

1 **The name of this incorporated society shall be “Aircraft Owners and Pilots Association NZ Incorporated” (the Association)**

2 **The objects of the Association are.**

- a) To encourage and promote aviation generally and to provide mutual benefit for the members
- b) To promote the formation of branches in New Zealand of this Association or sub-associations that have similar objects and to provide for their affiliation; and to establish bylaws for the purpose of regulating and controlling the use of the words “Aircraft Owners and Pilots Association” by any branch or sub-association.
- c) To promote the interests of private owners and pilots of aircraft;
- d) To collect, verify and publish information relating to Aviation generally and the interests of private owners and pilots of aircraft;
- e) To cooperate and make arrangements or agreements with any other club or society with similar objects and to communicate any information that may be likely to promote the objects of the Association
- f) To cooperate and make arrangements or agreements with Government or any other institution, board, society, club, committee or person for the promotion of the objects of the Association;
- g) To purchase, lease, exchange, hire or otherwise acquire any personal property and any rights or privileges necessary for attaining the objects of the Association or promoting the interests of the Association and to sell, exchange, let, bail or lease or in any other manner dispose of such property, rights and privileges;
- h) To collect subscriptions and other payments for the general purposes of the Association, and to invest or hold the moneys of the Association not immediately required in a bank account or upon such other securities as may be determined by the Committee
- i) To make any regulations or by-laws or policies for the government of the Association and to do all such other acts or deeds to protect and further the interests of the Association, its members and pilots and private owners of aircraft generally;
- j) To do all such lawful things as to further the objects of the Association.

3 **Registered Office**

The registered office of the Society shall be at such place as the Committee determines. Notice of any change of the location of the office shall be sent to the Registrar of Incorporated Societies.

4 **Membership of The Association**

The Association shall consist of members who have been accepted, elected or appointed in accordance with the Rules.

5 Application for Membership

- a) The Committee shall determine the acceptance of membership applications in accordance with the Rules.
- b) A candidate's application for membership must be provided on an approved membership form and be signed by the candidate, and shall contain the candidate's full name, occupation and address.
- c) A person who has been expelled or otherwise prohibited from joining the Association in accordance with the Rules may not become a member during the prohibited period, and an acceptance of membership by the Committee in error shall be invalid and unenforceable

On the acceptance of the new member, the Secretary shall notify the member, provide a copy of the Rules, and request payment of the applicable Entrance Fee and the first subscription to the Treasurer. No member shall enjoy any of the benefits or privileges of the Association until payment or part thereof, as the Committee has determined, has been made.

6 Classes of Members

Members shall be divided into the following classes

- A. Ordinary Members
- B. Family Members
- C. Life Members

7 Members must meet one of the following criteria:

A) Ordinary Member

Any person who wishes to join the Association and has an interest in the objects of the Association.

B) Family Member

Family members shall comprise of the immediate spouse or partner of an ordinary member, plus any children under the age of 18 of the ordinary member, spouse or partner.

Family members shall not be liable for an entrance fee and shall pay an annual family subscription as determined by members at the Annual General Meeting. The spouse or partner of an ordinary member shall be entitled to all the privileges of an ordinary member (including voting rights). Children shall have no voting rights but shall be supplied a name badge and can attend functions if accompanied by either of the adult family members.

C) Life Member

A Life Member is elected at an Annual General Meeting by a majority vote of those present, upon recommendation to the Committee. Any Life Member shall be entitled to all privileges of an ordinary member (including voting rights) but shall not be liable to pay entrance fees or annual or other subscriptions or levies. The term of this election shall be for the life of that person. Life membership shall extend to the spouse or partner if they were a Family Member before life membership was conferred

8 **Subscriptions and Membership Rights and Privileges:**

- a) Members at the Annual General Meeting shall determine the annual subscription, which may be set at different rates for different classes of membership. The annual subscription is due on 01 January each year and shall be for the calendar year commencing on that date.
- b) A member on joining the Association shall comply with the Rules of the Association and only then, is entitled to enjoy the privileges of the Association. Unpaid members are not entitled to attend General Meetings, and must be excluded from a quorum or vote held at a General Meeting of the Association.
- c) If any member fails to pay the annual subscription within six months of it becoming due, the Committee shall have the power to remove their name from the list of members, however they shall remain liable for the amount of their annual subscription.

