

Constitution of the Wellington Aero Club Incorporated

1 Introductory rules

1.1 Name

The name of the society is the Wellington Aero Club Incorporated.

A resolution that an application be made to the Registrar of Incorporated Societies by or on behalf of the society to change the name of the society must be passed by a majority of 75% of the members voting at a general meeting.

1.2 Registered office

The registered office of the society at any particular time is the place described as such in the register of incorporated societies.

The executive committee may from time to time determine the place of the society's registered office, by notifying the Registrar of Incorporated Societies of any change as required by the Act.

1.3 Contact persons

The contact persons for the society are:

- the secretary appointed by the executive committee under paragraph 6.8 of this constitution
- the chief executive appointed by the executive committee under paragraph 6.8 of this constitution.

2 The constitution

2.1 Amending the constitution at a general meeting

Any two members may jointly propose an amendment to the constitution by submitting a notice of motion to an annual or special general meeting. A proposal for amending the constitution must be accompanied by a written explanation of the reasons for it.

The executive committee must consider the proposed amendment and report on it to all members 7 days before the meeting and again orally at the meeting.

The power of the executive committee to allow for a resolution to be passed in lieu of a meeting (as provided for in paragraph 5.4 of this constitution), with provisions for members to give approval to the resolution by electronic means including digital messaging or electronic voting, also applies to notices of motion for constitutional amendments.

A motion to amend the constitution is passed only if a majority of 75% of the members voting at a meeting vote in favour of it.

2.2 Minor or technical amendments

If a minor or technical amendment to the constitution is made under s 31 of the Act, the executive committee must send notice of the amendment to each member using an address that is contained in the register of members.

2.3 Interpretation

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

Act means the Incorporated Societies Act 2022 as amended from time to time or any act that replaces it.

Regulations means the Incorporated Societies Regulations 2023 as amended from time to time or any regulations that replace them.

Clubrooms means facilities owned or occupied by the society at which the society's flying operations take place.

Register of incorporated societies means the register established under section 231 of the Act.

Society means the Wellington Aero Club Incorporated.

Working day has the same meaning as in the Legislation Act 2019 or any act that replaces it.

A term defined in the Act or the Regulations has the same meaning in this constitution as in the Act or the Regulations.

3 Purposes, culture and practice

3.1 Purposes

The primary purposes of the society are to:

- provide professional flight instruction to recreational pilots and professional pathways to those developing an aviation career
- provide opportunities for sustainable and skilful flying
- encourage interest and involvement in recreational aviation
- encourage social interaction among members and others with an interest in aviation.

3.2 Culture and practice

The society operates in ways that are:

- open, friendly and welcoming
- inclusive
- professional and relaxed.

4 Members

4.1 Types of members

Member

A member is an individual (a natural person) who has been admitted to membership under this constitution and has not ceased to be a member.

Life member

A life member is a person honoured for outstanding service to the society over a period of years who has been elected as a life member by resolution of a general meeting passed by a 75% majority of the members voting at the meeting.

A life member has all the rights and privileges of a member and is subject to all the duties and obligations of a member except those of paying subscriptions or levies.

4.2 Applying for membership

An applicant for membership must complete the application process that is, from time to time, determined by the executive committee.

A person becomes a member when their application for membership has been approved by the executive committee. The executive committee may accept or decline an application for membership at its sole discretion. The executive committee must advise the applicant of its decision.

The power to approve an application may be delegated to the chief executive, but the power to decline an application may not be. The chief executive may not further delegate the power to approve an application.

A person must consent to being a member.

4.3 Member's rights and obligations

A member must not do anything that brings the society into disrepute.

The executive committee may determine:

- members' access to and use of any premises, facilities, equipment or other property owned, occupied or otherwise used by the society
- members' participation in society activities, and
- any conditions or fees for such access, use or involvement.

Every member must promptly advise the society of any changes to their name or contact details.

4.4 Subscriptions and fees

The annual membership subscription and any other fees for membership for the next financial year must be set by resolution of a general meeting (which can also decide that payment be made by periodic instalments).

4.5 Ceasing to be a member

A person ceases to be a member by:

- giving written notice of resignation to the secretary or chief executive, or
- failing to pay a subscription within three calendar months after it is due, or
- dying, or
- by resolution of the disputes subcommittee under paragraph 10.3.

A person ceases to be a member with effect from:

- when a notice of resignation is received or at a later time specified in the notice, or
- three calendar months after the subscription was due, or
- the date of death, or
- the date specified in a resolution of the disputes subcommittee.

