

CONSTITUTION

of

Tauranga Gliding Club Incorporated

1. NAME

- 1.1 The name of the Society shall be "**TAURANGA GLIDING CLUB INCORPORATED**".

2. OBJECTS

- 2.1 The Objects for which the Tauranga Gliding Club Incorporated ("the Club") is established are:

- 2.1.1 "To promote foster and encourage the sport of gilding in all its forms and to provide facilities for training Members and instructing new Members in all phases of gliding."
- 2.1.2 To provide educational instruction and safety training related to the recreational sport of gliding and offer opportunities for all members of the public to participate with the emphasis on youth development into the sport.
- 2.1.3 To provide facilities and services for the operations of gliding including glider aircraft, launching equipment and ancillary equipment to safely carry out all aspects of gliding.
- 2.1.4 To carry out, operate and facilitate all aspects of Club activity strictly for the benefit of the Members and the public as a non-profit entity,

3. DOMICILE FOR AIRCRAFT

- 3.1 All aircraft belonging to the Club shall be domiciled in the Western Bay of Plenty, but may be stationed at alternative sites at the discretion of the Chief Flying Instructor or the Committee of the Club.

4. MEMBERSHIP

- 4.1 Application for membership shall be made in writing to the Secretary on the Club's application form signed by the applicant and the applicant's proposer and seconder (who must be financial Members). A majority of the Committee shall confirm each application or otherwise.
- 4.2 In the event of an applicant being accepted by the Committee, that person shall be a Probationary Member for a period of six months and during that time may not vote at any General Meeting or stand for any Office of the Club.
- 4.3 In the event of an applicant's failure to be accepted or failing after the probationary period to be confirmed by the Committee as a full Member, it shall not be necessary to state any reason for such failure, but at the end of six months the applicant may re-apply for membership.
- 4.4 The Club shall consist of five main classes of Members:
 - 4.4.1 Junior Members shall have all the privileges and responsibilities of Pilot Members, with the exception of voting at any General Meetings. Junior Members shall be persons under the age of nineteen or bona fide full time students under the age of twenty-five.
 - 4.4.2 Pilot Members shall have full privileges in respect of the Club's equipment and property (in common with each other), but subject to such by-laws as the Committee may from time to time make.
 - 4.4.3 Associate Members shall have all the privileges of Pilot Members, with the exception of piloting of aircraft, voting at any General Meetings and holding any Office of the Club.
 - 4.4.4 Short Term Members are entitled to a maximum of six instructional flights as a student in a Club glider with a properly qualified instructor. Any payment for a short term membership provides an

entitlement to non-flying membership rights for three months. Short Term Members shall be exempt from the requirements of a seconder or approval by the Committee.

- 4.5 The Club may, at any General Meeting, elect any Member to be a Life Member of the Club provided that election shall be by a majority of 75% of Members eligible to vote. A Life Member shall have all the rights of a Pilot Member, but without the obligation to pay any subscriptions.

5. **SUBSCRIPTIONS**

- 5.1 The Club's financial year shall begin on the 1st day of July in each year and end on the 30th day of June of the following year.
- 5.2 The entrance fee (if any) and subscriptions to cover all classes of membership shall be fixed from time to time by the Committee.
- 5.3 Subscriptions are due on the 1st day of July each year and any Member whose subscription is unpaid after the 30th day of October shall be deemed non-financial and be deprived of all rights and privileges of membership until their subscriptions have been paid in full.
- 5.4 Each Member joining the Club after the start of the financial year shall pay a sum equal to the total annual subscription divided by 12, multiplied by the months left in that financial year.

6. **RESIGNATIONS**

- 6.1 Any Member may resign membership at any time provided written notice has been given to the Secretary. Members remain liable for any outstanding subscriptions and fees owing up to the time of resignation.

7. **CESSATION OF MEMBERSHIP**

- 7.1 Any Member transgressing any Rules of the Club or acting in a manner prejudicial to the interest of the Club, shall be reported to the Senior Instructor of the day who shall have the discretionary power of temporary suspension of membership privileges, such suspension to be reported immediately to the Chief Flying Instructor and the President.
- 7.2 Such cases shall be dealt with by the Committee as soon as practical, but in any case not later than the Committee meeting immediately following such offences.
- 7.3 The said Member shall be asked to attend the Committee meeting and shall be permitted to make a statement in their defence.
- 7.4 The Committee shall have the power to discipline the said member including expulsion
- 7.5 In the event of the Committee deciding to expel such Member, they shall not be entitled to any refund of subscription paid up to the end of the then financial year and the Committee shall also have the power to discipline the said Member.
- 7.6 The decision of the Committee shall be final except that if any Member is suspended from the Club on a flying matter, the Member concerned will have the right of appeal to Gliding New Zealand Inc.

