



**ROYAL VICTORIAN AERO CLUB**

**MEMORANDUM**

**AND**

**ARTICLES**

**OF**

**ASSOCIATION**

# MEMORANDUM OF ASSOCIATION

OF

## ROYAL VICTORIAN AERO CLUB

(Last amended on 27 Oct. 1961)

(Current as at 1 Jan. 2009)

1. The name of the Company is ROYAL VICTORIAN AERO CLUB.
2. The objects for which the Club is formed are:-
  - (a) For the association of persons interested in the encouragement and development of aeronautics in all its branches.
  - (aa) To impart training in flying navigation aeronautical engineering and other aspects of aeronautics either gratuitously or for payment.
  - (ab) To make arrangements with any association or body referred to in sub-paragraph (d) of this paragraph the Commonwealth of Australia and any other institutions of persons whatsoever interested in aeronautics for or relating to the training in flying navigation aeronautical engineering and other aspects of aeronautics.
  - (ac) To grant or procure the granting of scholarships bursaries subsidies and other means of financial assistance for or relating to training in flying navigation aeronautical engineering and other aspects of aeronautics.
  - (b) To provide a centre of information and advice on all matters pertaining to aeronautics.
  - (c) To take over the property and effects and liabilities and engagements of the present unincorporated Club known as the Australian Aero Club Victorian Section and for that purpose to adopt the agreement of a copy of which is set out in the appendix to the Articles of Association of the Company.
  - (d) To be a member of the unincorporated association known as The Royal Aero Club Federation of Australia and also known as The Royal Federation of Aero Clubs of Australia or of any body corporate or unincorporate now or hereafter formed to assume all or any of the functions of the said unincorporated association or recognised by the Company as having assumed all or any of the said functions.
  - (e) To undertake the control of competitions matches trials tests and records in connection with aeronautics in the State of Victoria and to delegate any such control or any aspect thereof to such institutions or persons as may be thought fit.
  - (f) To promote and hold either alone or jointly with any other association club company or person aeronautical meetings competitions matches exhibitions and trials and to accept offer give or contribute towards prizes, medals and awards and to promote give or support dinners concerts balls lectures and other entertainments.
  - (g) To establish promote or assist in establishing or promoting and to subscribe to amalgamate with or become a member of any other company association or club whose objects are similar or in part similar to the objects of this Company or the establishment or promotion of which may be beneficial to this Company. Provided that no subscription be paid to any such other company association or club out of the funds of this Company except bona fide in furtherance of the objects of this Company.
  - (h) To purchase take on lease or in exchange hire or otherwise acquire any real or personal property and in particular lands buildings easements furniture club and household effects books newspapers musical instruments fittings apparatus and other appliances or conveniences which may be requisite for the purpose of or conveniently used in connection with any of the objects of the Company.
  - (i) To provide flying grounds and maintain the same for aviation or other purposes of the Company and to provide pavilions workshops sheds and other conveniences in connection therewith and to furnish and maintain the same and to permit the same and other property of the Company to be used by members and other persons either gratuitously or for payment.
  - (ia) To provide maintain furnish and conduct clubhouses and other facilities for the convenience and accommodation of members and their guests and generally to afford members and their guests duly introduced by members all the privileges conveniences and accommodations of a club and to permit the same to be used by members and their said guests either gratuitously or for payment.

- (j) To purchase hire make or provide and maintain all kinds of aircraft vehicles live stock furniture implements tools machinery utensils plate glass linen hooks papers periodicals stationery and all other things required or which may conveniently be used in connection with the flying grounds club houses and other premises of the Company by persons frequenting the same whether members of the Company or not.
- (k) To buy prepare make repair supply sell and deal in all kinds of aircraft and all apparatus used in connection with aviation and all kinds of refreshments required or used by members of the Company or other persons frequenting the flying grounds club house or premises of the Company.
- (ka) To employ the aircraft or other property of the Company while not required for use by members in any manner which may seem to be of advantage to the Company including charter flying aerial photography and other forms of aerial work.
- (l) To represent generally the views of persons connected with aeronautics. To consider originate and promote reforms and improvements in the law and to consider proposed alterations therein and oppose or support the same and to effect improvements in the administration of the law. And for the said purposes to petition Parliament or take such other proceedings as may be deemed expedient.
- (m) To grant issue authorise modify cancel or revoke certificates and diplomas of the Company as to the skill and qualifications of pilots navigators drivers mechanics and all persons managing driving constructing repairing or otherwise connected with aircraft of every description and to all things relating thereto as may be required and to make reports and recommendations to other clubs authorities or persons concerning the same.
- (n) To hire and employ secretaries clerks managers servants and workmen and to pay to them and to other persons in return for services rendered to the Company salaries wages gratuities and pensions.
- (o) To enter into any arrangement with any Government or local authority or any club company or person which may seem to be conducive to the objects of the Company and to acquire or obtain from any such Government or authority club company or person any charters decrees rights privileges and concessions which may be conducive to any such objects and accept make payments under carry out exercise and comply with any such arrangements charters contracts decrees rights privileges and concessions.
- (p) To invest the moneys of the Company not immediately required upon such securities as may from time to time be determined.
- (q) To raise and borrow money in such manner and upon such security (if any) or without giving security as the Company may think fit for the purposes of its objects and to secure the same or the repayment or performance of any debt liability contract guarantee or other engagement incurred or entered into or to be incurred or entered into by the Company in pursuance of its objects and in particular upon the security of a mortgage of all or any of the Company's property and rights (both present and future) or by the issue of debentures or debenture stock (perpetual or otherwise) charged upon all or any of the Company's property and rights (both present and future) and to purchase redeem or pay off any such securities.
- (r) To sell improve lease mortgage give in exchange dispose of or otherwise deal with all or any part of the property of the Company.
- (s) To take or accept any gift of property whether real or personal and whether subject to any special trust or not for any one or more of the objects of the Company.
- (t) To take such steps by personal or written appeals public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Company in the shape of donations annual subscriptions or otherwise.
- (u) To purchase or otherwise acquire and undertake all or any part of the property assets liabilities and engagements of any company association or club with which the Company is authorised to amalgamate or which has objects or purposes which in the opinion of the Governing body of the Company are similar to those of the Company.
- (v) To transfer all or any part of the property assets liabilities or engagements of this Company to any one or more companies associations or clubs with which this association is authorised to amalgamate.
- (w) To undertake and execute any trusts or business which may seem directly or indirectly conducive to any of the objects of the Company.
- (x) To print and publish any newspapers periodicals books programmes or leaflets that the Company may think desirable for the promotion of its objects.
- (y) To give donations subsidies or contributions to and to apply or make use of the assets of the Company for any patriotic charitable or benevolent object or any other object useful to the community.
- (ya) To grant bonuses gratuities pensions annuities and allowances to employees or ex-employees of the Company or the dependants or connections of such persons and to establish and support or aid in the establishment or support of institutions schemes funds trusts and conveniences calculated to benefit or assist the welfare of such persons and to make payments towards insurance or other methods of securing advantages for such persons.
- (z) To do all such other things as are incidental or conducive to the attainment of the above objects.

