



# Recreational Aircraft Association of New Zealand Incorporated

## Constitution

This constitution was presented and approved at the Annual General Meeting on November 14 2024

President

Bradley Yorke

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Chair

# Recreational Aircraft Association of New Zealand Incorporated Constitution

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## 1. Name

The name of the society is the Recreational Aircraft Association of New Zealand Incorporated (in these Rules referred to as the 'Society').

## 2. Definitions

In these Rules, words have the meaning set down in the Act. In all other instances, 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.

**'Administrator'** means the person responsible for keeping the Register of Members, the Register of Interests, recording the minutes of General Meetings and Committee meetings, and overseeing the finances of the Society, and all other matters incidental.

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

**'Chair/President'** means the Committee Member responsible for, among other things, overseeing the governance and operations of the Society and chairing General Meetings.

**'Committee'** means the Society's governing body.

**'Constitution'** means the rules in this document.

**'Committee Member'** means a member of the Committee.

**'Deputy Chair/Vice President'** means the Committee Member elected or appointed to deputise in the absence of the Chair/President.

**'Director'** means the Director of the New Zealand Civil Aviation Authority.

**‘General Meeting’** means either an Annual General Meeting or a Special General Meeting of the Society.

**‘Interested Member’** means a member who is interested in a matter for any of the reasons set out in section 62 of the Incorporated Societies Act 2022.

**‘Interests Register’** means the register of interests of Officers, including Committee Members, kept under these Rules.

**‘Matter’** means—

- a. the Society’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 becoming a Member of the Society properly admitted to the Society who has not ceased to be a member of the Society.

**‘Notice’** to Members includes any notice given by post, courier, or email, and the failure for any reason of any Member to receive such Notice or information shall not invalidate any meeting or its proceedings or any election.

**‘Officer’** means a natural person who is:

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

**‘Official Representative’** means the individual nominated by an Affiliated Club to act on its behalf on all matters relating to the Society.

**‘Register of Members’** means the register of Members kept under these Rules.

**‘Rules’** means the rules in this document.

**‘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.

### **3. Purposes**

3.1 The primary purposes of the Society are to:

- a. To promote, encourage and foster the sport of building and flying Recreational Aircraft in New Zealand ("the Sport").
- b. To promote the teaching of safe and efficient flying techniques in respect of Recreational Aircraft.
- c. To act as a controlling body for the Sport and obtain or maintain a New Zealand Civil Aviation Authority Part 149 Aviation Recreation Organization Certificate ("Part 149").

3.2 The Society must not operate for the purpose of, or with the effect of:

- a. any Member of the Society deriving any personal financial gain from membership of the Society, other than as may be permitted by law, or
- b. returning all or part of the surplus generated by the Society's operations to Members, in money or in kind, or
- c. conferring any kind of ownership in the Society's assets on Members

but the Society will not operate for the financial gain of Members simply if the Society:

- a. engages in trade,
- b. reimburses a Member for reasonable expenses legitimately incurred on behalf of the Society or while pursuing the Society's purposes,
- c. provides benefits to members of the public or of a class of the public and those persons include Members or their families,
- d. pays a Member a salary or wages or other payments for services to the Society on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or are terms less favourable to the Member than those terms),
- e. pays any Member interest at no more than current commercial rates on loans made by that Member to the Society, or

- f. provides a Member with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the Society. No Interested Member is allowed to take part in, or influence any decision made by the Society in respect of payments to, or on behalf of, the Interested Member of any income, benefit, or advantage.

3.3 Any payments made to an Interested Member must be for goods and services that advance the Society's purpose and must be reasonable and comparable to payments that would be made between unrelated parties.

#### **4. Tikanga / Culture**

4.1 The tikanga or culture of the Society is as follows:

- a. Just Culture – A just culture that helps create an environment where individuals feel free to report errors and help the organisation to learn from mistakes.

and these Rules shall be interpreted having regard to that tikanga or culture.

#### **5. Act and Regulations**

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

#### **6. Registered office**

The Registered Office of the Society shall be at such place in New Zealand as the Committee from time to time determines, and changes to the Registered Office shall immediately be notified to the Registrar of Incorporated Societies in a form and as required by the Act.

#### **7. Power to borrow money**

The Society has the power to borrow money.

