

**CONSTITUTION OF THE
W.A. MODEL AIRCRAFT SPORTS CENTRE INCORPORATED**

1. NAME.

The name of the association is the W.A. Model Aircraft Sports Centre Incorporated. This shall be referred to herein as the State Centre.

2. DEFINITIONS.

- 2.1 "Management Committee" comprises Chairperson, Secretary, Treasurer, two (2) Vice- Chairpersons and a representative from the Management of Whiteman Park.
- 2.2 "Council" comprises the Management Committee plus Member delegates.
- 2.3 Financial year is from 1 July to the following 30 June.
- 2.4 "Member" means an affiliated resident aeromodelling club or association duly constituted, affiliated with Aeromodellers Western Australia Incorporated and incorporated under the Act.
- 2.5 "Affiliate Member". A Member of an affiliated resident club or association.
- 2.6 "Associate Member". A Member of a club or association affiliated to Aeromodellers Western Australia Incorporated but not a resident club or association of the State Centre.
- 2.7 "Ordinary Resolution". Has the meaning given in Section 24 of the act.
- 2.8 "Act" means the Association Incorporation Act 1987.
- 2.9 "State Centre" means the State Centre referred to in Rule 1.
- 2.10 "Chairperson" means in relation to the proceedings at a Management Committee meeting, a Council meeting (Annual, Special or otherwise), the person presiding at those meetings in accordance with Rule 12.
- 2.11 "Vice-Chairperson" means the Vice-Chairperson referred to in Rule 13.
- 2.12 "Secretary" means the Secretary referred to in Rule 14.
- 2.13 "Treasurer" means the Treasurer referred to in Rule 15.
- 2.14 "Special Resolution" has the meaning given in Section 24 of the Act.

3. THE OBJECTS OF THE STATE CENTRE.

- 3.1 To promote the development of aviation in Australia by, in particular, the promotion, protection, organisation and encouragement in every way of the building, flying and development of model aircraft and model aeronautics generally within and in conjunction with Australia.
- 3.2 To promote good fellowship and sportsmanship between model aircraft clubs and associations and amongst owners and operators of model aircraft.
- 3.3 To provide a venue for meetings of affiliated resident clubs, associations and any club or association affiliated with Aeromodellers Western Australia Incorporated.
- 3.4 To provide a headquarters base for the state association Aeromodellers Western Australia Incorporated.
- 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 real and personal property 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 Council 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 situate.
- 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 Council 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 Council.
- 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 Subrule shall be decided upon from time to time by resolution of the Council.

5. MEMBERSHIP.

- 5.1 Membership of the State Centre shall be open to any club or association as defined in Subrule 2.4.
- 5.2 Each application for membership shall be in writing to the Secretary of the State Centre and each application for membership shall come before the Council who shall have the absolute and unfettered power to accept or reject such application.

Membership of the State Centre shall also be open to the following:

- 5.3 Patron - persons of distinguished position who desire to foster the model aircraft movement.

6. REGISTER OF MEMBER, RESIDENT CLUBS OR ASSOCIATIONS AND AFFILIATE MEMBERS.

- 6.1 The Treasurer shall, on behalf of the State Centre, keep and maintain the Register of current, financial Resident Member clubs or associations and Affiliate Members.
- 6.2 It shall be the responsibility of the committees of the Resident Member clubs or associations to supply the Treasurer with a current list of their financial members (ie Affiliate Members).
- 6.3 The Treasurer shall cause the name of a Member club or association who ceases to be a Member to be deleted from the Register of Members.
- 6.4 The Treasurer shall cause the name of any Affiliate Member who ceases to be an Affiliate Member to be deleted from the list of Affiliate Members.

7. ANNUAL SUBSCRIPTIONS, MEMBER AND AFFILIATE MEMBER.

- 7.1 The Council shall, from time to time determine the amount of subscription to be paid by:
 - 7.1.1 Member resident clubs or associations.