A person who has ceased to be a member under this constitution:

- remains liable to pay any outstanding debts to the society, and
- must return to the society all material in their possession that is the property of the society, and
- is no longer entitled to any of the rights of a member, and
- must cease to hold himself or herself out as a member of the society.

A person who ceases to be a member is not entitled to any refund of the annual subscription for the year in which they cease to be a member.

4.6 Becoming a member again

A former member may apply for re-admission in the manner prescribed for new applicants.

Except that if a former member's membership was terminated following a disputes resolution process, the applicant may be re-admitted only by a resolution passed by the executive committee.

4.7 Register of members

The executive committee must ensure that a register of members is kept and maintained with the information required by law.

5 General meetings

5.1 General meetings

A general meeting is a meeting of members that is either an annual general meeting or a special general meeting. An annual general meeting is held once per year to review the society's operations. A special general meeting is one called for a specific purpose or purposes.

Notice of a general meeting and any notices of motion must be provided to each member by any commonly-accepted communication method used by the society and by posting a notice at the clubrooms. The notice of a general meeting must include the general nature of the business to be conducted at the meeting.

The executive committee may decide that a general meeting is to be held in person, by audio or audiovisual link, or a combination of both.

The executive committee must ensure that minutes are kept of all general meetings.

5.2 Annual general meeting

The society must hold an annual general meeting of members within 4 months after the balance date of the society, and not later than 15 months after the previous annual general meeting.

Annual general meetings are called by the executive committee.

The secretary must give members at least 35 days' notice of an annual general meeting.

Notices of motion for an annual general meeting must be submitted to the secretary at least 21 days before the meeting, and provided to all members 14 days before the meeting.

The executive committee must, at each annual general meeting, present this information:

- an annual report on the operations and affairs of the society during the most recently completed accounting period
- the financial statements of the society for that period
- notice of the disclosures, or types of disclosures, made under section 63 (disclosure of interests) during that period, including a brief summary of the matters, or types of matters, to which those disclosures relate.

The agenda for an annual general meeting must also include, as far as is reasonably practicable:

- apologies
- minutes of the last annual general meeting
- matters arising from that meeting
- election of officers
- election of biennial financial reviewer
- ratification of membership subscriptions or fees for the following financial year

- special business arising from notices of motion
- general business.

5.3 Special general meetings

A special general meeting may be called either by the executive committee or by written request to the secretary by at least 20 members.

An special general meeting may be held at any time if it is called by the executive committee, and must be held within 31 days of a valid request by members.

The secretary must give members at least 7 days notice of a special general meeting.

Notices of motion for a special general meeting called by members must be submitted to the secretary at least 14 days before the meeting, and provided to all members 7 days before the meeting.

A special general meeting may consider only the matter(s) specified in the meeting notice, unless the chair and at least 75% of members participating in the meeting agree that other matters may be considered.

Provisions in this constitution for special general meetings apply to special general meetings under s 64(3) relating to a member of the executive committee being interested in a matter.

5.4 Resolution in lieu of a general meeting

The executive committee may allow for a resolution to be passed in lieu of a general meeting for the purposes of section 89 of the Act.

Members may give approval to the resolution by electronic means including digital messaging or electronic voting.

5.5 Quorum

The quorum for a general meeting is 15 members.

If, within half an hour from the time appointed for the meeting, the required number of members is not present:

- a special general meeting lapses without prejudice to the calling of another meeting for the same purpose
- an annual general meeting stands adjourned for one week at the same hour and place, and thence from week to week until the requisite number of members are present.

Participants engaged in a meeting by audio or audiovisual link count when determining a quorum.

Proxy votes do not count when determining a quorum.

5.6 Conduct of meetings

General meetings are to be chaired by the president, or president-elect, or another member eligible to vote chosen by the executive committee (in that order of precedence).

In order to perform any function as a member at a meeting — including to attend, speak or vote (in person, through a proxy or as a proxy), stand for office, nominate or second anyone for office or call for a secret ballot — a member (other than a life member) must have paid a current membership subscription before the meeting begins.

5.7 Voting

The chair may determine for each resolution being voted on whether voting is to be conducted by voice, a show of hands, secret ballot or electronic voting.

Except that any member participating in the meeting may request that a resolution is voted on by secret ballot instead of voice or show of hands.

In the event of equal voting on a resolution the chair may exercise a casting vote in addition to his or her deliberative vote, except on votes for the election of officers.