3. The income and property of the Company whencesoever derived shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the persons who at any time are, or have been, members of the Company or to any of them or to any person claiming through any of them, PROVIDED THAT nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Company or to any member thereof or other person in return for any services actually rendered to the Company nor prevent the payment of interest at a rate not exceeding 7 per centum per annum on money borrowed from any member of the Company.
4. The third paragraph of this Memorandum is a condition on which a licence is grant by the Attorney-General to the Company in pursuance of Section 27 of the Companies Act, 1915.
5. The liability of the members is limited.
6. If there be any contravention of the third paragraph of this Memorandum the liability of every member of the Company who contravenes such paragraph or who consents or assists in such contravention shall be unlimited.
7. Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up during the time that he is a member or within one year afterwards for payment of the debts and liabilities of the Company contracted before the time at which he ceases to be a member and of the costs charges and expenses of winding up the same and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding two dollars and in case of his liability becoming unlimited such other amount as may be required in pursuance of the last preceding paragraph of this Memorandum.
8. If upon a winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company to be determined by the members of the Company at or before the time of dissolution and in default thereof by any judge of the Supreme Court of Victoria or High Court of Australia as may have or acquire jurisdiction in the matter.

WE the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association.

#### NAMES AND ADDRESSES OF SUBSCRIBERS

| Name                   | Address  |
|------------------------|--|
| THOMAS WALTER WHITE,   | 321 Walsh Street, South Yarra, Manufacturer.   |
| GUY NEWTON MOORE,      | 360 Collins Street, Melbourne, Accountant.     |
| HARRY ALEXANDER RIGBY, | 482 Collins Street, Melbourne, Manager.        |
| EDWARD JOHN HART,      | 486 Bourke Street, Melbourne, Journalist.      |
| HARRY TURNER SHAW,     | "The Point", Beach Road, Cheltenham, Engineer. |

Witness --- WILLIAM ENDERSBY, Clerk to Pavey, Wilson and Cohen.  
Solicitors, 360 Collins Street, Melbourne.

DATED this twenty-seventh day of July, 1926.

**ARTICLES OF ASSOCIATION**  
OF  
**ROYAL VICTORIAN AERO CLUB**

(Last amended on 20 Sept. 1979)

(Current as at 1 Jan. 2009)

**INTERPRETATION**

- Definitions
- 1 In these articles unless there is something in the subject or context inconsistent therewith:
- “the Act” means the Companies Act 1958.
  - “the Australian Federation” means any body of which the Club is authorised by Clause (d) of Paragraph 2 of the Memorandum of Association to be a Member.
  - “the Club” means the Royal Victorian Aero Club.
  - “the - Committee” means the Committee for the time being of the Club.
  - “Debenture” includes debenture debenture stock bonds notes and other securities of the Club whether constituting a charge on its assets or not.
  - “Member” means a member of any class of membership whatsoever.
  - “misconduct” has the meaning assigned by Article 44.
  - “month” means calendar month.
  - “the Office” means the registered office for the time being of the Club.
  - “Qualified Pilot” means a person who holds or has held a private licence or higher licence under the Commonwealth Air Navigation Regulations or any other legislative provisions substituted therefor or their equivalent in any part of the British Commonwealth of Nations or who has been an aircraft pilot in any of Her Majesty’s Services and notwithstanding that his licence or qualifications may have lapsed.
  - “Special Resolution” has the meaning assigned thereto by the Act.
  - “in writing” includes printing typewriting lithography and other substitutes for writing and whether wholly or partly written typed or lithographed.
- A reference to the Act or any section thereof or to any other statute or section or part hereof shall be read as though the words “or any statutory modification thereof of any statutory provision substituted therefor” were added to such reference.
- Words importing the masculine gender include the feminine gender.
- Words importing the singular number include the plural and vice versa.
- Words importing persons include corporations except where such words refer to members of the Club.
- Marginal headings are for ease of reference only and do not form part of and shall not affect the construction of these articles.

**MEMBERSHIP**

- Number of Members
- 2 The number of members of the Club for the purposes of Members registration is 1,000 but the Committee may from time to time register any increases in the number of members in accordance with the Act.
- Privileges of Membership
- 3 A member upon his application and election shall be deemed to have submitted himself to the provisions of the Memorandum and these Articles of Association and of the By-Laws Rules and Regulations of the Club as from time to time in force and subject to such provisions and to the payment of his entrance fee (if any) and subscription shall be entitled to all the advantages and privileges of the particular class of membership to which he is elected or admitted and subject to the said provisions and payments shall be entitled at such charges as the Committee may from time to time determine to use in common with other members the premises and property of the Club and to avail himself of the facilities of the Club.
- Members Entitled to Memorandum and Articles
- 4 The Secretary shall as soon as practical after the admission of any member send to the member a copy of the Memorandum and Articles of Association of the Club.

