

THE CONSTITUTION

of

THE SPORT AIRCRAFT BUILDERS CLUB OF WA INC

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THE SPORT AIRCRAFT BUILDERS CLUB OF WA INC

CONSTITUTION (ARTICLES and RULES of ASSOCIATION)

Date of effect: 6<sup>th</sup>. February 2006 - (Date approved under the Act)

**1. NAME**

The name of the Association shall be the "Sport Aircraft Builders Club of WA Inc."

**2. INTERPRETATION**

To avoid uncertainty, if any section or Clause of this Constitution is in conflict with the Act, then the Act will apply to the extent required to resolve the conflict.

In the interpretation of this Constitution, except where excluded by the context

Reference to the masculine gender includes the feminine gender.

Reference to the singular member includes the plural and vice versa. In addition the following meanings apply to words indicated

WORDS	MEANING
Act	Means the Associations Incorporation Act 1987 and regulations, as amended or replaced
AGM	Means the Annual General Meeting of the Club
Amateur Aircraft Builder	Means a person who is an amateur and builder, designer or restorer of aircraft and who has commenced or completed construction, design or restoration amounting to the accepted minimum of 51% of the total completed aircraft
Associate Member	Means persons whose names are inscribed in the Register of Members as Associate Members and who are financial
Banking Institution	Means a banking institution as defined by the Reserve Bank of Australia
Casual Vacancy	Means a vacancy that arises due to a Committee Member not completing his or her term on the Committee
Clause	Means a clause of this Constitution
Club	Means the Sport Aircraft Builders Club of WA Inc
Club Rules	Means the rules governing all operations and property at Serpentine Airfield
Committee	Means the Management Committee
Committee Meeting	Means a meeting of the Committee of the Club
Constitution	Means this document
EGM	Means an Extraordinary General Meeting where a resolution to be passed needs a three quarters (3/4) majority of those Full Members wishing to vote either in person or by postal vote
Executive Committee	Means the President, Secretary or the Treasurer of the Club, either collectively or individually
Fees Register	Means a register of the amount of all imposts and charges the Club imposes on the Members
Full Members	Means both Ordinary Members who are financial and Life

	Members
General Meeting	Means a general meeting as set out in Clause 21
Hold Office	Means to stand for nomination and be elected to the Committee
Members	Means all Full, Junior, Family, Honorary and Associate Members
Normal Committee Members	Means Committee Members who are not Executive Committee Members
Ordinary Members	Means persons whose names are inscribed in the Register of Ordinary Members and who are financial
Petition	Means a Petition as set out in Clause 17
Register of Members	Means a register of all Members of the Club
Replacement Committee Member	Means a Member who has nominated to stand or has been elected at a by-election
Rules Register	Means a register of the status of all amendments or modifications whether temporary or otherwise of the Club Rules
Seal	Means the Common Seal of the Club
Serpentine Airfield	Means the airfield located on Yangedi Road North, Hopeland.
Special Resolution	Means a resolution requiring a three quarters (3/4) majority to pass or pursuant to section 24 of the Act
Sufficient Notice	Means notice setting out the time and place of the relevant meeting and the details of the resolutions or issues that will be put to the Members. The meeting will be scheduled to allow for 21 days notice to be given

### 3. OBJECTS

- 3.1 To foster interest in the building, design, restoration and operation of light aircraft for non-commercial activities.
- 3.2 To encourage Members to construct, maintain and operate sport, vintage, ultralight, experimental and amateur built aircraft.
- 3.3 To maintain and develop the facilities at Serpentine Airfield.
- 3.4 To encourage Club support of appropriate national sport aviation bodies which aim to support amateur built and sport aircraft.
- 3.5 To own and operate Club aircraft when appropriate.
- 3.6 To inform and educate Members about technical or other matters pertaining to constructing, maintaining or operating light aircraft for non-commercial activity.
- 3.7 To provide a venue for social activities involving Members, their families and guests.
- 3.8 To encourage interaction between Members and members of other special interest groups.
- 3.9 To provide a venue for charitable functions.
- 3.10 To encourage and foster an interest in aviation among the broader community.
- 3.11 To foster good relations with owners and occupiers of neighbouring properties by establishing suitable guidelines for the operation of aircraft at Serpentine Airfield.

