

## **Rules of the Mercury Bay Aero Club Incorporated**

(updated on 18/04/2021)

## Definitions

*In these Rules the following terms apply:*

- "Club" means Mercury Bay Aero Club Inc.
  - "Executive" means the Executive Committee responsible for conducting the business of the Club.
  - "Section" means a group of Ordinary Members who have formed a special interest group approved by the Executive.

### Interpretations

- *Any headings or marginal notes are for convenience and reference only and shall not be deemed to in any way to govern or limit the construction or the context of these Rules.*
  - *In the construction of these Rules, unless there is something inconsistent in the context:*
    - *Words signifying the singular shall include the plural, and vice versa.*
    - *Words signifying males only shall extend to include females.*
    - *Words signifying persons shall include bodies incorporate mutatis mutandis.*

## Annexure

*The following is an Annexure to these Rules.*

- *Annexure 1.* *Ordinary Membership Application form.*

## **Directory of Headings**

1. Name
  2. Interpretation
  3. Objects
  4. Constitution
  5. Membership
  6. Membership Classes
  7. Election of Members
  8. Subscriptions
  9. Members Bound by Rules
  10. Conduct
  11. Alteration of Rules
  12. General Meetings
  13. Executive Committee
  14. Duties of Officers
  15. Sections
  16. Financial
  17. Sub Committees
  18. Common Seal
  19. By-Laws
  20. Borrowing Powers
  21. Registered Office
  22. Gratuities
  23. Indemnities of Officers
  24. Dissolution
  25. Matters Not Provided For
  26. Pecuniary Profit

## **Rules of the Mercury Bay Aero Club Incorporated**

### **MERCURY BAY AERO CLUB INCORPORATED CONSOLIDATED CONSTITUTION AND RULES**

#### **1. NAME**

The name of the Society is the **MERCURY BAY AERO CLUB INCORPORATED**

#### **2. INTERPRETATION**

- 2.1** In the interpretation of these rules unless a contrary intention is expressed or there is an inconsistency in the context.

"Airfield" means the Club's land and buildings at Dakota Drive, Whitianga.

"Club" means the Mercury Bay Aero Club Incorporated.

"Committee" means the executive committee for the time being constituted by these rules.

"Financial Year" means the period commencing on the 1st day of March in each year and ending on the last day of February in the succeeding year or such earlier date as may be resolved by the Club at its Annual General Meeting or a Special General Meeting.

"Resolution" means a resolution passed by a majority of those present and entitled to vote at a General Meeting of the Club or at a General Meeting of the Club or at a Committee meeting.

"Special Resolution" means a resolution passed by a three-quarters majority of those present and entitled to vote at a General Meeting of the Club or at a Committee meeting.

"Member" means a member of the Club within the classes of membership defined by these rules.

"Secretary" means either the Honorary Secretary or when that office is left vacant in accordance with rule 13 a paid employee of the Club who carries out the duties of Secretary.

- 2.2** Headings shall not affect the interpretation of these rules.

- 2.3** References to statutes and regulations refer also to statutes and regulations amending, consolidating or re-enacting the statutes and regulations first mentioned.

#### **3. OBJECTS**

The objects of the Club are

- 3.1** To promote and encourage aviation in every way including any art, craft, trade or profession connected with or incidental to aviation and in particular but without limitation in any of the following modes.

**3.1.1** by carrying out instruction and training in aviation and any matter connected with or incidental to the same,

**3.1.2** by acquiring, establishing, and operating aerodromes, airfields, landing grounds workshops, repair shops and any other facilities for the use or benefit of the Club and its Members,

