



**CONSTITUTION OF THE W.A. MODEL AIRCRAFT SPORTS CENTRE INCORPORATED**  
**Ratified by Special Resolution 9<sup>th</sup> March 2011 and Registered with DOCEP 31<sup>st</sup> MARCH 2011**

**Index**

- 1. Name Abbreviations**
- 2. Definitions**
- 3. Objects of the State Centre**
- 4. Powers of the State Centre**
- 5. Membership**
- 6. Register of Members**
- 7. Annual Subscriptions**
- 8. Resignation of a Member**
- 9. Suspension and penalties**
- 10. Expulsion of a Member**
- 11. Management Committee**
- 12. Executive Committee**
- 13. Chairman or President**
- 14. Vice Chairman**
- 15. Secretary**
- 16. Treasurer**
- 17. Casual Vacancies**
- 18. General meetings**
- 19. Special General Meetings**
- 20. Annual General Meetings**
- 21. Quorum and proceedings**
- 22. Minutes**
- 23. Rules of the Association**
- 24. By Laws**
- 25. Inspection of Records**
- 26. Indemnities**
- 27. Winding up**
- 28. Repeal of previous constitutions**
- 29. Amendments to the constitution**
- 30. Common Seal of the Association**

## **1. NAME ABBREVIATIONS**

- 1.1** The name of the association is the W.A. Model Aircraft Sports Centre Incorporated. This shall be referred to herein as the State Centre, State Centre Club or Club and have the same meaning.
- 1.2** The association known as "Aeromodellers W.A. (INC.)" shall be referred to herein as AWA.
- 1.3** The Model Aeronautical Association of Australia Inc. shall be referred to herein as MAAA.

## **2. DEFINITIONS.**

- 2.1** "Management Executive" comprises Chairperson or President, Secretary, Treasurer, two (2) Vice-Chairpersons or Vice-Presidents and the provision for one observer from the Management of Whiteman Park.
- 2.2** "Committee" comprises the Management Executive plus Committee Member delegates and AWA representatives.
- 2.3** Financial year is from 1 July to the following 30 June.
- 2.4** "Member" means a Natural Person who is a financial member of the State Centre and a registered financial Affiliate Member of AWA.
- 2.5** "Affiliate Member". an affiliated resident club or association duly constituted and incorporated under the Act , and a registered financial member of AWA
- 2.6** " Social Member" A non flying financial member of the State Centre
- 2.7** "Associate Member". an appointed representative of AWA.
- 2.8** "Ordinary Resolution". Has the meaning given in Section 24 of the Act.
- 2.9** "Act" means the Association Incorporation Act 1987 as amended from time to time.
- 2.10** "State Centre" means the State Centre referred to in Rule 1.
- 2.11** "Chairperson" means in relation to the proceedings at a Management Executive meeting, a Committee meeting (Annual, Special or otherwise), the person presiding at those meetings in accordance with Rule 13. Chairperson can also mean President.
- 2.12** "Vice-Chairperson" means the Vice-Chairperson referred to in Rule 14. Vice-Chairperson can also mean Vice-President.
- 2.13** "Secretary" means the Secretary referred to in Rule 15.
- 2.14** "Treasurer" means the Treasurer referred to in Rule 16.
- 2.15** "Special Resolution" has the meaning given in Section 24 of the Act.
- 2.16** "Committee of Peers" means a committee appointed from rank and file members in accordance with By-Law 12, to hear a grievance by a member who has been penalised by disciplinary proceedings under Rule 9 or Rule 10.

### **3. THE OBJECTIVES OF THE STATE CENTRE.**

- 3.1** To promote the development of miniature aviation in Australia by, in particular, the promotion, protection, organisation and encouragement in every way of the building, flying and development of miniature aircraft and miniature aeronautics.
- 3.2** To promote good fellowship and sportsmanship between miniature aircraft clubs and associations and amongst owners and operators of miniature aircraft by abiding by and promoting the tenets contained in Model Aeronautical Association of Australia (MAAA) Member Protection Policy.
- 3.3** To develop and maintain the State Centre for the benefit of its members.
- 3.4** Provide a headquarters for the state association AWA.
- 3.5** To provide a venue for suitable State, National and International Competitions and displays.

