



ASSOCIATIONS INCORPORATIONS ACT 1981

## STATEMENT OF RULES Of the VICTORIAN MODEL AERONAUTICAL ASSOCIATION INC.

THESE RULES ARE TO BE READ AND INTERPRETED WITH THE M.A.A.A. RULES.

### A. INTERPRETATION.

1. The name of the Incorporated Association is VICTORIAN MODEL AERONAUTICAL ASSOCIATION Incorporated; (in these Rules called "the Association").
2. In these Rules, unless the contrary intention appears:
  - a. "Executive" means: the Executive Committee of Management of the Association.
  - b. "Financial Year" means: the year ending on the 30th day of June.
  - c. "The Act" means the Victorian Associations Incorporation Act 1981 (as Amended)
  - d. "The Regulations" means Regulations under the Act.
  - e. "Public Officer" is a person recognized by the Act as being responsible for the Association.
  - f. "Secretary" In these Rules, a reference to the Secretary of the Association is a reference to the person holding that office under these Rules as Secretary of the Association.
  - g. "Executive Meeting" means: a Committee meeting of members of the Executive.
  - h. "Annual General Meeting" is a meeting of the Members, called by the Executive each year, to discuss business as set out in the Act.
  - i. "A Special General Meeting" means: A meeting convened by the Executive or Members to consider special business not appropriate for an Executive Meeting or so urgent that it cannot wait for the next Annual General Meeting.
  - j. "General Meeting" refers either to an Annual General Meeting or Special General Meeting where the reference is equally applicable to either.
  - k. "Member" means a member of the Association commonly known as a club.
  - l. "An Affiliate" is a person who is financial with a Member of the VMAA Inc.
  - m. "An Honorary Life Member" means: an affiliate who has been conferred the title of Honorary Life Member of the Association.
  - n. "Junior Affiliate Member" is a person under 18 years of age on July 1st. or as directed by the MAAA.
  - o. A "Members Representative" shall always be the Member's President or Secretary unless the Association has been notified of a different Affiliate Member(s) representing the Member. This representative must be any person that is an Affiliate Member of the VMAA.
  - p. "Executive Officer" is a Member of the Executive Committee of management of the Association.



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- q. "Register of Members" is a list printed on paper or electronic disk, of Members (clubs) secretary's names and addresses.
- r. "Register of Affiliate Members" is a printed list on paper or electronic disk, of current financial Affiliate Members who have registered to the Association through membership to a Member (club).
- s. "Special Interest Group" is a body of Affiliate Members who represent the majority of people in the same interest or class of Aeromodelling. The VMAA may recognise these groups as technical advisors to the Executive Committee. The Group has no voting power unless they are a Member. Special Interest Groups can be Members of the Association (within the Statement of Rules) and be eligible to vote.
- t. "Advisory Body" is a group of Affiliate Members of different facets of Aeromodelling who advise the Association within their own organisation. There are three (3) Advisory Bodies at present: (but not limited too) Radio Control, Control Line, and Free Flight.
- u. Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Interpretation Act 1958 and the Act as in force from time to time

### **B. EXECUTIVE:**

3. The affairs of the Association shall be managed by the Executive Committee of Management; hereafter called the Executive, properly constituted at Executive Meetings and/or General Meetings.
4. **THE EXECUTIVE:**
- (a) Shall control and manage the business and affairs of the Association.
- (b) May, subject to these Rules, the regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these rules to be exercised at an Annual General or Special General Meeting of the Members of the Association.
- (c) Subject to these Rules, the regulations and the Act, has power to perform all such acts and things that appear to the Executive to be essential for the proper management of the business and affairs of the Association.
5. Any persons on the Executive must be an Affiliate Member of the Association and shall be represented by the positions of:
- (a) President;
- (b) Vice-President;
- (c) Treasurer.
- (d) Secretary.
- (e) Registrar.



