meeting of the Members, other than an Annual General Meeting, called for a specific purpose or purposes.

‘Working Days’ mean as defined in the Legislation Act 2019. Examples of days that are not Working Days include, but are not limited to, the following — a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign’s birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day.

Nothing in this Constitution authorises the Club to do anything which contravenes or is inconsistent with the Act, any regulations made under the Act, or any other legislation.

The Club shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed.

The Club’s contact person must be:

- At least 18 years of age, and
- Ordinarily resident in New Zealand.

A contact person can be appointed by the Committee or elected by the Members at a General Meeting.

Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:

- a physical address or an electronic address, and
- a telephone number.

Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 Working Days of that change occurring, or the Club becoming aware of the change.

3 The club shall consist of all the present members of the Central Hawkes Bay Aero Club Inc and of those members who may be elected from time to time in accordance with Rule 10.

MEMBERSHIP AND SUBSCRIPTIONS.

4. The Club shall have no less than 10 members who shall be divided into "Flying Members, Associate Members", "Life Members", and "Honorary Members" as hereinafter defined.

- Member
A Member is an individual or body corporate admitted to membership under this Constitution and who or which has not ceased to be a Member.
- Flying Member
- A flying Member shall be entitled to fly the Club aircraft at the "Club Rates" and shall pay the full "Flying subscription"
- Life Member

A Life Member is a person honoured for highly valued services to the Club elected as a Life Member by resolution of a General Meeting passed by a $\frac{2}{3}$ majority of those Members present and voting. A Life Member shall have all the rights and privileges of a Flying Member and shall be subject to all the same duties as a Flying Member except those of paying subscriptions and levies.

- Honorary Member
An Honorary Member is a person honoured for services to the Club or in an associated field elected as an Honorary Member by resolution of a General Meeting passed by a simple majority of those present and voting. An Honorary Member has no membership rights, privileges or duties
- Associate Member
"Associate Members" shall be those members who desire to support and encourage aviation and who are prepared to assist and further the interests of the Club whenever practicable. An Associate member shall pay the reduced "Associate Subscription" and shall pay an increased rate to fly the Club aircraft.
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- The definitions of the foregoing members shall be defined and their respective fees fixed at a general meeting of the Club.
- The annual subscription and any other fees for membership for the next financial year shall be set by resolution of a General Meeting (which can also decide that payment be made by periodic instalments).

OFFICERS AND COMMITTEE

Every Officer must be a natural person who —

- has consented in writing to be an officer of the Club, and
- certifies that they are not disqualified from being elected or appointed or otherwise holding office as an Officer of the Club.

Officers must not be disqualified under section 47(3) of the Act or section 36B of the Charities Act 2005 from being appointed or holding office as an Officer of the Club, namely —

- a. a person who is under 16 years of age
- b. a person who is an undischarged bankrupt
- c. a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation
- d. A person who is disqualified from being a member of the governing body of a charitable entity under the Charities Act 2005
- e. a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years —
 - i. an offence under subpart 6 of Part 4 of the Act
 - ii. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
 - iii. an offence under section 143B of the Tax Administration Act 1994
 - iv. an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (i) to (iii)
 - v. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere
- f. a person subject to:
 - i. a banning order under subpart 7 of Part 4 of the Act, or
 - ii. an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
 - iii. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
 - iv. a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.
- g. a person who is subject to an order that is substantially similar to an order referred to in paragraph (f) under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the Act.

Prior to election or appointment as an Officer a person must —

- consent in writing to be an Officer, and
- certify in writing that they are not disqualified from being elected or appointed as an Officer either by this Constitution or the Act.

Note that only a natural person may be an Officer, and each certificate shall be retained in the Society's records.

5.

- (a) The Officers of the Club shall consist of a Patron, a President, one or more Vice- Presidents, and a Club Captain, all of whom shall be elected at the Annual General Meeting of the Club each year.