### **4. POWERS OF THE STATE CENTRE.**

- 4.1** To hold and deal with property fiscal or real in any way whatsoever.
- 4.2** To appoint, employ and pay officers, employees and servants of the State Centre and from time to time to suspend or dismiss the same.
- 4.3** To enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the State Centre as the Committee may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purpose and objects of the State Centre.
- 4.4** To receive from any person or corporation who may desire to further the objects of the State Centre gifts of money or property of every nature whatsoever and whether real or personal, movable or immovable and wheresoever situated.
- 4.5** To do all such things as are necessary for or incidental to the carrying on or carrying out of the foregoing special powers and also all such things as are necessary for or incidental to the carrying on of the ordinary business of the State Centre.
- 4.6** To do all such things as are in the opinion of the Executive incidental or conducive to the attainment of the objects of the State Centre.
- 4.7** No Member, Affiliate Member or anyone shall be allowed to make the State Centre a means of private speculation or trade without the express written permission of the Committee.
- 4.8** The property and income of the State Centre shall be applied solely towards the promotion of the objects of the State Centre and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to Members or Affiliate Members provided that remuneration may from time to time be paid in good faith to officers and servants of the State Centre or any other persons in return for services to the State Centre. Any remuneration that may be payable in accordance with this Sub rule shall be decided upon from time to time by ordinary resolution of the Executive.
- 4.9** To appoint Sub Committees or Working Parties from time to time for the purpose of development or special projects as the Committee deems necessary.

## **5. MEMBERSHIP.**

- 5.1** Membership of the State Centre shall be open to any individual interested in miniature aviation and prepared to join and abide by MAAA, AWA and State Centre Rules and Regulations.
- 5.2** Renewals or new applications for membership shall be in writing to the Secretary of the State Centre in such form as the Executive from time to time directs.
- 5.2.1** Membership of the State Centre shall also be open to the following:
- 5.2.2** Patron - persons of distinguished position or Organisations who desire to foster or support financially the miniature aircraft movement.
- 5.2.3** Social Members being non-flying financial Members of an AWA club. A person shall be considered a social member of WAMASC upon payment of the WAMASC social member fee subject to Rule 5. 2.
- 5.2.4** Appointed AWA representatives who shall be Associate Members as defined in rule 2.7

## **6. REGISTER OF MEMBERS.**

- 6.1** The Treasurer shall, on behalf of the State Centre, keep and maintain the Register of all financial Memberships,
- 6.2** It shall be the responsibility of all members of the State Centre to supply the Treasurer with their current contact information.
- 6.3** The Treasurer shall cause the name of any form of Membership who ceases to be a Member (as defined) to be deleted from the Register of Members.

## **7. ANNUAL SUBSCRIPTIONS**

- 7.1** The Committee shall, from time to time determine the amount of subscription to be paid by:
  - 7.1.1** All Memberships.
  - 7.1.2** The fees, subscriptions and other amounts (if any) to be paid by all members shall be determined at an Annual General Meeting or a Special General Meeting.
- 7.2** All Memberships shall be paid to the Treasurer annually in the amount of the subscription specified, on or before 1st July or on such other date as the Committee may from time to time determine.
- 7.2.1** Any membership that has lapsed for a period of two (2) financial years wishing to rejoin is subject to a joining fee or such fee as the committee may decide from time to time..
- 7.3** A Member or Affiliate Member whose subscription is not paid within one month after the relevant date fixed, ceases on the expiry of that period to be a Member or Affiliate Member, unless the Committee decides otherwise.
- 7.4** Any Member or Affiliate Member who ceases to be a Member or Affiliate Member for any reason whatsoever shall not be entitled to a return of the Membership or Affiliate Membership fee or any proportion thereof.