7.1.2 Affiliate Members.

- 7.2** Each Member or Affiliate Member shall pay to the Treasurer annually, on or before 1st July or such other date as the Council may from time to time determine, the amount of the subscription specified under Subrule 7.1.
- 7.3** Subject to Subrule 7.4 a Member or Affiliate Member whose subscription is not paid within one month after the relevant date fixed by or under Subrule 7.2 ceases on the expiry of that period to be a Member or Affiliate Member, unless the Council decides otherwise.
- 7.4** A Member or Affiliate Member is a financial Member or financial Affiliate Member for the purpose of these Rules if the Members or Affiliate Members subscription is paid on or before the relevant date fixed under Subrule 7.2 or within one month thereafter.
- 7.5** 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.
- 7.6** Resident Member clubs or associations may act as agents for the State Centre in regard to the collection of Affiliate Members subscriptions unless the Council decides otherwise.

8. RESIGNATION OF MEMBER.

- 8.1** A Member who delivers notice in writing of its resignation from the State Centre to the Secretary or any other Committee Member shall cease on that delivery to be a Member.
- 8.2** A Member who submits its resignation under Subrule 8.1 remains liable to pay to the State Centre the amount of any subscription due and payable by Affiliate Members to the State Centre but unpaid at the date of cessation.
- 8.3** A Member who submits its resignation under Subrule 8.1 remains liable to pay to the State Centre the amount of any debt it has incurred to the State Centre but unpaid at the date of cessation.

9. EXPULSION OF MEMBER.

- 9.1** If the Council considers that a Member or Affiliate Member should be expelled from membership of the State Centre because of its conduct detrimental to the interests of the State Centre, the Council shall communicate, in writing, to the Member or Affiliate Member:
 - 9.1.1** notice of the proposed expulsion and of the time, date and place of the Council meeting at which the question of that expulsion will be decided,
 - and
 - 9.1.2** particulars of that conduct,not less than thirty (30) days before the date of the Council meeting referred to in Sub-subrule 9.1.1.
- 9.2** At the Council meeting referred to in a notice communicated under Subrule 9.1, the Council may, having afforded the Member or Affiliate Member concerned a reasonable opportunity to have been heard by, or to make representations in writing to, the Council, expel or decline to expel that Member or Affiliate Member from membership of the State Centre and shall, forthwith after deciding whether or not so to expel that Member or Affiliate Member, communicate that decision in writing to that Member or Affiliate Member.
- 9.3** Subject to Subrule 9.4, a Member or Affiliate Member who is expelled from membership of the State Centre ceases to be a Member or Affiliate Member fourteen (14) days after the day on which the decision so to expel the Member or Affiliate Member is communicated to that Member or Affiliate Member.
- 9.4** A Member or Affiliate Member who is expelled from membership of the State Centre shall if it wishes to appeal against that expulsion, give notice to the Secretary in writing of that Members or Affiliate Members intentions to do so within the period of fourteen (14) days referred to in Subrule 9.2.
- 9.5** In the event of an appeal by a Member or Affiliate Member against expulsion, Aeromodellers Western Australia Incorporated shall hear and adjudicate on any such appeal.

- 9.6** A Member or Affiliate Member shall automatically and immediately be expelled from the State Centre should it, he or she take legal action against another Member or Affiliate Member or the State Centre on matters pertaining to our common interest, unless the Council decides otherwise.