#### **8. Other powers**

8.1 In addition to its statutory powers, the Society may (subject to exercising the care and skill that a prudent person of business would exercise in managing the affairs of others) for the purposes of carrying on any operation within the scope of its objects:

- a. use its funds to pay the costs and expenses to advance or carry out its objects,
- b. employ or contract with such people as may be appropriate,
- c. invest in any investment, and
- d. lease, rent, buy and sell property, borrow money and sign contracts in its own name.

## 9. Affiliated Clubs

- 9.1 The Society may agree from time to time to accept an Affiliated Club with objectives similar to and not inconsistent with the objectives of the Society, and where the Committee is satisfied with the organisational structure of the club.
- 9.2 The affiliation may be cancelled at the discretion of the Committee.
- 9.3 Each Affiliated Club shall designate an Official Representative to act on its behalf on all matters relating to the Society and shall notify the Administrator of that representative's name and contact information.

## 10. Membership

### *Minimum number of members*

- 10.1 The Society shall maintain the minimum number of Members required by the Act.

### *Types of members*

- 10.2 The classes of membership and the method by which Members are admitted to different classes of membership are as follows:
  - a. **Member:** A Member is an individual admitted to membership under these Rules and who has not ceased to be a Member.
  - b. **Life Member:** A Life Member is a person honoured for highly valued services to the Society, elected as a Life Member by resolution of a General Meeting, nominated by the Committee and passed by a two thirds majority of those Members present and voting. A Life Member shall have all the rights and privileges of a Member and shall be subject to all the same duties as a Member except those of paying subscriptions.
  - c. **Associate Member:** An Associate Member is a suitable person who does not wish to become a full member. Associate members can enjoy certain

benefits by paying fees determined by the Society. However, they cannot hold office or participate in discussions or voting during Society meetings.

- d. **Youth Member:** A member who is 16 years or younger. A Youth Member shall be subject to all the same duties as a Member but shall not have the right to vote. A lower annual subscription for Youth Members than that set for other Members may be set by resolution at a General Meeting
- e. **Patron:** Can be present and speak at a General Meeting but shall not have the right to vote unless holding a valid membership.

*Becoming a member: consent*

10.3 Every applicant for membership must consent in writing to becoming a Member.

*Becoming a member: process*

10.4 An applicant for membership must complete and sign any application form, supply any information, or attend an interview, as may be reasonably required by the Committee regarding an application for membership. By signing the application form either physically or electronically, the applicant provides their consent in writing to becoming a member.

10.5 Every application for membership shall be require payment of the current annual subscription. Each application for membership shall include the Affiliated Club of which the applicant is a member, if applicable.

10.6 The Committee may accept or decline an application for membership. The Committee must advise the applicant of its decision (but is not required to provide reasons for that decision).

*Obligations and rights*

10.7 Every Member shall provide the Society with that Member's name and contact details (including postal address, telephone number(s), and any email address) and promptly advise the Society of any changes to those details.

10.8 Membership does not confer on any Member any right, title, or interest (legal or equitable) in the property of the Society.

*Other obligations and rights*

10.9 All Members (including Committee Members) shall promote the interests and purposes of the Society and shall do nothing to bring the Society into disrepute.



- 10.10 A Member is only entitled to exercise the rights of membership (including attending and voting at General Meetings, accessing or using the Society's premises, facilities, equipment and other property) 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 Society by reason only of being a Member.

The 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 Society, including any conditions of and fees for such access or use.

#### *Subscriptions and fees*

- 10.11 The annual subscription and any other fees for membership for the then current financial year shall be set by resolution of a General Meeting.
- 10.12 Any Member failing to pay the annual subscription, any levy, or any capitation fees, within 1 calendar month(s) of the date the same was due for payment shall be considered as non-financial and shall (without being released from the obligation of payment) have no membership rights or benefits and shall not be entitled to participate in any Society activity or to access or use the Society's premises, facilities, equipment and other property until all the arrears are paid. If such arrears are not paid within 3 calendar months of the due date for payment of the subscription, any other fees, or levy the Member's membership will cease (without being required to give prior notice to that Member).

#### *Ceasing to be a member*

- 10.13 A Member ceases to be a Member:
- a. on death, or
  - b. by resignation from that Member's class of membership by notice to the Administrator, or
  - c. on termination of a Member's membership under these Rules.
- with effect from (as applicable):
- d. the date of death of the Member, or
  - e. the date of receipt of the notice of resignation by the Administrator (or any subsequent date stated in the notice of resignation), or
  - f. the date of termination of membership under these Rules, or

- g. the date specified in a resolution of the Committee.