## **8. RESIGNATION OF MEMBER.**

- 8.1** Any form of Member, (as defined) who delivers notice in writing of his/her or its resignation from the State Centre to the Secretary or any other Executive Member shall cease on that delivery to be a Member.
- 8.2** Any form of Member as defined who submits his/her or its resignation remains liable to pay to the State Centre the amount of any debt he/she or it has incurred to the State Centre but unpaid at the date of cessation.

## **9. SUSPENSION AND IMPOSITION OF PENALTIES ON A MEMBER, AFFILIATE MEMBER OR ASSOCIATE MEMBER.**

- 9.1** If the Committee considers that a Member or Affiliate Member or Associate Member, Patron or Social Member should be suspended from membership of the State Centre or penalised because of his/her/its conduct detrimental to the interests of the State Centre, the Committee shall communicate, in writing, to the that Member
- (a) notice of the proposed suspension or penalty and of the time, date and place of the general meeting at which the question of that suspension or penalty will be decided, and
- (b) particulars of that conduct, not less than thirty (30) days before the date of the general meeting referred to in this rule.
- 9.2** At the General meeting referred to in a notice communicated under these rules, the Committee may, having afforded the Member concerned a reasonable opportunity to have been heard by, or to make representations in writing to, the Committee, suspend or penalise or decline to suspend or penalise that Member as defined from membership of the State Centre and shall, forthwith after deciding whether or not to suspend or penalise the Member concerned, communicate that decision in writing to that Member .
- 9.3** Any Member (as defined) who is suspended from membership of the State Centre or penalised, ceases to be a Member fourteen (14) days after the day on which the decision to suspend or penalise that Member is communicated to in writing.
- 9.4** Any Member (as defined) is suspended from membership of the State Centre or penalised shall if he/she/it wishes to appeal against that suspension, give notice to the Secretary in writing of that Member concerned intention to do so within the period of fourteen (14) days
- 9.5** Any Member (as defined) may seek redress against a decision to impose a penalty or penalties as decided by the club under this part. Such an appeal shall be heard by a Committee of Peers. A Committee of Peers shall be appointed by the President and drawn from the membership who shall hear and adjudicate on any such appeal. The appointment, conduct of and terms of reference for a Committee of Peers can be found in the relevant By-Law.
- 9.6** Any Member (as defined) shall automatically and immediately be suspended from the State Centre should it, he or she take legal action against another classification of Member (as defined) or the State Centre, on matters pertaining to our common interest, unless the Committee decides otherwise.

## **10. EXPULSION OF A MEMBER**

- 10.1** If the Committee considers that any Member (as defined) should be expelled from membership of the State Centre because of his/her or its conduct detrimental to the interests of the State Centre, the Committee shall communicate, in writing, to that Member.
- 10.1.1** notice of the proposed expulsion and of the time, date and place of the General meeting at which the question of that expulsion will be decided, and
- 10.1.2** particulars of that conduct, not less than thirty (30) days before the date of the General meeting.
- 10.2** At the General meeting referred to in a notice communicated under these rules the Committee may, having afforded that Member (as defined) concerned a reasonable opportunity to have been heard by, or to make representations in writing to, the Committee, expel or decline to expel that Member from membership of the State Centre and shall, forthwith after deciding whether or not so to expel that Member communicate that decision in writing to that Member.
- 10.3** The Member (as defined) who is expelled from membership of the State Centre ceases to be a Member (as defined) fourteen (14) days after the day on which the decision to expel that Member is communicated in writing.
- 10.4** The Member (as defined) who is expelled from membership of the State Centre wishing to exercise their right to appeal against that expulsion, may give notice to the Secretary in writing of that Member's intentions to do so within the period of fourteen (14) days, stating the reasons for the appeal.
- 10.5** Any Member (as defined) may seek redress against a decision to impose a penalty or penalties as decided by the club under this part. Such an appeal shall be heard by a Committee of Peers. A Committee of Peers shall be appointed by the President and drawn from the membership who shall hear and adjudicate on any such appeal. The appointment, conduct of and terms of reference for a Committee of Peers can be found in the relevant By-Law.