5.8 Proxy voting

A member may appoint a proxy to vote on their behalf at a general meeting.

For the appointment of a proxy to be valid it must be made on a form made available for the purpose by the secretary and submitted to the secretary before the meeting begins.

A member may act as a proxy for only one member not participating in the meeting.

At the beginning of each general meeting the secretary must advise the meeting of which members are casting their votes by proxy and who the proxy for each member is.

5.9 Nominations and ballot for election of executive committee members

Nominations for members of the executive committee must be made in a form determined from time to time by the executive committee, and submitted to the secretary at least 21 days before an annual general meeting and provided to all members 14 days before the meeting.

If insufficient valid nominations are received, further nominations may be made by members at the annual general meeting.

If there are more nominations for officers than the number of position(s) available, a ballot must be held.

For a ballot the secretary must give a ballot paper to every member entitled to vote and an additional ballot paper to every member voting as a proxy for another member. For a vote to be valid, the ballot paper must be marked with no more votes than the number of position(s) available. A ballot paper otherwise completed is invalid.

The chair must appoint at least two scrutineers at the meeting who are not participating in the voting. The scrutineers must check ballot papers for validity, count the valid votes and give written results of the voting to the chair.

The chair must announce the results to the meeting.

In the event of a tie (an equal number of votes) selection must be decided by drawing a lot, performed by the chair and validated by the scrutineers.

6 Executive committee

6.1 Composition and size of executive committee

The executive committee comprises:

- the president
- the president-elect
- the immediate past president
- the club captain
- at least 4 and no more than 6 other executive committee members.

All executive committee members must be members of the society.

6.2 Election or appointment of executive committee members

These positions are elected by members at a general meeting for a one-year term:

- president-elect
- club captain
- other executive committee members.

The president-elect becomes the president after a one-year term as president-elect.

If no replacement president-elect is elected at a general meeting, the executive committee may appoint a member of the society to a one-year term as president-elect.

The president becomes immediate past president when the president-elect assumes the role of president.

The executive committee may appoint a replacement member if a member vacates their position. The replacement member holds office for the remaining duration of the vacating member's term.

6.3 Disqualification from being an executive committee member

A person is disqualified from remaining an executive committee member if they are absent from three consecutive executive committee meetings without an apology being accepted and minuted at those meetings, or is otherwise disqualified by law.

6.4 Functions of the executive committee

From the end of each annual general meeting until the end of the next, the society is managed by, or under the direction or supervision of, the executive committee in accordance with the Act, the Regulations and this constitution.

6.5 Powers of the executive committee

The executive committee has all the powers necessary for managing — and for directing and supervising the management of — the operation and affairs of the society, subject to such modifications, exceptions, or limitations contained in the Act, the Regulations or in this constitution.

The executive committee may, by majority vote, make or amend bylaws and policy statements for the control and conduct of the society's activities, and codes of conduct applicable to members. The executive committee must ensure that any bylaws, policy statements and codes of conduct are published in a manner that makes them readily available to members.

6.6 Common seal

The society must have a common seal that consists of the words "Wellington Aero Club Incorporated" in the form of a circle, with the words "Common Seal" in the centre.

The secretary must keep custody of the common seal.

The common seal may be affixed to a document by resolution of the executive committee, and in the presence of the president or president-elect and two other members of the executive committee.

6.7 Executive committee meeting procedures

Except as provided for in the Act, the Regulations or this constitution, the executive committee may regulate its own procedure.

The executive committee must meet at least monthly, at a time and place to be agreed as far in advance as practicable. The executive committee can agree to vary the time and place of scheduled meetings.

In case of genuine need, the president (or, in their absence, president-elect) may convene an extraordinary meeting at no less than 48 hours notice.

The quorum for an executive committee meeting is at least 50% of the number of members on the executive committee. Members participating in a meeting in person or remotely count equally for determining the quorum.

Executive committee members may take part in a meeting in person or through an audio or audiovisual link.

The executive committee may act by resolution approved through a written ballot conducted by email or other digital communication system, electronic voting system or post, and any such resolution must be recorded in the minutes of the next executive committee meeting.

Each meeting is to be chaired by the president, or in their absence the president-elect, or in the absence of both an executive committee member nominated by the meeting.

A resolution of the executive committee is passed if a majority of votes cast are in favour of the resolution. Each executive committee member has one vote. If equal number of votes are cast for and against a resolution, the chair of the meeting has a casting vote.

Minutes must be kept of each meeting. Minutes may be kept in electronic format.