#### *Obligations on resignation*

- 10.14 A Member who resigns or whose membership is terminated under these Rules:
- a. remains liable to pay all subscriptions and other fees to the Society's next balance date,
  - b. shall cease to hold himself or herself out as a Member of the Society,
  - c. shall return to the Society all material provided to Members by the Society (including any membership certificate, badges, handbooks and manuals).
  - d. shall cease to be entitled to any of the rights and benefits of a Society Member.

#### *Becoming a member again*

- 10.15 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.
- 10.16 However, if a former Member's membership was terminated following a dispute resolution process, the applicant may be re-admitted only by a General Meeting on the recommendation of the Committee.

## **11. General meetings**

#### *Annual General Meetings*

- 11.1 An Annual General Meeting shall be held once a year on a date and at a location determined by the Committee, consistent with any requirements in the Act. The Annual General Meeting must be held not more than 6 months after the balance date of the Society and not more than 15 months after the previous Annual General Meeting. The Rules relating to the procedure to be followed at General Meetings shall apply.

#### *Annual General Meetings: business*

- 11.2 The business of an Annual General Meeting shall be to:
- a. confirm the minutes of previous Society Meeting(s),
  - b. adopt the annual report on Society business,

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- c. adopt the Administrator's report on the finances of the Society, and the annual financial statements,
  - d. elect a Patron and Life Members if desired,
  - e. elect persons to vacant positions on the Executive Committee,
  - f. elect a Financial Auditor or Reviewer independent of the Committee, or vote, by a simple majority, that it is not required.
  - g. set any subscriptions for the current financial year,
  - h. consider any motions,
  - i. consider any general business.
- 11.3 The Committee must, at each Annual General Meeting, present the following information:
- a. an annual report on the affairs of the Society during the most recently completed accounting period,
  - b. the annual financial statements for that period, and
  - c. notice of any disclosures of conflicts of interest made by Committee Members during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate).
- 11.4 Following the Annual General Meeting, the Committee will select both the President and Vice-President.
- a. The selection of President shall be made from within and by the elected Committee and will hold office for the term of one year but may seek re-appointment without restriction.
  - b. The selection of Vice-President shall be made from within and by the elected Committee and will hold office for the term of one year but may seek re-appointment without restriction.

#### *Special General Meetings*

- 11.5 Special General Meetings may be called at any time by the Committee by resolution. The Committee must call a Special General Meeting if the Administrator receives a written request signed by at least 15 Members. Any resolution or written request must state the business that the Special General Meeting is to deal with. On receipt of such requisition the President shall instruct the Administrator within 14 days to call such a meeting.

- 11.6 The Rules relating to the procedure to be followed at General Meetings shall apply to a Special General Meeting, and a Special General Meeting shall only consider and deal with the business specified in the Committee's resolution or the written request by Members for the Meeting.

*Procedure*

- 11.7 The Committee shall give all Members at least 14 Working Days' Notice of any General Meeting and of the business to be conducted at that General Meeting.
- 11.8 The General Meeting and its business will not be invalidated simply because one or more Members do not receive the Notice of the General Meeting.
- 11.9 All financial Members may attend, speak and vote at General Meetings:
- a. in person, or
  - b. by a signed written proxy in favour of some individual entitled to be present at the meeting and received by, or handed to, the Administrator before the commencement of the General Meeting.
- 11.10 Members who are not present and who have not given a proxy in accordance with Rule 11.9(b) rule shall be deemed to have given their proxy to the Official Representative of their Affiliated Club. If a Member does not wish to give their proxy to their Official Club Representative, and wishes to abstain from the vote completely, they must notify the Administrator in a reasonable time prior to the General Meeting.
- 11.11 Official Representatives must be registered prior to the commencement of the General Meeting and must establish to the Chair/President prior to the General Meeting, the club that they are affiliated to and the name(s) of the Member(s) whose proxy they intend to exercise.
- 11.12 If a Member is a member of more than one Affiliated Club, that Member shall be required to nominate a signed written proxy in accordance with Rule 11.9(b) and this rule shall not apply to them.
- 11.13 The method of voting at all meetings of the Society shall be on the voices, show of hands or on request by any Member, by poll.
- 11.14 No General Meeting may be held unless at least 30 percent of eligible financial Members attend in person or by proxy. This will constitute a quorum.