- (b) A Committee shall be elected at the Annual General Meeting each year as hereinafter provided and shall consist of the Patron, President and Vice• Presidents of the Club, the Club Captain and a maximum of six other members. 5 members of the committee shall form a quorum at any committee meeting.
- (c) At each Annual General Meeting the three committee members who have been longest in office shall retire from office and an equal number shall be elected to fill such vacancies.

As between three or more who have been in office an equal length of time the committee members to retire shall in default of agreement between them be determined by lot.

A retiring member of the Committee shall be immediately eligible for re-election.

- (d) The Committee shall have the control and investment of the funds of the Club and shall have the management of the affairs of the Club and they shall have power to make, alter or rescind by-laws and local rules for the regulation and conduct of the affairs of the Club and generally for the carrying out of the Club's activities which by-laws and local rules shall be binding on every member of the Club until set aside by a majority of the votes of the members present and entitled to vote at any Annual, General or Special Meeting. The Committee shall inform all members of the by-laws made by it and of the local rules by having a notice posted in some prominent part of the Club rooms frequented by the members or where members gather in connection with the social activities of the Club.
- (e) The Committee may from time to time appoint Sub-Committees and delegate to such Sub-Committees any of the powers of the Committee and they shall have power to fix the honorarium (if any) to be paid to the Secretary, Treasurer, Auditor and Pilot Instructor or Instructors.
- (f) The Committee shall make a report to the Annual General Meeting of the Club each year as to the position and state of the Club and operations and the affairs of the Club generally.
- (g) The Committee shall have power in the corporate name of the Club to enter into any Agreement or Agreements Contract or Contracts with any person, firm, company or other corporate body at any time necessary in the interests of the Club and to execute any Transfer, Lease, Assignment or other document whatsoever for the purpose of the above written objects of the Club contained in Rule 2 hereof and shall be executed in accordance with Rule 17 hereof.
- {h) The Committee may from time to time at its discretion borrow for the purpose of the Club from any person, Company, Bank or Institution or other corporate body any sum or sums of money either without security or on the security of all or any of the Club's assets, undertaking and effects :from time to time either under lien, mortgages or charges with Power of Sale and other usual powers or by bank overdraft or by the issue of debentures or bonds of the Club and on such terms and conditions as to rate of interest or otherwise as the Committee thinks fit.
- (i) Should any member fail to attend three (3) duly convened consecutive meetings of the Committee without the leave of the Committee the member shall cease to be a member of the Committee, but this rule shall not apply to the Patron and Vice-Presidents of the Club.

An Officer shall be removed as an Officer by resolution of the Committee or the Club where in the opinion of the Committee or the Club —

The Officer has brought the Club into disrepute

The Officer has failed to disclose a conflict of interest

The Committee passes a vote of no confidence in the Officer

An Officer ceases to hold office when they resign (by notice in writing to the Committee), are removed, die, or otherwise vacate office in accordance with section 50(1) of the Act.

Each Officer shall within 10 Working Days of submitting a resignation or ceasing to hold office, deliver to the Committee all books, papers and other property of the Club held by such former Officer.

- (j) The Officers of the Club and the members of the Committee shall be elected at the Annual General Meeting of the Club by a majority of the votes of those members who are present and entitled to vote under Rule 8 hereof.
- (k) All members except Honorary Members shall be eligible for election as Officers and members of the Committee.
- (l) The nomination of any member for office must be in writing signed by the Nominee and the Nominee's proposer and seconder or may be made from the floor at the Annual General Meeting of the Club upon the secretary's receipt of a signed nomination form.
- (m) Should any vacancy occur in the Officers or members of the Committee during the year it may be filled by the Committee by the co-option of any member of the Club.
- (n) The Committee shall hold meeting whenever called together by the President or in their absence, a Vice-President or by the Secretary on the requisition of not less than three members of the Committee and at least Three (3) days' notice of Committee Meetings shall be given to each member of the Committee. The President, or a Vice-President or in their absence one of the members of the Committee present shall take the chair at all Committee Meetings and the Chairperson shall have both a deliberative and a casting vote.
- (o) An Officer or member of a sub-committee who is an Interested Member in respect of any Matter being considered by the Club, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified)—
 - a. to the Committee and or sub-committee, and
 - b. in an Interests Register kept by the Committee.