**3.1.3** by acquiring and operating aircraft of every description,

## **Rules of the Mercury Bay Aero Club Incorporated**

- 3.1.4** by promoting and arranging for displays, pageants, competitions, lectures and discussions,
- 3.1.5** by establishing or arranging for the printing and publication of magazines, articles, newsletters and reports,
- 3.1.6** by monitoring and promoting general or local legislation,
- 3.2** To establish and maintain club rooms with furniture, accommodation and refreshments for the use of Members and visitors and to hold entertainments in such club rooms or elsewhere and to apply for and hold any licence to sell and dispose of liquor pursuant to the Sale of Liquor Act 1962.
- 3.3** To purchase, hire take on lease or otherwise acquire, and to sell, lease, mortgage, charge, exchange or otherwise deal with any real or personal property.
- 3.4** To do all or any of the things authorized by these rules alone or in conjunction with another or others.
- 3.5** To join as a member or affiliate with any club, association or society whether incorporated under the Incorporated Societies Act 1908 or not having as one of its objects the advancement or government of aviation.
- 3.6** To establish and carry on for hire or reward any service by aircraft for the carriage of passengers or goods including charter flights, and to use aircraft as air ambulances and for aerial spraying, aerial topdressing, banner towing, air and sea rescue and generally to engage in commercial aviation of every description.
- 3.7** To apply for and obtain from the appropriate authority any air service license or other privilege or concession required or desirable in connection with all of the foregoing objects or any of them.
- 3.8** To contract with employ or otherwise secure the service of any person or persons for the purpose of carrying out any of the foregoing objects.
- 3.9** To assist other persons and organisations in the advancement of aviation, and
- 3.10** To enter into all such agreements and contracts and to do all such acts, deeds, matters and things as may be deemed necessary or expedient for the purpose of attaining the above objects and furthering the interests of the Club and of aviation generally, whether such activities are directly concerned with aviation or not.
- 3.11** To engage in such other recreational or charitable activities as the committee thinks fit.
- 3.12** If the committee thinks fit to promote and be involved in on a continuing basis in the formation and/or operation of other entities with similar objectives to the Club.

## **4. CONSTITUTION**

- 4.1** The Club shall consist of all the present members of the Mercury Bay Aero Club Incorporated and of those persons who shall be elected to membership from time to time in accordance with rule 7.

## **5. MEMBERSHIP**

- 5.1** Except as provided in rule 5.2 anyone who is interested in aviation or in the advancement of the Club shall be eligible for membership of the Club.
- 5.2** No person who is a permanent employee of the Club shall be eligible for ordinary membership. Any member who subsequently becomes a permanent employee of the Club shall forthwith resign from membership of the Club as an ordinary member.
- 5.3** Notwithstanding the provisions of rule 5.2 the Committee may extend the privileges of Honorary

## **Rules of the Mercury Bay Aero Club Incorporated**

Membership to any employee of the Club.

### **6. MEMBERSHIP CLASSES**

Members shall be divided into the following classes:

- 6.1** "Ordinary Members" all individuals who are ordinary members of the Club at the time of these rules are adopted or are elected as ordinary members pursuant to clause 7.
- 6.2** "Associate Members" being persons who are interested in the welfare and activities of the Club but who are not actively engaged in flying as a pilot.
- 6.3** "Honorary Members" being persons (including employees of the Club) to whom the Committee shall from time to time resolve to extend the privileges of membership. The privileges of Honorary Members shall be as determined by Resolution of the Committee from time to time.
- 6.4** "Life Members" being persons to whom the Club specially desires to show its appreciation for past services to the Club or who have greatly distinguished themselves in public like or in the promotion of aviation.
- 6.5** "Junior Members" being persons attending school or some other educational institute on a full-time basis or who are under the age of 16 years.
- 6.6** "Family Members" being families of persons one or more of whom are eligible for membership in the categories of Pilot Members or Junior Members.
- 6.7** "Affiliate Members" being persons who are members of other aero clubs affiliated to the Royal New Zealand Aero Club Incorporated. The privileges of Affiliate Members shall be as defined in any agreement between the Club and the Royal New Zealand Aero Club Incorporated or in the absence of any such agreement as determined by Resolution of the Committee from time to time, and
- 6.8** "Corporate Members" being corporations to whom the Committee shall extend corporate membership for a period of one year subject to payment of the required subscription. The privileges of Corporate Members to be as defined by Resolution of the Committee from time to time.

### **7. ELECTION OF MEMBERS**

- 7.1** Applicants for membership as ordinary Members, Associate Members, Junior Members, Family Members or Corporate Members shall apply for membership on a form prescribed by the Committee from time to time. Applications for membership shall be submitted to the Secretary and shall be considered by the Committee at its next meeting following receipt of the application by the Secretary must satisfy the Committee that he or she will abide by and has an interest in the objects of the Club.
- 7.2** The candidate for membership should be nominated and seconded by two existing Ordinary Members, both of whom would be eligible to vote on any resolution at any General Meeting of the Club who should both sign the Application form.
- 7.3** The Executive shall consider every application for Membership submitted in the correct form and in respect of which any required Entrance fee has been paid at its next regular meeting and shall by Resolution admit or reject the candidate as a member of the Club and shall define the class of membership in the resolution.
- 7.4** The Application form should be endorsed with the Executive's decision by the Chairperson of the meeting at which the Application is considered, and the Form should then be retained as a permanent record by the Club.
- 7.5** No person who has been struck off the Membership roll for non-payment of subscription fees, dues or levies shall be eligible for re-election until those arrears together with any collection or other costs

## **Rules of the Mercury Bay Aero Club Incorporated**

which may have been incurred by the Club in respect of those arrears, have been paid to the Club in full.