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- (f) Contest Administrator.
  - (g) Ordinary Member NO.1.
  - (h) Ordinary Member NO.2.
  - (i) Plus any Affiliate Members nominated by the Executive Committee.
6. The provisions of "clause 14" so far as they are applicable and with the necessary modification, apply to and in relation to the election of persons to any of the positions mentioned in clause five (5).
7. The President, Vice President, Secretary, Treasurer, shall hold office until the second Annual General Meeting after the date of his/her election. This is a two-year term. The Officer is eligible for re-election. The President and Treasurer and the Vice President and Secretary are elected in alternate years.
8. The Officers of the Executive other than those in Clause 7 shall hold office until the Annual General Meeting next after the date of his/her election. This is a one year term. The Officer is eligible for re-election.
9. Each Officer, during his / her time of office, will have all costs related to attending official functions or meetings reimbursed to a limit that the Executive will decided from time to time at an Executive Meeting.
10. The Association may pay honorarium to specific persons on the Executive as decided by the Executive Committee at an Executive Meeting as recognition of the time required to fulfil the duties requested by the executive.
11. The Executive may choose any person to represent the Association or its duties, and if agreed by the Executive, an honorarium may be paid to such persons to cover financial obligations set by the Executive Committee.
12. Subject to Section 23 of the Act, the Executive shall consist of
- (a) The officers of the Association, each of whom shall be elected at the Annual General Meeting of the Association in each year; and
  - (b) Any such other person as may be elected at the Annual General Meeting of the Association each year - provided that the total number of Executive members shall at no time be less than four.
  - (c) In the event of a casual vacancy in any position referred to in clause five (5) – the Executive may appoint an officer to the vacant position and the person so appointed may continue in that position up to and including the conclusion of the next Annual General Meeting following the date of his/her appointment.



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13. Nominations of candidates for election as officers of the Executive.
  - (a) Shall be from a Member or an Affiliate Member of the Association.
  - (b) A candidate must be an Affiliate Member.
  - (c) shall be made in writing, signed on behalf of the Nominee and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - (d) be delivered to the Secretary of the Association not less than 21 days before the date fixed for the holding of the Annual General Meeting.
  - (e) Further nominations for an executive position provided such nominations have been seconded and the candidate consent obtained, can be tabled at the Annual General Meeting provided the position nominated has not been previously nominated as per "Clause 13 c and d" at the same meeting.
14. If insufficient nominations are received to fill all vacancies on the Executive, provided that a minimum of 4 offices (vacancies) have been filled, the candidates nominated shall be deemed to be elected.
15. If at the conclusion of the Annual General Meeting if any position remains vacant the Executive may appoint a person to that position at a time that suits the Executive.
16. If the number of nominations exceeds the number of nominations required for a position, a ballot shall be held.
17. The ballot for the election of officers and ordinary members of the Executive shall be conducted at the Annual General Meeting in such a usual and proper manner as the Executive may direct.
18. For the purpose of these Rules, a position on the Executive becomes vacant if the Officer resigns a position in writing to the Secretary or President.
19. The Executive shall meet at least 3 times a year at such place and such times as the Executive may determine.
20. Special meetings of the Executive may be called by the President or by any four members of the Executive.
21. Notice shall be given to members of the Executive of any Special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
22. Any four (4) members of the Executive constitute a quorum for the transaction of the business of a meeting of the Executive.
23. The Executive shall within 15 months (or as "The Act determines) from previous AGM, convene an Annual General Meeting of its Members.
24. The Annual General Meeting shall be held on such day as the Executive determines.