Disclosure must be made as soon as practicable after the Officer or member of a sub-committee becomes aware that they are interested in the Matter.

An Officer or member of a sub-committee who is an Interested Member regarding a Matter—

- a. must not vote or take part in the decision of the Committee and/or sub-committee relating to the Matter unless all members of the Committee who are not interested in the Matter consent; and
- b. must not sign any document relating to the entry into a transaction or the initiation of the Matter unless all members of the Committee who are not interested in the Matter consent; but
- c. may take part in any discussion of the Committee and/or sub-committee relating to the Matter and be present at the time of the decision of the Committee and/or sub-committee (unless the Committee and/or sub-committee decides otherwise).

However, an Officer or member of a sub-committee who is prevented from voting on a Matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.

Where 50 per cent or more of Officers are prevented from voting on a Matter because they are interested in that Matter, a Special General Meeting must be called to consider and determine the Matter, unless all non-interested Officers agree otherwise.

Where 50 per cent or more of the members of a sub-committee are prevented from voting on a Matter because they are interested in that Matter, the Committee shall consider and determine the Matter.

The Committee shall at all times maintain an up-to-date register of the interests disclosed by Officers and by members of any sub-committee.

The committee and any subcommittee may act by resolution approved during a conference call using audio and/or

audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next Committee or subcommittee meeting. Other than as prescribed by the Act or this Constitution, the Committee or any sub-committee may regulate its proceedings as it thinks fit.

6. GENERAL MEETING

- (a) The Club shall hold Annual General Meetings each year as soon after the balance date as possible, but no later than 31st September in each year and no later than 15 months after the previous AGM.
- (b) A Special General Meeting shall be held whenever the Committee considers it necessary or on receipt by the Secretary of a requisition signed by not less than Ten (10) members of the Club.
- (c) The requisition calling for a Special General Meeting shall state the business to be considered at such meeting.
- (d) The dates for holding all General Meetings shall be fixed by the Committee and at least Seven (7) days notice thereof shall be given to all members by the Secretary as provided in Rule 15 hereof.
- (e) At all Annual General and Special General Meetings Twelve (12) members shall form a quorum.

7. VOTES

- (a) All members (except Honorary Members) whose subscriptions are in arrears as provided in Rule 11 (1) hereof and new members whose first year's subscriptions are unpaid, shall not be entitled to vote at any meeting of the Club.
- (b) The Chairman for the time being at any General Meeting or Committee Meeting shall have a casting as well as a deliberative vote.
- (c) Voting shall be by show of hands or by ballot on the demand of any member present. No member may vote by proxy..

8. SECRETARY AND TREASURER

- (a) The Committee shall from time to time appoint a Secretary and Treasurer who shall hold office at the Committee's pleasure; one person may hold both offices.
- (b) The Secretary shall keep books and accounts of the Club and shall conduct all correspondence and shall have the custody of the Title Deeds and other documents belonging to the Club.
- (c) The Secretary shall keep a list of the members of the Club, available upon request and shall keep minutes of all Committee and General Meetings and shall notify members of General Meetings in the manner prescribed in Rule 6(d) hereof.
- (d) The Secretary may be paid such moneys as the Committee may from time to time decide.
- (e) All moneys due to the Club shall be paid to the Treasurer whose receipt shall be sufficient discharge, and who shall be empowered to open a banking account in the Club's name and all operations thereon shall be signed by the Treasurer and the Secretary or when the two offices are combined by the President and Secretary and in the absence of the President by a Vice-President, or by any member of the Committee so authorised by the Committee.
- (f) The Treasurer shall submit at the Annual General Meeting of the Club a statement of the financial position of the Club and a record of the receipts and expenditure for the year with a statement showing the assets and liabilities of the Club and such statements shall be made up to the last day of March in that year. Prior to submitting the said statement of financial position to the Annual General Meeting, the Treasurer shall have the statement certified by an independent accountant that it has been

examined by such independent accountant and been reviewed in accordance with the Review Engagement Standard issued by the New Zealand Society of Accountants.