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Entrance Fee:

Ordinary members when accepted shall pay an Entrance Fee as determined from time to time by the members at the Annual General Meeting.

10 **Resignation of Membership:**

A member may resign their membership by giving notice in writing to the Secretary, and by paying any subscription or fees due by the member, as determined by the Committee. A member who resigns prior to the Annual General Meeting shall not be liable for an annual subscription for that calendar year, provided they do not use the facilities of the Association between the beginning of that calendar year and the date when the member's resignation has been accepted by the Committee.

11 General Meeting:

- a) All members who are entitled to be present shall be given notice of any General Meeting of the Society by electronic means where possible, and/or by post at least seven days prior to any meeting. Accidental failure to give notice to any member by any means shall not invalidate the meeting.
- b) The Annual General Meeting shall be held no earlier than 31st January and no later than 31st March each year. Notice of such meeting and a copy the Annual Report and Balance Sheet for the year ended on 31st December immediately prior to the meeting, shall be provided or made available, to members at least seven days before such Meeting.
- c) A Special General Meeting shall be convened whenever at least 10 members request it in writing or the Committee considers it necessary. At all General Meetings the quorum shall be twenty members.
- d) At General Meetings of the Association the President, or if absent the Vice President, or in their absence any other person appointed by the meeting, shall preside and act as Chairman of the meeting. The Chairman shall have a casting as well as a deliberative vote.
- e) Except as provided in rule 11(f), the only business to be considered at all General Meetings shall be that which is specifically referred to in the notice of that meeting.
- f) The meeting may also consider other business, which is brought to attention, provided no less than 80% of members present and eligible to vote consent and provided that no resolution may be passed except in accordance with rule 18(b)

12 Officers and Committee:

- a) The Officers of the Association must consist of a President, Vice-President, a Secretary and a Treasurer (the positions of Secretary and Treasurer may be held concurrently by the same person). These Officers, together with eight committee members, shall be the Committee.
- b) Of the Committee members one shall be a member who resides south of the extensions of a line drawn east and west through the Control Tower at the Richard Pearse Airport, Timaru, one shall be a member who resides in the South Island north of that line; two shall be members who reside in the North Island with one of these residing south of a line and the extension of a line drawn between the Control Towers at the New Plymouth and Gisborne Airports, and one north of that line. The remaining four Committee members may reside in any part of New Zealand

13 **Nomination, Election and Appointment of Officers and Committee:**

- a) Nominations for the office of President, Vice-President and members of the Committee, duly signed by the nominator and seconder and by the nominee, are to be submitted to the Association Secretary not later than seven days prior to the Annual General Meeting.
- b) The Officers (excepting the Secretary and Treasurer) and the Committee shall be elected at the Annual General Meeting and shall each be members of the Committee until the next Annual General Meeting, or until such time as any member of the Committee vacates or is deemed to have vacated their position on the Committee in accordance with the Rules.
- c) The Committee shall appoint the Secretary and Treasurer for such term as they see fit and shall determine the remuneration (if any) to be paid and their respective duties.
- d) Any vacancy in the Committee occurring during the year shall be filled by appointment by the Committee, and the member appointed shall hold office for the unexpired balance of the term of the member whose place they filled.

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Functions and Powers of Committee:

- a) The Committee shall manage the affairs of the Association and have the power to make, alter and rescind Regulations that are not inconsistent with these rules, as may be required for the control of Association property, to govern or control the conduct of Association events and the conduct of members at Association events, and as are considered necessary in the interests of members and the Association. Such Regulations shall be binding on every member until rescinded or set aside by a General Meeting.
- b) The Committee shall also have the power to make Policies regarding any of the matters in rule 14(a) or any such other matter as is considered necessary in the interests of members and the Association.
- c) The Committee has the power, in the corporate name of the Association, to enter into any agreement it may think necessary in the management of the affairs of the Association.
- d) The Committee may, if it considers it necessary to perform its functions and powers or to assist in the performance of any of the functions of any officer of the Association, employ, contract or

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engage any person to advise, or to carry out any tasks or functions of the Association, except those which must be performed by a designated officer under the Rules.

