

# WEST AUSTRALIAN GLIDING ASSOCIATION INCORPORATED

## CONSTITUTION

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### Name

1. The name of the association is the “West Australian Gliding Association Incorporated”.

### Interpretation

2. (1) In this Constitution, unless the contrary intention appears:
  - (a) **“Club”** means any group or association of members of the Gliding Federation of Australia or other organisation, body or entity formed for the purpose of conducting gliding operations or operations or activities associated therewith;  
**“Committee”** means the Committee of Management constituted under Clause 23;  
**“delegate”** means a person elected as a delegate pursuant to Rule 19;  
**“gliding”** includes soaring;  
**“member club”** means a club which is admitted as a member of the Association under Clause 6;  
**“Region”** means the Gliding Federation of Australia Region comprising the State of Western Australia;  
**“Regional Committee”** means the committee of the Federation for the Region;  
**“the Association”** means the West Australian Gliding Association Incorporated;  
**“the Federation”** means the Gliding Federation of Australia Incorporated; and
  - (b) The singular shall include the plural and vice versa and the masculine gender shall include the feminine or neuter genders.
- (2) The adoption of this Constitution shall not affect any rights or obligations existing immediately prior to the said adoption nor the status of any person as a delegate or officer of the Association.

- (3) This Constitution shall be construed liberally so as to enable the delegates and executive of the Association to constitute and perform the functions of the Regional Committee.

## **Objects**

3. The objects of the Association are:
- (a) to further and co-ordinate the interests of gliding clubs and the gliding movement in the Region and to represent those clubs and the gliding movement generally in all matters best dealt with by the gliding movement within the Region as a united body and in all respects generally that the Committee may decide;
  - (b) to admit clubs as member clubs of the Association;
  - (c) to promote the co-operation of clubs interested in the encouragement and development of gliding within the Region and Australia and to promote the mutual exchange of ideas between such clubs;
  - (d) to safeguard the interests of member clubs and to obtain for them such monetary or other assistance as may be possible by representations to Commonwealth or State governments, the Gliding Federation of Australia or other persons or organisations;
  - (e) to encourage and promote gliding within the Region;
  - (f) to disseminate knowledge of all aspects of gliding to clubs;
  - (g) to foster new clubs so that they develop along sound lines;
  - (h) to encourage interclub, interstate, national and international meetings and contests;
  - (i) to facilitate the members of the Regional Committee to conduct the business of the Gliding Federation of Australia in the Region;
- and to do all such things and acts conducive to the furtherance of the objects and interests of the Association.

## **Powers**

4. The Association shall have the power:
- (a) to purchase, take on lease or exchange, to hire or otherwise acquire any real or personal property that may be deemed necessary or convenient;
  - (b) to buy or sell and deal in goods of all kinds;

- (c) to construct, maintain and alter any buildings or works necessary or convenient;
- (d) to accept any gift or subsidy or grant or sponsorship, whether or not subject to special trusts;
- (e) to take such steps as may from time to time seem necessary or expedient to procure contributions to the funds of the Association, whether by way of donations, subscriptions, or otherwise;
- (f) to print or publish such newspapers, periodicals, books, leaflets or other documents (including films, video tape and sound recordings) as may be necessary or desirable for the promotion of the objects and purposes of the Association;
- (g) to borrow and raise money on such terms as are acceptable to the Association;
- (h) to invest any moneys of the Association not immediately required for its objects and purposes in such manner as the Association may from time to time determine;
- (i) to make gifts, subscriptions or donations to any clubs or persons and to grant scholarships to any persons and to make loans to member clubs for the purchase of new gliders or other improvements;
- (j) to affiliate with or pursue common objectives with anybody having similar aims or objectives upon such terms and conditions (if any) as may be mutually agreed upon;
- (k) to hire and employ secretaries, clerks, managers, instructors and servants and to pay them and other persons in return for services rendered to the Association salaries, wages, gratuities, honorariums and pensions;
- (l) to draw, make, accept, endorse, execute and issue cheques, bills of exchange, promissory notes, bonds, debentures, coupons and other negotiable instruments or securities;
- (m) to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, associations or societies with which the Association may amalgamate;
- (n) to receive Gliding Federation of Australia delegations; and
- (o) to organise and conduct inter-club, interstate, national and international meetings, contests, regattas and competitions.

