

## **RULES OF THE NHILL AVIATION HERITAGE CENTRE INCORPORATED**

- 1 Name:** The name of the incorporated association is Nhill Aviation Heritage Centre Incorporated (in these Rules called "the Association").

### **1A Statement of Purpose**

- a) To highlight the significant role of aviation in the ongoing development of Nhill
- b) To research and record the history of the RAAF Air School in Nhill from 1941-1946 within the broader context of Nhill's aviation and aerodrome history
- c) To collect Air School artefacts to display in secure premises
- d) To acquire and restore an Avro Anson aeroplane, leaving it as a legacy to this and future generations

### **1B Non-profit clause**

The assets and income of the organization shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the organization except as bona fide compensation for services rendered or expenses incurred on behalf of the organization.

## **2 Definitions**

- (1) In these Rules, unless the contrary intention appears—
  - Board** means the board of management of the Association;
  - Financial year** means the year ending on 30 June;
  - General meeting** means a general meeting of members convened in accordance with rule 12;
  - Member** means a member of the Association;
  - Ordinary member of the board** means a member of the board who is not an officer of the Association under rule 21;
  - Regulations** mean regulations under the Act;
  - Relevant documents** have the same meaning as in the Act;
  - The Act** means the **Associations Incorporation Act 1981**.
- (2) In these Rules, a reference to the Secretary of an Association is a reference—
  - (a) if a person holds office under these Rules as Secretary of the Association—to that person; and
  - (b) in any other case, to the public officer of the Association.

## **3 Alteration of the rules**

1. These Rules and the statement of purposes of the Association must not be altered except in accordance with the Act
2. The Australian Taxation Office is to be notified of any changes to the Rules and Statement of Purpose of the Association..

## **4 Membership and subscription**

- (1) A person aged 18 years or more who applies and is approved for membership as provided in these Rules is eligible to be a member of the Association on payment of the annual subscription payable under these Rules.
- (2) A person who is not a member of the Association at the time of the incorporation of the Association (or who was a member at that time but has ceased to be a member) must not be admitted to membership unless—
  - (a) He or she applies for membership in accordance with sub-rule (3); and
  - (b) The admission as a member is approved by the board.
- (3) An application of a person for membership of the Association must—
  - (a) Be made in writing in the form set out in Appendix 1; and
  - (b) Be lodged with the Secretary of the Association.

- (4) As soon as practicable after the receipt of an application, the Secretary must refer the application to the board.
- (5) The board must determine whether to approve or reject the application.
- (6) If the board approves an application for membership, the Secretary must, as soon as practicable—
  - (a) Notify the applicant in writing of the approval for membership; and
  - (b) Request payment within 28 days after receipt of the notification of the sum payable under these Rules as the first year's annual subscription.
- (7) The Secretary must, within 28 days after receipt of the amounts referred to in sub-rule (6), enter the applicant's name in the register of members.
- (8) An applicant for membership becomes a member and is entitled to exercise the rights of membership when his or her name is entered in the register of members.
- (9) If the board rejects an application, the board must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- (10) A right, privilege, or obligation of a person by reason of membership of the Association—
  - (a) Is not capable of being transferred or transmitted to another person; and
  - (b) Terminates upon the cessation of membership whether by death or resignation or otherwise.
- (11) The annual subscription is the relevant amount set out in Appendix 4 and is payable in advance on or before 1 July in each year.

## **5 Register of members**

- (1) The Secretary must keep and maintain a register of members containing—
  - (a) The name and address of each member; and
  - (b) The date on which each member's name was entered in the register.
- (2) The register is available for inspection free of charge by any member upon request.
- (3) A member may make a copy of entries in the register.

## **6 Ceasing membership**

- (1) A member of the Association who has paid all moneys due and payable by a member to the Association may resign from the Association by giving one month's notice in writing to the Secretary of his or her intention to resign.
- (2) After the expiry of the period referred to in sub-rule (1)—
  - (a) the member ceases to be a member; and
  - (b) the Secretary must record in the register of members the date on which the member ceased to be a member.