### 4. POWERS

- 4.1 To borrow and raise money as required for the purposes of the Club on such terms and on such security as may be thought fit. If the Committee wishes to borrow an amount greater than \$5,000, then the Committee must first obtain approval from Members via a Special Resolution at a General Meeting. The Secretary must provide the Members with Sufficient Notice of the Special Resolution.
- 4.2 To take such cooperative action as may be required to assist Members with advice on material procurement, to hold fly-ins, competitions, exhibitions, publish newsletters, and develop other activities Members may request.
- 4.3 To invest the monies of the Club, not immediately required for its purposes, in a Banking Institution. If the Committee wishes to invest money other than in a Banking Institution, then the Committee must first obtain the approval of Members via a Special Resolution at a General Meeting. The Secretary must provide the Members with Sufficient Notice.
- 4.4 The Club has the power to do all such other things as are incidental or conducive to the attainment of the objects of the Club.

- 4.5 The Club has the power to hold, deal with and dispose of any real or personal property as provided for in the Club Rules.
- 4.6 To establish, maintain, enforce and update Club Rules that bind Members and others wishing to use or visit Serpentine Airfield.

## 5. NON PROFIT

The property and income of the Club shall be applied solely towards the promotion of the objects of the Club and no part of the property or income may be paid or otherwise distributed, directly or indirectly, to Members, except in good faith in promotion of those objects.

## 6. MEMBERSHIP

- 6.1 Any person interested in the objects of the Club shall be eligible to apply for Associate Membership.
- 6.2 Every member of the Club must abide by this Constitution, the Act and the Club Rules, as amended from time to time.
- 6.3 The Committee shall consider each proper application for membership at a Committee Meeting and shall accept or reject such applications.
- 6.4 Every Member undertakes to contribute to the assets of the Club in the event of it being wound up while he or she is a member or within one year afterwards for payment of the debts and liabilities of the Club contracted before the time at which he or she ceases to be a member, and the costs, charges and expenses of winding up and for an adjustment of the rights or contributories among themselves such amount as may be required but limited to an amount equal to half of his or her annual subscription.
- 6.5 The Secretary shall keep a Register of Members and enter therein the names and addresses of the Members, the category of member and the date at which each person was entered in the register as a member. When the membership of a person ceases his or her name will be removed from the Register of Members.
- 6.6 Every prospective member of the Club must sign a written consent to become a member and be proposed for membership by a Full Member and seconded by two Full Members.
- 6.7 Every member has the right to inspect the records and documents of the Club.

## 7. ASSOCIATE MEMBERSHIP

- 7.1 An Associate Member has all Club privileges except those that are set out in Clause 8.2.
- 7.2 Current Ordinary Members may elect to become Associate Members.

- 7.3 Associate Membership attracts an annual subscription of two-thirds of the subscription of an Ordinary Member as set by the Club from time to time and set out in the Fees Register.
- 7.4 An Associate Member of no less than 12 months standing, who is legally entitled to pilot a manned aircraft or has a project or aircraft, may apply to become an Ordinary Member.
- 7.5 Such an application shall be in the prescribed form.
- 7.6 The particulars of the applicant will be posted on the secure section of the Club web site for a period of 21 days, where existing Ordinary Members will be invited to comment in writing on the suitability of the applicant for acceptance as an Ordinary Member of the Club. The Members of the Committee have the discretion to reject or accept the application, but when making their decision must take into account all written comments made by Ordinary Members with the exception of any comment made anonymously.

## **8. ORDINARY MEMBER**

- 8.1 An Ordinary Member is any person who:
- 8.1.1 has duly applied and has been accepted to join the Club as an Ordinary Member;
  - 8.1.2 has paid the applicable subscriptions as determined by the Club; and
  - 8.1.3 has been entered in the register as an Ordinary Member of the Club.
- 8.2 Only Full Members have the following rights and privileges to:
- 8.2.1 vote;
  - 8.2.2 Hold Office;
  - 8.2.3 base an aircraft at Serpentine Airfield; or
  - 8.2.4 own or occupy a hangar or site.
- 8.3 The Committee may invite a person to become an Ordinary Member pursuant to the procedures set out in the Club Rules as amended from time to time.

## **9. LIFE MEMBERSHIP**

- 9.1 The Committee may confer Life Membership upon any person in recognition of outstanding service to the Club or its objects. A Life Member has all the privileges of an Ordinary Member but is not required to pay subscriptions.