- (g) The financial year of the Club shall end on the last day of March in each year.
- (h) When the offices of Secretary and Treasurer are combined the duties and all powers of the Treasurer shall fall on the Secretary.

9. INDEPENDENT ACCOUNTANT

- (a) An independent accountant shall be elected at the Annual General Meeting to examine all the books, accounts, statements and balance sheet prepared by the Treasurer or Secretary as the case may be. Such statement of account and balance sheet when examined shall be printed and a copy posted to each member of the Club not less than 7 days before the annual meeting.
- (b) The independent accountant may be paid such moneys as the committee may from time to time decide.
- (c) The committee or the club at an annual meeting may require an audit to be carried out."

10. ELECTION OF MEMBERS

- (a) An applicant for membership must complete and sign an application form, which must include the applicant's consent to becoming a member, supply any information, or attend an interview as may be reasonably required by the Committee regarding an application for membership and will become a member on acceptance of that application by the Committee.

The Committee may accept or decline an application for membership at its sole discretion. The Committee must advise the applicant of its decision.

Before any applicant may be received into membership of the Club the applicant shall sign a duly completed indemnity, indemnifying the Club against liability for accidents to himself or herself or to the applicant's property and the Committee shall not consider such application for membership unless such indemnity is embodied in the application.

The signed written consent of every Member to become a Club Member shall be retained in the Club's membership records.

- (b) The election of members shall be by the vote of 80% majority of those members present at any Committee Meeting. Each new member shall be notified in writing of their election and requested to pay their subscription and entrance fee (if any) forthwith.
- (c) The annual subscription and entrance fee (if any) shall become due and payable to the Treasurer on the first day of April in each year.
- (d) If a newly elected member does not pay his entrance fee (if any) and subscription within one month after his election, his election may be declared void in the discretion of the Committee.
- (e) Any member elected after the 30th day of September in each year shall pay one half only of the annual subscription for the then current financial year but shall pay the entrance fee (if any) in full. Any application for membership, received in the last quarter of the financial year, may, at the committee's discretion, be eligible for a reduced subscription for the remaining portion of the year.
- (f) No person whose subscription is unpaid after three months from the due date for payment thereof shall be entitled to vote at any meeting for election of members or for any other purpose.
- (g) Any member whose annual subscription is unpaid after the last day of July in any financial year shall at the option of the Committee and on being notified by the Secretary to this effect cease to be a member of the Club; but he shall not be relieved

from liability for payment of his subscription for the then current financial year. This rule shall not apply to members of the Club being absent from New Zealand.

- (h) No member retiring from the Club or ceasing from any cause to be a member shall be entitled to or have any claim upon the property of the Club or any portion thereof.
- (i) An Applicant who is eligible for honorary Membership may be admitted as an Honorary Member in the following manner: The applicants name must be entered in a book provided for that purpose and kept in the Club house. The entry shall be signed by a member of the Committee who shall be responsible for the conduct of such members and for any debts incurred by them to the Club. The period for which an Honorary Member shall be elected shall be one week, but the Committee may at the request of the proposers from time to time extend the period for one month. Honorary members shall be exempt from entrance and subscription fees. Honorary Members shall be amenable to the Rules, regulations and by-laws of the Club. Honorary Members shall not be eligible for office. The Committee shall have power to revoke the admission of an Honorary Member without assigning any cause.
- (j) All Members shall promote the interests and purposes of the Club and shall do nothing to bring the Club into disrepute
A Member is only entitled to exercise the rights of membership (including attending and voting at General Meetings, accessing or using the Club's premises, facilities, equipment and other property, and participating in Club activities) if all subscriptions and any other fees have been paid to the Society by their respective due dates, but no Member or Life Member is liable for an obligation of the Club by reason only of being a Member
All Members shall promote the interests and purposes of the Club and shall do nothing to bring the Club into disrepute.
Any Member that is a body corporate shall provide the Committee, in writing, with the name and contact details of the person who is the organisation's authorised representative, and that person shall be deemed to be the organisation's proxy for the purposes of voting at General Meetings.
Committee may decide what access or use Members may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the Club, and to participate in Club activities, including any conditions of and fees for such access, use or involvement.