**EXEMPTION OF CLUB AND EMPLOYEES FROM LIABILITY FOR INJURY  
ETC. AND INDEMNITY AGAINST CLAIMS**

- |                                     |  |
|-------------------------------------|--|
| Exemption<br>from<br>Liability      | 5 It is an express condition of all classes of membership of the Club that neither the Club nor its pilots instructional staff hangar staff managers nor any other the servants and agents of the Club whatsoever nor any other members of the Club shall be responsible for and that they shall respectively be exempt from all civil liability whatsoever in respect of the death of or personal injury to any member and all loss and damage to the property of any member caused contributed to or happening while such member whether undergoing training by the Club or exercising his privileges as a member or otherwise than in his capacity as a member is in on or about an airfield from which the Club's aircraft operate or the hangars workshops club rooms or other structures or grounds occupied by the Club or in on or about the Club's aircraft while on the ground or in the air whatever be the cause of such death injury loss or damage and whether the same arises from or is occasioned by the negligence or misconduct of or other breach of duty (whether absolute or not) by the Club or any of its pilots instructional staff hangar staff managers servants agents members or other persons whomsoever under any circumstances whatsoever and that they shall be indemnified by such member and his legal personal representatives from and against all actions suits claims and demands damages costs expenses and losses brought or made against or incurred by the Club or any person indemnified as aforesaid in respect of such death injury loss or damage sustained by such member. |
| Definitions                         | 6 In Article 5 "the Club's aircraft" includes all aircraft owned or operated by or on behalf of the Club and "airfield" includes the whole area of any landing area of whatsoever nature authorised by the Club for use by Club aircraft or other place used by any Club aircraft in emergency.  |
| Authority to<br>Club to<br>Contract | 7 Without prejudice to the fullest operation of Article 5 as a contract between the members (present and future) among themselves and as a contract between each member and the Club and to any other contract or arrangement to the like effect contained in any other document each member hereby authorises the Club in its uncontrolled discretion (but without the Club in any way being bound so to do) as his agent and on his behalf to enter into any contracts or arrangements with other members (present or future) and/or with the pilots instructional staff hangar staff managers and/or other the servants or agents of the Club and/or with visitors or other non-members and/or with the parents or guardians of or other persons who accept responsibility for any of such persons which contracts or arrangements in the opinion of the Committee are designed to give effect to all or any of the provisions of Article 5, whether by means of exonerating such member from or obtaining an indemnity for such member against any liability of such member referred to in Article 5 or by means of exonerating any other member or any pilot or member of the instructional staff or hangar staff or manager or any other servant or agent of the Club from or obtaining for any such persons an indemnity against any liability which they may incur in respect of the death of or personal injury to such member or loss or damage to his property as contemplated by Article 5.  |
| Applications<br>for<br>Membership   | 8 Without derogation from the power of the Committee to prescribe forms of application for membership of the various classes of members the Committee may require that all or any such application forms shall contain such provisions and agreements as the Committee in its uncontrolled discretion deems appropriate for the purpose of giving effect to the provisions of Articles 5 and 7.  |
| Indemnity<br>by Existing<br>Members | 9 The Committee may at any time require any member and in the case of a member under the age of 18 years the parent or guardian of such member to sign an agreement containing such provisions and agreements as the Committee in its uncontrolled discretion deems appropriate for the purpose of giving effect to or confirming the provisions of Articles 5 and 7. If such, member (and where requisite his parent or guardian) refuses to sign such agreement or fails so to do within a period of one month after receiving notice of the Committee's requirement the Committee may suspend such member from all the privileges of membership unless and until such requirement is complied with.   |

**CLASSES OF MEMBERSHIP AND QUALIFICATION FOR MEMBERSHIP**

Classes and Qualifications

10 The members of the Club shall be of the undermentioned classes and any person who has the qualifications set out below against any of such classes shall be eligible for membership of such class:

| <b>Class of Membership</b>      | <b>Qualifications</b>  |
|---------------------------------|--|
| (a) Flying Members              | Persons of not less than 18 years of age who (except in the case of persons elected as Flying Members on or before the 1st October 1969) are Qualified Pilots.   |
| (aa) Provisional Flying Members | Persons of not less than 18 years of age holding or intending to obtain a student pilot licence under the Commonwealth Air Navigation Regulations or any other legislative provision substituted therefor.   |
| (b) Country Members             | Persons of not less than 18 years of age who permanently reside outside a radius of eighty kilometres from the Office.   |
| (c) Observer Members            | Persons of not less than 18 years of age.  |
| (d) Junior Flying Members       | Persons who are not less than 15 years of age but who are under the age of 18 years  |
| (e) Temporary Members           | Members of aero clubs which are members of the Australian Federation or which are otherwise affiliated with the Federation Aeronautique Internationale   |
| (f) Honorary Members            | <ul style="list-style-type: none"> <li>(i) Serving members of any of Her Majesty's defence forces;</li> <li>(ii) Serving members of the Defence Forces of any country allied with the Commonwealth of Nations;</li> <li>(iii) Members of the defence forces of the Commonwealth of Australia who are undergoing training or are undergoing refresher courses in flying;</li> <li>(iv) Senior officers of any Commonwealth or State government Department;</li> <li>(v) Persons nominated by the Australian Federation; or</li> <li>(vi) Distinguished persons nominated by the Committee.</li> </ul> |
| (g) Honorary Life Members       | <ul style="list-style-type: none"> <li>(i) Ladies or Gentlemen of distinguished position or attainments;</li> <li>(ii) Members who have rendered distinguished service to the Club.</li> </ul>   |
| (h) Life Members                | Persons who have been Flying Members for not less than 15 years.   |

Employees Ineligible 11 No employee of the Club shall be qualified for membership of the Club. In the event of any member of the Club becoming an employee of the Club he shall ipso facto cease to be a member. For the purposes of this Article the word "employee" shall not include:

- (a) any person acting in an honorary capacity;
- (b) persons employed by the Club with or without remuneration for the purpose of enabling them to acquire such knowledge or experience as may be requisite to pass an examination in or as may be incidental to tuition in flying or engineering;
- (c) such other persons as the Committee may from time to time in its absolute discretion determine.

Voidable Applications 12 If in an application for membership any person makes a false or misleading or inaccurate statement or if in connection with his application for membership any person fails to disclose any information required by the application form or by the Committee to be disclosed the membership of such person shall be voidable at any time at the discretion of the Committee and no member whose membership is determined pursuant to this Article shall have any right to a refund of all or any part of any entrance fee or subscription except insofar as the Committee may in its absolute discretion determine.

**RECLASSIFICATION OF EXISTING MEMBERS**

Reclassification 13 All persons who immediately prior to the date of adoption of this Article were members of the Club and who appear to the Committee to be no longer qualified for membership of the class of which they were formerly members by reason of the altered qualifications for membership of such class shall be reclassified by the Committee into one of the classes specified in Article 10 for which they appear to be qualified and the Secretary shall note such reclassification in the Register accordingly. Particulars of such reclassification shall be displayed in the Club rooms for a period of fourteen days. The Committee may if it thinks fit in all or any cases by notice given to the member within three months after the adoption of this Article require the member to duly complete and sign a new application form appropriate to such reclassification and by way of confirmation thereof and if a member fails to do so within a period of three months after the giving of such notice he shall cease to be a member of the Club and meanwhile the Committee may suspend him from all or any of the privileges of membership. Notwithstanding the foregoing all members who prior to the adoption of this Article were Junior Members shall automatically become Junior Flying Members. The reclassification of any member pursuant to this Article shall be deemed to be retrospective to the date of adoption of this Article notwithstanding that a new application form may be signed subsequently.

**APPLICATION FOR AND ELECTION OF FLYING MEMBERS COUNTRY MEMBERS OBSERVER MEMBERS AND JUNIOR FLYING MEMBERS**

Application 14 Every application for Flying Membership Provisional Flying Membership Country Membership Observer Membership or Junior Flying Membership shall be made in writing in such form and shall contain such particulars as the Committee may from time to time require or accept. The application form shall be signed by the applicant and also by his proposer and seconder (being two members of the Club who are neither Temporary Members nor Honorary Members) to whom the applicant is personally known but in the case of an applicant not personally known to a member or members of the Club the Committee may waive the requirement that the application be proposed and/or seconded. In the case of an applicant who is under the age of 18 year's the application form shall be duly completed and signed by the parent or guardian of the applicant in accordance with the tenor of the form for the time being prescribed.