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25. No business shall be transacted at any meeting unless a quorum is present. If within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned and the Secretary shall organise a further meeting within Twenty One (21) days.
26. At meetings of the Executive:
  - (a) The President or in his absence the Vice— President shall preside,
  - (b) If the President and the Vice-President are absent, any one of the remaining Officers of the Executive, as may be chosen by the Members present, shall preside.
27. Questions or motions arising at a meeting of the Executive or of any sub-committee appointed by the Executive shall be determined on a show of hands or, if demanded by a Member of the relevant committee or Executive, by a poll taken in such a manner as the person presiding at the meeting may determine.
28.
  - (i) The Association in Executive Meetings may by resolution of a majority vote remove any Executive Officer before the expiration of his/her term of office and appoint another member in his/her stead to hold office until the expiration of the term of the first—mentioned member.
  - (ii) Where the Executive Officer to whom a proposed resolution referred to in clause 28(i) makes representations to appeal against such decision in writing to the Secretary or President of the Association within 30 days from notification and requests that the appeal be notified to the Members of the Association, the Secretary or the President may send a copy of the representation to each Member of the Association or, if they are not so sent, the member may require that they be read out at the next Executive Meeting where the representation must be included in the minutes of such meeting.
29. For the purpose of these rules, the office of the Executive becomes vacant if the Officer:-
  - (a) Ceases to be an Affiliate Member.
  - (b) Resigns his office by giving notice to the Secretary or President.
30. Loans, Grants and Subsidies:
  - (i) The Association shall, at the discretion of the Executive Committee, allow a subsidy of an amount decided by the Committee, to all VMAA Affiliate Members who are part of the team for World Championships, Oceania Continental Championships, and any other Championship approved by the Association (VMAA) to assist in costs of a uniform and entry fee. The subsidy shall be offered upon proof that the Affiliate Member has attended the Championships. Also, a full report on the event must be presented to the Association (VMAA) before any assistance is offered to a Team Manager.



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(ii) The Association (VMAA) shall, upon approval of a vote carried at a properly constituted meeting of the Executive Committee, offer grants, loans, or such monetary assistance to an Association (VMAA) registered club (Member) to assist in the improvement of facilities at that registered club (Member) flying field. No funds shall be offered to any Affiliate Member (except in rule 30(i) ) Applications requests presented, must follow the Associations (VMAA) guidelines on loans & grants.

### Common Seal.

31. (i) The common seal of the Association shall be kept in the custody of the Public Officer.
- (ii) The common seal shall not be affixed to any instrument except by the authority of the Executive and the affixing of the common seal shall be attested by the signatures either of two Executive Officers or of one Executive Officer and of the Public Officer of the Association provided they are of different people.
32. The Statement of Purpose of the Association shall not be altered except at an Annual General or Special General Meeting, or in accordance with the Act.

### The Secretary.

33. In these Rules, a reference to the Secretaw of the Association is a reference:
- (a) Shall record Minutes of all meetings and as directed act upon any minute, correspondence, or and other items as necessary for the Association.
- (b) Shall hold on file for safe keeping for inspection of minute books, documents, and securities of the association.

### The Registrar

34. The Registrar shall, upon the applicant's acceptance as a Member and having been offered payment of the relevant joining and membership fee, enter the applicant's name in the register of Members kept by him/her. Upon the name being so entered the applicant becomes a Member of the Association.

### The Treasurer

- 35 (i) (a) shall collect and receive all moneys due to the Association and make all payments authorised by the Association;
- (b) Shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- (ii) The accounts and books referred to in clause 35 (i) (b) shall be available for inspection by Members.
- (iii) The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the committee determines.



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36. All cheques, drafts, bills of exchange, promissory notes and other negotiable Instruments shall be signed by two different people who are Executive Officers.