## **11. MANAGEMENT EXECUTIVE.**

- 11.1** The Management Executive shall be drawn from the membership, and elected by the Members at an Annual General Meeting of the State Centre.
- 11.2** The Management Executive shall comprise a Chairperson or President, Secretary, Treasurer, two (2) Vice-Chairpersons or Vice-Presidents.
- 11.3** The Management Executive will be vested with the responsibility of running the day to day affairs of the State Centre and to administer the fiscal affairs of the State Centre as directed by the committee in the best interests of the State Centre, AWA and its Members.
- 11.4** The Management Executive will meet at least four (4) times per year.
- 11.5** All Management Executive members shall be financial members of the State Centre, shall have attained the age of majority, and shall have been financial members of the State Centre for a period of at least twelve (12) months prior to being nominated for any position on the Management Executive.
- 11.6** All officers of the Executive shall be honorary.
- 11.7** All expenses incurred by the Secretary, Treasurer or any member of the Executive for and on behalf of the State Centre on the authority of the Committee shall be paid out of the funds of the State Centre.

- 11.8** The term of office for members of the Executive shall commence immediately after the closure of the Annual General Meeting at which they are elected to office and shall continue until the next Annual General Meeting.
- 11.9** All members of the Executive with the exception of the representatives nominated by AWA and the observer for the Management of Whiteman Park, shall retire annually but shall be eligible for re-election subject to these rules
- 11.10** Each Management Executive member has a deliberate vote and may present proxy votes on behalf of other Management Executive members in relation to a notice of motion. Such proxy votes shall be registered with the Secretary in writing in such a form as may be decided from time to time and signed by the absent Management Executive Member or Members.
- 11.11** A question arising at a Management Executive meeting shall be decided by a majority of votes, by a show of hands and a tally of proxies as may be allowed under these rules, but, if there is an equality of votes, the person presiding at the meeting shall have a casting vote in addition to his or her deliberative vote.

## **12. THE MANAGEMENT COMMITTEE.**

- 12.1** Shall include up to fourteen (14) elected Members that will include the elected management executive. The total maximum number also including the AWA representative(s) and Whiteman observer will be (17) seventeen.
- 12.2** The Committee is elected from the membership at an Annual General Meeting, with the maximum number of elected Committee members being two times the number of Affiliate Member Resident Clubs (or equivalent ratio as determined by the committee from time to time) or fourteen (14) elected Committee members in total, whichever is the lesser. All such Committee Members shall have attained the age of majority, and shall have been financial members of the State Centre for a period of not less than twelve (12) months prior to being elected for a position on the Committee. The member's interests shall be represented by these elected Committee Members.
- 12.3** The Committee members representing the interests of AWA will be afforded associate membership and voting rights at meetings of the association.

### **Responsibilities**

- 12.4** The Committee will meet at least four (4) times per year.
- 12.5** The Committee shall have the responsibility of but not limited to:
- 12.5.1** formulating policy,
- 12.5.2** responding to the wishes of Members,
- 12.5.3** formulating responsible flying and behaviour standards,
- 12.5.4** any and all things that the Committee may consider expedient for the maintenance of the flying and behaviour standards defined in Sub rule 12.5.3, including the imposition of fines, suspensions, withdrawal of privileges or expelling Members or Affiliate Members as the Committee deems necessary, and
- 12.5.5** maintaining and improving the facilities of the State Centre.
- 12.5.6** Dealing with all matters associated with general business, running and management the State Centre.