Lodging Application 15 The duly completed application shall be delivered to the office accompanied by the appropriate entrance fee and subscription.

Display of Names 16 Application forms for Flying Membership Provisional Flying Membership Country Membership Observer Membership or Junior Flying Membership or copies of such forms shall be displayed in a conspicuous place in the Club premises for at least two weeks before the election of the applicants.

- Election by Committee 17 After an interval of not less than two weeks from the nomination of a Flying Member Provisional Flying Member Country Member Observer Member or Junior Flying Member the Committee may elect the applicant to membership of the class applied for. If three votes are cast against the applicant the application shall be rejected. Voting shall be by secret ballot if required by any member of the Committee. A record shall be kept by the Secretary of the number of members voting,
- Registration 18 If the applicant is elected and provided that his entrance fee and subscription have been paid the Secretary shall enter his name and address in the register and he shall thereupon become a member of the class in question.
- Rejected Applications 19 If the application is rejected the Secretary shall notify the applicant thereof and refund his subscription. No person whose application has been rejected shall submit a further application for membership of any class within twelve months of such rejection unless the Committee in its discretion so permits.

**APPLICATION FOR AND ELECTION OF HONORARY LIFE MEMBERS  
HONORARY MEMBERS AND TEMPORARY MEMBERS**

- General 20 No person may become an honorary member (including an Honorary Life Member) or a temporary member or be relieved of the payment of the regular subscription except those possessing the qualifications defined in these Articles and subject to the conditions and regulations prescribed herein.
- Honorary Life Members 21 The Committee may elect any qualified person to be an Honorary Life Member and upon such person signing a form of application for Honorary Life Membership in such form and containing such particulars as the Committee may from time to time require or accept and delivering the same to the Office the Secretary shall enter his name and address in the Register and he shall thereupon become an Honorary Life Member for his life without liability for any entrance fee or annual subscriptions and shall be entitled to the same rights and privileges as a Flying Member.
- Honorary Members 22 If any qualified person is proposed and seconded in writing by two members of the Club who are neither Temporary Members nor Honorary Members the Committee may elect any qualified person to be an Honorary Member for such period as the Committee thinks fit and upon such person signing a form of application for Honorary Membership in such form and containing such particulars as the Committee may from time to time require or accept and delivering the same to the Office the Secretary shall enter his name and address in the Register and he shall thereupon become an Honorary Member for such period or periods without liability for any entrance fee or annual subscriptions during such period and shall be entitled to all the privileges of an Honorary Member. The Committee may extend the said period from time to time but the period of each such extension shall not exceed twelve months.
- Temporary Members 23 Every application for Temporary Membership shall be made in writing in such form and containing such particulars as the Committee may from time to time require or accept and shall be signed by the applicant. The duly completed application shall be delivered at the Office accompanied by the appropriate subscription (if any). The Committee or any two members of the Committee may elect the applicant as a Temporary Member and provided that his subscription has been paid the Secretary shall enter his name and address in the Register and he shall thereupon become a Temporary Member and shall remain such for a period of two months following the date of such registration unless his membership is terminated earlier by the Committee.

**CHANGE IN MEMBER'S QUALIFICATIONS**

- Notification of Changes 24 If a member of whatsoever class changes his permanent residence or if any change occurs in any of the circumstances by virtue of which he is qualified for membership of such class he shall forthwith give notice in writing to the Club of such change.

**ADMISSION OF MEMBERS TO DIFFERENT CLASSES**

- Admission to Different Classes 25 If —
- (a) a Junior Flying Member attains the age of 18 years. or
  - (b) a Provisional Flying Member obtains a private pilot licence, or
  - (c) a Flying Member a Provisional Flying Member a Country Member an Observer Member or a Temporary Member desires to be admitted to membership of any other such classes or to Life Membership and is qualified for membership of such class,
- such member may deliver to the Office an application for Flying Membership Life Membership Provisional Flying Membership Country Membership or Observer Membership (as the case may be) in the form for the time being required or accepted by the Committee (which application need not be proposed or seconded) together with the sums (if any) payable in accordance with the provisions of Article 33 and the Committee if it is satisfied that the applicant is duly qualified for membership of the class applied for shall elect him to membership of such class. The Secretary shall enter such change of classification in the Register and thereupon such change shall take effect.

**THE REGISTER OF MEMBERS**

- The Register 26 The Secretary shall cause to be kept at the Office a Register of Members in accordance with the Act and in addition to any other particulars required by the Act shall cause to be entered therein with respect to each member:
- (a) His full name and the address of his permanent residence, or if he has no permanent residence, such other address as he may have, and also his occupation;
  - (b) The date upon which he was entered in the Register as a member;
  - (c) The class of his membership;
  - (d) The date at which he ceased to be a member;
  - (e) Dates and particulars of any other changes which are required by these Articles to be entered in the Register;
  - (f) The date of the latest payment by each member of his annual subscription.
- Particulars of Former Members 27 The names and particulars relating to persons who have ceased to be members may be kept separately from the names and particulars relating to current members and shall be kept for not less than fifteen years after such persons ceased to be members.
- Form of Register 28 The Register may be kept either by making entries in bound books or by recording the foregoing matters in any other manner permitted by Section 3 (3) of the Act.

**ENTRANCE FEES SUBSCRIPTIONS LEVIES AND OTHER MONEYS**

- Entrance Fees 29 The Committee may from time to time determine in respect of any class of membership other than that of Honorary Members and Honorary Life Members that entrance fees shall or shall not be payable and may determine the amount of any entrance fees so payable and the date as from which the same shall come into force.
- Subscriptions 30 The Committee may from time to time determine in respect of any class of membership other than Honorary Members, Life Members and Honorary Life Members that subscriptions shall be payable as annual subscriptions or as other types of subscriptions and may determine the amount of any such subscriptions so payable and the date as from which the same shall come into force. Provided that no annual subscription shall be less than \$10.00 and no subscription payable in respect of any period of membership less than a year shall be less than \$1.00.
- The subscriptions otherwise payable
- (a) by any Member whose husband or wife is a Flying Member or an Observer Member, and
  - (b) by any Provisional Flying Member who has not completed one year of pilot training and who does not use the Club House facilities,
- may be reduced as the Committee from time to time determines provided that such reduced subscriptions shall not be less than the minimum subscriptions provided by this Article and further provided that if such a Provisional Flying Member does use the Club House facilities in any period for which such reduced subscription is payable then the full subscription shall thereupon become payable by him in respect of that period.