### C. MEMBER:

37. To be eligible as a Member of the VMAA Inc. a "Club" must have a minimum of ten persons registered with the VMAA Inc. by using a form nominated by the VMAA, or similar form used for the registration of club members. The VMAA Inc. Executive may at its discretion waver the minimum number of names required in this clause. Such waver must be reviewed annually.
38. A Member (Club) from another State can register as a Member of the VMAA. This clause is regulated by the MAAA and can be changed from time to time as directed by the MAAA.
39. The Members of the Association shall be defined as a body or "club" comprising of 10 or more affiliates as defined by Clause 37.
40. A right, privilege or obligation of a Member (club) by reason of membership of the Association:
- (a) is not capable of being transferred or transmitted to another Member;
  - (b) Terminates upon the cessation of membership whether by resignation, becomes unfinancial, or otherwise, so deemed by the Executive provided the termination is within these Statement of Rules.
41. A Member of the Association which has paid all moneys due and payable by it to the Association may resign from the Association by first giving one month's notice in writing to the Secretary of their intention to resign and upon expiration of that period of notice, the Member shall cease to be a Member, but shall continue to be liable for membership fees and arrears due and payable at the date of registration.
42. (a) Upon a Member (Club) registering an Affiliate Member, that Club is deemed to be renewing their Membership.
- (b) A Member who has not registered any Affiliate Members with the VMAA within three (3) months shall be deemed no longer a member. The Association without further notice takes no further responsibility for that member.
- (c) If a Member (Club) ceases to be a Member because of Rule 42 they may re-apply for Membership.
- (d) The requirement by the MAAA to charge member clubs an affiliation fee is covered by this charge being included in the registration fee of affiliate members.
43. Upon expiration of three months referred to in clause 42, the Registrar shall make in the register of Members an entry recording the date on which the Member ceased to be a Member.
44. The Executive Committee will, either by reason of Clause 42, and/or by resolution, terminate the membership of a Member (club) by notice in writing to the Members' Secretary, and all Affiliate Members as shown on the Registrar of Affiliate Members listing of that Member, notice of the Members termination, and the Member, upon receipt of such notice shall cease to be a Member.



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45. Upon receipt of a notice given under clause 44, the Associations Secretary or Registrar (whoever is responsible at the time), shall make in the register of Members an entry recording the date on which the Member ceased to be a Member of the Association.
46. Any Member whose membership is terminated by the Executive shall be furnished with reasons in writing for the Executive's decision, and will be given the right of appeal against such decision at an Executive Meeting dated on the notice of termination.
47. Where a document or letter is properly addressed prepaid and posted, hand delivered or electronically to a person or Member, the document shall, unless the contrary is proven, be deemed to have been given to the person or Member at the time at which the letter would have been delivered in the ordinary course of post.
48. The Registrar shall keep and maintain a register of Affiliate Member's in which shall be entered the full name, address and date of entry of the name of each Affiliate Member and the register shall be available for inspection by Members.

### **D. AFFILIATE MEMBER:**

49. A right, privilege or obligation of a person by reason of his/her affiliate membership of the Association:
  - (a) May not be transferred or transmitted to another person;
  - (b) Terminates upon the cessation of his/her membership from a Member (club) whether by resignation, becomes un—financial, or otherwise, or so deemed by the Executive, provided the termination is within the Statement of Rules.
50. An Affiliate Member may affiliate through only one Member (club) at the same time. However, an Affiliate Member can be a Member with more than one Member (club) at the same time.
51. An Affiliate Member of the Association who has paid all moneys due and payable by it to the Association, may resign from the Association by first giving one months' notice in writing to the Secretary of his intention to resign, and upon expiration of that period of notice, the Affiliate Member shall cease to be an Affiliate Member.
52. An Affiliate Member's rights as a member cease at June 30th each year, and must pay the renewal fee to their club before July 1st to have continuous Membership..
53. A notice may be served by or on behalf of the Association upon any Affiliate Member by sending it through post or electronically transmitted to the Affiliate Member at the address shown in the Register of Affiliate Members.
54. Where a communication/document to a Member (Club), Affiliate Member, or a person, is properly addressed, electronically transmitted, prepaid and posted, or hand delivered as a letter, the communication/document shall, unless the contrary is proven, be deemed to have been given to the Affiliate Member.





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55. Upon receipt of a notice given under Clause 53, the Association Secretary or the Registrar shall make in the register of Affiliate Members, an entry recording the date on which the Affiliate Member in respect of whom the notice was given ceased to be a Affiliate Member.
56. Any Affiliate Member whose membership is terminated by the Executive shall be furnished with reasons in writing for the Executive's decision, and will be given the right of appeal against such decision at an Executive Meeting dated on the notice of termination.