The following officers of the society may attend and participate in executive committee meetings but are not entitled to vote unless they are an elected executive committee member:

- chief executive
- secretary
- treasurer.

6.8 Power of executive committee to appoint

The executive committee may appoint, for a term and on conditions it chooses:

- chief executive
- one or more chief flying instructors
- secretary
- treasurer
- staff
- contractors.

6.9 Subcommittees

The executive committee may appoint subcommittees consisting of such persons (whether or not members of the society) and for such purposes as it thinks fit. Unless otherwise resolved by the executive committee:

- at least one member of a subcommittee must be a member of the society
- the quorum of every subcommittee is half the members of the subcommittee but not less than 2
- no subcommittee has the power to co-opt additional members
- a subcommittee must not commit the society to any financial expenditure without express authority from the executive committee
- a subcommittee must not further delegate any of its powers.

Provisions in the Act relating to disclosure of an interest that apply to officers also apply to persons appointed to a subcommittee.

Provisions in this constitution relating to executive committee meeting procedures apply, with any necessary changes made, to subcommittee meetings.

7 Officers

7.1 Officers of the society

The officers of the society are:

- all executive committee members
- chief executive
- secretary (if not already an executive committee member)
- treasurer (if not already an executive committee member).

The chief flying instructor is not an officer of the society.

7.2 Appointment or election of officers

Executive committee members are elected or take office by rotation as described in paragraph 6.2 above.

The chief executive is appointed by the executive committee for a term and on conditions to be decided by it.

The secretary and treasurer each:

- are appointed by the executive committee for a term and on conditions to be decided by it
- may or may not be an elected executive committee member.

7.3 Officer ceasing to hold office

A person ceases to be an officer of the society:

- by sending a notice of resignation by email or letter to the society, or
- if they are removed from office by a resolution of the disputes subcommittee (section 10.3), or
- if their term of appointment ends.

A person ceases to be an officer of the society:

- when a notice of resignation is effective when it is received by the society or at a later time specified in the notice, or
- on the date specified in a resolution of the disputes subcommittee, or
- at the end of their term of appointment.

7.4 Indemnities or insurance for officers, members or employees of the society

The society may indemnify an officer under section 96 of the Act, or effect insurance for an officer under section 97 of the Act, for these matters:

- liability (other than criminal liability) for a failure to comply with an officer's duty under sections 54 to 61 of the Act or any other duty imposed on the officer in their capacity as an officer, or
- costs incurred by the officer for any claim or proceeding relating to that activity.

8 Finances

8.1 Balance date

The balance date of the society is the close of 31 March each year.

8.2 Financial management

The funds and property of the society must be:

- controlled, invested and disposed of by the executive committee, subject to this constitution, and
- devoted solely to promoting the purposes of the society.

The executive committee must maintain bank accounts in the name of the society.

The executive committee must approve an annual budget for each financial year before the end of the preceding financial year.

The executive committee must review a financial report at each monthly meeting.

8.3 Financial recording and reporting

The executive committee must ensure that at all times the society keeps accounting records that:

- correctly record the transactions of the society in a way that complies with legal requirements,
- allow the society to produce financial statements that are required by law, and
- would enable the financial statements to be readily and properly reviewed or audited.

8.4 Financial control

The executive committee must establish and maintain a satisfactory system of control of the society's accounting records. This must comprise at least:

- approval of annual budgets
- approval of monthly financial reports
- approval of payment authorities and bank signatories
- approval of investments
- a biennial financial review as provided for in paragraph 8.5 of this constitution, and
- the power to initiate an audit of the society's financial management, control, records and accounts.

8.5 Biennial financial review

Every annual general meeting in an even-numbered year must elect a financial reviewer to hold office for the ensuing two years. The financial reviewer is eligible for re-election.

If the financial reviewer steps down from the position during their two-year term, the executive committee may appoint a replacement in accordance with this paragraph.

The reviewer must be a suitably qualified person, and preferably a member of Chartered Accountants Australia and New Zealand or its successor organisation. The reviewer must not be a member of the society or the executive committee, or an employee of the society. The reviewer is not an officer of the society.

The role of the reviewer is to examine the society's finances and report to the executive committee on whether or not they believe that financial information is presented in accordance with the society's accounting policies and relevant legislation.

The executive committee must provide the reviewer with:

- all information relevant to this enquiry, including financial statements, financial records and policy documents
- any other information reasonably requested by the reviewer
- reasonable access to any society member, employee or contractor who the reviewer wishes to gain information from.