- 7.6 A candidate whose Application for Membership is declined by the Executive will not be eligible to re-apply until a period of six months has expired from the date of the Executive resolution declining the application.
- 7.7 Every Ordinary Member who has paid all subscriptions levies and dues owing to the Club at that date will be entitled to one vote on any resolution considered at any General Meeting of the Club.
- 7.8 Entrance Fees. Applicants for Ordinary Membership, Associate Membership, Family Membership and Corporate Membership may be required to pay an Entrance Fee at a level set by the Club in a General Meeting, and any such fee must be paid in full before the Membership Application form can be considered by the Executive. If the Application is declined the Entrance Fee will be refunded.

### **8. SUBSCRIPTIONS AND JOINING FEES**

- 8.1 An annual membership subscription and joining fee shall be payable by all Members other than Honorary Members and Life Members. The amount of annual membership subscription and joining fee for each class of membership shall be determined at each Annual General Meeting and may not be less than 75% of the amount recommended by the Executive.
- 8.2 The Annual Membership Subscription year will run from the 1st day of July to 30th June each year commencing 1st July 2013. The annual subscription for all existing members shall forthwith be payable by the 20th July each year.
- 8.3 The Annual Subscription for all members whose Applications are approved after the date of the Annual General Meeting, shall be the amount set at the meeting as the subscription for Club purposes, reduced by 25% in respect of each complete three months following the date of that meeting that have elapsed to a maximum of 75% plus an amount equivalent to all levies or dues payable by the Club to any other organisation as a result of the membership.
- 8.4 The Annual Subscription for all Members whose applications for membership are approved after the Annual General Meeting falls due on the day that their application is approved by the Executive and is payable on the 20th of the following month.
- 8.5 No member whose Subscription is not fully paid after the expiration of two Calendar months after the date on which it became due shall be entitled to the use of the Club's privileges or be entitled to speak or vote at any meeting of the Club.
- 8.6 Termination of Membership. A member's membership will be terminated if:
  - 8.6.1 The Member has given notice of resignation in writing to the Secretary and paid any subscriptions due on that date. Subject to complying with these requirements, he or she shall not become liable for any subscriptions which become payable after the date on which that notification is received.
  - 8.6.2 The Executive so decides after any subscription, levy due, or other amount owing to the Club has remained unpaid for more than six calendar months after it became due.
  - 8.6.3 The member is expelled as a result of a complaint.

### **9. MEMBERS BOUND BY RULES**

Members shall be held to consent to and be bound by these rules and by any flight order, by-laws, and regulations issued pursuant to these rules. The decision of the

## **Rules of the Mercury Bay Aero Club Incorporated**

Committee as to the interpretation and application of any such flight order, by-law or regulations shall be final and conclusive.

### **10. CONDUCT**

- 10.1** All members shall always comply fully with these Rules, and all regulations and by-laws of the Club.
- 10.2** If representations be made to the Executive that the conduct of any member is injurious to the character and interest of the Club the matter shall be dealt with at the first of either the next regular meeting of the Executive or a special Executive meeting called for that purpose.
- 10.3** Should the Executive deem it necessary they may require the member to attend the meeting or a subsequent meeting, due written notice of which shall be furnished to him, and on receipt of such notice it shall be obligatory on the member to appear before the Executive.
- 10.4** After considering the complaint and the member's response the Executive must resolve to take any one or more of the following actions:
  - 10.4.1** Dismiss the complaint.
  - 10.4.2** Issue a written reprimand.
  - 10.4.3** Suspend the member's privileges for a period of up to six months.
  - 10.4.4** Require the member to undertake at his own cost any program of counseling or retraining that in the opinion of the Executive is required, with the additional power to suspend any or all of a member's privileges until it is satisfied that the retraining or counseling has been carried out.
  - 10.4.5** Expel the member.
  - 10.4.6** Notify Club members only of the complaint, the issues it has considered, and the action taken, including at its option naming the member concerned.