10. MANAGEMENT COMMITTEE.

- 10.1** The Management Committee shall be drawn from, and elected by, delegates of Member clubs or associations and Aeromodellers Western Australia Incorporated delegates, namely the Council.
- 10.2** The Management Committee shall also include one (1) observer representative from the Management of Whiteman Park.
- 10.3** The Management Committee shall comprise a Chairperson, Secretary, Treasurer, two (2) Vice-Chairpersons and one (1) observer nominated by the Management of Whiteman Park.
- 10.4** The Management Committee 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 resolution of the Council.
- 10.5** The Management Committee will meet at least four (4) times per year.
- 10.6** With the exception of the delegates representing Aeromodellers Western Australia Incorporated, all Management Committee members shall be financial members of resident clubs or associations Affiliated to the State Centre, shall have attained the age of majority, and shall have been financial members of those resident clubs or associations for a period of at least twelve (12) months prior to being nominated for any position on the Management Committee.
- 10.7** Subject to Subrule 4.5 hereof all officers of the Committee shall be honorary.
- 10.8** All expenses incurred by the Secretary, Treasurer or any member of the Committee 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.
- 10.9** The term of office for members of the Committee shall commence immediately after the closure of the Council meeting at which they are elected to office and shall continue until the next Annual Council meeting.
- 10.10** All members of the Committee with the exception of the representative observer nominated by the Management of Whiteman Park, shall retire annually but shall be eligible for re-election subject to Subrule 10.1.
- 10.11** The Secretary shall convene an Annual Council meeting for the express purpose of election of office bearers for the Management Committee on or before the 30th day of August or at any other time so decided by Council.
- 10.12** The Secretary may give notice under Subrule 10.11 by notice in writing to a Council member.

11. THE COUNCIL.

- 11.1** The Council of the State Centre shall comprise of two (2) delegates from each Member, resident club or association (or a minimum total of six (6) delegates). Such delegates shall have attained the age of majority, and shall have been financial Members of those resident clubs or associations for a period of not less than twelve (12) months prior to being nominated for a position on the Council. There shall also be a maximum of two (2) delegates nominated by Aeromodellers Western Australia Incorporated.
- 11.2** The Council member delegates representing the interests of Aeromodellers Western Australia Incorporated shall not be Affiliated Members from any Member resident club or association.
- 11.3** The Council will meet at least four (4) times per year.
- 11.4** The Council shall have the responsibility of :
- 11.4.1** formulating policy,
- 11.4.2** responding to the wishes of Member and Affiliated Members,
- 11.4.3** formulating responsible flying and behaviour standards,

11.4.4 any and all things that the Council may consider expedient for the maintenance of the flying and behaviour standards defined in Sub-subrule 11.4.3, including the imposition of fines, suspensions, withdrawal of privileges or expelling Members or Affiliate Members as the Council deems necessary,

and

11.4.5 improving the facilities of the State Centre.

11.5 Resident Member clubs or associations and Aeromodellers Western Australia Incorporated shall notify the Secretary, in writing, of the names and addresses of their respective Council member delegates on or before the 30th day of July.

11.6 All Council members shall retire from the Council immediately prior to the election of office bearers for the Management Committee at an Annual Council meeting, but shall be eligible for re-delegation by their respective resident Member club or association or Aeromodellers Western Australia Incorporated.

11.7 Resident clubs or associations or Aeromodellers Western Australia may from time to time change their Council delegates. Such changes shall be notified to the Secretary of the State Centre in writing.

12. CHAIRPERSON.

12.1 Subject to this Rule the Chairperson shall preside at all Management Committee meetings and Council meetings.

12.2 In the event of the absence from:

12.2.1 A Committee meeting of -

1. the Chairperson, a Vice-Chairperson;

or

2. both the Chairperson and a Vice-Chairperson, a Committee member elected by the other Committee members present shall preside at the Council meeting or Committee meeting, as the case requires. or

12.2.2 a Council meeting of -

1. the Chairperson, a Vice-Chairperson;

or

2. both the Chairperson and a Vice-Chairperson, a Council member elected by the other Council members present at the Council meeting shall preside at such meeting.

13. VICE-CHAIRPERSONS.

13.1 Up to two (2) Vice-Chairpersons may be elected by the Council.

13.2 On the absence of the Chairperson at any meeting of the State Centre, a Vice-Chairperson, if present, will preside.

14. SECRETARY.

The Secretary shall:

14.1 coordinate the correspondence of the State Centre.

14.2 keep full and correct minutes of the proceedings of the Committee and Council of the State Centre.