8. **DOMICILE FOR OFFICE**

- 8.1 The registered office of the Club shall be at the place of address of the Secretary from time to time.
- 8.2 No Member shall use or allow to be used, the name of the Club in any advertisement, prospectus or business announcement other than as the holder of the Club's Certificate or Award.

9. PECUNIARY GAINS

- 9.1 No Member of the Club shall derive any pecuniary gains (except as a salaried officer or by way of honorariums voted by a General Meeting of Members) from any property or operations of the Club.
- 9.2 No officer or member is allowed to influence any such decisions made by the Club in respect of payments or transactions between the Club and them or their direct family or any associated entity.
- 9.3 Club Members may, in their normal course of business or occupation, be paid by the Club remuneration for services rendered that shall be reasonable and relative to that which would be paid in an arm's length transaction (being open market value).

10. CLUB GOVERNANCE - CLUB OFFICERS

- 10.1 The governance and management of the Club shall be vested in a Committee comprising of a President, Vice-President, Chief Flying Instructor, Club Captain, Secretary, Tug Master and up to eight (8) General Members of the Club, all of whom shall be Officers of the Club.
- 10.2 The Committee shall elect from amongst the Members of that Committee, a person to act as Treasurer. If no suitable person be available to fill that role, the Committee shall have power to employ a suitable person at a rate of remuneration to be determined by the Committee or to co-opt to the Committee a Member of the Club to fulfil that position.
- 10.3 Election of Patron, President, Vice President, Secretary, Club Captain and up to eight (8) Committee Members will be made at the Club's Annual General Meeting which will be held no later than the 31st day of August in each year.
 - 10.3.1 Nominations for Officers shall be made using the Club's nomination form. This shall state the name of the Member being nominated and shall be signed by two Pilot Members and the Member being nominated. The latter shall sign as acceptance to hold Office pursuant to these Rules.
 - 10.3.2 If more nominations are received for any position/s than vacancies, then the Members will vote at the Annual General Meeting as to which of the Members nominated shall hold such positions / Offices.
 - 10.3.3 In the event that there are no nominations for any particular Office or there are too few nominations for the positions of Committee Members, then nominations shall be called from the floor. If more Members are nominated from the floor than there are positions to be filled, then the Members will vote as to which of those Members nominated from the floor shall hold Office.
- 10.4 A Chief Flying Instructor shall be recommended to the Committee by the Instructors Panel for appointment by the Committee.
- 10.5 No person shall be eligible for nomination as President of the Club unless they have served on the Committee for at least one year.
- 10.6 The Tug Master shall be recommended by the Tow Pilots and appointed by the Committee.
- 10.7 The Committee shall conduct the general business of the Club; make, alter or rescind from time to time by-laws incidental to the Objects of the Club so long as they are not inconsistent with these Rules; decide all matters not provided for in these Rules; fill any vacancy which may occur on the Committee; and confirm appointments of Instructors and ground staff as considered necessary.
- 10.8 The Committee may declare the membership of any of the classes of membership temporarily closed.
- 10.9 The Committee shall be vested with the authority in accordance with Rules 13 and 14, and with the authority:

- 10.9.1 To purchase, hire or otherwise acquire any type of equipment and apparatus (excluding aircraft and real estate which is reserved to Members in General Meeting), which may from time to time be deemed desirable for the Club;
- 10.9.2 To purchase, take on lease, hire or otherwise acquire and hold real and personal property rights and privileges which the Club may think necessary or convenient to the attainment of any of the Objects of the Club or generally for the promotion, carrying on, fostering and encouraging the sport of gliding in all its forms;
- 10.9.3 To construct, maintain and alter any buildings or works necessary or convenient for all or any of the Objects of the Club;
- 10.9.4 To sell or otherwise dispose of any of the property of the Club (excluding aircraft and real estate which is reserved to Members in General Meeting), and to grant such rights and privileges thereafter in such a manner as the Committee may from time to time think necessary and proper; and
- 10.9.5 To invest and manage all investments and funds of the Club.

10.10 The Committee shall meet at least once every two months if the business of the Club so dictates. In emergencies or special circumstances, a Special Committee meeting may be called by the President. At all meetings of the Committee, six (6) Committee Members shall form a quorum. The President / Chairman of the meeting shall have an ordinary vote.

10.11 Any Member of the Committee, except an ex-officio Member, failing to attend three consecutive meetings shall cease to be a Member of the Committee unless the absence is approved by the Committee.