## Membership

5. At the date of the adoption of this Revision of the Constitution, the following clubs were member clubs of the Association:
  - Beverley Soaring Society Incorporated
  - Gliding Club of Western Australia Incorporated
  - Narrogin Gliding Club Incorporated
  - Morawa Flying Club Incorporated
  - 716 Squadron, Australian Airforce Cadets
6.
  - (1) Any club which is desirous of joining the Association and is within the Region shall be eligible for membership.
  - (2) The Committee shall, as soon as practicable after the receipt of an application for membership, accept or reject the application provided that no un-incorporated club shall be accepted as a member except upon unanimous resolution of the Committee.
7.
  - (1) The annual capitation fee or other membership fee or fees, if any, shall be determined by the Committee.
  - (2) A new member club shall pay such amount by way of capitation or membership fees for the balance of the year in which it joins the Association as the Committee shall determine.
8. A member club's membership shall terminate immediately if:
  - (a) it resigns by forwarding a letter of resignation to the Secretary of the Association;
  - (b) it is expelled in accordance with this Constitution;
  - (c) it is unfinancial and fails to pay all monies due to the Association within 28 days of the Committee requesting payment;
  - (d) it ceases for any reason whatsoever to be within the Region; or
  - (e) it is reputed to have permanently ceased to operate.
9. Upon any club ceasing to be a member of the Association for any reason whatsoever it shall not be entitled to a refund of all or any portion of any monies paid to the Association.
10.
  - (1) Subject to this clause, the Committee may expel from the Association or otherwise punish, fine, penalise or caution, any member club whose conduct in the opinion of the Committee is discreditable or injurious to the character or interests of the Association.
  - (2) No action shall be taken under sub-clause (1) unless:

- (a) the Committee has enquired into the member club's conduct and the member club has been given an opportunity to defend itself and to justify or explain its conduct; and
  - (b) at least two thirds of the delegates of member clubs support the resolution expelling or otherwise punishing, fining, penalising or cautioning the member club.
- (3) Should the member club fail to appear at any inquiry conducted under sub-clause (2) hereof, or any adjournment thereof, the Committee may proceed in the member club's absence to conduct the said inquiry and to make its finding.

## Meetings

11. The Annual General Meeting shall be held in each year on a date to be fixed by the Committee and member clubs shall be given notice in writing at least 28 days before such meeting. Electronic notification by means of email to the member clubs shall be deemed to be notice in writing. The Annual General Meeting shall be held within three months of the end of the financial year defined in Clause (30).
12. The annual report and audited balance sheet or financial statement shall be submitted to the Annual General Meeting.
13. (1) The election of the executive and officers for the ensuing period until the following Annual General Meeting shall take place at the Annual General Meeting together with any other business mentioned in the notice paper convening the meeting.
- (2) The election of the executive shall be by secret ballot.
- (3) The appointment of the executive and officers shall not take effect until the conclusion of the Annual General Meeting at which they are elected.
14. (1) A Special General Meeting of member clubs shall be called at the request of the President or the Secretary or at the written request of two member clubs of the Association.
- (2) Such meetings shall be held within 28 days of such request and all member clubs, delegates and the executive of the Association shall be notified in writing not less than 14 days before such meeting. Electronic notification by means of email to the member clubs shall be deemed to be notice in writing.

15. The President of the Association shall be the Chairman at all meetings or in his absence the Vice President or if there be neither of these present the delegates present shall elect a delegate to take the chair.
16.
  - (1) At all meetings, the Chairman's decisions on points of order shall be final.
  - (2) The chairman shall have a casting vote only, unless he is a delegate in which case he shall also have a deliberative vote.
17.
  - (1) The quorum for all meetings shall be two-thirds of the total number of nominated delegates.
  - (2) If at any meeting there be no quorum within 30 minutes of the time appointed for the meeting to commence then the meeting shall lapse unless the majority of the delegates present decide to adjourn the meeting to a nominated date or time.
18. Only delegates present in person or by proxy shall be entitled to vote.

### **Delegates**

19.
  - (1) A member club may nominate one or two of its members being Ordinary or Honorary Life Members of the Federation for election as delegates to the Association by delivering to the Secretary of the Association at least 14 days prior to the Annual General Meeting a written nomination signed by the secretary of the member club and accompanied by a written undertaking by the nominee or nominees to serve as delegates.
  - (2) No such nomination shall be valid if the nominee is under any liability to the Federation.
  - (3) The persons so nominated shall, as from the commencement of the next Annual General Meeting, be deemed to be elected as delegates.
  - (4) The Term of Office for any delegate shall not exceed five (5) years
20. A delegate may resign by posting a notice of resignation to the Secretary of the Association and the resignation shall have effect upon receipt by the Secretary.
21. A delegate's office shall be vacated if:
  - (a) he resigns his office in accordance with Rule 20;
  - (b) he ceases to be an Ordinary Member or Honorary Life Member of the Gliding Federation of Australia or is suspended or

excluded for any period from membership of the Gliding Federation of Australia.

- (c) he is absent from three consecutive meetings of the Association without the consent of the Association;
  - (d) he becomes bankrupt or makes any arrangement or composition with his creditors;
  - (e) he becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the mental health laws; or
  - (f) he holds any office of profit in the Gliding Federation of Australia.
22. In the event of a vacancy occurring in delegates between one Annual General Meeting and the next, the member club nominating that delegate may nominate one of its members, being an Ordinary or Honorary Life Member of the Gliding Federation of Australia and not under any liability to the Gliding Federation of Australia to fill that vacancy.