## **10. HONORARY MEMBER**

- 10.1 The Committee may confer Honorary Membership on any person who has made significant contribution to the objects of the Club. Honorary Members are not required to pay fees and subscriptions to the Club. Honorary membership shall be conferred for periods of one year on each occasion conferred.

## **11. FAMILY MEMBER**

- 11.1 A Family Member is any person who is the spouse or personal partner of an Ordinary Member. Family Members are not required to pay fees or subscriptions to the Club.

## 12. JUNIOR MEMBER

- 12.1 A Junior Member is any person who is under the age of 18 years and is interested in the objects of the Club, has duly applied to join the Club and has been accepted by the Committee. A Junior Member may be required to pay the applicable subscriptions as determined by the Club.

## 13. CESSATION OF MEMBERSHIP

- 13.1 The membership of a person will cease due to the following events:
- 13.1.1 The Secretary receiving from a Member his or her written resignation. In this case outstanding monies owed to the Club remain due and can be pursued;
  - 13.1.2 The Death of a Member, in which case debts will be written off;
  - 13.1.3 The expulsion of a member pursuant to Clause 14; or
  - 13.1.4 A Member whose subscription has been unpaid for a period of 6 months shall be deemed to have resigned from the Club.

## 14. EXPULSION OF A MEMBER

- 14.1 The Club may expel any Member for any serious or persistent breach of the Club Rules, the Act, any directive from the Club or the commission of any act that could be detrimental to the Club including non-payment of monies owing.
- 14.2 If the Committee considers that a member should be expelled from the Club, the Committee shall communicate, in writing and by registered mail, to the member:
- 14.2.1 notice of the proposed expulsion and of the time, date and place of the Committee Meeting at which the question of that expulsion will be decided; and
  - 14.2.2 particulars of that conduct, not less than 30 days prior to the Committee Meeting referred to in Clauses 14.2.1.
- 14.3 At the Committee Meeting referred to in the notice communicated under Clause 14.2, the Committee may, having afforded the Member concerned a reasonable opportunity to be heard either in person or in writing, expel that member from the Club and must provide written notice of its decision to the Member without delay. Such an expulsion will take effect at the completion of the appeal process set out in Clauses 14.4 and 14.5.
- 14.4 A member who is expelled under Clause 14.3 may appeal against his or her expulsion by giving written notice to the Secretary of his or her intention to do so within 14 days of receiving the notice of his or her expulsion. On receipt of the notice the Secretary will inform the Members of the appeal and provide Members with Sufficient Notice of the General Meeting.
- 14.5 When notice is given under Clause 14.4:

- 14.5.1 the Club will, after having afforded the member who gave notice a reasonable opportunity to be heard either in person or in writing, vote to confirm the decision to expel the Member at the General Meeting by obtaining no less than a three fourths majority against that member who gave notice ; and
- 14.5.2 The member who gave that notice does not cease to be a member unless and until the decision of the Committee to expel him or her is confirmed under this Clause.

## 15. SUBSCRIPTIONS

- 15.1 Annual subscriptions shall be payable in advance and shall fall due on 1 July of each year.
- 15.2 The amount of the annual subscription shall be set at a General Meeting prior to 1 July of each year.
- 15.3 The application of a new member shall be accompanied by the full annual subscription regardless of when the application is made.

## 16. ELECTION AND RETIREMENT OF COMMITTEE MEMBERS

- 16.1 At each AGM the Club shall elect a Committee to be responsible for the general management, administration and control of the Club. The Committee shall consist of three Executive Members namely: a President, Secretary and Treasurer plus six Normal Committee Members. Where possible at least a majority of the Committee shall be bona fide Amateur Aircraft Builders.
- 16.2 Only Full Members have the right to Hold Office and then only after at least twelve months of financial membership. To be eligible for election all dues must be fully paid.
- 16.3 The term of office shall be 1 year for the President and 2 years for other members of the Committee. The members of the Committee shall Hold Office until the election of their successors at the AGM or General Meeting.
- 16.4 The President and at least half of the Normal Committee Members shall be elected each year.
- 16.5 Nominees for President shall be from amongst those Ordinary Members who have been financial Members for four years and Life Members, unless no such member is willing to accept such a nomination in which case nominations will be called for from any Full Member.
- 16.6 Nominations for Normal Committee Member positions shall be in writing, proposed and seconded by Full Members and endorsed by the member nominated and delivered to the Secretary by the required date.
- 16.7 If a Casual Vacancy arises, for whatever reason, then at the next General Meeting, for which Sufficient Notice is given, the President will call for nominations to fill any vacancy from the Full Members in attendance. If there is more than one valid nomination for a position, then a vote will be taken. If any vacancy remains, then

the President will call for nominations at the following General Meeting and so on until all vacancies are filled. Any member so appointed shall Hold Office until the following AGM.