### E. HONORARY LIFE MEMBER.

57. At an Annual General or Special General Meeting the Association may upon the recommendation of the Executive, confer on any Affiliate Member by way of honour, a dignity called Honorary Life Member provided that —
  - (a) The number of Honorary Life Members shall not exceed 20 at any one time
  - (b) No Affiliate Member shall be appointed an Honorary Life Member unless not less than 60 percent of the Executive shall support his/her nomination as Honorary Life Member under the rules set out in this Statement of Rules.
  - (c) Guidelines for the nomination and selection of an Honorary Life Member are at Appendix 'B'
58. An Honorary Life Member shall be exempted from payment of all dues payable to the Association during their time as a Honorary Life Member. This clause does not include any expenses, fees or memberships to other Associations, MAAA, or any expenditure by the Association on behalf of the Honorary Life Member, unless approval has been given by the VMAA Committee at a properly constituted meeting.
59. An Honorary Life Member of the Association must be registered with the Association each financial year by a Member (club) as an Affiliate Member. It is the responsibility of the Member whom the Honorary Life Member is affiliated with to register the person to the Association.
60. The Association in a General Meeting may withdraw an Honorary Life Member's membership by ways of:
  - i. Directive from the Executive Committee on grounds the Affiliate Members actions are/were detrimental to the Association or Aeromodelling.OR
  - ii. Recommendation from the Members in accordance with a majority vote agreeable to the cancellation at a General Meeting.



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### F. APPLICATION and MEMBERSHIP FEES

61. Joining fee, annual subscription and the terms of payment shall be as determined from time to time by the Executive.
62. The Association shall have four (4) fee structures.
  - A. Member
  - B. Affiliate Member — Senior and Junior.
  - C. Honorary Life Member.
  - D. Advisory Bodies and Special Interest Groups. See Clause 2s & 2t
63. If by clause 43, a Member ceases their membership, they must re—apply for membership to become a member of the Association and upon payment of the joining fee, will become a Member of the Association.
64. The Annual Subscription for members to the Association shall be:
  - A. MEMBER. Upon renewal of any Affiliate Member through that member shall be as nominated by the Executive. (see Rule 42 & 65)
  - B. AFFILIATE MEMBER.
    - i. SENIOR 100% of full Affiliate subscription.
    - ii. JUNIOR. 50% of full Affiliate subscription.
  - C. HONORARY LIFE MEMBER. No payment
  - D. ADVISORY BODY & S.I.G. 100% payment of Members joining fee.
65. A person shall, upon becoming financial to a Member, become an Affiliate Member provided the Member has registered the Affiliate Member on a MR1 or similar form to the Association.
66. The annual subscription for Affiliate Members is to be determined by the Executive in early May or June and prior to the Annual General Meeting.

### G. ANNUAL GENERAL MEETINGS

67.
  - (a) The Executive shall within 15 months of the previous AGM convene an Annual General Meeting of its Members.
  - (b) A quorum for the Annual General or Special General Meeting shall be not less than eight voting members present.
68. The Annual General Meeting shall be held on such day as the Executive determines, but within a maximum of 15 months apart.



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69. The Annual General Meeting shall be specified as such in the notice convening it.
70. The ordinary business of Annual General Meeting shall be:
  - (a) To confirm the minutes of the last preceding Annual General Meeting and if necessary of any Special General Meeting held since that meeting;
  - (b) To receive from the Executive reports upon the transactions of the Association during the last preceding financial year;
  - (c) To elect officers of the Executive Committee of the Association
  - (d) To receive and consider the statement submitted by the association in accordance with Section 30(3) of the Act. (Table of finances and assets etc.)
71. The Annual General Meeting may transact special business from an Executive Meeting of which notice is given with the Annual General Meeting notice and in accordance with these Rules.
72. The Annual General Meeting shall be in addition to any other Special General Meetings that may be held in the same year.
73. The Secretary of the Association shall, at least twenty one (21) days before the date fixed for holding an Annual General Meeting of the Association, cause to be sent to each member of the Association at its address appearing in the register of members, a notice by pre-paid post, electronically transmitted or hand delivered, stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
74. No business relating to Incorporation and/or Statement of Rules can be changed or voted on unless the details have been included on the notice convening the meeting.
75. Upon any question or motion arising at an Annual General or Special General Meeting of the Association, a Member has one vote only.
76. All votes shall be given personally by the Member or its Representative, or by a properly constituted proxy form, shown in Appendix A. (or such notice of proxy in a letter set out in similar manner.) The person nominated as the Proxy Voter must be a financial Affiliate Member of the VMAA.
77. In the case of an equality of voting on a question or motion, the Chairperson of the meeting is entitled to exercise a casting vote.
78. If at a Annual General or Special General Meeting a poll on any question or motion is demanded by not less than three Members, the poll shall be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question or motion.
79. A poll that is demanded on the election of a Chairperson or on a question or motion of an adjournment shall be taken forthwith. A poll that is demanded on any other question or motion shall be taken at any such time before the close of the meeting as the Chairperson may direct.