- e) The Committee may appoint sub-committees to control the various branches of the Association's activities provided that every sub-committee shall contain not less than one member of the Committee. All sub-committees shall be subordinate to the Committee.
- f) The Committee shall regulate the conduct of its own meetings, and in particular, the Committee shall be free to determine when and how often to hold committee meetings and such meetings shall be notified to all members of the Committee by the President.
- g) The Committee shall determine at its discretion whether to authorise or invite any other person, including but not limited to any member of the Association, to attend any meeting or part meeting of the Committee, and notice shall be given to any such persons by the President.
- h) Should a member of the Committee be absent from three or more consecutive meetings of the Committee without leave, that member's seat is deemed to be vacant.
- i) If a member of the Committee is expelled or otherwise resigns from the Association, the member shall be deemed to have vacated their position on the Committee with immediate effect and shall have no further right to appear at or participate in any meeting of the Committee
- j) At meetings of the Committee five members personally present shall form a quorum. The President or in his or her absence, the Vice-President shall act as Chairman of the Committee or if they are both absent, the Committee shall elect a Chairman.
- k) The Chairman of the Committee shall have a casting vote, as well as a deliberative vote.

15 **Secretary:**

The Secretary shall perform such duties in relation to the Association as the Committee require and shall conduct the correspondence, and have custody of the Common Seal, Title Deeds and other documents belonging to the Association. The Secretary must keep full and correct minutes of all Committee and General Meetings and shall produce them at all meetings.

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The Secretary must keep a list of Members, with their email and postal addresses, and notify them of all General and Special General Meetings, as set out in Rule 11. The Secretary shall present all accounts for confirmation and then submit to the Treasurer for payment.

16 **Treasurer:**

The committee shall open and maintain a bank account in the name of the Association. All moneys shall be paid to the Treasurer and receipt shall be sufficient discharge. The Treasurer must deposit all money received for the Association into the bank account in the name of the Association. All deposits may be made alone, and all payments from the Association by way of cheque or other written authority must be signed by the Treasurer and one member of the Committee. Payments by electronic or direct debit authority must be authorised by the Treasurer and one committee member and recorded in minutes of the Committee.

At the Annual General Meeting the Treasurer shall submit a statement of the Assets and Liabilities of the Association as at 31st December last preceding, together with an account of the Income and Expenditure for the twelve months ending 31st December. Both statements shall be subject to an independent financial review. The person who is to carry out the following years' independent financial review shall be appointed by a vote of members at the Annual General Meeting.

17 **Expulsion of Members:**

- a) The Committee may expel and cancel the membership of any member, including a member of the Committee, whose conduct is such that the Committee renders continued membership undesirable or likely to endanger the character, good order, or welfare of the Association, but in every such case such member:
 - i. Shall have been previously notified in writing of the complaint or allegations made against them and shall have been given the opportunity to reply
 - ii. Shall have a right to appeal to a General Meeting of the Association by giving notice in writing to the Secretary, claiming a review of the decision, in which case the member shall be entitled to attend a General Meeting and defend themselves against the complaint but not to vote or otherwise participate in the proceedings of any General Meeting.

- b) In the event of expulsion, the name of such member shall be removed from the list of members of the Association and that person shall cease to belong to the Association and to have any claim against the property of the Association but shall remain liable for all subscriptions owing up to the date of expulsion.

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- c) A person expelled from the membership of the Association may not become a member of the Association in any capacity, for a minimum period of twelve months, and any application received shall be rejected by the Committee. Any such application accepted in error shall be invalid and unenforceable.