The executive committee must present the reviewer's report at the next annual general meeting.

9 Information held by the society

9.1 Access to information

The society may refuse to provide information requested by a member under s 80(1) and s 80(2) of the Act only on the grounds set out in s 81(1):

- (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 society or of any of its members, or
- (c) the disclosure of the information would, or would be likely to, prejudice the commercial position of any other person, whether or not that person supplied the information to the society, or
- (d) the information is not relevant to the operation or affairs of the society, or
- (e) the request for the information is frivolous or vexatious.

10 Dispute resolution

10.1 Dispute resolution procedures

The society's dispute resolution procedures are the procedures contained in clauses 2 to 8 of schedule 2 of the Act and elsewhere in paragraph 10 of this constitution.

10.2 Alternative to dispute resolution

The society may, with the consent of all parties to a complaint, refer a complaint for mediation by a mediator who is a member of the Arbitrators' and Mediators' Institute of New Zealand (or its successor organisation) and whose selection is agreed to by all parties to the complaint.

10.3 Additional dispute resolution procedures

If mediation is not pursued, the executive committee must establish a disputes subcommittee. The disputes subcommittee must consist of at least three persons, who may or may not be members of the executive committee.

The disputes subcommittee may resolve:

- to censure a member or officer who is the subject of a complaint, or
- to restrict or place conditions on a member's or officer's access to and use of any premises, facilities, equipment or other property owned, occupied or otherwise used by the society, or the member's or officer's participation in society activities, or
- that an officer who is the subject of a complaint has vacated office, or
- that a member who is the subject of a complaint has ceased to be a member.

Before making such a determination the disputes subcommittee must give notice of its intention to the respondent.

10.4 Appeal

On receiving notice of the disputes subcommittee's intention, the respondent may appeal to the executive committee against the proposed determination only on the grounds that disputes subcommittee conducted its proceedings in a manner that was unfair to the complainant and which prejudicially affected the results of the proceedings.

Notice of such an appeal must be given to the secretary within 21 days of the complainant receiving notice of a proposed decision.

No executive committee member who was part of the disputes subcommittee considering the complaint may participate in any consideration of an appeal to the executive committee.

After considering an appeal the executive committee may confirm, set aside or modify the disputes subcommittee's proposed decision.

11 Liquidation, removal from the register and amalgamation

11.1 Resolving to put the society into liquidation

The society may be wound up if a resolution is passed under subpart 6 of part 5 of the Act to appoint a liquidator of the society. The following additional procedures apply to any such resolution:

- A notice of resolution must also be displayed at the clubrooms (as well as being sent to each member).
- The resolution must be confirmed at a subsequent general meeting held at least 30 days after the general meeting at which the resolution was passed.
- In order to be passed, each resolution must be passed by a majority of at least 75% of members voting at the meeting.

11.2 Surplus assets

Disposal of the society's surplus assets to allow removal from the register of incorporated societies or following liquidation or removal from the register of incorporated societies must be made according to a resolution made under subpart 6 of part 5 of the Act.

The resolution must specify either one not-for-profit entity, or nominate by name, class or description more than one not-for-profit entity, to which the surplus assets are to be disposed of. If more than one not-for-profit entity is nominated, the resolution must also specify the manner in which surplus assets are to be allocated between them.

The following additional procedure applies to any such resolution:

- A notice of resolution must also be displayed at the clubrooms (as well as being sent to each member).

11.3 Amalgamation

In considering whether a proposed amalgamation is in the best interests of the society, the executive committee must, unless all other alternative options have been exhausted, give preference to proposing amalgamation with some other not-for-profit entity or entities having purposes similar to that of the society.

A amalgamation proposal must be approved by majority of at least 75% of members voting on the resolution to amalgamate.

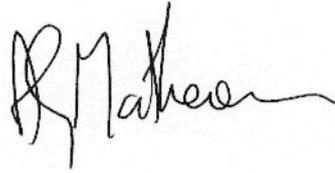
11.4 Removal from the register

A request to the Registrar to remove the society from the register of incorporated societies may be made by the executive committee or any of the society's officers so authorised by the executive committee.

This constitution was approved at a special general meeting of the Wellington Aero Club on 9 April 2025.

A handwritten signature in black ink, appearing to be 'D. Donald', with a long horizontal flourish extending to the right.

Dominic Donald
Member, Secretary

A handwritten signature in black ink, appearing to be 'A. Matheson', with a long horizontal flourish extending to the right.

Andrew Matheson
Member