## **7 Discipline, suspension and expulsion of members**

- (1) Subject to these Rules, if the board is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association, the board may by resolution—
  - (a) Suspend that member from membership of the Association for a specified period; or
  - (b) Expel that member from the Association; or
  - (c) Fine that member an amount not exceeding \$500
- (2) A resolution of the board under sub-rule (1) does not take effect unless—
  - (a) At a meeting held in accordance with sub-rule (3), the board confirms the resolution; and
  - (b) if the member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.
- (3) A meeting of the board to confirm or revoke a resolution passed under sub-rule (1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with sub-rule (4).
- (4) For the purposes of giving notice in accordance with sub-rule (3), the Secretary must, as soon as practicable, cause to be given to the member a written notice—

- (a) Setting out the resolution of the board and the grounds on which it is based; and
  - (b) Stating that the member, or his or her representative, may address the board at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
  - (c) Stating the date, place and time of that meeting; and
  - (d) Informing the member that he or she may do one or both of the following—
    - (i) Attend that meeting;
    - (ii) Give to the board before the date of that meeting a written statement seeking the revocation of the resolution; and
  - (e) Informing the member that, if at that meeting, the board confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- (5) At a meeting of the board to confirm or revoke a resolution passed under sub-rule (1), the board must—
- (a) Give the member, or his or her representative, an opportunity to be heard; and
  - (b) Give due consideration to any written statement submitted by the member; and
  - (c) Determine by resolution whether to confirm or to revoke the resolution.
- (6) If at the meeting of the board, the board confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- (7) If the Secretary receives a notice under sub-rule (6), he or she must notify the board and the board must convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
- (8) At a general meeting of the Association convened under sub-rule (7)—
- (a) No business other than the question of the appeal may be conducted; and
  - (b) The board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
  - (c) The member, or his or her representative, must be given an opportunity to be heard; and
  - (d) The members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (9) A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in favour of the resolution. In any other case, the resolution is revoked.

## **8 Disputes and mediation**

- (1) The grievance procedure set out in this rule applies to disputes under these Rules between—
- (a) A member and another member; or
  - (b) A member and the Association.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (3) 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 10 days, hold a meeting in the presence of a mediator.
- (4) 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 board of the Association; or

- (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) 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.
- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **9 Annual general meetings**

- (1) The board may determine the date, time and place of the annual general meeting of the Association – to be held within five months of the end of the previous financial year.
- (2) The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- (3) The ordinary business of the annual general meeting shall be—
  - (a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
  - (b) to receive from the board reports upon the transactions of the Association during the last preceding financial year; and
  - (c) to elect the ordinary members of the board; and
  - (d) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.
- (4) The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

## **10 Special general meetings**

- (1) In addition to the annual general meeting, any other general meetings may be held in the same year.
- (2) All general meetings other than the annual general meeting are special general meetings.
- (3) The board may, whenever it thinks fit, convene a special general meeting of the Association.
- (4) If, but for this sub-rule, more than 15 months would elapse between annual general meetings, the board must convene a special general meeting before the expiration of that period.
- (5) The board must, on the request in writing of members representing not less than 5 per cent of the total number of members, convene a special general meeting of the Association.
- (6) The request for a special general meeting must—
  - (a) state the objects of the meeting; and
  - (b) be signed by the members requesting the meeting; and
  - (c) be sent to the address of the Secretary.
- (7) If the board does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- (8) If members in accordance with this rule convene a special general meeting, it must be convened in the same manner so far as possible as a meeting convened by the

board and the Association must refund all reasonable expenses incurred in convening the special general meeting to the persons incurring the expenses.

### **11 Special business**

All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the rules as ordinary business of the annual general meeting, is deemed to be special business.

### **12 Notice of general meetings**

- (1) The Secretary of the Association, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Association, must cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- (2) Notice may be sent—
  - (a) by prepaid post to the address appearing in the register of members; or
  - (b) if the member requests, by facsimile transmission or electronic transmission.
- (3) No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- (4) A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.