18 **Voting**

Voting at a General Meeting shall be on the following basis:

- a) On any issue where a member has a financial conflict of interest, that person shall declare their interest and shall not be entitled to participate in any vote on the issue
- b) On a vote held on an issue raised under rule 11(f) or rule 24, a majority of three-quarters of members present and eligible to vote shall be necessary for the passing of any resolution
- c) In any other cases all members may vote in accordance with the voting rights attributed to the member under rule 7
- d) Voting shall be decided on a show of hands unless a poll is demanded (before or on the declaration of the result of a show of hands):
 - I. By the Chairman; or
 - II. By at least 3 members present in personIf a poll is duly demanded it shall be taken in such a manner as the Chairman directs and the result of the poll shall be deemed to be a resolution of the meeting.

19 **Alteration of rules**

No existing rule of the Association 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 and unless at least seven days written notice of such proposed alteration has been given to members by the Secretary.

20 **Borrowing Powers**

The Association may borrow money by way of Bank Overdraft or otherwise and may execute such Memoranda or Mortgage, or Securities over the Assets of the Association, as the Committee shall think fit.

21 **Custody and use of the Seal**

The Association shall have a Common Seal, which shall be kept in the custody of the Secretary and shall only be affixed to documents at a meeting of the Committee, or affixed after being signed by at least three

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members of Committee.

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The use of the Common Seal by third parties is deemed acceptable if agreed in writing by at least three members of the Committee.

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Notice to Members

Notices to members may constitute electronic or postal notice or both, as the context permits or requires. Electronic transmission to the last known email address, or postal notice to the last known physical address, shall be deemed to be sufficient notice to Members.

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Winding Up

- a) Upon the Association being wound up, any surplus assets of the Association, after discharge of all its liabilities, shall be disposed of by donating the surplus assets to charitable or non-profit organisation(s) or cause(s), which are consistent with the objectives and interests of the Association.
- b) The Committee shall convene a Special General Meeting for the purpose of seeking a resolution for disposal of such assets; and any such resolution shall require a majority in accordance with rule 18(b).
- c) Upon a resolution being reached, a final Special General Meeting shall be convened within 30 days to confirm the resolution and final disposal of assets.

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Records of Committee and Association

- a) All records pertaining to the management and governance of the Association belong to the Association and must not be retained or used by any member for any unauthorised purpose.
- b) All members of the Committee must return to the Secretary of the Association, or destroy as the case requires, all information relating to the business of the Committee upon ceasing to hold office as a member of the Committee
- c) All members agree as a condition of membership that any confidential information pertaining to the Association must be returned to the Secretary of the Association and/or destroyed as the case requires, upon a member ceasing to belong to the Association or in any other case when requested to do so

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Access to and privacy of member information

Members of the Association acknowledge and accept that:

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- a) A register of members and annual accounting records are required to be kept and made available for inspection by the Registrar of Incorporated Societies;
- b) The Secretary and Committee of the Association may use the postal and email address details of members for the purpose of notification of meetings and for sending out Association Newsletters and other information
- c) The Secretary may distribute information about candidates to members during the course of Committee elections
- d) The Association maintains a members directory containing postal and email address details and telephone numbers for members. All members are deemed, unless there is express instruction to the contrary, to agree to this information being included in the directory which is available to all members of the Association.
- e) Should any member wish for some or all of their contact information to remain confidential to the Committee and Secretary, the member must notify the Secretary on joining the Association and/or each year thereafter when the member renews his or her membership of the information that the member does not wish to have included on the membership directory. While all reasonable endeavours will be made to exclude such information from the directory, all members accept that, by virtue of their membership of the Association, their contact details may become known to other members of the Association and that use of such information by other members may extend beyond the control of the Committee

Use of members personal information about members by the Secretary and Committee of the Association will otherwise, to the extent consistent with these rules, be governed in accordance with the Privacy Act 1993

27 Interpretation of Rules

The decision of the Committee on the interpretation of the Rules or any matter not contained in these Rules, but pertaining to the Association or its property or interests, shall be conclusive and binding on all members unless revoked at a General Meeting.