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80. A Member is not entitled to vote at a Annual General or Special General Meeting unless all moneys due and payable by the Member to the Association have been paid.
81. Each Member shall be entitled to appoint another Member as its proxy to vote by notice, in writing, given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
82. The notice appointing the proxy shall be in the form set out in Appendix A. and shall only be accepted at the named meeting on the form. This proxy vote can be changed by the Members Representative at the meeting.

### H. EXECUTIVE MEETINGS.

83. The Executive Meeting shall be held on such day as the Executive determines.
84. The Executive Meeting shall be specified as such in the notice convening it.
85. The Executive Meeting shall consist of the Executive officers and may, as visitors, include Members and Affiliate Members.
86. The ordinary business of the Executive Meeting shall be:
  - (a) To confirm the minutes of the last preceding Executive Meeting and of any general business held over since that meeting;
  - (b) To receive from the Executive reports upon the transactions of the Association since the previous Executive Meeting.
  - (c) To pass for payment any financial expenditure required by the Association.
  - (d) Consider matters pertaining to the control of the Association
87. A Member and/or Affiliate Member desiring to bring any business before a Executive Meeting:
  - (a) May give notice of that business in writing to the Secretary not less than thirty (30) days before the said meeting, who shall then include that business on the agenda.
  - (b) May send a Representative to attend the Executive Meeting, and, time permitting and in agreeance with the chair, may verbally table at the Executive Meeting any urgent business for discussion. This business would be presented in the section General Business of the meeting.
88. An Affiliate Member may attend an Executive Meeting and table business to be discussed at that meeting, provided time permits and the chair recognise the business as urgent.
89. At all Executive Meetings each Member is entitled to appoint two representatives to attend these meetings. The representatives have no voting power, but can be heard by the Executive under the Chairperson direction.



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90. Each person on the Executive is permitted to vote on any business or transactions at an Executive Meeting. The person on the executive has ONE vote only.
91. All votes shall be given/delivered personally.
92. In the case of an equality of voting on a question or motion, the Chairperson of the meeting is entitled to exercise a casting vote.
93. If at a meeting a poll on any question or motion is demanded by not less than three (3) Executive Officers, it shall be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the question or motion.
94. A poll that is demanded on the election of a Chairperson or on a question or motion of an adjournment shall be taken forthwith and a poll that is demanded on any other question or motion, shall be taken at such time before the close of the meeting as the Chairperson may direct.
95. Meetings of the Executive may be convened by the President, or by any four (4) members of the Executive.
96. Written notice of each Executive Meeting shall be served on each Executive Officer by delivering it to him/her at a reasonable time before the meeting or by sending it by pre-paid post, electronically transmitted, addressed to him/her at the usual or last known place of abode at least two (2) business days before the date of the meeting.
97. Where a time and date for Executive Meetings is set regularly throughout the year, notice of Executive Meetings can be taken as given without written notice before each meeting, provided no change to the date or time is made.
98. The 'Statement of Rules' can be changed from time to time as may be deemed necessary by the Executive Officers at an Annual General or Special General Meeting only provided:
  - (a) The Members of the Association are notified in writing not less than 30 days prior to such general meeting where the change is being decided.
  - (b) Members are offered opportunity to submit representation on such changes either in writing or personal appearance at the meeting where such change is being decided.
  - (c) A change to the Statement of Rules, shall be determined on the count of proxy votes and a show of hands by Members and Executives present, and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairperson that a resolution has, on a show of hands and a count of proxy votes, has been carried, (A majority vote of 75% of members present) or lost, and an entry into the minute book is evidence of the fact.