### **13. CHAIRPERSON OR PRESIDENT.**

**13.1** Subject to this Rule the Chairperson or President shall preside at all meetings.

### **14. VICE-CHAIRPERSONS OR VICE-PRESIDENTS.**

**14.1** Up to two (2) Vice-Chairpersons or Vice-Presidents may be elected by the Committee.

**14.2** In the absence of the Chairperson or President at any meeting of the State Centre, a Vice-Chairperson or Vice-President, if present, will preside.

**14.3** In the event of the absence from any meeting of the State Centre of both the Chairperson or President and a Vice-Chairperson or Vice-President, a Management Executive member, elected by the other Committee members present, shall preside at the meeting.

### **15. SECRETARY.**

The Secretary shall:

**15.1** coordinate the correspondence of the State Centre.

**15.2** keep full and correct minutes of the proceedings of all meetings of the State Centre.

**15.3** comply on behalf of the State Centre with -

**15.3.1** the Act in respect of the register of Members of the State Centre.

**15.3.2** the Act in respect of the Rules of the State Centre and

**15.3.3** the Act in respect of the record of office holders, and any trustees, of the State Centre.

**15.4** have custody of all books, documents, records of the State Centre, other than those required to be kept and maintained by, or in the custody of, the Treasurer; and

**15.5** shall at all times keep a separate and distinct list of domestic Rules and/or By-Laws that may from time to time come into being

**15.6** perform such other duties as may be required from time to time

### **16. TREASURER.**

The Treasurer shall:

**16.1** be responsible for the receipt of all moneys paid to or received by, him or her on behalf of, the State Centre and shall issue receipts for those moneys in the name of the State Centre.

**16.2** pay all moneys referred to in Sub rule 16.1 into such account or accounts of the State Centre as the Committee may from time to time direct;

**16.3** make payments from the funds of the State Centre with the authority of a General meeting and in so doing ensure that all cheques or electronic banking transactions are signed or authorised by two (2) Executive Members;

- 16.4 comply on behalf of the State Centre with the Act in respect of the accounting records of the State Centre.
- 16.5 whenever directed to do so by the Chairperson or President, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;
- 16.6 have custody of all securities, books and documents of a financial nature and accounting records of the State Centre,
- 16.7 perform such other duties as may be required or are imposed by these Rules on the Treasurer; and
- 16.8 shall compile the register of members of the State Centre.

## **17. CASUAL VACANCIES.**

A casual vacancy occurs in the office of a Management Executive member and that office becomes vacant if the Executive member:

- 17.1 Dies;
- 17.2 resigns by notice in writing delivered to the Chairperson or, if the Executive member is the Chairperson, to the Vice-Chairperson;
- 17.3 is convicted of an offence under the Act;
- 17.4 is permanently incapacitated by mental or physical ill health;
- 17.5 is absent from more than -
  - 17.5.1 three (3) consecutive General meetings; or
  - 17.5.2 three (3) General meetings in the same financial year; of which he or she has received notice without tendering an apology to the person presiding at each of those General meetings; or
- 17.6 Ceases to be a member of the State Centre.
- 17.7 such casual vacancies shall be filled by a Special General meeting convened under the provisions of Rule 19.

## **18. GENERAL MEETINGS.**

- 18.1 The Committee shall meet together for the dispatch of business not less than four (4) times per year and the Chairperson may at any time convene a general meeting of the Committee or Management Executive.
- 18.2 Each Committee member has a deliberative vote and may present proxy votes on behalf of other Committee members in relation to a notice of motion. Such proxy votes shall be registered with the Secretary in writing in such a form as may be decided from time to time and signed by the absent Committee Member or Members.
- 18.3 A question arising at a general meeting shall be decided by a majority of votes, by a show of hands and a tally of proxies as may be allowed under these rules, but, if there is an equality of votes, the person presiding at the meeting shall have a casting vote in addition to his or her deliberative vote.
- 18.4 Subject to these Rules, the procedure and order of business to be followed at a General meeting shall be

determined by the Committee Members present at the meeting.