### **Management - The Committee**

23. (1) The Management of the Association shall be vested in a Committee of Management consisting of the delegates and the Executive which shall meet regularly.
- (2) The Executive shall consist of:
- a President;
  - one or more Vice Presidents;
  - a Secretary; and
  - a Treasurer.
- (3) (a) Members of the executive may be appointed from time to time as required and shall be appointed at every Annual General Meeting by the delegates from Ordinary or Honorary Life Members of the Gliding Federation of Australia.
- (b) The Term of Office for the members of the Executive shall not exceed five (5) years.
- (4) The Committee may from time to time appoint and remove such officers including an Airfields and Airspace Officer, a Public Relations Officer, a Trophies Officer, a Legal Officer, and a Radio Officer, as it thinks fit.
- (5) The Committee may delegate any of its powers to the executive or to one or more sub-committees which sub-committee or sub-

committees shall have the power to co-opt other persons provided that the persons so co-opted shall have no voting rights.

## **Voting**

24. (1) Each delegate shall have one vote.
- (2) Each member of the executive shall have one vote with the exception of the President who shall have a casting vote only, unless he is also a delegate in which case he shall have one vote and a casting vote.
25. (1) In the event of a delegate not being able to attend a meeting of the Association, the member club may appoint a proxy who shall have the powers of an ordinary delegate without office.
- (2) In the absence of evidence to the contrary, a person who attends a meeting and who claims to be a proxy shall be accepted as such and no irregularity in his appointment being revealed subsequently shall in any way affect the proceedings.
- (3) A proxy may represent one delegate only.

## **Gliding Federation of Australia Officers**

26. (1) The Committee shall elect at every Annual General Meeting, and from time to time to fill any vacancy, representatives to the Board of the Gliding Federation of Australia. A Board Member and an Alternate shall be duly elected.
- (2) These representatives shall be Ordinary or Honorary Life Members of the Gliding Federation of Australia and also members of a member club.
- (3) The Secretary shall forward the names of the representatives to the secretary of the Gliding Federation of Australia and similarly give written notice of any resignation received.
27. (1) The Committee shall recommend to the Gliding Federation of Australia from time to time as required persons suitable for appointment as Regional Technical Officers of the Federation. Such appointments shall include:

Regional Manager Operations WA  
Regional Technical Officer Airworthiness WA  
Regional Technical Officer Sport WA  
Regional Safety Manager WA  
Regional Development Officer Development WA  
Airfields, Airspace & Avionics Officer WA

- (2) The Term of Office for any appointed Regional Technical Officer shall not exceed five (5) years

### **The Secretary**

28. (1) The Secretary shall act at the direction of the Committee and keep a true record of all Minutes of all meetings, attend to correspondence, issue notices for meetings, keep records and carry out other duties as the Committee may direct from time to time.
- (2) The Secretary shall be the Public Officer of the Association.
- (3) The Secretary shall have the custody of any Common Seal of the Association which shall only be affixed to a document at the direction of the Committee and shall be countersigned by the President and Secretary.

### **The Treasurer**

29. (1) The Treasurer shall receive all monies payable to the Association and give receipts.
- (2) All monies so received shall be paid into an account of the Association.
- (3) The Treasurer shall present at each meeting (except a Special General Meeting, unless required to do so) a balance of the finances of the Association and shall keep proper books of account of all monies received and disbursed and generally perform all such duties as are directed by the Committee from time to time.

### **Finance**

30. The financial year shall be from the first day of July to the thirtieth day of June.
31. No monies shall be drawn from the Association's account save by cheque signed by two members of the Committee or authorised electronically by two members of the Committee.
32. The books and accounts of the Association shall be audited annually by a qualified accountant appointed by the Committee.

### **Constitutional Amendment**

33. This Constitution shall not be altered, varied, added to or repealed unless two-thirds of the delegates present at an Annual General Meeting (or a Special General Meeting called for this purpose) are in favour of such alteration, variation, addition or repeal.

## **Assets**

34. (1) The property and income of the Association must be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member of the Association, except in good faith in the promotion of those objects or purposes.
- (2) This rule does not prevent the payment in good faith of remuneration to any delegate, officer or servant of the Association in return for services actually rendered, nor prevent the payment of interest on money borrowed from any member club or member of a club within the Region.
- (3) Should the Association for any reason cease to function, any member club or person holding any Association monies or property shall forthwith return or pay the same to the Committee.

## **Indemnity**

35. Every delegate, member of the executive and every officer appointed for the time being of the Association shall be indemnified out of the assets of the Association against all liability incurred by him in defending any proceedings, civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any proceedings in which relief is given him by the court in respect of any negligence, default, breach of duty or breach of trust arising out of the carrying out of his duties as such delegate, executive member or officer.

## **Dissolution**

36. (1) The Association may be dissolved or wound up by a resolution of two-thirds of the delegates at a Special General Meeting called for this purpose.
- (2) If upon the dissolution or winding up of the Association there remains after the satisfaction of all debts and liabilities any property whatsoever the same shall not be paid to or distributed amongst the member clubs of the Association but shall be given or transferred to the Gliding Federation of Australia.

## **By-laws**

37. The Committee shall have the power to make, and amend or repeal by-laws from time to time, not inconsistent with this Constitution.

## **Dispute Resolution**

38. The Association will be guided by and comply with the Gliding Federation of Australia Document ID ADMIN 008 and where necessary and applicable the Gliding Federation of Australia's Complaints and Discipline Procedure GFA Document A006.