11. MEETINGS OF THE CLUB

11.1 The Committee may at any time call a Special General Meeting of the Club by giving seven days' notice in writing by email to the last known email address of all current Club Members or, alternatively, posting a copy of same to the last known postal address of all current Club Members. At such meetings, no business shall be transacted other than mentioned in the notice of meeting. The Committee shall also in like manner call a Special General Meeting upon receiving a written requisition of not less than one third of the financial Members of the Club.

Twelve Members shall form a quorum at all General Meetings.

11.2 The President for the time being shall be Chairman of all General Meetings of the Club. In the absence of the President, the Vice President shall be appointed Chairman and, if the Vice President is absent, the Members shall elect a Chairman of the meeting from among those Members present.

11.3 Ordinary General Meetings of the Club shall be convened by giving twenty-one days' notice in writing to the Members by email to the last known email address of all current Club Members.

11.4 At all General Meetings of the Club and at all Committee Meetings, the mode of voting shall be initially on the voices or, as may be required, by a show of hands. A declaration by the Chairman, that a resolution has been carried or lost, together with an entry in the official Minutes, will be conclusive evidence of the fact. A secret ballot on any matter shall be exercised if requested by a majority of Members present.

11.5 Voting by proxy will be allowed at Special and Ordinary General Meetings provided it is a written proxy signed by the Member granting the proxy. A proxy must be appointed by notice in writing signed by, or in the case of an email notice, sent by the Member; the notice must appoint another financial Member as the proxy, state whether the appointment is for a particular meeting or a specified term and may clearly state whether the Member votes in favour of or against the motion in question for that proxy's vote to be counted. No proxy is effective in relation to a General Meeting unless a copy of the notice of appointment is produced before the start of the meeting to the Chairman.

11.6 The Chairman shall in all Special and Ordinary General Meetings have an ordinary vote.

- 11.7 An Auditor may be appointed by the Committee at any time or at the Annual General Meeting and, if so appointed, shall hold that position until the next financial year end or the next Annual General Meeting, whichever is the later.
- 11.8 The Secretary shall keep permanent records of proper Minutes of the proceedings of the Club, a roll of all Members and their email addresses, the date they became Members and shall file all documents, records, reports and communications connected with the Club and conduct correspondence of the Club.
- 11.9 The Treasurer shall deposit all funds of the Club in the Club's bank accounts. Those accounts shall be approved by the Committee and operated under the signing privileges of any two of the signatory Members (maximum of four) specifically approved by the Committee.
- 11.10 All accounts shall be passed for payment by the Committee.
- 11.11 The Committee of the Club shall have the power to expend the funds of the Club in such manner as it thinks fit in accordance with these Rules and Objects of the Club.
- 11.12 The Treasurer shall submit to the Annual General Meeting a statement of the Club's accounts and balance sheet to the end of the financial year.

12. CONTROL AND INVESTMENT OF CLUB FUNDS

- 12.1 The control and investment of the funds of the Club shall be vested in the Committee, who shall have the power to authorise such expenditure and invest its funds in such a manner and for such purposes as the Committee may deem to be in the best interests of the Club and its Objects.
- 12.2 The Committee shall be responsible to complete an Investment Plan for the Club's investment assets, excluding aircraft, vehicles, clubhouse, hanger and other assets directly involved in the Club's flying operations.
- 12.3 Such Investment Plan shall be reviewed annually or more frequently should the Committee so decide.
- 12.4 The Committee is authorised to expend on Club operations:
 - 12.4.1 All net investment income; and
 - 12.4.2 Up to a maximum of 2.5% of the Club's investment capital in any one financial year, without the approval of Members at a General Meeting.
- 13.5 The Committee may delegate to an Investment Sub-committee the authority to manage the Club's investment assets and account on the Committee's behalf, and the members of that Investment Sub-committee shall be authorised signatories to sign and manage any such funds and account in the name of the Club which holds all or part of those investment assets.

13. BORROWING POWERS

- 14.1 The Committee, on behalf of the Club, shall have the right from time to time raise or borrow money or secure the payment of any sum or sums of money for the furtherance of the Club's Objects in such manner and upon such terms and conditions as the Committee deems expedient. Any moneys borrowed shall be secured over the Club's property.

14. ALTERATION OF RULES

- 14.1 Any Rule or Rules may be rescinded, altered, expunged, repealed or added to by a majority of those Members present at a General Meeting specially called for that purpose in accordance with these Rules or at the Annual General Meeting.
- 14.2 A notice of motion in writing shall be lodged with or emailed to the Secretary twenty-one days prior to any Annual General Meeting and circularised to all Members seven days prior to such meeting, provided that no amendment shall be permitted if it in any way affects the non-profit status of the Club.