#### **10.5 Appeal**

- 10.5.1** Any member who is subject to any decisions of the Executive as set out in the proceeding sub-clause may require the Executive to hold a special meeting with the member within one calendar month of the date of the decision, to review that decision. At that meeting the member may be accompanied by one person to assist in arguing his case.
- 10.5.2** At that meeting the Executive must confirm, amend or rescind any decision previously made.
- 10.5.3** If the Executive decision resulted in the Expulsion of the member, he may within one calendar month of the confirming Executive meeting require a Special General meeting of the Club to be called to review the Executive's decision, and any decision of members at that Special General Meeting will be final.

### **11. ALTERATION OF RULES**

- 11.1** No addition to, alteration, amendment or rescission of these Rules shall be made except at a General Meeting of the Club of which correct notice has been given.
- 11.2** Full details of the proposed alteration, amendment or rescission of these Rules shall be given in the Notice calling the General Meeting.

## **Rules of the Mercury Bay Aero Club Incorporated**

- 11.3** Any resolution which requires alteration, amendment or rescission of these Rules must be passed by a majority of at least 75% of the Ordinary Members, Life Members and the representative of Family and Corporate members entitled to vote on the matter, who are present at the meeting by a correctly appointed proxy.
- 11.4** No alteration, amendment or rescission of these Rules is valid until it has been accepted by the Registrar.
- 11.5** No addition to or alteration or rescission of these Rules shall be approved if it affects the non-profit aims, personal benefit clause or the winding-up clause.

## **12. GENERAL MEETINGS**

- 12.1** The Annual General Meeting of the Club shall be held within the two months following the end of the Club's financial year, or as soon thereafter as may be practicable.
- 12.2** Any General meeting of the Club, other than the Annual General Meeting will be a Special General Meeting.
  - 12.2.1** A Special General Meeting may be called at any time by:
    - 12.2.1.1** Order of the Executive
    - 12.2.1.2** A requisition stating the business to be considered signed by at least 30% of the members of the Club who under these Rules would be entitled to vote on the subject of the meeting.
    - 12.2.1.3** A requisition by a member who has been expelled, and whose expulsion has been confirmed by the Executive as provided in the Conduct section of these Rules.
  - 12.2.2** Where a complying requisition is received, the Executive must immediately convene a Special General meeting to be held within 1 calendar month of the date on which the requisition was received by the Secretary.
- 12.3** At least fourteen clear days' notice of any General Meeting, not including the date of dispatch and the date of the meeting must be given to all Ordinary Members and Honorary Life members.
- 12.4** Notification to members of a general Meeting must include:
  - 12.4.1** Publication with abbreviated details of a notice in at least two issues of a local newspaper circulating in the Mercury Bay area.
  - 12.4.2** Posting a notice on the Notice Board in the Clubrooms, immediately the Meeting has been called.
  - 12.4.3** Sending by Fax, Post or Email to the communication address provided by each member a notice calling the meeting and specifying in full detail the business to be undertaken.
  - 12.4.4** A notice shall be deemed duly served when dispatched to the preferred communication address nominated by each member.
  - 12.4.5** The accidental omission to give to or non receipt of a notice by a member shall not invalidate any resolution passed at any meeting.

## **Rules of the Mercury Bay Aero Club Incorporated**

### **12.5 Quorum**

At all General Meetings of the Club a quorum will be the greater of fifteen members present in person, or 15% of all the members entitled to vote on the subject matter present in person.

### **12.6 Voting**

Voting on all matters at General Meetings shall be on a show of hands unless:

- 12.6.1** The Chairperson decides that the vote should be in writing, or
- 12.6.2** Three or more members entitled to vote in person demand that the vote be in writing, or
- 12.6.3** At every General Meeting a resolution put to the vote shall be decided on a show of hands or by voices unless before or upon the declaration of the result of the show of hands or vote by voices a ballot is demanded by at least ten members present. The ballot shall be taken in such manner as may be directed by the Chairperson. Unless a ballot is demanded a declaration by the Chairperson that a resolution has been carried or lost shall be conclusive and any entry to that effect in the Minutes of the Club shall be deemed sufficient evidence thereof without proof of the number or proportion of the votes recorded in favour or against such resolutions.
- 12.6.4** Ordinary members and life members shall be entitled to one vote each and one person of a family membership and corporate membership shall be entitled to one vote. No other Membership classes shall be entitled to vote.
- 12.6.5** That in addition to the votes of members present and eligible to vote at any Annual or Special Meeting of the Club, a vote signed by the member and witnessed by a Justice of the Peace, Solicitor or Notary Public and received at the registered office of the Club by 4.00pm on the day before the meeting shall be valid and effectual as if the member had been present and voting at the meeting.