**18.5** A Committee member having any direct or indirect pecuniary interest referred to in the Act shall comply with that section of the Act.

**18.6** A General Meeting convened under these rules, not having met the required quorum, the business of that meeting will be decided by the Management Executive, whose quorum shall be any three (3) members of the Executive.

## **19. SPECIAL GENERAL MEETINGS.**

**19.1** The Committee:

**19.1.1** May at any time convene a Special General Meeting;

**19.1.2** And shall, within twenty-one (21) days of receiving a request in writing to do so from not less than five (5) Committee Members, convene a Special General Meeting for the purpose specified in that request;

**19.2** The Committee Members making a request referred to in these rules shall;

**19.2.1** State in that request the purpose for which the Special General Meeting concerned is required; and

**19.2.2** Sign that request.

**19.3** If a Special General Meeting is not convened within the relevant period of twenty-one (21) days referred to-

**19.3.1** The members who made the request concerned may themselves convene a Special General Meeting as if they were the Committee;

**19.4** When a Special General Meeting is convened under these rules -

**19.5** The Secretary shall give to all Members not less than twenty one (21) days written notice of a Special General Meeting and of any motions to be moved at that meeting.

**19.6** Notice given under these rules shall specify -

**19.6.1** When and where the Special General Meeting is to be convened; and

**19.6.2** Particulars of the business to be transacted at that Special General Meeting and of the order in which that business is to be transacted.

**19.7** The Secretary may give a notice under these rules by sending it by prepaid post, by email or in person to a Member at the address of the Member appearing in the register of Members kept and maintained under these rules and as required under the Act.

**19.8** When a notice is sent by post or email, sending of the notice shall be deemed to be properly effected if the notice is sufficiently addressed and posted to the Member concerned by ordinary prepaid mail or sent via the current email address supplied to the Committee.

**19.9** No business other than that notified under these rules may be transacted at the Special General Meeting.

**19.10** The Members who are entitled to vote at a special meeting are the members as per the definition in rule 2.4

and the appointed AWA representatives.

- 19.11** A question arising at a special meeting shall be decided by a majority of votes, by a show of hands and a tally of proxies as may be allowed under these rules, but, if there is an equality of votes, the person presiding at the meeting shall have a casting vote in addition to his or her deliberative vote.

## **20. ANNUAL GENERAL MEETINGS.**

- 20.1** The Secretary shall convene an Annual General Meeting on or before the 30th day of August or at any other time so decided by Committee for the express purpose of the presentation of the annual accounts, the President's and the Auditors Report and the election of Office Bearers, for the Executive Management and Committee positions or any other business that may properly be conducted at the AGM
- 20.2** The Secretary shall give to all Members entitled to vote not less than twenty-one (21) days notice in writing of such Annual General Meeting.
- 20.3** At an Annual General Meeting, the order in which business is to be transacted is -
- 20.3.1** First, the consideration of the accounts and the Auditor's Report and
- 20.3.2** Any other business requiring consideration by the State Centre in an Annual General Meeting.
- 20.3.3** Election of Executive Management office bearers and Committee Members.
- 20.3.4** All Executive Management Office Bearers and Committee Members shall retire from the Committee immediately prior to the election of office bearers at an Annual General Meeting, but shall be eligible for re-election by the Members.
- 20.4** At an Annual General Meeting 60% of the elected Committee Members in person or by proxy shall constitute a quorum. If within thirty (30) minutes of the time appointed for the commencement of an Annual General Meeting a quorum is not present, then the Chairperson shall adjourn the AGM to be re-convened at the same place and time on a date to be decided before the close of the adjourned AGM and within the specified time under the Act.
- 20.5** The Secretary shall give a written notice of the time, date and place of the re-convened AGM by sending it by ordinary prepaid post, by email or in person to the Members appearing in the register of Members kept and maintained under these rules and as required under the Act.
- 20.6** Sending of the notice shall be deemed to be properly effected if the notice is sufficiently addressed and posted to the Member concerned by ordinary prepaid mail or sent to the email address supplied to the Committee or delivered in person.
- 20.7** All nominations for office bearer positions on the Executive Management and for positions on the Committee shall be subject to these rules and shall be in writing, in such form as may be decided from time to time, signed by both the proposer and the nominee, and shall be delivered to the Secretary at least seven (7) days prior to the commencement of the Annual General Meeting.
- 20.8** Office bearers shall be elected in accordance with the following;
- 20.8.1** Should the number required and no more be so nominated the Chairperson (President) of the meeting shall declare all candidates elected.
- 20.8.2** Should the number nominated exceed the number required a Vote shall be taken to decide who shall fill the vacancies.