11. ENTRANCE FEE

The Committee shall be empowered to impose an entrance fee at any time of such amount as it shall decide. Notice hereof shall be posted up in the Club Room but any entrance fee which the Club may desire to impose shall not be payable by those persons who are already members of the Club when such entrance fee is imposed.

12. RESIGNATION OF MEMBERS

Any member wishing to resign from the Club may do so by giving written notice to the Secretary on or before the 31 day of March in any financial year and if no such notice be given he shall be liable for the subscription for the ensuing year, no such resignation as aforesaid shall relieve or discharge any member from payment of any subscription or other money then due and payable by them to the Club.

A Member who has ceased to be a Member under this Constitution—

- a remains liable to pay all subscriptions and other fees to the Club's next balance date,
- b shall cease to hold himself or herself out as a Member of the Club, and
- c shall return to the Club all material provided to Members by the Club (including any membership certificate, badges, handbooks and manuals).
- d shall cease to be entitled to any of the rights of a Club Member.

13. EXPULSION OF MEMBERS

If the conduct of a member is such as appears to the Committee to endanger the character, welfare and good order of the Club it shall on its own resolution be in the power of the Committee or on the requisition of ten members be its duty to call a Special General Meeting of the Club to consider the expulsion of such members, at least seven (7) days notice shall be given to the member of the calling and of the date of such Special General Meeting and such notice shall state the nature of the charges made against such members or complaint as to their conduct and that such Special General Meeting is called to consider their expulsion and shall call upon them to attend such meeting for the purpose of answering such charges or explaining their conduct. Should the member fail or decline to answer such charges or to explain their conduct to the satisfaction of the members present at such meeting a vote shall be taken by ballot and in the event of its being voted at such meeting by two-thirds of the members present that the name of such member be removed from the Register of Members of the Club such member shall cease forthwith to belong to the Club or to have any claim to the property of the Club.

Any former Member may apply for re-admission in the manner prescribed for new applicants, and may be re-admitted only by resolution of the Committee.

But, if a former Member's membership was terminated following a disciplinary or dispute resolution process, the applicant may be re-admitted only by a resolution passed at a General Meeting on the recommendation of the Committee.

A Member may at any time make a written request to the Club for information held by the Club.

The request must specify the information sought in sufficient detail to enable the information to be identified.

The Club must, within a reasonable time after receiving a request —

- a. provide the information, or
- b. agree to provide the information within a specified period, or
- c. agree to provide the information within a specified period if the Member pays a reasonable charge to the Club (which must be specified and explained) to meet the cost of providing the information, or
- d. refuse to provide the information, specifying the reasons for the refusal.

Without limiting the reasons for which the Club may refuse to provide the information, the Club may refuse to provide the information if —

- a. withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
- b. the disclosure of the information would, or would be likely to, prejudice the commercial position of the Club or of any of its members, or
- c. the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the Club, or
- d. the information is not relevant to the operation or affairs of the society, or
- e. withholding the information is necessary to maintain legal professional privilege, or
- f. the disclosure of the information would, or would be likely to, breach an enactment, or
- g. the burden to the Club in responding to the request is substantially disproportionate to any benefit that the Member (or any other person) will or may receive from the disclosure of the information, or
- h. the request for the information is frivolous or vexatious, or
- i. the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this Constitution and the Act.