- Subscriptions Payable in Advance
- 31 All subscriptions shall be payable in advance on election and subsequently in advance on the 1st day of July in each year.
- Reduced Subscriptions in Certain Cases
- 32 In the case of an annual subscription payable by a person who first becomes a member of the Club on or after the first day of January in any year and before the Thirtieth day of June following the annual subscription payable in respect of the year then current shall be reduced on the following scale:
- | Month in which a person first becomes a member | Percentage of current annual subscription payable. |
|--|--|
| January  | 60%  |
| February                                       | 50%  |
| March  | 40%  |
| April  | 30%  |
| May  | 20%  |
| June   | 10%  |
- Effect of Change in Classification
- 33 In the case of any change in the classification of a member of any class pursuant to the provisions of Articles 13 or 25 the additional sums (if any) payable by the member to the Club shall be as follows:—
- Life Membership Fee**  
On the date of change from a Flying Member to a Life Member such member shall pay to the Club a fee of \$200 or such other fee as the Committee may from time to time determine.
- Entrance Fee**  
If the Entrance Fee payable on the date of such change in respect of the new class of membership is greater than the Entrance Fee payable on that date by members of the former class then the member shall pay the difference between such fees.
- Annual Subscription**  
If the Annual Subscription payable on the date of such change in respect of the new class membership is greater than the Annual Subscription payable on that date by members of the former class then—
- (a) If such change occurs on or after the First day of July and before the First day of January then the members shall pay the difference between such Annual Subscriptions:
- (b) If such change occurs on or after the First day of January and before the First day of July then the member shall pay half the difference between such Annual Subscriptions.
- Provided that if on the date of such change no Entrance Fee is payable by members of the former class then the member shall pay the full Entrance Fee payable in respect of the new class of membership and that if on the date of such change no Annual Subscription is payable by members of the former class then the member shall (subject to the provisions of Article 32 if applicable) pay the full Annual Subscription payable in respect of the new class of membership, No change of classification shall entitle a member to any refund.
- Termination for Non-Payment
- 34 A notice shall be sent to each member on or before the First day of July in each year stating the amount due by him to the Club, including the annual Subscription due on that date and any levy fine interest debt or other amount whatsoever. Any member failing to pay such amount before the First day of September subsequent may be excluded from all privileges of membership until the same shall have been paid and it shall be lawful for the Committee to remove his name from the list of members, and it shall be competent for the Committee to restore any person whose name has been so removed to his former status in the Club on payment of the amount due but only during the currency of that financial year.
- Power to Levy
- 35 Subject to the provisions of Articles 36 and 37 the Committee may by resolution make a levy or levies upon the members of those classes whose subscriptions are payable annually for such sums as the Committee may determine and all members of such classes shall remain bound to pay such levy notwithstanding any omission to give notice or non-receipt of such notice. Levies may be made payable by instalments.

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| Levy to be Proportionate to Annual Subscriptions |    | No member who is not a Flying Member shall be bound to pay pursuant to any levy a sum greater than the sum which bears to the amount payable by Flying Members under the levy the same proportion as the annual subscription last paid or payable by such member prior to the date of the making of the levy bears to the annual subscription last paid or payable by Flying Members prior to the date of the making of the levy. |
| Limitation on Liability                          | 37 | No member shall be bound to pay to the Club pursuant to any levy or to all levies made in the one financial year a total sum which exceeds the annual subscription last paid or payable prior to the date of the making of the levy or if more than one the date of the making of the first of such levies.   |
| Date of Levy                                     | 38 | A levy shall be deemed to have been made on the date on which the resolution making the levy was passed and shall for the purposes of these Articles be deemed to be due on such date.  |
| Notice of Levy                                   | 39 | Notice of the making of a levy shall be given to the members liable for such levy and each member shall (subject to receiving at least fourteen clear days notice specifying the time or times of payment) pay to the Club at the time or times so specified the amount levied upon him.  |
| Interest   | 40 | If any sum levied or part hereof is not paid on or before the day appointed for payment thereof the member liable to pay the same shall (without prejudice to the provisions of Article 34) pay interest thereon at the rate of ten per centum per annum from the day appointed for payment thereof to the time of actual payment but the Committee may waive payment of all or any of such interest.                             |
| Former Members Remain Liable                     | 41 | A member whose membership ceases in any manner shall remain liable to the Club for all fees subscriptions levies fines interest and other moneys due prior to the date of such termination (including the subscription payable in respect of the period current at the date of such termination) irrespective of whether the same are presently payable at the date of such termination.  |

**REINSTATEMENT OF FORMER MEMBERS**

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| Reinstatement | 42 | Except as provided by Article 49 the Committee may upon application by any former member reinstate him to membership upon payment of the subscription for the then current year or such proportionate part thereof as the Committee thinks appropriate together with such other moneys (if any) as the Committee thinks fit. |
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**ABSENTEE MEMBERS**

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| Suspension of Subscription and Privileges | 43 | The Committee may at the request of any member intending to be absent from Victoria direct that his name be placed on a list of Absentee Members to be kept by the Secretary. While the member's name remains on such list he shall be exempt from the payment of annual subscriptions and shall be suspended from all the privileges of membership. A member whose name appears on the list of Absentee Members shall not cease to be suspended from the privileges of membership except with the consent of the Committee and upon payment of the subscription for the current year or such proportionate part thereof as the Committee may determine. The committee may at any time at its discretion direct that the name of a member on the list of Absentee Members be removed from such list and such member shall thereupon be removed accordingly and notice of such removal shall be given to the member as soon as practicable. |
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**MISCONDUCT**