### **12.7 Chairman**

- 12.7.1** The President, if present, shall preside at meetings of the Club, and in his absence the Vice President, and in the absence of the Vice President it shall be obligatory on members present to take the chair.
- 12.7.2** The Chairman of any meeting of the Club, where there is an equality of votes, shall have a casting vote, in addition to his own individual vote.

## **13. EXECUTIVE COMMITTEE**

- 13.1** The Committee shall exercise the entire administration and management of the Club and the control of its property and funds and is hereby empowered on behalf of the Club to do, execute and carry out all the matters and things which the Club is authorized to do, execute and carry out except such as are expressly by these rules or by any statute for the time being in force required to be exercised or done by the Club in General Meeting.
- 13.2** Notwithstanding the provisions of rule 13.1 the power to sell, transfer or otherwise dispose of the whole or any part of the Airfield in any manner which would substantially reduce the Club's use and occupation of the Airfield shall be exercised by Special Resolution of Members at a General Meeting of the Club.

## **Rules of the Mercury Bay Aero Club Incorporated**

- 13.3** Nothing in rule 13.2 shall affect or derogate from the exercise by the Committee of the Club's:
- 13.3.1** borrowing powers contained in rule 20.1; and
  - 13.3.2** power to enter into leases, licenses or other occupancy agreements or parts of the Airfield to Members or other persons.
- 13.4** The Committee may be Special Resolution make, alter or cancel the Club's flight orders, by-laws and regulations from time to time provided however that such flight order, by-laws and regulations are not repugnant to these rules or to any statute for the time being in force. All members shall be deemed to have notice of and shall obey such flight orders, by-laws and regulations copies of which shall be kept at the registered office of the Club for inspection of Members.
- 13.5** Except as required elsewhere in these Rules the Executive is responsible for administration and running of all the Club's affairs.
- 13.6** The Executive may employ whatever staff or contractors on whatever terms and with whatever powers it considers necessary to assist it in meeting its responsibilities.
- 13.7** The Executive shall consist of a minimum of nine Ordinary Members, made up as follows:
- 13.7.1** Officers: The President, The Vice President, The Secretary, The Treasurer and The Club Captain who shall all be elected at the Annual General Meeting, and who shall be designated as the Officers of the Club.
  - 13.7.2** Section representatives: An individual appointed by each active Section, as its Representative and whose appointment has been notified to the Secretary at least 14 days prior to each Annual General Meeting. Provided that if any Section has more than fifty percent of total Ordinary members on the last day of the previous financial year it shall be entitled to appoint a second individual as a representative.
  - 13.7.3** Ordinary Executive Members.
    - 13.7.3.1** If there have been less than three individual Section representatives appointed and notified to the Secretary at least 14 days prior to the Annual General Meeting, as many Ordinary Executive members shall be elected as may be required to bring the number on the Executive to nine.
    - 13.7.3.2** Where the appointment of Ordinary Executive members will be required the Secretary must call for nominations for those positions in the notice calling the meeting.
- 13.8.1** In the event that a vacancy occurs during the year and more than two months before the expected date of the Annual General Meeting, that vacancy must be filled by:
- 13.8.1.1** The remaining Executive members making an appointment if the vacancy is a position which was filled at the last Annual General Meeting.
  - 13.8.1.2** The Section concerned nominating a replacement if the vacancy is caused by a Section representative resigning or becoming ineligible.
- 13.9** Nomination of candidates as Officers of the Club and to fill any required appointments as Ordinary Executive members, shall be made in writing to the Secretary giving at least 14

## **Rules of the Mercury Bay Aero Club Incorporated**

clear days' notice (not including the date of dispatch and the date of the meeting), before the Annual General Meeting and the Secretary shall not less than 13 days before such meeting post in the Club rooms the names of the persons so nominated.