If the Club requires the Member to pay a charge for the information, the Member may withdraw the request, and must be treated as having done so unless, within 10 Working Days after receiving notification of the charge, the Member informs the Club —

- a. that the Member will pay the charge; or
- b. that the Member considers the charge to be unreasonable.

Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

14. NOTICES

- (a) Notices required by these Rules to be given shall be sufficient if notified in the usual way to the members entitled to such notices.
- (b) Notices of meetings shall be notified in club newsletters and by email to members.
- (c) All notices calling meetings shall state the business to be considered at such meetings.

15. ALTERATIONS TO CONSTITUTION

- (a) No existing rules shall be altered or repealed nor shall any new rule be added without the consent of the majority of the members present at an Annual General Meeting or at a Special General Meeting called for such purpose and unless at least seven (7) days notice of such proposed alterations, repeals or addition shall have been given to each member by the Secretary.
- (b) No rule shall be amended, rescinded or repealed unless by a $\frac{2}{3}$ majority of the votes of those present and no rule shall be valid until accepted by the Registrar of Incorporated Societies.

16. REGISTERED OFFICE

- (a) The Registered Office of the Club shall be at 2327 Takapau Road, Waipukurau, Central Hawke's Bay.
- (b) The Committee shall have power from time to time by resolution carried in the usual way to change the location of the Registered Office and due notice of every such change of office shall be given by the Secretary to the Registrar of Incorporated Societies.

17. EXECUTION OF DOCUMENTS

All documents requiring execution by the club shall be signed by two (2) members of the Committee.

18. EMPLOYMENT OF EMPLOYEES

- (a) All employees of the Club shall be appointed by the Committee or by any Sub-Committee which the Committee may appoint for this purpose.
- (b) Members shall not give any money or gratuity to any employees of the Club.
- (c) Employees of the Club shall not directly or indirectly receive any gratuity, commission or other award from any tradesman or other persons doing business with or employed by the Club under pain of immediate dismissal by the Committee.
- (d) All complaints of inattention or improper conduct of an employee shall be stated in a letter signed by the members complaining addressed to the Secretary and shall be by them laid before the Disputes Committee with as little delay as possible.

19. REGULATION FOR FLYING

Members shall make themselves acquainted with the by-laws and regulations from time to time issued by the Committee with regard to flying instructions and hiring of aeroplanes and shall be responsible for the due observance thereof.

20. MEMBERS CANNOT DERIVE ANY FINANCIAL GAIN

No member shall derive any financial gain from the property or operations of the Club except as an Officer in receipt of an honorarium or as reimbursement or income that shall be reasonable and relative in an arm's length transaction (being open market value) "Financial Gain" however, does not include the winning of trophies other than cash nor does it include prize money where such prize money is handed or paid to the Club.

21. DISPOSITION OF FUNDS

The income and property of the Club from whatever source derived, shall be applied solely towards the promotion or objects of the Club and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to members of the Club except by way of honorarium as here in before provided for in the Rules.

22. DISPUTES RESOLUTION

A dispute is a disagreement or conflict involving the Club and/or its Members in relation to specific allegations set out below.

The disagreement or conflict may be between any of the following persons—

- a. 2 or more Members
- b. 1 or more Members and the Club
- c. 1 or more Members and 1 or more Officers
- d. 2 or more Officers
- e. 1 or more Officers and the Club
- f. 1 or more Members or Officers and the Club

The disagreement or conflict relates to any of the following allegations—

- a. a Member or an Officer has engaged in misconduct
- b. a Member or an Officer has breached, or is likely to breach, a duty under the Club's Constitution or bylaws or the Act
- c. the Club has breached, or is likely to breach, a duty under the Club's Constitution or bylaws or the Act
- d. a Member's rights or interests as a Member have been damaged or Member's rights or interests generally have been damaged.

A Member or an Officer may make a complaint by giving to the Committee (or a complaints subcommittee) a notice in writing that—

- a. states that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Club's Constitution; and
- b. sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
- c. sets out any other information or allegations reasonably required by the Club.