15. **WINDING UP AND DISPOSAL OF PROPERTY**

- 16.1 In the event of the Club being wound up, the surplus assets, after payment of the Club's liabilities and expenses of winding up, shall be vested absolutely in Gliding New Zealand Inc. to be held in trust to foster gliding in the Western Bay of Plenty.

16. **DAMAGES**

- 16.1 No Member shall institute any claim for damages or any other claim against the Club, the Committee and any or all of the Members of the Club, arising from loss or injury sustained as a result of the action of any Member or Members of the Club acting under the jurisdiction of the Club or in accordance with these Rules.

17. **DISPUTE RESOLUTION PRODECURES**

How complaint is made:

- 17.1 A member or an officer may make a complaint by giving to the committee (or a complaints subcommittee) a notice in writing that –
- a) states that the member or officer is starting a procedure for resolving a dispute in accordance with the society's constitution; and
 - b) sets out the allegation to which the dispute relates and whom the allegation is against; and
 - c) sets out any other information reasonably required by the society.
- 17.2 The society may make a complaint involving an allegation against a member or an officer by giving to the member or officer a notice in writing that—
- a) states that the society is starting a procedure for resolving a dispute in accordance with the society's constitution; and
 - b) sets out the allegation to which the dispute relates.
- 17.3 The information given under sub-clause (1)(b) or (2)(b) must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
- 17.4 A complaint may be made in any other reasonable manner permitted by the society's constitution.

Person who makes complaint has right to be heard

- 17.5 A member or an officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- 17.6 If the society makes a complaint,—
- a) the society has a right to be heard before the complaint is resolved or any outcome is determined; and
 - (b) an officer may exercise that right on behalf of the society.
- 17.7 Without limiting the manner in which the member, officer, or society may be given the right to be heard, they must be taken to have been given the right if—
- a) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - b) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - c) an oral hearing (if any) is held before the decision maker; and
 - d) the member's, officer's, or society's written statement or submissions (if any) are considered by the decision maker.

Person who is subject of complaint has right to be heard

17.8 This clause applies if a complaint involves an allegation that a member, an officer, or the society (the respondent)—

- a) has engaged in misconduct; or
- b) has breached, or is likely to breach, a duty under the society's constitution or bylaws or this Act; or
- c) has damaged the rights or interests of a member or the rights or interests of members generally.

17.9 The respondent has a right to be heard before the complaint is resolved or any outcome is determined.

17.10 If the respondent is the society, an officer may exercise the right on behalf of the society.

17.11 Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if—

- a) the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
- b) the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- c) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- d) an oral hearing (if any) is held before the decision maker; and
- e) the respondent's written statement or submissions (if any) are considered by the decision maker.

Investigating and determining dispute

17.12 A society must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its constitution, ensure that the dispute is investigated and determined.

17.13 Disputes must be dealt with under the constitution in a fair, efficient, and effective manner.

Society may decide not to proceed further with complaint

17.14 Despite [clause 5](#), a society may decide not to proceed further with a complaint if—

- a) the complaint is trivial; or
- b) the complaint does not appear to disclose or involve any allegation of the following kind:
 - i) that a member or an officer has engaged in material misconduct;
 - ii) that a member, an officer, or the society has materially breached, or is likely to materially breach, a duty under the society's constitution or bylaws or this Act;
 - iii) that a member's rights or interests or members' rights or interests generally have been materially damaged;
- c) the complaint appears to be without foundation or there is no apparent evidence to support it; or
- d) the person who makes the complaint has an insignificant interest in the matter; or
- e) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the constitution; or
- f) there has been an undue delay in making the complaint.

Society may refer complaint

17.15 A society may refer a complaint to—

- a) a subcommittee or an external person to investigate and report; or
- b) a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.

17.16 A society may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

Decision makers

17.16 A person may not act as a decision maker in relation to a complaint if 2 or more members of the committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be—

- a) impartial; or
- b) able to consider the matter without a predetermined view.

18 **GENERAL**

- 18.1 The nomination of any person as a Member of the Club shall imply such persons acceptance of the Rules, Standard Operating Procedures and all by-laws made by the Committee and every Member shall be deemed to have notice of and be bound by the said Rules, Operating Procedures and by-laws.
- 18.2 Should any question arise which is not provided for in this Constitution or if any difference of opinion arises as to the interpretation of these Rules and Operating Procedures, the matter shall be decided by the Committee and/or the Club's legal adviser.

The foregoing Constitution has been approved by a vote of the General Members at the Annual General Meeting held on August 23, 2024.

Signed this 24 th day of August, 2024

David C. Scott, Club President

Johan Naude, Club Secretary