- 16.8 In the event that a Casual Vacancy occurs, the Secretary will inform the Members of the vacancy and provide the Members with Sufficient Notice.
- 16.9 The Committee shall have power to impose a special levy upon the Members, to carry out the objects and rules of the Club as circumstances may require, provided however, that the total value of levies for any year must not exceed annual subscriptions.
- 16.10 The Committee shall have the power to form and appoint any sub-committee, responsible to the Committee, as required for appropriate purposes.
- 16.11 Committee Members having completed their two years service and wishing to be considered for re-election are not required to go through the nomination process.
- 16.12 If at any meeting concerned with the election of Committee Members, the number of persons nominated for election to the Committee does not exceed the number of vacancies to be filled:
  - 16.12.1 the Committee must report to the President who must declare those persons to be duly elected as Committee Members.
- 16.13 A Committee Member ceases to be a Committee Member if that Committee Member:
  - 16.13.1 is absent from more than three Committee Meetings in the same financial year of which notice has been received without tendering an apology to the person presiding at each of those Committee Meetings;
  - 16.13.2 becomes insolvent, enters into administration or becomes bankrupt;
  - 16.13.3 is not permitted under the Corporations Act to be a director of a company;
  - 16.13.4 fails to comply with the Act;
  - 16.13.5 resigns by notice in writing to the President or, if the Member is the President, to the Secretary;
  - 16.13.6 ceases to be a member of the Club; or
  - 16.13.7 has been voted out of office at a by-election.

## 17. PETITION TO REMOVE COMMITTEE MEMBERS

- 17.1 Full Members of the Club or the Committee may Petition to call a by-election for any or all positions on the Committee. Any such Petition must be in writing and delivered in person to the Secretary including:
  - 17.1.1 the signatures of at least ten Full Members who are not standing as a Replacement Committee Member that support the Petition;
  - 17.1.2 the details of the Committee Member positions that the Petition concerns;
  - 17.1.3 a memorandum setting out all the issues that give rise to the Petition; and

- 17.1.4 a written nomination from each person who will stand for election as Replacement Committee Member. Such a nomination must be signed by the person willing to stand and the person standing must be eligible to stand for the nominated position pursuant to this Constitution.
- 17.2 A Petition will be rejected unless Clause 17.1 is complied with and the Petition includes a sufficient number of Replacement Committee Members to stand for all petitioned Committee positions.
- 17.3 On receiving a Petition involving a by-election for non Executive Committee positions only, the Secretary, within 7 days, will inform the Members of the Petition and provide the Members with Sufficient Notice.
- 17.4 On receiving a Petition involving a by-election for any or all of the Executive positions (which may also include Normal Committee Member positions) the Secretary, within 7 days, will inform the Club Members of the Petition and ask for nominations from the Members to stand for the relevant Executive Positions. Such nominations will be open for 14 days in accordance with normal nomination procedures and rules. At the close of nominations the Secretary will provide Sufficient Notice to the Members.
- 17.5 At a by-election the incumbent Committee Members will automatically be nominated to stand for election unless he or she resigns from the Committee.
- 17.6 All by-elections will be at a General Meeting for which Sufficient Notice has been given and the meeting procedure must include:
  - 17.6.1 Sufficient discussion time to enable a full and proper discussion of all the issues raised in the Petition;
  - 17.6.2 The right of the incumbent Committee Members to address the meeting;
  - 17.6.3 Formal voting procedure as set out in Clause 25 with the exception of postal voting; and
  - 17.6.4 Election of Committee Members by a simple majority.
- 17.7 The Members elected shall Hold Office until the next AGM.