- 13.10** If no nomination has been received by the Secretary for the position of any Officer or required appointments as Ordinary Executive members seven days before the Annual General Meeting, then nominations can be received from the floor of the Meeting, and a ballot conducted if necessary.
- 13.11** If a Section ceases to be operative during a year the individual who had been appointed as its representative may continue to hold the appointment for the remainder of the year, but if he does not, then the Executive must appoint a replacement if the total number on the Executive would otherwise fall below seven.
- 13.12** Quorum: Five members of the Executive are required to form a quorum.
- 13.13** The Executive shall meet when they deem it necessary, and an Executive meeting may be called by the Secretary, or by any three members thereof upon giving notice to the Secretary.
- 13.14** Any member of the Executive who fails to attend three consecutive meetings shall cease to be a member of the Executive unless he has first obtained leave of absence.
- 13.15** The term of office as President is one (1) year. No person who has completed three (3) consecutive terms as President may serve another term or portion of the term until a period of one year has passed since the end of their third consecutive full term of office. A full term of office means the regular term of office for President and does not include portions of a term served by appointment or election to the remainder of an unexpired term vacated by another person.

## **14. DUTIES OF OFFICERS**

- 14.1** President: It shall be the duty of the President to preside at meetings of the Club.
- 14.2** Vice President: It shall be the duty of the Vice President to assist the President in the discharge of his duties and in his absence to preside at the meetings and to officiate in his stead.
- 14.3** Secretary: It shall be the duty of the Secretary:
  - 14.3.1** To keep a true record of the proceedings of all meetings of the Club in a book provided for the purpose.
  - 14.3.2** To notify those members liable of every meeting.
  - 14.3.3** In the case of inability to attend any meeting, to cause the necessary books and papers to be conveyed to the place of the meeting.
- 14.4** Club Captain: The duties of the Club Captain shall be under the direction of the Executive.
  - 14.4.1** To maintain full coordination of the Clubs flying and social activities.
  - 14.4.2** To exercise the functions generally assigned to a Club Captain

## **Rules of the Mercury Bay Aero Club Incorporated**

### **15. SECTIONS**

A section shall comprise at least 15 members at any Annual General Meeting or Special General Meeting a group of at least 15 Ordinary members may request the Executive to create a section to cater for the special interests of that group.

- 15.1** A Member can be a participant in more than one Section.
- 15.2** Each Section shall be responsible to appoint a Committee of at least three members to oversee and run the affairs of the Section, and to appoint an individual to represent the Section on the Executive.
- 15.3** Minutes should be kept of all meetings of the Section committees and a copy provided to the Secretary.
- 15.4** Each Section shall be responsible for notifying the Executive its own financial requirements and shall provide whatever information is required by the Executive for budgeting purposes.
- 15.5** A Section must account to the Club in full for all funds received in the name of the Club, and shall not retain any, or operate a Bank account of any nature, unless specifically authorized to do so by the Executive.
- 15.6** Any Section not active for more than 6 months must go into recess and forego its right to appoint a representative to the Executive until the Executive confirms it has come out of recess.

### **16. FINANCIAL**

- 16.1** The Club's financial year shall end on the last day of February each year, or such other date as may be decided by the Ordinary members.
- 16.2** The Executive shall ensure that:
  - 16.2.1** All funds due to the Club are collected when due and lodged immediately to a Bank account in the Club's name.
  - 16.2.2** That an annual Statement of Receipts and Payments, and Statement of Position at the last day of the financial year are prepared and available for inspection by Ordinary members at least 7 days prior to the Annual General Meeting, and that these have been inspected and reported on by the Club's Auditor or Auditors by that date.
- 16.3** Auditor:
  - 16.3.1** The Ordinary members in General Meeting should appoint a suitably qualified person or persons to audit the Club's financial position and report on the Statement of Receipts and Payments, and Statement of Financial position to be presented to members.
  - 16.3.2** Should the Members not appoint an Auditor as required in the previous Clause; the Executive must make such an appointment.
  - 16.3.3** The Auditor must not be a member of the Executive.
- 16.4** Payments:

## **Rules of the Mercury Bay Aero Club Incorporated**

**16.4.1** All payments made by the Club must be specifically approved by the Executive, and their approval recorded in the Executive Minutes. This approval should be prior to payment where practicable, or retrospectively where it is not.

**16.4.2** The signatures of the Office Manager and one Executive member or two Executives Members are required to sign any cheque or other payment authorization on behalf of the Club. The Executive Members so authorized shall be specifically appointed by the Executive.