- 20.8.3** Should a lesser number than required be nominated, the vacancies shall be filled at a Special Meeting convened under these rules.
- 20.8.4** In the event of a Vote, the position will be decided on a majority of votes in person or by show of hands including member proxies as may be allowed under these rules.
- 20.8.5** During the election of office bearers the AWA representative or such person as agreed by majority shall be appointed Returning Officer. In the case of a tied vote, the Return Officer shall exercise a casting vote and announce the elected officer final voting figures. The outcome resulting from a casting vote under these rules shall be final. rules are checked and signed as correct by the Chairperson (President) of the General meeting to which those minutes relate.
- 20.8.6** The Members who are entitled to vote at the annual general meeting are the members as defined in rule 2.4 and the appointed AWA representatives.

## **21. QUORUM and PROCEEDINGS AT MEETINGS.**

- 21.1** At a General meeting 60% of the elected Committee members in person or by proxy constitute a quorum.
- 21.2** If within thirty (30) minutes after the time specified for the holding of a General meeting a quorum is not present, the meeting stands adjourned to the same time on the same day in the following week and at the same venue.
- 21.2.1** If within thirty (30) minutes of the time appointed for the resumption of an adjourned General meeting a quorum is not present, the Committee members who are present or by proxy may nevertheless proceed with the business of that General meeting as if a quorum were present.
- 21.2.2** Otherwise as a result of a request, notice or action taken a quorum is not present, the meeting lapses;
- 21.3** The Chairperson (President) may, with the consent of a General Meeting at which a quorum is present, and shall, if so directed by such a General meeting, adjourn that General meeting from time to time and from place to place.
- 21.5** There shall not be transacted at any adjourned General Meeting any business other than business left unfinished or on the agenda at the time when the General meeting was adjourned.
- 21.6** When a General Meeting is adjourned for a period of thirty (30) days or more, the Secretary shall give notice under these rules of the adjourned General Meeting as if that General meeting were a fresh General Meeting.
- 21.7** At a General Meeting -
- 21.7.1** An ordinary resolution put to a vote shall be decided by a majority of votes cast on a show of hands; and
- 21.7.2** A special resolution to change the rules shall be decided on not less than  $\frac{3}{4}$  of the Members present or by proxy in accordance with these rules and in accordance with the Act.
- 21.8** A declaration by the Chairperson (President) at a General meeting that a resolution has been passed as an ordinary resolution thereat shall be evidence of that fact unless, during the General meeting at which the resolution is submitted a poll is demanded in accordance with these rules.
- 21.9** At a General Meeting, a poll may be demanded by the Chairperson (President) at the General meeting or by three (3) or more Committee members present or by proxy and, if so demanded, shall be taken in such manner as the Chairperson (President) directs.

- 21.10** If a poll is demanded and taken under these rules in respect of an ordinary resolution, a declaration by the Chairperson (President) of the result of the poll is evidence of the matter so declared.
- 21.11** A poll demanded under these Rules on the election of a person to preside over a General Meeting or on the question of an adjournment shall be taken forthwith on that demand being made.