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| Misconduct | 44 | For the purposes of these Articles "misconduct" means all or any one or more of the following. <ul style="list-style-type: none"> <li>(a) The breach of any provision of the Memorandum of Association or of the Articles of Association or of any By Law Rule or Regulation of the Club;</li> <li>(b) Conduct rendering it desirable in the opinion of the Committee or general meeting (as the case may be) that a member should cease to be a member;</li> <li>(c) Unsportsmanlike or ungentlemanly conduct;</li> <li>(d) Conduct prejudicial to the interests of aeronautics or of the Club;</li> <li>(e) Wilful destruction of or wilful damage to or wrongful removal of any property of the Club; or</li> <li>(f) Negligence causing or contributing to the destruction of or damage to aircraft owned or operated by the Club.</li> </ul> |
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| Hearing by<br>Committee                      | 45 If it appears to the Committee that a member may have been guilty of misconduct the Secretary or Manager shall if so directed by the Committee cause to be given to such member notice stating the general nature of the conduct which may constitute misconduct and that on a date and at a time and place to be specified in such notice the Committee will meet to consider whether he should be dealt with under this Article. Such notice shall be given not less than seven clear days before the date so specified therein. At such meeting of the Committee or at any adjournment thereof the Committee shall allow such member if he is present to give any explanation and state any reasons why he should not be dealt with under this Article. It shall be no objection to the validity of the proceedings at such meeting that all or any members of the Committee have accused the member concerned of misconduct or have initiated (whether as a Committee or individually) the holding of such meeting. If the member whose conduct is being considered is a Committee Member such member shall not vote either on any resolution giving rise to the convening of such meeting or at such meeting.   |
| Disciplinary<br>Powers of<br>Committee       | <p>46 If the Committee at such meeting is of opinion that the member has been guilty of misconduct the Committee may by a resolution in favour of which there have voted not less than seven members of the Committee impose any one or more of the following penalties:—</p> <ul style="list-style-type: none"> <li>(i) Caution the member;</li> <li>(ii) Suspend the member from all or any of the privileges of membership indefinitely or for such period as is thought fit or disqualify him therefrom;</li> <li>(iii) Impose upon the exercise by the member of all or any of the privileges of membership such conditions or restrictions as are thought fit;</li> <li>(iv) Impose a fine not exceeding any sum which may be specified in any Article By-Law Rule or Regulation as the penalty for such misconduct or if no sum be so specified then not exceeding \$200;</li> <li>(v) Expel the member <b>PROVIDED</b> that if the member is a member of the Committee then the Committee shall have no power of expulsion but may submit the question of expulsion to a general meeting as provided by Article 48;</li> <li>(vi) In the case of misconduct which in the opinion of the Committee falls within paragraph (e) and/or paragraph (f) of Article 44 — fine the member all or any portion of such sum as may be thought necessary to adequately recompense the Club for such destruction damage or removal.</li> </ul> <p>Upon written notice of the penalty or penalties imposed by the Committee being given to the member by the Club such penalty or penalties shall take effect. The Committee shall not be bound to specify any grounds or reasons for its decision.</p> |
| Notice of<br>Appeal to<br>General<br>Meeting | 47 A member expelled pursuant to Article 46 may by notice in writing received at the Office not later than seven clear days after written notice of such expulsion is given to him appeal to a general meeting of the members. If such application is duly lodged the appellant shall be deemed to have been merely suspended from all the privileges of membership between the date of such expulsion and the time at which such general meeting resolves upon the question or finally dissolves without having so resolved and in the latter case the expulsion shall be nullified.   |
| Appeal to<br>General<br>Meeting              | 48 Where a member gives notice of appeal to a general meeting pursuant to Article 47 or the Committee resolves to submit the question of expulsion to a general meeting pursuant to paragraph (v) of Article 46 the Committee shall convene a general meeting of the members to be held as soon as conveniently practicable. At such meeting or any adjournment thereof the member if present shall be allowed to give any explanation and state any reasons why he should not be expelled. The meeting may by ordinary resolution expel the member. If the meeting does not expel the member it may by ordinary resolution exercise all or any of the powers of imposing penalties vested in the Committee by Article 46 to the extent that the Committee has not already exercised any of such powers and without prejudice to the generality of the foregoing may increase any fine or period of suspension imposed by the Committee.  |
| Readmission<br>and Lifting<br>of Penalties   | 49 The Committee may by resolution in favour of which there have voted not less than seven members of the Committee readmit a member who has been expelled from membership or terminate or modify any other penalties imposed by the Committee or by a general meeting.   |

Recovery of Fines 50 Any fine duly imposed on a member pursuant to these Articles shall be a debt due to the Club by such member.

#### DISQUALIFICATION

Bankruptcy Etc. 51 No person who is a bankrupt or who has entered into any composition or arrangement with or who has assigned his estate for the benefit of his creditors or who has been convicted of any offence and sentenced to imprisonment in a civil gaol for a term in excess of 14 days and without the option of a fine (whether or not the sentence be suspended) or who is found lunatic or becomes of unsound mind or a patient or an infirm person under the Public Trustee Act 1958 or becomes subject to any comparable provisions of the law of any other State territory or country shall be qualified to be or remain a member of any class unless the applicant or member makes known in writing to the Committee the full circumstances relating to such matters and the Committee if in all the circumstances it thinks fit waives such disqualification. Upon any such matters being brought to the notice of the Secretary in relation to any member the Secretary shall subject to any contrary direction from the Committee forthwith remove the name of such member from the Register of Members and shall notify the Committee thereof but on the application of such former member the Committee may if in all the circumstances it thinks fit reinstate him without entrance fee.

#### CESSATION OF MEMBERSHIP

Cessation of Membership 52 A member's membership of the Club shall cease

- (a) If his membership terminates through non-payment as provided by Article 34;
- (b) If he ceases to possess the qualifications making him eligible to be a member and does not within a period of two months thereafter become duly qualified for the same class of membership or become admitted to any other class of membership;
- (c) If he is expelled pursuant to Articles 46 or 48;
- (d) If he is disqualified as provided by Article 51 and such disqualification is not waived as therein provided;
- (e) If he resigns his membership by notice in writing delivered at the Office or dies PROVIDED that the Committee may if it thinks fit refuse to accept the resignation of a member against whom proceedings under Articles 46 or 48 have been instituted or are about to be instituted in which event such resignation shall be of no effect;
- (f) If he is disqualified by virtue of Article 11; or
- (g) If he ceases to be a member by virtue of any other provision of these Articles.

No Claims against Club 53 Without prejudice to the provisions of Article 41 no member whose membership ceases in any manner shall have any right to a refund of all or any part of any entrance fee or subscription except insofar as the Committee in its absolute discretion may determine and no such person shall have any right to or claim on an portion of the property of the Club.

#### FLYING FACILITIES AND INSTRUCTION

Persons Entitled To Fly Etc. 54 The privileges of flying aircraft owned or held on charter hire or lease by the Club and of receiving instruction in flying shall, except by direction of the Committee, be made available only to the following persons and on payment of the fees from time to time determined by the Committee:

Flying Members;  
Life Members;  
Provisional Flying Members;  
Country Members;  
Junior Flying Members;  
Temporary Members;  
Honorary Members and  
Honorary Life Members.

**PROVIDED** that notwithstanding the foregoing such privileges shall be made available to such members only upon such terms and conditions as the Committee may determine and the Committee if it thinks expedient shall be entitled to refuse to any such person all or any such privileges either absolutely or except on such conditions as in the opinion of the Committee may be expedient.