### **13 Quorum at general meetings**

- (1) No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.
- (2) Five members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.
- (3) If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present—
  - (i) in the case of a meeting convened upon the request of members—the meeting must be dissolved; and
  - (ii) in any other case—the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present (being not less than 3) shall be a quorum.

### **14 Presiding at general meetings**

- (1) The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each general meeting of the Association.
- (2) If the President and the Vice-President are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.

### **15 Adjournment of meetings**

- (1) The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- (2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (3) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 12.

- (4) Except as provided in sub-rule (3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

#### **16 Voting at general meetings**

- (1) Upon any question arising at a general meeting of the Association, a member has one vote only.
- (2) All votes must be given personally.
- (3) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

#### **17 Poll at general meetings**

- (1) If at a meeting a poll on any question is demanded by not less than 3 members, it must 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.
- (2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

#### **18 Manner of determining whether resolution carried**

If a question arising at a general meeting of the Association is determined on a show of hands—

- (a) A declaration by the Chairperson that a resolution has been—
  - (i) Carried; or
  - (ii) Carried unanimously; or
  - (iii) Carried by a particular majority; or
  - (iv) Lost; and

- (b) An entry to that effect in the minute book of the Association—

Is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

#### **19 Board of management**

- (1) The affairs of the Association shall be managed by the board of management.
- (2) The board—
  - (a) Shall control and manage the business and affairs of the Association; and
  - (b) May, subject to these Rules, the Act and the Regulations, 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 by general meetings of the members of the Association; and
  - (c) Subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the board to be essential for the proper management of the business and affairs of the Association.
- (3) Subject to section 23 of the Act, the board shall consist of—
  - (a) Four officers of the Association; and
  - (b) Eight ordinary members.

One half of the board shall be elected or re-elected at the annual general meeting of the Association in each year

  - (c) a majority of people who have a degree of responsibility to the community as a whole due to their occupation or role in the community.
- (4) At a time the board determines prior to the first AGM under this amended constitution, the board will decide the allocation of one and two year terms of the current board members by the drawing of straws.

## **20 Office holders and ordinary board members**

- (1) The officers of the Association shall be—
  - (a) A President;
  - (b) A Vice-President;
  - (c) A Treasurer; and
  - (d) A Secretary.
- (2) Board members will be elected for a two-year term, with one half of the 12 positions being open for election or re-election at each annual general meeting.
- (3) Association members at each annual general meeting will elect six persons, and at the first full board meeting following each annual general meeting the board members will elect the four officers from their number: the term of office for each officer will be one year.
- (4) The provisions of rule 23, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices referred to in sub-rule (1).
- (5) In the event of a casual vacancy in any office referred to in sub-rule (1), the board may appoint one of its ordinary board members to fill the vacant office for the remainder of that vacancy's term.

## **21 Election of board members**

- (1) Nominations of candidates for election as members of the board of the Association must be—
  - (a) Made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - (b) Delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the annual general meeting.
- (3) If insufficient nominations are received to fill all vacancies on the board, the candidates nominated shall be deemed to be elected with the board filling the remaining vacant positions immediately following the annual general meeting.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (5) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- (6) The ballot for the election of board members must be conducted at the annual general meeting in such manner as the board may direct.

## **22 Vacancies**

The office of an officer of the Association, or of an ordinary member of the board, becomes vacant if the officer or member—

- (a) ceases to be a member of the Association; or
- (b) becomes an insolvent under administration within the meaning of the Corporations Act; or
- (c) resigns from office by notice in writing given to the Secretary.

## **23 Meetings of the board**

- (1) The board must meet at least nine times in each year at such place and such times as the board may determine.
- (2) Special meetings of the board may be convened by the President or by any 4 members of the board.

## **24 Notice of board meetings**

- (1) Written notice of each board meeting must be given to each member of the board at least 2 business days before the date of the meeting.
- (2) Written notice must be given to members of the board of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

## **25 Quorum for board meetings**

- (1) Any seven members of the board, one of whom must be an officer of the Association, constitute a quorum for the conduct of the business of a meeting of the board.
- (2) No business may be conducted unless a quorum is present.
- (3) If within half an hour of the time appointed for the meeting a quorum is not present—
  - (i) In the case of a special meeting—the meeting lapses;
  - (ii) In any other case—the meeting shall stand adjourned to the same place and the same time and day in the following week.
- (4) The board may act notwithstanding any vacancy on the board.