## **22. MINUTES.**

- 22.1** The Secretary shall cause a true and correct record of the minutes of all proceedings and meetings conducted by the State Centre.
- 22.2** The Chairperson shall ensure that the minutes taken of all General meetings under these Rules shall be evidence of the facts as stated therein. A casual vacancy occurs if a Member of the Executive or a Committee Member:
- 22.3** When minutes have been signed as correct under these Rules, they shall, until the contrary is proved, be evidence that -
- 22.3.1** The General meeting to which they relate was duly convened and held; and
- 22.3.2** All proceedings recorded as having taken place at the meeting did in fact take place thereat; and.
- 22.3.3** all appointments, elections or motions purporting to have been made at the meeting have validly been made

## **23. RULES OF THE ASSOCIATION.**

- 23.1** These Rules and those of AWA and Model Aeronautical Association of Australia (MAAA) bind every form of Member (as defined), to the same extent as if every form of Member of the State Centre had individually signed and sealed these Rules and agreed to be bound by all their provisions.

## **24. BY-LAWS.**

- 24.1** Domestic Rules or By-Laws for the administration of the State Centre or any of its functions, events or the like may be made by the majority of Committee Members of the State Centre voting in General meetings provided always that any such domestic Rules and/or By-Laws are not to conflict with the forgoing provisions of this the Constitution of the State Centre.

## **25. INSPECTION OF RECORDS.**

- 25.1** Any State Centre Member has the right to access the following and may, by giving notice in writing to the Executive, arrange a mutually agreeable day, time and place.
- (a) Register of Members
  - (b) Current copy of the Rules
  - (c) Record of Office Holders.
  - (d) Financial statements
- 25.2** The Member may make a copy of, or take extracts from those records but shall have no right to remove for any purpose, alter or in any way change or cause damage to those records.

## **26. INDEMNITIES.**

- 26.1** No Committee or Committee Member shall be liable for loss not attributable -
- 26.1.1** to his or her own dishonesty, or
- 26.1.2** to the wilful commission by him or her of an act known by him or her to be a breach of the trust or to be a breach of his or her powers as a Committee or Committee Member pursuant to the Constitution of the State Centre.

## **27. DISOLUTION OR WINDING UP OF THE ASSOCIATION (THE STATE CENTRE).**

### **27.1 Distribution of Surplus Property**

If upon the winding up of the Association (The State Centre), there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed amongst the Members or former Members, but shall be given or transferred to (Aeromodellers WA Inc. or) another Association Incorporated under the ACT which has similar objects and to which income tax deductible gifts can be made as approved by the Commissioner of Taxation and which Association shall be determined by resolution of the Members.

## **28. REPEAL OF PREVIOUS CONSTITUTION**

- 28.1** This Constitution repeals the previous Constitution but shall not, except as expressly or by necessary implication provide herein, affect any right, duty or liability or any matter or thing done, commenced or acquired or imposed under or by virtue of the previous Constitution.

## **29. AMENDMENT OF THIS CONSTITUTION**

- 29.1** This constitution may be added to, repealed or amended by resolution at any Annual or Special General Meeting provided that notice of the resolution to amend the Rules shall be included in the notice of meeting and no resolution shall be deemed to have been passed unless it be carried by a majority of at least three fourths of the Members voting.

## **30. COMMON SEAL OF THE ASSOCIATION.**

- 30.1** The State Centre shall have a common seal on which its corporate name shall appear in legible characters.
- 30.2** The common seal of the State Centre shall not be used without the express authority of the Committee and every use of that common seal shall be recorded in the minute book referred to in Rule 18.
- 30.3** The affixing of the common seal of the State Centre shall be witnessed by any two (2) of the Chairperson, the Secretary and the Treasurer.
- 30.4** The common seal of the State Centre shall be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.