## GENERAL MEETINGS

- Annual General Meetings 55 An Annual General Meeting of the members shall be held in the month of September or October in each year or as soon thereafter as is practicable at such time not being more than fifteen months after the holding of the last preceding Annual General Meeting and at such place as the Committee may determine.
- Extraordinary General Meetings 56 All General Meetings of the Club other than Annual General Meetings shall be called Extraordinary General Meetings. The Committee may whenever it thinks fit and it shall when required under the Act convene an Extraordinary General Meeting of the Club.
- Requisition for Extraordinary General Meetings 57 An Extraordinary General Meeting of the members shall be convened on there being received at the Office a requisition signed by not less than forty members of the Club entitled at the date of receipt at the Office of the requisition to attend and vote at general meetings and stating the purpose for which the meeting is to be called. The requisition may consist of several documents in like form each signed by one or more requisitionists. The Committee shall convene such Extraordinary General Meeting to be held within thirty-five days after the date of receipt of the requisition and may include in the notice convening the meeting such other business as the Committee thinks fit. No business shall be transacted at the meeting except that specified in the notice convening the meeting.
- Notice of General Meetings Subject to the provisions of the Act as to the notice requisite for Special Resolutions not less than fourteen clear days notice of any Annual or Extraordinary General Meeting specifying the place day and hour of the meeting and in case of Special Business the general nature of such business shall be given in the manner hereinafter provided to all members entitled to attend and vote at such meeting.
- Notice in Magazine 59 Any notice convening an Annual General or Extraordinary General Meeting may if the Committee so determines be printed in any magazine published with the authority of the Committee.
- Omission Etc. to Give Notice 60 The non-receipt of notice of a general meeting by or the accidental omission to give such notice to any person shall not invalidate any resolution passed at a general meeting.

## BUSINESS OF MEETINGS AND NOTICES OF MOTION

- Ordinary Business of Annual Meetings and Special Business 61 The ordinary business of an Annual General Meeting shall be all or any of the following:—
  1. To confirm the minutes of the preceding meeting;
  2. To receive the Annual Report of the Committee;
  3. To receive and consider and deal with the Balance Sheet and the Profit and Loss Account;
  4. To receive the Auditors' Report;
  5. To elect Committee members in accordance with these Articles;
  6. To elect Auditors and to fix or authorise the Committee to fix the remuneration of the Auditors;
  7. To transact any other business which is required by the Act or these Articles to be transacted at any Annual General Meeting.All business other than such as is above described that is transacted at any Annual General Meeting and all business transacted at any Extraordinary General Meeting shall be deemed Special Business.
- Notices of Motion 62 No Special Business shall be included in the notice of the Annual General Meeting or transacted thereat unless approved by the Committee or unless notice of a motion in relation thereto signed by not less than ten members entitled to attend and vote thereat is received at the Office not less than twenty-eight clear days prior to the day appointed for holding such Annual General Meeting.
- Annual Meeting may Permit Resolutions Without Notice 63 Except in the case of a Special Resolution an Annual General Meeting may by resolution allow the transaction of any Special Business notwithstanding that the provisions of Article 58 as to notice of Special Business and/or of Article 62 have not been complied with but no Special Business shall be transacted at an Extraordinary Meeting unless the general nature of such business is specified in the notice convening the meeting.

## PROCEEDINGS AT GENERAL MEETINGS

- Quorum 64 The quorum for a general meeting shall be twenty members present personally or by proxy or attorney. Except as is specifically provided to the contrary in these Articles no item of business shall be transacted at a general meeting except the election of a chairman and the adjournment of the meeting unless the requisite quorum is present at the commencement of business.
- Effect of Lack of Quorum 65 If within thirty minutes from the time appointed for a general meeting a quorum is not present the meeting if convened upon the requisition of members shall be dissolved but in any other case it shall stand adjourned to the same day in the next week at the same time and place unless such day is a public holiday when the adjourned meeting shall be held on the next working day following and if at such adjourned meeting a quorum is not present the meeting shall be dissolved.
- Chairman 66 The President shall be entitled to take the chair at every general meeting but if there be no President or if at any meeting he is not present at the time appointed for holding the meeting or being present is unwilling to act as chairman of the meeting the members present may choose another Committee Member as Chairman and if no Committee Member be present or if all the Committee Members present decline to take the chair then the members present shall choose one of their own number to be Chairman of the meeting.
- Adjournment 67 The Chairman of a general meeting may with the consent of the meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business which was left unfinished at the meeting from which the adjournment took place. If any meeting is adjourned for more than thirty days notice of such adjournment shall be given to all the members entitled to receive notices of general meetings in the same manner as notice was or ought to have been given of the original meeting but otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- Show of Hands 68 Subject to the provisions of these Articles relating to ballots every question submitted to a general meeting shall in the first instance be decided by a show of hands and each person present and entitled to vote whether in his own right or as proxy or attorney of a member shall have one vote on a show of hands.
- Minutes as Evidence of Result Thereof 69 At any meeting unless a poll be duly demanded before or upon the declaration of a show of hands a declaration by the Chairman of the meeting to the effect that a resolution has been carried or carried unanimously or by a particular majority or lost having regard to the majority required or lost and an entry to that effect in the minute book signed by the Chairman at that or the next succeeding meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- Demand for Poll 70 A poll shall be duly demanded only if before or on the declaration of the show of hands it is demanded by the Chairman of the meeting or by not less than five members present in person and entitled to vote.
- Taking of Poll 71 A poll demanded on the election of a Chairman of a general meeting or on a question of adjournment shall be taken forthwith and a poll demanded on any other question shall be taken in such manner and at such time and place as the chairman of the meeting directs and either at once or after an interval or adjournment or otherwise and the result of the poll shall be deemed to be a resolution passed on the date on which it was in fact passed. The demand for a poll may be withdrawn. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll is demanded.
- Chairman's Casting Vote 72 In the case of an equality of votes whether on a show of hands or on a poll the Chairman of the meeting at which the show of hands takes place or the poll is demanded shall have a casting vote in addition to any other vote or votes to which he may be entitled.

Disputed Votes 73 No objection shall be made as to the validity of any vote except at the meeting or poll at which the vote is tendered or at which the result of a ballot is to be declared and every vote not disallowed at such meeting or poll and whether given or purporting to be given personally or by proxy or attorney shall be deemed valid. In case of any dispute as to the admission or rejection of a vote the chairman of the meeting shall determine the same and such determination made in good faith shall be final and conclusive.

**VOTES OF MEMBERS AT GENERAL MEETINGS**

Members Entitled to Vote 74 Subject to the provisions of Article 80 the members who shall be entitled to attend and vote whether at general meetings or on a ballot shall be Flying Members Life Members and Honorary Life Members.

Manner of Voting 75 Votes may be given either personally or by proxy or by power of attorney.

Proxy must be a Member 76 No person shall be appointed a proxy who is not a member of the Club,

Delivery of Proxy or Power of Attorney 77 The Power of Attorney or the instrument appointing a proxy and the power of attorney if any under which it is signed or proof thereof to the satisfaction of the Committee as the case may be shall be deposited at the Office at least twenty-four hours before the time appointed for the meeting at which the person named in such instrument proposes to vote in respect thereof,

Form and Extent of Proxy 78 No proxy shall be available for any meeting other than that for which it is expressly given or any adjournment thereof and every proxy shall be in writing under the hand of the appointer in the form following or to the same effect.