## 18. EXECUTIVE COMMITTEE MEMBERS

- 18.1 PRESIDENT
  - 18.1.1 The President is the principal officer of the Club and shall be the spokesperson for the Club unless a specific responsibility has been awarded to another person on a specific matter.
  - 18.1.2 He or she shall, in all official relations of the Club, take precedence over all other Members.
  - 18.1.3 He or she shall, ex officio, be a member of all Committees and chair all meetings where possible.
  - 18.1.4 The President will not make representations that bind the Club without first obtaining approval from the Committee.
- 18.2 SECRETARY

- 18.2.1 The Secretary shall conduct and receive correspondence and business of the Club.
- 18.2.2 He or she shall prepare an Agenda in consultation with the President and be the Executive Officer of the Club.
- 18.2.3 He or she will act as the President in the absence of an elected President.
- 18.2.4 He or she shall keep a correct record of the proceedings of all formal meetings of the Club and Committee, and the attendance of Committee Members at Committee Meetings.
- 18.2.5 He or she shall keep in conjunction with the Treasurer, the records of membership of the Club.
- 18.2.6 His or her term of office, where possible, shall be 2 years staggered with the Treasurer to ensure continuity.
- 18.2.7 The Secretary will not make representations that bind the Club without first obtaining approval from the Committee.

### 18.3 TREASURER

- 18.3.1 The Treasurer shall receive all funds of the Club and deposit into accounts of the Club with a Banking Institution as the Committee may from time to time direct, all monies received by him by way of subscriptions or donations from any source.
- 18.3.2 The said accounts shall not be drawn upon except by cheque duly signed by any two of the President, Secretary or Treasurer, and all payments shall be made by cheque drawn on such account.
- 18.3.3 He or she shall keep such books of account as shall be necessary and a register of the financial status of all Members.
- 18.3.4 The Club accounts shall be open to the inspection of the Members and of the Auditor. At least once in every year the accounts of the Club shall be examined by one or more properly qualified auditors.
- 18.3.5 His or her term of office, where possible, shall be 2 years staggered with the Secretary to ensure continuity.
- 18.3.6 The Treasurer will not make representations that bind the Club without first obtaining approval from the Committee.

## 19. MEETINGS

- 19.1 The Committee shall be responsible for ensuring sufficient meetings are held for the good governance of the Club.
- 19.2 Minutes of all proceedings of formal meetings to be kept in a secure form.
- 19.3 Minutes must be checked and confirmed by the next like meeting as a true and accurate record after a vote to that effect has been passed. Such minutes shall then be signed and dated by the president or person chairing the meeting.

## 20. MANAGEMENT COMMITTEE MEETINGS

- 20.1 The Committee shall meet at times and places as decided by it, but it must meet at least once in every three calendar months and whenever a meeting is specially convened in accordance with this Constitution;
- 20.2 The Committee Members may adjourn and otherwise regulate their meetings as they think fit;
- 20.3 If it is not reasonably practicable for a Member to attend a meeting in person then, at the discretion of the President (or other person chairing a meeting) that meeting may be held using any means of audio or audio visual communication by which each participating Committee Member can hear and be heard by each other participating Committee Member and such a meeting shall be treated as having been held at the place where the President or other person chairing the meeting is located;
- 20.4 Except as otherwise provided in this Constitution questions arising at any Committee Meeting will be decided by a majority of votes, which will be for all purposes deemed a determination of the Committee.
- 20.5 At any Committee Meeting half the total number of Committee Members plus one shall form a quorum.
- 20.6 A Committee Member must:
  - 20.6.1 disclose an interest whether direct or indirect in a contract or proposed contract made, or being considered, by the Committee;
  - 20.6.2 not vote in respect of any contract or proposed contract with the Club in which the Member has an interest or on any matter arising from that;
- 20.7 Any disclosure made under Clause 20.6.1 is to be entered in the minutes of the meeting at which it was made.
- 20.8 A resolution in writing signed by a majority of the Committee Members will be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. This resolution may consist of several documents in like form each signed by one or more Committee Members.

## **21. GENERAL MEETINGS**

- 21.1 The Club shall hold General Meetings at least six (6) times per year at times and places conducive for Members to attend. These meetings will follow conventional meeting procedures and are a forum for Members to raise issues about the programs, policies, management or activities of the Club. This is in addition to the other meetings listed below. Although no formal vote will be taken or minutes recorded, the Committee will take account of the views expressed at such meetings.