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#### I. SPECIAL GENERAL MEETINGS.

99. The Executive may, whenever it thinks fit, convene a Special General Meeting of the Association and, where, but for this clause, more than fifteen months would lapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period for the purpose of convening the Annual General Meeting and its business.
100. The Executive shall, on the requisition in writing by at least five (5) Members convene a Special General Meeting of the Association.
101. A quorum for a Special General Meeting shall be not less than eight voting members present.
102. The requisition for a Special General Meeting shall state the objects of the meeting and shall be signed on behalf of the Members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed on behalf of the Members making the requisition.
103. If the Executive does not cause a Special General Meeting to be held within two (2) months after the date on which the requisition is sent to the address of the Secretary, the Members making the requisition, may convene a Special General Meeting provided notice has been sent to all Members of the Association of the date and time the meeting is to be held, and the meeting is held not later than four (4) months after the date of the original request.
104. A Special General Meeting convened by Members in accordance with these rules shall be convened as under rule 103 and 104. All reasonable expenses incurred in convening the meeting shall be refunded by the Association to the Executive and one (1) Representative from each Member in attendance.
105. All business that is transacted at a Special General Meeting, with the exception of that specially referred to in these Rules as being the ordinary business of the Special General Meeting, shall be deemed to be special business, and such business will take preference over all business of the meeting.
106. Upon any question or motion arising at a Special General Meeting of the Association called under Clause 104, a Member or Executive Officer has one vote only.
107. All votes shall be given personally or by a properly constituted proxy form.
108. In the case of an equality of voting on a question or motion, the Chairperson of the meeting is entitled to exercise a casting vote.
109. If at a Special General Meeting a poll on any question or motion is demanded by not less than three (3) Executive Officers, or in the case of Clause 104 where Members call the meeting, three (3) Members, it shall be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question or motion.
110. A poll that is demanded on a question or motion of an adjournment shall be taken forthwith and a poll that is demanded on any other question or motion, shall be taken at such time before the close of the meeting as the Chairperson may direct.



## STATEMENT OF RULES Of the VICTORIAN MODEL AERONAUTICAL ASSOCIATION INC.

111. A Member is not entitled to vote at any Special Meeting unless all moneys due and payable by it to the Association have been paid and the person has been recognised by the Chairperson as the appropriate person representing the Member.
112. Each Member shall be entitled to appoint another Member as its proxy by notifying the Secretary in writing no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
113. A notice appointing the proxy shall be in the form set out in Appendix I. and physically tabled at the meeting before the vote is accepted.

### J. DISCIPLINE OF MEMBERS

This rule is applicable to all Classifications of Membership of the Association and where reference is made to Member, the relevant membership shall be taken as applicable.

114. (i) If the Executive is of the opinion that a Member or Affiliate Member:

(a) Has refused or neglected to comply with these rules;

OR

(b) Has been guilty of conduct unbecoming a Member or prejudicial to the interests of the Association.

- (ii) Subject to these rules, the Executive may by resolution:-

(a) Expel a Member from the Association;

(b) Suspend a Member from Membership of the Association for a Specified period;

- (iii) Monetary fine a member.

115. A resolution of the Executive under Clause 114 —

(a) Does not take effect unless the Executive, at a meeting held not earlier than 14 and not later than 28 days after the service on the Member of a notice under Clause 114 confirms the resolution in accordance with this Clause;

(b) Where the Member exercises a right of appeal to the Association under Clause 118 does not take effect unless the Association confirms the resolution in accordance with Clause 114