The Club may make a complaint involving an allegation against a Member or an Officer by giving to the Member or Officer a notice in writing that—

- a. states that the Club is starting a procedure for resolving a dispute in accordance with the Club's Constitution; and

- b. sets out the allegation to which the dispute relates.

The information setting out the allegations must be sufficiently detailed to ensure that a person against whom an allegation or allegations is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.

A complaint may be made in any other reasonable manner permitted by the Club's Constitution.

All Members (including the Committee) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Club's activities.

The complainant raising a dispute, and the Committee, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, arbitration, or a tikanga-based practice. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

- A Member or an Officer may make a complaint by giving to the Committee (or a complaints subcommittee) a notice in writing that—
- States that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Club's Constitution; and
- Sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
- Sets out any other information reasonably required by the Club.
- The Club may make a complaint involving an allegation or allegations against a Member or an Officer by giving to the Member or Officer a notice in writing that—
- States that the Club is starting a procedure for resolving a dispute in accordance with the Club's Constitution; and
- Sets out the allegation to which the dispute relates.
- The information given under subclause (1b.) or (2b.) must be sufficient to ensure that a person against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
- A complaint may be made in any other reasonable manner permitted by the Club's Constitution.
- A Member or an Officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- If the Club makes a complaint—
- the Club has a right to be heard before the complaint is resolved or any outcome is determined; and
- an Officer may exercise that right on behalf of the Club.
- Without limiting the manner in which the Member, Officer, or Club may be given the right to be heard, they must be taken to have been given the right if—
- they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- an oral hearing (if any) is held before the decision maker; and
- the Member's, Officer's, or Club's written or verbal statement or submissions (if any) are considered by the decision maker.
- This clause applies if a complaint involves an allegation that a Member, an Officer, or the Club (the 'respondent')—
- has engaged in misconduct; or
- has breached, or is likely to breach, a duty under the Club's Constitution or bylaws or this Act; or
- has damaged the rights or interests of a Member or the rights or interests of Members generally.
- The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- If the respondent is the Club, an Officer may exercise the right on behalf of the Club.
- Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if—
- the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
- the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- the respondent's written statement or submissions (if any) are considered by the decision maker. The Club must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its Constitution, ensure that the dispute is investigated and determined.

- Disputes must be dealt with under the Constitution in a fair, efficient, and effective manner and in accordance with the provisions of the Act.

Despite the ‘Investigating and determining dispute’ rule above, the Club may decide not to proceed further with a complaint if—

- the complaint is considered to be trivial; or
- the complaint does not appear to disclose or involve any allegation of the following kind:
- that a Member or an Officer has engaged in material misconduct:
- that a Member, an Officer, or the Club has materially breached, or is likely to materially breach, a duty under the Club’s Constitution or bylaws or the Act:
- that a Member’s rights or interests or Members’ rights or interests generally have been materially damaged;
- the complaint appears to be without foundation or there is no apparent evidence to support it; or
- the person who makes the complaint has an insignificant interest in the matter; or
- the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
- there has been an undue delay in making the complaint.
- The Club may refer a complaint to—
- a subcommittee or an external person to investigate and report; or
- a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
- The Club may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).
- A person may not act as a decision maker in relation to a complaint if 2 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
- able to consider the matter without a predetermined view.

DISSOLUTION

23. Two-thirds of the members present at a Special General Meeting convened for the purpose may resolve that the Club be wound up and dissolution as follows. If upon winding up or dissolution of the club there remains after satisfying all debts and liabilities any property whatsoever the same shall not be given or distributed among the members of the club but shall be given or transferred to another organisation or body with similar objects to the club with priority given to those of the Hawkes Bay region.
24. The Committee shall be the authority for the interpretation of these rules and of the by-laws and regulations made thereunder and the decision of the Committee upon any question of interpretation or upon any matter affecting the Club and not provided for by these Rules or by the by-laws and regulations made thereunder shall be final and binding on the members.
25. The above Rules shall unless otherwise expressly provided come into force on the date of the reregistration of the Club.