## **22. ANNUAL GENERAL MEETING**

- 22.1 The AGM of the Club shall be held no later than the last week in September each year and shall be open to all Members.

- 22.2 The Secretary will provide Sufficient Notice to Members of the AGM, in a form agreed by the Club.
- 22.3 The AGM shall only conduct business which includes annual reports from officers, receipt of audited financial statements, election of officers, appointment of auditor and other relevant business for which notice was given prior to calling the AGM. Minutes of the previous AGM are to be read and confirmed, or amended as necessary, at the AGM.

### **23. EXTRAORDINARY GENERAL MEETING**

- 23.1 The Secretary with the approval of the President may call an EGM or a minimum of five Full Members may request an EGM in writing. The request must state the purpose of the EGM and must contain the signatures of the members making the request.
- 23.2 If the Committee refuses to convene the EGM requested, then the signatories to the request may convene the EGM by providing the Members with Sufficient Notice. Only business contained in the Sufficient Notice for the EGM may be transacted at the EGM. Any dispute as to the breadth of the business to be transacted will be put to the Members present and requires at least a two-thirds majority.
- 23.3 The Secretary will give to the Members Sufficient Notice of the EGM in a form as agreed by the Club for any business not relating to changes to the Constitution. The business of an EGM shall be set out in the notice of meeting.
- 23.4 In the case of a Special Resolution (see Clause 28.1) relating to any change in the Constitution the Secretary shall provide Members with Sufficient Notice of the EGM called for that purpose.

### **24. QUORUM**

- 24.1 At any EGM or AGM of the Club 25% of the voting membership of the Club shall form a quorum. Members who submit postal votes will be included in the count to determine whether a quorum is present.
- 24.2 No business shall be transacted at any meeting if a quorum is not present. If no quorum is present within 30 minutes of the time fixed for the meeting the same shall stand adjourned to that day week at the same time and place or at an otherwise agreed time and place and if no quorum is present within the same time those Members present shall be competent to conduct the Meeting as if a quorum were present.

### **25. VOTING**

- 25.1 Only Full Members, including those Ordinary Members whose subscriptions have been unpaid for less than 3 months or remain unpaid at the time of the AGM, shall have the right to vote at Club meetings.

- 25.2 Every Committee member present at a meeting of the Committee shall have one vote on every motion submitted to such meeting and in the case of a tied vote the chairperson shall have a second or casting vote.
- 25.3 At any EGM or AGM any resolution shall be determined by formal voting procedures involving every Member who is entitled to vote and wishes to vote either in person or by postal vote. Such Members shall be entitled to one vote on any motion and in the case of a tied vote the President or the person chairing meeting shall be entitled to a second or casting vote.
- 25.4 Proxy votes will not be acceptable for any Club ballot.
- 25.5 The returning officer will be elected by a simple majority at a General Meeting held at least 4 weeks prior to the meeting where votes are to be counted. A minimum of 2 scrutineers will be elected at the vote counting meeting prior to the opening of any ballot papers. Wherever practical, scrutineers will be nominated so as to represent both sides of a debate or represent opposing views in the case of elections to office.
- 25.6 Postal vote-envelopes received by mail must remain intact and must NOT be opened until the meeting where votes will be counted and must only be opened in the presence of the returning officer and 2 elected scrutineers.
- 25.7 Postal votes that do not comply to the criteria as specified in the voting instructions that were included with ballot papers will be void and not counted.
- 25.8 When the results of a vote are announced to Members, the number of votes for or against or votes attributed to each person nominated to committee or other office will also be provided.
- 25.9 The Secretary will provide to the returning officer a register of Members eligible to vote. The returning officer and scrutineers must ensure that only eligible Members can cast a vote and that no member votes more than once.

## 26. FINANCE

- 26.1 The financial year of the Club shall close on the 30th of June of each year. At each AGM of the Club the Members present shall appoint an Auditor, who shall be qualified and experienced in accountancy and the Auditor shall Hold Office until the conclusion of the next AGM.
- 26.2 The Auditor shall have the power to call at any time for the production of all books, deeds, papers, accounts and documents relating to the affairs of the Club and shall not less than seven days before the next succeeding AGM of the Club complete his or her audit and report upon all the accounts and books.

## 27. CLUB RULES

- 27.1 The Club will make Club Rules governing operation and behaviour at Serpentine Airfield.