## STATEMENT OF RULES Of the VICTORIAN MODEL AERONAUTICAL ASSOCIATION INC.

116. Where the Executive passes a resolution under Clause 114, the Secretary shall, as soon as practicable, cause to be served on the Member a notice in writing:-
- (a) Setting out the resolution of the Executive and grounds on which it is based.
  - (b) Stating that the Member may address the Executive at a meeting to be held not earlier than fourteen (14) days and not later than twenty eight (28) days after the service of the notice;
  - (c) Stating the date, place and time of the meeting;
  - (d) Informing the Member that he may do one or more of the following;
    - i. Attend the meeting.
    - ii. Give to the Executive before the date of the meeting, a written statement seeking the revocation of the resolution;
    - iii. Not later than twenty four (24) hours before the date of the meeting, lodge with the Secretary a notice to the effect that he/she wishes to appeal to the Association in general meeting against the resolution;
    - iv. Resign.
117. At meetings of the Executive held in accordance with Clause 116, the Executive
- (a) Shall give to the Member an opportunity to be heard;
  - (b) Shall give due consideration to any written statement submitted by the Member; AND
  - (c) Shall by resolution determine whether to confirm or revoke the resolution.
118. Where the Secretary receives a notice under Clause 120 he/she shall notify the Executive and the Executive shall convene a Special General Meeting of the Association to be held within 31 days after the date on which the Secretary received the notice.
119. At the Special General Meeting of the Association convened under Clause 116 (c):
- (a) Members attending the meeting shall be entitled to ONE vote each on the business of appeal. No other business transacted at the meeting shall be permitted to be voted by Members.
  - (b) The Executive may place before the meeting details of the grounds for the resolution;
  - (c) The Member shall be given an opportunity to be heard;





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### K. DISPUTES & MEDIATION.

Whereby any Member, Affiliate Member, Special Interest Group or organization that has a grievance to the procedure of these rules, or believe to have been treated unfairly by the Association, may apply the following rules:-

120. The grievance procedure set out in this rule applies under these rules between:-
  - (a) a Member and another Member:OR
  - (b) a Member and the Association.
121. The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute in a reasonable time after the dispute comes to the attention of all parties.
122. If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 30 days, hold a meeting in the presence of a mediator.
123. The mediator must be:
  - (a) a person chosen by agreement between the parties: OR
  - (b) in the absence of agreement-
    - (i) in the case of a dispute between a member and another member, a person appointed by the Committee of the Association:
    - (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or recognised by the Dispute Settlement Centre of Victoria.
124. A member of the Association can be a mediator.
125. A Mediator cannot be a member who is a party to the dispute.
126. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.



## STATEMENT OF RULES Of the VICTORIAN MODEL AERONAUTICAL ASSOCIATION INC.

127. The Mediator, in conducting the mediation, must:-
- (a) Give the parties to the mediation process every opportunity to be heard:
- AND
- (b) Allow due consideration by all parties of any written statement submitted by any party:
- AND
- (c) Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
128. The mediator must not determine the dispute.
129. If the mediation process does not result in the dispute being resolved, the parties may seek resolution by the Act or otherwise at law.

### L. WINDING UP.

130. In the event of the winding up or the cancellation of incorporation of the Association the assets of the Association shall not be paid or distributed amongst the Members of the Association but, if and so far as it can be done, shall be given or transferred to some other institution or institutions, body or bodies having purpose or objects similar to the Statement of Purposes of the Association at or before the time of dissolution or winding up, in default thereof, by a Judge of such Court in Victoria as may have, or acquired jurisdiction in the matter.

### M. BY LAWS.

131. The Bylaws of the Association consist of rules that are not covered under the Statement of Rules as constitutional changes, but are directives in day to day activities.
132. The Bylaws do not over rule or supersede the Statement of Rules of the Association.
133. The Association will, from time to time, make change or introduce new rules to the Bylaws to cover the day to day administration and control of the Association.
134. The Bylaws will be controlled and administered by the Executive of the Association.
135. The Bylaws can be changed or administered by the Executive, at any Executive Meeting, or if for Safety reasons, by phone or, if required due to Statement of Rules, at an Annual or Special General Meeting.

END



ASSOCIATIONS INCORPORATIONS ACT 1981

## STATEMENT OF RULES

### Of the VICTORIAN MODEL AERONAUTICAL ASSOCIATION INC.

RECORD OF AMENDMENTS

AMEND DATE RULE NEW OR

NUMBER PASSED NUMBER CHANGE CHANGES I NOTES

MAY

O04 2011 ALL NEW Complete rewrite of the Statement of rules.