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- 11.15 If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of Members – shall be dissolved. In any other case, the Chair/President shall be deemed to hold to necessary proxy to achieve a quorum. The Chair/President may use this proxy to facilitate the progress of the meeting but may not use it to approve any changes to the Constitution. Any decisions made when a quorum is not present are not valid.
- 11.16 General Meetings may be held at one or more venues using any real-time audio, audio and visual, or electronic communication that gives each member a reasonable opportunity to participate.
- 11.17 All General Meetings shall be chaired by the Chair/President. If the Chair/President is absent, the meeting shall elect another Committee Member to chair that meeting.
- 11.18 Any person chairing a General Meeting has a deliberative and, in the event of a tied vote, a casting vote.
- 11.19 Any person chairing a General Meeting may:
- a. With the consent of any that General Meeting adjourn the General Meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
  - b. Direct that any person not entitled to be present at the Meeting, obstructing the business of the Meeting, behaving in a disorderly manner, being abusive, or failing to abide by the directions of the chairperson be removed from the Meeting, and
  - c. In the absence of a quorum or in the case of emergency, adjourn the Meeting or declare it closed.
- 11.20 The Committee may put forward motions for the Society to vote on ('Committee Motions'), which shall be notified to Members with the notice of the General Meeting.
- 11.21 Any Member may request that a motion be voted on ('Member's Motion') at a General Meeting, by giving notice to the Administrator at least 10 Working Days before that meeting. The Member may also provide information in support of the motion ('Member's Information').

### *Minutes*

Minutes must be kept by the Administrator of all General Meetings.

## **12. Committee**

### *Composition*

- 12.1 The Committee will consist of 6 Committee Members elected in accordance with these rules who are:
- a. Members; and
  - b. natural persons; and
  - c. not disqualified by these Rules or the Act.
- 12.2 The President, and Vice-President shall be appointed by the elected Committee
- 12.3 The elected Committee will appoint, on an annual basis the Senior Persons as required by Part 149 and the Society Administrator. The Senior Persons will have full voting rights and privileges on the Executive Committee at meetings and will be deemed to be Committee members.

### *Qualifications*

- 12.4 Prior to election or appointment, every Committee Member must consent in writing to be a Committee Member and certify in writing that they are not disqualified from being appointed or holding office as a Committee Member by these Rules or the Act.
- 12.5 The following persons are disqualified from being appointed or holding office as a Committee Member:
- 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,
  - d. a person who is disqualified from being a member of the Committee of a charitable entity under section 31(4)(b) of the Charities Act 2005,

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- 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 (1) to (3),
    - 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 Incorporated Societies Act 2022; 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 new Incorporated Societies Act.
  - h. Any person who is disqualified or does not comply with any qualifications for officers as prescribed from time to time by a resolution of the Committee.
- 12.6 No person shall be elected to the Committee unless that person has been formally nominated by their Affiliated Club and is present at the Annual General Meeting at which he or she is to be elected or has previously signified his or her willingness to accept nomination. The candidate shall declare his/her relevant background, affiliations, and intentions to the AGM, either in person or by written declaration

#### *Election or appointment*

- 12.7 The election of Committee Members shall be conducted as follows

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- a. Committee Members shall be elected during Annual General Meetings. However, if a vacancy in the position of any Committee Member occurs between Annual General Meetings, that vacancy shall be filled by resolution of the Committee (and any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as a Committee Member by these Rules or the Act). The person or persons so appointed shall retire at the next Annual General Meeting of the Society, but shall be eligible for election
  - b. A candidate's written nomination, accompanied by the written consent of the nominee (who must be a financial member) with a certificate that the nominee is not disqualified from being appointed or holding office as a Committee Member by these Rules or the Act, shall be received by the Administrator at least 7 Working Days before the date of the Annual General Meeting. If there are insufficient valid nominations received, further nominations may be received from the floor at the Annual General Meeting.
  - c. Votes shall be cast in such a manner as the person chairing the Meeting determines.
  - d. Two Members (who are not nominees) or non-Members appointed by the Chair/President shall act as scrutineers for the counting of the votes and destruction of any voting papers.
  - e. The failure for any reason of any financial Member to receive such Notice shall not invalidate the election.

#### *Term*

- 12.8 The term of office for the President and Vice President shall be one year.
- 12.9 The term of Office for all other Committee Members shall be three years, subject to the following:
  - a. At the Annual General Meeting held in the first-year anniversary of the year following the adoption of this Constitution, two Committee Members will retire.
  - b. At the Annual General Meeting held in the second-year anniversary of the year following the adoption of this Constitution, two Committee Members will retire.