### **17. SUB COMMITTEES**

The Executive shall have the power to appoint or arrange for the appointment of such sub-committees as it, from time to time, considers necessary. Such sub-committees may or may not consist of members of the Executive and shall have such powers and duties and be appointed or elected in such manner as the Executive may determine.

### **18. COMMON SEAL**

**18.1** The Common Seal of the Club shall be in the custody of the Secretary, who shall affix it to such documents as the Executive may from time to time direct.

**18.2** Every document to which this seal is affixed shall be signed by two members of the Executive.

### **19. BY-LAWS**

**19.1** The Executive may, by resolution, make, alter or rescind by-laws from time to time, so long as they are not repugnant to these Rules or the Act under which the Club is incorporated.

**19.2** Such by-laws may be either local and restricted or general in their application, and all members shall be deemed to have notice of and shall obey such by-laws.

**19.3** Copies of by-laws shall be kept at the Registered Office for the inspection of members.

### **20. BORROWING POWERS**

**20.1** The Club shall have the power to borrow or raise money by way of overdraft or otherwise, and either with or without giving security, and to secure payment of any money borrowed or owing by the Club by mortgages, bonds or debentures, promissory notes, or other instruments for securing the same (with or without charge) on all or any part of the Club's property and upon such terms as to priority and otherwise as the Executive think fit, and so that any such security may either be given to secure the payments of a sum on a day certain or to secure payment of the balance of the account current from time to time existing between the Club and the holder of such security.

**20.2** Subject to the following sub-clause the borrowing powers of the Club may be exercised by the Executive.

**20.3** If at any time the Executive is considering issuing any form of security charging any real property or interest thereon owned by the Club and the amount being secured will exceed FIVE percent of a current rating valuation obtained for that purpose of the current market value of that real property or interest thereon, the Executive must obtain prior approval from 50% of Ordinary members voting in person or by mail vote at a properly called General meeting.

## **Rules of the Mercury Bay Aero Club Incorporated**

### **21. REGISTERED OFFICE**

The Registered Office shall be at the Clubrooms, Dakota Drive, Whitianga.

### **22. GRATUITIES**

No Member shall give any money, fee or gratuity to any employee of the club in any circumstances whatever.

### **23. INDEMNITY OF OFFICERS**

All Officers and members of the Committee shall be indemnified by the Club for all losses, claims, damages and expenses incurred or suffered by them in or in connection with the performance of their duties in good faith.

### **24. DISSOLUTION**

The Club shall not be dissolved except by Special Resolution passed at an Annual or Special General Meeting in accordance with the provisions of The Incorporated Societies Act 1908. If upon the winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatever the same shall be either given or transferred to a local statutory authority or some other Club or Clubs affiliated to the Royal New Zealand Aero Club Incorporated determined by the Members at or before the time of dissolution or such local organization approved as a charity by the Inland Revenue Department and approved by the Members the Committee shall apply to the High Court for a ruling.

### **25. MATTERS NOT PROVIDED FOR**

Any matters not provided for by these Rules shall be determined by Resolution of the Executive Committee whose determination shall be final.

### **26. PECUNIARY PROFIT**

**26.1** No Member or Associated Person shall derive any income, benefit or other advantage from the Club where that Member or Associated Person is the holder of a position within the Club (whether as an Officer, Member of the Committee or otherwise) and may materially influence the payment of that income, benefit or other advantage.

**26.2** For the purposes of Rule 26.1 the term "Associated Person" shall include a person who is either:

**26.2.1** the spouse, brother, sister, father, mother or child of a member, or

**26.2.2** in partnership with a member for the purposes of the Partnership Act 1908.

**26.3** Nothing in Rule 26.1 shall apply to or be deemed to apply to:

**26.3.1** any person who is a bona fide employee (whether full time or part time) of the Club.

**26.3.2** any services rendered to the Club in the course of business and charge at rates which are no greater than current market rates, and

**26.3.3** interest on money lent to the Club at rates which are no greater than current market rates.

## **Rules of the Mercury Bay Aero Club Incorporated**

Signed by the three members of the Members of the Mercury Bay Aero Club Incorporated for the purposes of Section 21(2) of the Incorporated Societies Act 1908.

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PRESIDENT

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COMMITTEE MEMBER

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COMMITTEE MEMBER