14.3 comply on behalf of the State Centre with -

14.3.1 Section 27 of the Act in respect of the register of Members of the State Centre.

14.3.2 Section 28 of the Act in respect of the Rules of the State Centre and

14.3.3 Section 29 of the Act in respect of the record of office holders, and any trustees, of the State Centre.

- 14.4** have custody of all books, documents, records of the State Centre, including those referred to in Subrule 14.3, other than those required by Rule 13 to be kept and maintained by, or in the custody of, the Treasurer; and
- 14.5** 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 as defined under Subrule 23.
- 14.6** perform such other duties as are imposed by these Rules on the Secretary.

15. TREASURER.

The Treasurer shall:

- 15.1** 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.
- 15.2** pay all moneys referred to in Subrule 15.1 into such account or accounts of the State Centre as the Committee may from time to time direct;
- 15.3** make payments from the funds of the State Centre with the authority of a Council meeting or of the Committee and in so doing ensure that all cheques are signed by two (2) Committee members;
- 15.4** comply on behalf of the State Centre with Section 25 and 26 of the Act in respect of the accounting records of the State Centre.
- 15.5** whenever directed to do so by the Chairperson, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;
- 15.6** have custody of all securities, books and documents of a financial nature and accounting records of the State Centre, including those referred to in Subrule 15.4 and 15.5.
- 15.7** perform such other duties as are imposed by these Rules on the Treasurer; and
- 15.8** shall compile the register of the State Centre.

16. CASUAL VACANCIES.

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

- 16.1** Dies;
- 16.2** resigns by notice in writing delivered to the Chairperson or, if the Committee member is the Chairperson, to the Vice-Chairperson;
- 16.3** is convicted of an offence under the Act;
- 16.4** is permanently incapacitated by mental or physical ill health;
- 16.5** is absent from more than -
 - 16.5.1** three (3) consecutive Committee meetings;
 - or
 - 16.5.2** three (3) Committee 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 Committee meetings; or
- 16.6** ceases to be an Affiliate Member of the State Centre.
- 16.7** such casual vacancies shall be filled by a Special Council meeting convened under the provisions of Rule 18.

17. PROCEEDINGS OF THE COUNCIL.

- 17.1** The Council shall meet together for the dispatch of business not less than six (6) times per year and the Chairperson may at any time convene a meeting of the Council.
- 17.2** Each Council member has a deliberative vote and may present proxy votes on behalf of other Council members in relation to notice of motion. Such proxy votes shall be registered with the Secretary in writing and signed by the absent Council member or members.
- 17.3** A question arising at a Council meeting shall be decided by a majority of votes, 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.
- 17.4** Subject to these Rules, the procedure and order of business to be followed at a Council meeting shall be determined by the Council members present at the meeting.
- 17.5** A Council member having any direct or indirect pecuniary interest referred to in Section 21 or 22 of the Act shall comply with that section.
- 17.6** With the exception of a Council meeting convened under Rule 18 or Rule 19, in the event of a Council meeting quorum not being met, the business of that meeting will be decided by the Management Committee, whose quorum shall be three (3) members.

18. SPECIAL COUNCIL MEETINGS.

- 18.1** The Committee:
 - 18.1.1** may at any time convene a Special Council meeting;
 - 18.1.2** shall, within thirty (30) days of receiving a request in writing to do so from not less than three (3) Council members, convene a Special Council meeting for the purpose specified in that request;
- 18.2** The Council members making a request referred to in Sub-subrule 18.1.2 shall;
 - 18.2.1** state in that request the purpose for which the Special Council meeting concerned is required; and
 - 18.2.2** sign that request.
- 18.3** If a Special Council meeting is not convened within the relevant period of thirty (30) days referred to -
 - 18.3.1** in Sub-subrule 18.1.2, the Council members who made the request concerned may themselves convene a Special Council meeting as if they were the Committee;
- 18.4** When a Special Council meeting is convened under Sub-subrule 18.3.1 -
 - 18.4.1** the Committee shall ensure that the Council members or Council member convening the Special Council meeting are supplied free of charge with particulars of all Members; and
 - 18.4.2** the State Centre shall pay the reasonable expenses of convening and holding the Special Council meeting.
- 18.5** The Secretary shall give to all Council members not less than twenty one (21) days notice of a Special Council meeting and of any motions to be moved at the Special Council meeting.
- 18.6** A notice given under Subrule 18.5 shall specify -
 - 18.6.1** when and where the Special Council meeting convened is to be held; and
 - 18.6.2** particulars of the business to be transacted at the Special Council meeting concerned and of the order in which that business is to be transacted.
- 18.7** The Secretary may give a notice under Subrule 18.5 by sending it by post to a Council member at the address of the Council member appearing in the register of Members kept and maintained under Section 27 of the Act.