- c. At the Annual General Meeting held in the third-year anniversary after the adoption of this Constitution, two Committee Members will retire.
- 12.10 Any Committee Members who retire under the above clause will be eligible for re-election at the next AGM and will be elected for three years.
- 12.11 If a Committee Member is unable to complete their term, their replacement shall serve until the expiry of the original Committee Member's term that they are replacing.

#### *Removal*

- 12.12 Where a complaint is made about the actions or inaction of a Committee Member (and not in the Committee Member's capacity as a Member of the Society) the following steps shall be taken:
- a. The Committee Member who is the subject of the complaint, must be advised of all details of the complaint.
  - b. The Committee Member who is the subject of the complaint, must be given adequate time to prepare a response.
  - c. The complainant and the Committee Member who is the subject of the complaint, must be given an adequate opportunity to be heard, either in writing or at an oral hearing by the Committee (excluding the Committee Member who is the subject of the complaint) if it considers that an oral hearing is required.
- 12.13 If the complaint is upheld the Committee Member may be removed from the Committee by a resolution of the Committee or of a General Meeting, in either case passed by a simple majority of those present and voting.

#### *Cessation of Committee membership*

- 12.14 A Committee Member shall be deemed to have ceased to be a Committee Member if that person ceases to be a Member. Any members of the Committee failing to attend three (3) consecutive committee meetings shall automatically cease to hold membership on the Committee except in the case of such member being granted leave of absence by the Committee.
- 12.15 Each Committee Member shall within 14 Working Days of submitting a resignation or ceasing to hold office, deliver to the Administrator all books, papers and other property of the Society held by such former Committee Member.

*Functions*

12.16 From the end of each Annual General Meeting until the end of the next, the Society shall be governed by the Committee, which shall be accountable to the Members for the advancement of the Society's purposes and the implementation of resolutions approved by any General Meeting.

*Officers' duties*

12.17 At all times each Committee Member:

- a. shall act in good faith and in what he or she believes to be the best interests of the Society,
- b. must exercise all powers for a proper purpose,
- c. must not act, or agree to the Society acting, in a manner that contravenes the Act or these Rules,
- d. when exercising powers or performing duties as a Committee Member, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation, the nature of the Society, the nature of the decision, the position of the Committee Member and the nature of the responsibilities undertaken by him or her,
- e. must not agree to the activities of the Society being carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors, or cause or allow the activities of the Society to be carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors, and
- f. must not agree to the Society incurring an obligation unless he or she believes at that time on reasonable grounds that the Society will be able to perform the obligation when it is required to do so.

*Powers*

12.18 Subject to these Rules and any resolution of any General Meeting the Committee may:

- a. exercise all the Society's powers, other than those required by the Act or by these Rules to be exercised by the Society in General Meeting, and

- b. enter into contracts on behalf of the Society or delegate such power to a Committee Member, sub-committee, employee, or other person.

#### *Sub-committees*

- 12.19 The Committee may appoint sub-committees consisting of such persons (whether or not Members of the Society) and for such purposes as it thinks fit. Unless otherwise resolved by the Committee:
- a. the quorum of every sub-committee is half the members of the sub-committee but not less than 2,
  - b. no sub-committee shall have power to co-opt additional members,
  - c. each sub-committee shall keep minutes of all meetings and forward the same to the Committee,
  - d. a sub-committee must not commit the Society to any financial expenditure without express authority, and
  - e. a sub-committee must not further delegate any of its powers.

#### *General issues*

- 12.20 The Committee and any sub-committee 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 meeting.
- 12.21 Other than as prescribed by the Act or these Rules, the Committee or any sub-committee may regulate its proceedings as it thinks fit.
- 12.22 Subject to the Act, these Rules and the resolutions of General Meetings, the decisions of the Committee on the interpretation of these Rules and all matters dealt with by it in accordance with these Rules and on matters not provided for in these Rules shall be final and binding on all Members.

#### *Conflicts of interest*

- 12.23 An Officer or a member of the Committee and/or member of a sub-committee who is an Interested Member in respect of any matter being considered by the

Society, 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.
- 12.24 Disclosure must be made as soon as practicable after the member of the Committee and/or sub-committee becomes aware that they are interested in the matter.
- 12.25 A member of the Committee and/or 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; and
  - b. must not sign any document relating to the entry into a transaction or the initiation of the matter; 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).
- 12.26 However, a member of the Committee and/or 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.
- 12.27 Where 50 per cent or more of Committee Members 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 members agree otherwise, and 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.