## **26 Presiding at board meetings**

At meetings of the board—

- (a) The President or, in the President's absence, the Vice-President presides; or
- (b) If the President and the Vice-President are absent, or are unable to preside, the members present must choose one of their numbers to preside.

## **27 Voting at board meetings**

- (1) Questions arising at a meeting of the board, or at a meeting of any subcommittee or task group appointed by the board, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- (2) Each member present at a meeting of the board, or at a meeting of any subcommittee or task group appointed by the board (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

## **28 Removal of board member**

- (1) The Association in general meeting may, by resolution, remove any member of the board before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.
- (2) A member who is the subject of a proposed resolution referred to in sub-rule (1) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (3) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting.

## **29 Minutes of meetings**

The Secretary of the Association must keep minutes of the resolutions and proceedings of each general meeting, and each board meeting, together with a record of the names of persons present at board meetings.

## **30 Funds**

- (1) The Treasurer of the Association must ensure that—
  - (a) All moneys due to the Association are collected and received and all payments authorised by the Association are made; and
  - (b) 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 are kept.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two of the three members endorsed by the board as signatories.
- (3) The funds of the Association shall be derived from annual subscriptions, donations and such other sources as the board determines.

### **31 Seal**

- (1) The common seal of the Association must be kept in the custody of the Secretary.
- (2) The common seal must not be affixed to any instrument except by the authority of the board and the affixing of the common seal must be attested by the signatures either of two members of the board or, of one member of the board and of the public officer of the Association.

### **32 Notice to members**

Except for the requirement in rule 12, any notice that is required to be given to a member, by or on behalf of the Association, under these Rules may be given by—

- (a) Delivering the notice to the member personally; or
- (b) Sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
- (c) Facsimile transmission, if the member has requested that the notice be given to him or her in this manner; or
- (d) Electronic transmission, if the member has requested that the notice be given to him or her in this manner.

### **33 Winding up**

(1) In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association must be distributed to organisations with similar purposes in which the membership base is comprised of citizens of Nhill and district, and are prevented from accessing or using the assets of their association for the private, personal or business benefit of any member. The process of distribution must be undertaken in accordance with the provisions of the Act. The assets and income of the organization shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the organization except as bona fide compensation for services rendered or expenses incurred on behalf of the organization.

(2) In the event of the winding up or the cancellation of the incorporation of the Association or in the event of the endorsement as a deductible gift recipient is revoked, the following shall be transferred to another organisation with similar purposes which income tax deductible gifts can be made in which the membership base is comprised of citizens of Nhill and district, and are prevented from accessing or using the assets of their association for the private, personal or business benefit of any member.

Gifts and deductible contributions made to the organisation for its principle purpose, and

Money received by the entity because of such gifts and contributions.

### **34 Custody and inspection of books and records**

- (1) Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.
  - (2) All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member upon request.
  - (3) A member may make a copy of any accounts, books, securities and any other relevant documents of the Association.
-

**APPENDIX 1**  
**APPLICATION FOR MEMBERSHIP OF NHILL AVIATION HERITAGE CENTRE INC.**

I, \_\_\_\_\_ of \_\_\_\_\_ desire to become a  
*(Name and occupation)* *(Address)*

Member of \_\_\_\_\_  
Nhill Aviation Heritage Centre Inc.

In the event of my admission as a member, I agree to be bound by the rules of the Association for the time being in force.

Signature of Applicant

Date

I, \_\_\_\_\_, a member of the Association,  
*(Name)*

Nominate the applicant, who is personally known to me, for membership of the Association.

Signature of Proposer

Date

I, \_\_\_\_\_, a member of the Association, second  
*(Name)*

The nomination of the applicant, who is personally known to me, for membership of the Association.

Signature of Secunder

Date

\_\_\_\_\_