- 18.8** When a notice is sent by post under Subrule 18.6, 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.
- 18.9** No business other than that notified under Sub-Subrule 18.6.2 may be transacted at the Special Council meeting.

19. ANNUAL COUNCIL MEETINGS.

- 19.1** The Secretary shall convene a Annual Council meeting for the express purpose of election of office bearers for the Management Committee on or before the 30th day of August or at any other time so decided by Council.
- 19.2** The Secretary shall give to all Council members not less than fourteen (14) days notice in writing of such Annual Council meeting.
- 19.3** At an Annual Council meeting, the order in which business is to be transacted is -
- 19.3.1** first, the consideration of the accounts and reports of the Council.
 - 19.3.2** any other business requiring consideration by the State Centre in an Annual Council meeting.
 - 19.3.3** election of Management Committee office bearers.
- 19.4** At an Annual Council meeting 60% of the Council members present in person or by proxy shall constitute a quorum. If within thirty (30) minutes of the time appointed for the commencement of an Annual Council meeting a quorum is not present, then the Chairperson shall convene a Special Council meeting under the provisions of Rule 18.
- 19.5** The Secretary may give a notice under Subrule 19.2 by sending it by post to a Council member at the address of the Council member appearing in the register of Members kept and maintained under Section 27 of the Act.
- 19.6** When a notice is sent by post under Subrule 19.5, 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.
- 19.7** All nominations for office bearer positions on the Management Committee shall be subject to Subrule 10.6 and shall be in writing, 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 Council meeting.
- 19.8** Office bearers shall be elected in accordance with the following;
- 19.8.1** Should the number required and no more be so nominated the Chairperson of the meeting shall declare all candidates elected.
 - 19.8.2** Should the number nominated exceed the number required a ballot shall be taken to decide who shall fill the vacancies.
 - 19.8.3** Should a less number than required be nominated, the vacancies shall be filled at a Special Council meeting convened under Rule 18.
 - 19.8.4** In the event of a ballot, Aeromodellers Western Australia Incorporated shall be requested to provide a Returning Officer and one scrutineer who shall not be Affiliated Members from any Member resident club or association.
 - 19.8.5** During the election of office bearers the Returning Officer shall chair the meeting and control voting and in the event of a drawn ballot shall direct that another ballot be held. Should the subsequent ballot result in another drawn vote, the Returning Officer shall exercise a casting vote and announce the final voting figures.

20. QUORUM IN PROCEEDINGS AT COUNCIL MEETINGS.

- 20.1** At a Council meeting 60% of the Council members present constitute a quorum.
- 20.2** If within thirty (30) minutes after the time specified for the holding of a Special Council meeting in a notice given under the provisions of Rule 18 -

20.2.1 as a result of a request or notice referred to in Sub-subrule 18.1.2 or as a result of action taken under Subrule 18.3 a quorum is not present, the Council meeting lapses;

or

20.2.2 otherwise than as a result of a request, notice or action referred to in Sub-subrule 20.2.1, the Council meeting stands adjourned to the same time on the same day in the following week and at the same venue.

20.3 If within thirty (30) minutes of the time appointed by Sub-subrule 20.2.2 for the resumption of an adjourned Council meeting a quorum is not present, the Council members who are present in person or by proxy may nevertheless proceed with the business of that Council meeting as if a quorum were present.