### **13. Committee meetings**

#### *Frequency*

- 13.1 The Committee shall meet at least monthly (but need only meet once in the December-January period) at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the Chair/President or Administrator.

*Procedure*

- 13.2 The quorum for Committee meetings is at least half the number of Committee Members.

**14. Records***Register of Members*

- 14.1 The Administrator shall keep an up-to-date Register of Members, recording for each Member their name, contact details, the date they became a Member, and any other information required by these Rules or prescribed by Regulations under the Act.

*Contents of Register of Members*

- 14.2 The information contained in the Register of Members shall include each Member's:
- a. postal address
  - b. phone number (landline and/or mobile)
  - c. email address (if any)
  - d. the date the Member became a Member,
  - e. whether the Member is financial or non-financial
- 14.3 Every Member shall promptly advise the Administrator of any change of their contact details.

*Access to Register of Members*

- 14.4 With reasonable notice and at reasonable times, the Administrator shall make the Register of Members available for inspection by Members and Committee Members. However, no access will be given to information on the Register of Members to Members or any other person, other than as required by law, or as required by the Director under CAA Part 149 rules.
- 14.5 Access will also be provided to RAANZ Instructors for the purposes of inspection of membership and certificate status.

*Interests Register*

- 14.6 The Administrator shall maintain an up-to-date register of the interests disclosed by Officers.

*Access to other information*

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

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

- 14.9 The Society 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 Society (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.

- 14.10 Without limiting the reasons for which the Society may refuse to provide the information, the Society 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 Society 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 Society, or
- d. withholding the information is necessary to maintain legal professional privilege, or
- e. the disclosure of the information would, or would be likely to, breach an enactment, or
- f. the burden to the Society 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
- g. the request for the information is frivolous or vexatious.

14.11 If the Society 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 Society —

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

14.12 Nothing in this Rule limits Information Privacy Principle 6 of the Privacy Act 2020.

## **15. Finances**

### *Control and management*

15.1 The funds and property of the Society shall be:

- a. controlled, invested and disposed of by the Committee, subject to these Rules, and
- b. devoted solely to the promotion of the objects and purposes of the Society.

### *Balance date*

15.2 The Society's financial year shall commence on 1 October of each year and end on 30 September (the latter date being the Society's balance date).

## **16. Dispute resolution**

### *Raising disputes*

16.1 Any grievance by a Member, and any complaint by anyone, is to be lodged by the complainant with the Administrator in writing and must provide such details as are necessary to identify the details of the grievance or complaint. All Members (including the Committee) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Society's activities.

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

16.3 The resolution of all disputes must be conducted in a manner that is consistent with natural justice.

*Investigating disputes*

- 16.4 This rule concerns any grievances of members relating to their rights and interests as Members, and any complaints concerning the alleged conduct or discipline of members, collectively referred to as “disputes.”
- 16.5 These disputes procedures are designed to enable and facilitate the fair, prompt and efficient resolution of grievances and complaints.
- 16.6 Rather than investigate and deal with any grievance or complaint, the Committee may:
- a. appoint a sub-committee to deal with the same, or
  - b. refer the same to an external arbitrator, arbitral tribunal, or external visitor (or referee), so long as minimum standards of natural justice and the following requirements under this rule are satisfied,
- 16.7 The Committee or any such sub-committee or person considering any grievance or complaint is referred to hereafter as the "decision-maker".
- 16.8 The decision-maker:
- a. shall consider whether to investigate and deal with the grievance or complaint, and
  - b. may decline to do so (for instance, if the decision-maker is satisfied that the complainant has insufficient interest in the matter or otherwise lacks standing to raise it; the matter is trivial or does not appear to disclose material misconduct or material; the matter raised appears to be without foundation or there is no apparent evidence to support it; some damage to Members’ interests may arise; or the conduct, incident, event or issue has already been investigated and dealt with by the Society).
- 16.9 Where the decision-maker decides to investigate and deal with a grievance, the following steps shall be taken:
- a. The complainant and the Member, or the Society which is the subject of the grievance, must be advised of all details of the grievance.
  - b. The Member, or the Society which is the subject of the grievance, must be given an adequate time to prepare a response.
  - c. The complainant and the Member, or the Society which is the subject of the grievance, must be given an adequate opportunity to be heard, either in



writing or at an oral hearing if the decision-maker considers that an oral hearing is required.