- 27.2 Club Rules shall be made or amended from time to time by a simple majority at a General Meeting for which Sufficient Notice is given.
- 27.3 The Committee, at its discretion, can impose or modify such Club Rules as required for a three month period and must within one month inform the Members of any such rule change. During the 3 month period a General Meeting must be called in order to ratify, modify or extend such amendments. In the absence of such action the new or modified Rule shall lapse. The Secretary will keep a Rules Register of all imposed or modified rules and inform the Members within one month of such a rule lapsing.
- 27.4 The Club Rules shall have a Fees Register setting out in Item form the amounts for all charges and imposts the Club levies against the Members.
- 27.5 Any amendment to the charges and imposts will be passed by a simple majority at the AGM or any General Meeting for which Sufficient Notice is given.
- 27.6 Unless otherwise agreed, each charge or impost in turn shall be put to the Members.

## **28. ALTERATION TO THE CONSTITUTION**

- 28.1 Any alterations, additions or repeals of the Constitution shall be deemed as Special Resolutions.
- 28.2 No alteration, repeal or addition shall be made to the Constitution except by authorisation of an EGM called for that purpose.
- 28.3 Notice of all such motions to alter, repeal or add to the Constitution shall be in writing; and shall be signed by the proposer and seconder and provided to the Secretary in time for circulation to Members with the meeting notice.
- 28.4 Any changes to the Constitution that have been passed in accordance with Clauses 28.2 and 28.3 must be lodged pursuant to the requirements of the Act within one month of being passed.
- 28.5 Any alteration to the Constitution will take effect once Clause 28.4 and all the requirements of the Act are complied with.

## **29. NO RECOURSE TO LAW AND LIMITATION OF LIABILITY**

- 29.1 Each member agrees not to commence proceedings in a court of law against the Club or any officer, servant, employee or agent of the Club arising out of the performance by that person of his or her Club duties or functions except for claims for goods or services supplied in the ordinary course of the business of that member.
- 29.2 The Club and or its officers, servants, employees, agents or Members shall not be liable to a member or any person claiming by or through a member for any injury, death, loss or damage to persons or property whether caused directly or indirectly by any act or omission of the Club or its officers, servants, employees, agents or Members arising out of the performance by that person of his or her Club duties or functions except for claims for goods or services supplied in the ordinary course of the business of that member.

- 29.3 Members or any other persons using the Club facilities or services or bringing property on to or allowing property to remain on the airfield and participants in any Club event or function, do so entirely at their own risk.
- 29.4 The Club makes no representation whatsoever as to the standard, suitability, safety, condition or state of repair of the Club facilities or any service, facility or property provided by or belonging to the Club.
- 29.5 If the Club receives notice of a claim from a non-member, it shall give notice of that claim to any member from whom the Club may seek indemnity.
- 29.6 The Club shall not make any out of court settlement of an action or claim without the prior consent of each member from whom the Club may seek indemnity.

### 30. DISSOLUTION

- 30.1 The Club shall not be wound up or dissolved except by a three quarters (3/4) majority of those financial Members desirous of voting either in person or by postal vote at an EGM called for that purpose.
- 30.2 If upon the dissolution or winding up of the Club there remains, after the satisfaction of all its debts and liabilities, any property or funds whatsoever, the same shall not be paid to, transferred or distributed amongst the Members. It shall be given to another Incorporated Association with similar interests to those of the Club, and which shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on this Club or distributed for charitable purposes, as determined by the EGM. Such institution or institutions to be determined by the Members of the Club at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of Western Australia as may have or acquire jurisdiction of the matter.
- 30.3 Copies of all relevant documents shall be forwarded as specified in the Associations and Incorporations Act within fourteen (14) days.

### 31. COMMON SEAL

- 31.1 The Club shall have a Common Seal which shall be kept in the custody of the Secretary and shall only be used when authorised by a resolution of the Committee and recorded in the Minutes.
- 31.2 Every deed, instrument or document upon which the Seal is used shall be signed by the President and countersigned by a second Committee member.

We hereby certify these to be the rules of the Sport Aircraft Builders Club of WA Inc. and have been duly approved by the Members of the Club on the 25<sup>th</sup>. January 2006 in accordance with the then current Constitution Members (Articles of Association).

President

(Signed F.Long)

Secretary  
(Signed G. Byass)

Committee Member  
(Signed K Fearey)