20.4 The Chairperson may, with the consent of a Council meeting at which a quorum is present, and shall, if so directed by such a Council meeting, adjourn that Council meeting from time to time and from place to place.

20.5 There shall not be transacted at any adjourned Council meeting any business other than business left unfinished or on the agenda at the time when the Council meeting was adjourned.

20.6 When a Council meeting is adjourned for a period of thirty (30) days or more, the Secretary shall give notice under Rule 18 of the adjourned Council meeting as if that Council meeting were a fresh Council meeting.

20.7 At a Council meeting -

20.7.1 an ordinary resolution put to a vote shall be decided by a majority of votes cast on a show of hands; and

20.7.2 a special resolution put to the vote shall be decided in accordance with Section 24 of the Act.

20.8 A declaration by the Chairperson at a Council meeting that a resolution has been passed as an ordinary resolution thereat shall be evidence of that fact unless, during the Council meeting at which the resolution is submitted a poll is demanded in accordance with Subrule 20.9.

20.9 At a Council meeting, a poll may be demanded by the Chairperson at the Council meeting or by three (3) or more Council members present in person or by proxy and, if so demanded, shall be taken in such manner as the Chairperson directs.

20.10 If a poll is demanded and taken under Subrule 20.9 in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.

20.11 A poll demanded under Subrule 20.9 on the election of a person to preside over a Council meeting or on the question of an adjournment shall be taken forthwith on that demand being made.

21. MINUTES.

21.1 The Secretary shall cause proper minutes of all proceedings of all Committee and Council meetings to be taken and then to be entered within thirty (30) days after the holding of each meeting, in a minute book kept for that purpose.

21.2 The Chairperson shall ensure that the minutes taken of a Committee meeting or Council meeting under Subrule 21.1 are checked and signed as correct by the Chairperson of the Council meeting or Committee meeting to which those minutes relate or of the next succeeding Council meeting or Committee meeting, as the case requires.

21.3 When minutes have been entered and signed as correct under this Rule, they shall, until the contrary is proved, be evidence that -

21.3.1 the Committee meeting or Council meeting to which they relate (in this Subrule called "the meeting") was duly convened and held;

21.3.2 all proceedings recorded as having taken place at the meeting did in fact take place thereat; and

21.3.3 all appointments or elections purporting to have been made at the meeting have validly been made.

22. RULES OF THE ASSOCIATION.

- 22.1** The State Centre may alter these Rules, or make Rules additional to these Rules, in accordance with the procedure set out in Sections 17, 18 and 19 of the Act.
- 22.2** These Rules bind every Member, every Affiliate Member and the State Centre to the same extent as if every Member, Affiliate Member and the State Centre had signed and sealed these Rules and agreed to be bound by all their provisions.

23. BY-LAWS.

- 23.1** 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 Council members of the State Centre voting in Council 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.

24. COMMON SEAL OF THE ASSOCIATION.

- 24.1** The State Centre shall have a common seal on which its corporate name shall appear in legible characters.
- 24.2** 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.
- 24.3** 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.
- 24.4** 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.

25. INSPECTION OF RECORDS.

A Member may at any reasonable time inspect without charge the books, documents, records and securities of the State Centre.

26. INDEMNITIES.

- 26.1** No Committee or Council 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 Council member pursuant to the Constitution of the State Centre.

27. DISTRIBUTION OF SURPLUS PROPERTY.

If, on the winding up of the State Centre, any property of the State Centre remains after satisfaction of the debts and liabilities of the State Centre and the costs, charges and expenses of that winding up, that property shall be distributed;

- 27.1** Aeromodellers Western Australia Incorporated.
- 27.2** to another incorporated association having objects similar to those of the State Centre; or
- 27.3** for charitable benevolent purposes, which incorporated association or purposes, as the case requires, shall be determined by resolution of the Members when authorising and directing the Committee under Section 33(3) of the Act to prepare a distribution plan for the distribution of the surplus property of the State Centre.