- d. Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.

16.10 Where the decision-maker decides to investigate and deal with a complaint, the following steps shall be taken:

- a. The complainant and the Member complained against must be advised of all allegations concerning the Member, and all details of the complaint.
- b. The Member complained against must be given an adequate time to prepare a response.
- c. The Member complained against must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required.
- d. Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.

16.11 A Member may not make a decision on or participate as a decision-maker in regards to a grievance or complaint, if 2 or more Committee Members, or the decision-maker, consider that there are reasonable grounds to infer that the person may not approach the grievance or complaint impartially, or without a predetermined view. Such a decision must take into account the context of the Society and the particular case, and may include consideration of facts known by the other Members about the decision-maker, so long as the decision is reasonably based on evidence that proves or disproves an inference that the decision-maker might not act impartially.

#### *Resolving disputes*

16.12 The decision-maker may:

- a. dismiss a grievance or complaint, or
- b. uphold a grievance and make such directions as the decision-maker thinks appropriate (with which the Society and Members shall comply),
- c. uphold a complaint and:
  - i. reprimand or admonish the Member, and/or

- ii. suspend the Member from membership for a specified period, or terminate the Member's membership, and/or
- iii. order the complainant (if a Member) or the Member complained against, to meet any of the Society's reasonable costs in dealing with a complaint.

## **17. Winding up**

### *Process*

- 17.1 The Society may be wound up, or liquidated, or removed from the Register of Incorporated Societies in accordance with the provisions of the Act.
- 17.2 The Administrator shall give Notice to all Members of:
- a. the proposed motion to wind up the Society or remove it from the Register of Incorporated Societies, and
  - b. the General Meeting at which any such proposal is to be considered,
  - c. the reasons for the proposal, and
  - d. any recommendations from the Committee in respect to such notice of motion.
- 17.3 Any resolution to wind up the Society or remove it from the Register of Incorporated Societies must be passed by a two-thirds majority of all Members present and voting.

## **18. Surplus assets**

- 18.1 If the Society is wound up, or liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any Member.
- 18.2 On the winding up or liquidation or removal from the Register of Incorporated Societies of the Society, its surplus assets after payment of all debts, costs and liabilities shall be vested in appropriate allied body or bodies chosen by the Society whose objects are similar to those of the Society.
- 18.3 However, on winding up by resolution under this rule, the Society may approve a different distribution to a different entity from that specified above, so long as the Society complies with these Rules and the Act in all other respects.

## **19. Alterations to the Rules**

- 19.1 The Society may amend or replace these Rules at a General Meeting by a resolution passed by a 75% majority of those Members present and voting.
- 19.2 Any proposed motion to amend or replace these Rules shall be given in writing to the Administrator at least 21 Working Days before the General Meeting at which the motion is to be considered and accompanied by a written explanation of the reasons for the proposal.
- 19.3 At least 10 Working Days before the General Meeting at which any amendment is to be considered the Administrator shall give to all Members notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.
- 19.4 When an amendment is approved by a General Meeting it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the Act for registration and shall take effect from the date of registration.

### ***Minor/Technical Amendments***

- 19.5 The Committee may amend the terms of these Rules by a unanimous vote of the Committee if the amendment:
- a. has no more than a minor effect; or
  - b. corrects errors or makes similar technical alterations;
- provided that the Committee gives written notice of the amendment to every Member of the Society with a notice confirming the text of the amendment and the right of the member to object to the amendment.
- 19.6 If no Member objects within 20 working days after the date on which the notice is sent, the Committee may make the amendment.
- 19.7 If a Member objects to the amendment within 20 working days, the Society may not make the amendments under this section.

## **20. Contact person**

- 20.1 The Society shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed.
- 20.2 The Society's contact person must be:

- a. At least 18 years of age, and
- b. An Officer, and
- c. Ordinarily resident in New Zealand, and
- d. Not disqualified under the Act from holding that office.

and shall be appointed by the Committee

- 20.3 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 Society becoming aware of the change.

## **21. Bylaws**

- 21.1 The Committee from time to time may make and amend bylaws, and policies for the conduct and control of Society activities and codes of conduct applicable to Members, but no such bylaws, policies or codes of conduct applicable to Members shall be inconsistent with the Act, regulations made under the Act, or these Rules.