*I hereby appoint .....my proxy to vote for me at a general meeting of the members of the Royal Victorian Aero Club to be held on the .....day of.....20?? or at any adjournment thereof and to demand a poll.*

*Dated this .....day of .....20??*

But the powers of a person acting under a proxy may be limited to such an extent as the member giving it may think fit. If two or more proxies from the same appointer are presented in respect of the same meeting the last in date only shall be valid.

When Proxy Etc. Valid though Revoked 79 A vote given in accordance with the terms of an instrument of proxy or power of attorney shall be valid notwithstanding the previous death of the principal or revocation of the proxy or power of attorney provided no intimation in writing of such death or revocation is received at the Office before the meeting. A proxy shall not be revoked by the principal attending and taking part in the meeting unless such principal actually votes on the resolution for which the proxy is proposed to be used.

Disqualification by Suspension 80 No member shall be entitled to be present or to vote either personally or by proxy or attorney and no person shall be entitled to be present or to vote as proxy or attorney for any member at any general meeting or upon a poll or ballot or be reckoned in a quorum while such member is in accordance with these Articles suspended from all the privileges of membership or from the privilege of voting.

**THE COMMITTEE**

Powers of the Committee 81 The management and control of the business and affairs of the Club shall be vested in the Committee which (in addition to the powers and authorities by these Articles expressly conferred upon the Committee) may carry into effect all or any of the objects of the Club as expressed or implied by the Memorandum of Association and may exercise all such powers of the Club and do all such acts and things as may be exercised or done by the Club and are not by the Act or these Articles expressly directed or required to be exercised or done by the Club in general meeting subject nevertheless to the provisions of the Memorandum of Association and of these Articles and of the Act and to such regulations not being inconsistent with the aforesaid provisions as may be prescribed by the Club in general meeting but no regulation made by the Club in general meeting shall invalidate any prior act of the Committee which would have been valid if that regulation had not been made.

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| The Committee                                | 82 | The Committee shall consist of Nine Committee Members or such greater or less number (being not less than seven) as may be determined by resolution of an Annual General Meeting. Only Flying Members Life Members and Honorary Life Members shall be eligible for election to the Committee.  |
| Present Committee Continues                  | 83 | The persons who are members of the Committee upon the adoption of this Article shall continue in office subject to the provisions of these Articles.   |
| Qualified Pilots                             | 84 | Not less than seven members of the Committee shall be qualified pilots but the continuing committee members may act notwithstanding that the composition of the Committee is at any time other than as required by this Article.   |
| Retirement By Rotation                       | 85 | At each Annual General Meeting three Committee Members (in addition to any Committee Members retiring pursuant to Article 103) shall retire from office. Retiring Committee Members shall hold office until the termination of the meeting at which their successors are elected.  |
| Determination of Committee Members to Retire | 86 | The Committee Members to retire at any Annual General Meeting shall be those who have been longest in office since their last election but as between Committee Members elected at the same time the Committee Members to retire shall in default of agreement between them be determined by lot.  |
| Retiring Committee Eligible                  | 87 | A retiring Committee Member shall be eligible for re-election.   |
| Nominations                                  | 88 | Nominations for the Committee shall be made in writing in such form as the Committee may from time to time prescribe or accept and shall be signed by the candidate and also by two members nominating him and shall (unless lodged pursuant to Articles 96 or 97) be received at the Office not less than twenty-eight clear days before the day of the Annual General Meeting. The nomination shall specify whether the candidate is a qualified pilot within the meaning of Article 84.   |
| Posting up of Nominations                    | 89 | The names of the candidates and their nominations shall be posted up in the Club rooms and in the Office at least fourteen clear days before the Annual General Meeting.   |
| Election at Annual General Meeting           | 90 | At each Annual General Meeting elections shall be held as herein provided to fill up vacancies on the Committee caused by retirement by rotation or casual or other vacancies not previously filled.   |
| Nominations Not Exceeding Vacancies          | 91 | If the number of candidates duly nominated for election and apparently eligible does not exceed the number of vacancies no ballot shall be held but candidates shall be declared elected in accordance with the provisions of Articles 96 and 97.  |
| Ballot Where Nominations Exceed Vacancies    | 92 | If the number of candidates duly nominated for election and apparently eligible exceeds the number of vacancies a ballot shall be taken, Not less than fourteen clear days before the day of the Annual General Meeting a ballot paper shall be posted to each member entitled to vote at general meetings of members of the Club and the provisions of these Articles relating to notices shall apply to such ballot papers. The ballot paper shall contain the names of the candidates duly nominated and apparently eligible for election arranged in alphabetical order and the word "Pilot" may be placed against the name of any candidate who is a qualified pilot within the meaning of Article 84. Each ballot paper shall be initialled by a senior executive officer of the Club who is not a member. With each ballot paper shall be sent two envelopes one of which shall bear the address of the Office with such other matter as the Committee may think appropriate and the other of which shall bear the words "Ballot Paper". Neither the latter envelope nor the ballot paper shall be marked or otherwise be such as to enable the identification of the voter to whom it is sent. On or with the ballot paper there shall appear the provisions of Articles 93 and 94 together with such other instructions as the Committee considers appropriate. |

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| Voting by<br>Ballot                            | 93 | A member's vote shall be recorded by leaving on the ballot paper the names of the candidates for whom he wishes to vote and by striking out all other names but such votes shall not be valid unless the member votes for the same number of candidates as there are vacancies to be filled neither more nor less. No ballot paper nor any envelope bearing the words Ballot Paper shall be signed or otherwise marked so as to enable the identification of the voter. The voter shall place his ballot paper in the envelope bearing the words "Ballot Paper" and shall seal such envelope and place such envelope in the pre-addressed envelope forwarded to him as aforesaid and shall seal the same. The voter shall print his name on the back of such pre-addressed envelope and shall cause the same to be delivered at the Office not later than 10 o'clock in the forenoon of the day appointed for holding the Annual General Meeting at which the result of the ballot is to be declared.   |
| Informal<br>Votes                              | 94 | Any vote which is cast in a manner which does not in all respects conform with the requirements of Article 93 shall be informal and shall not be counted. The decision of the Returning Officer as to whether or not a vote is informal shall if made in good faith be conclusive.  |
| Counting and<br>Report on<br>Poll              | 95 | The Committee shall appoint a Returning Officer and two Scrutineers, When the time for delivery of ballot papers has passed the Returning Officer shall count or cause to be counted all ballot papers other than such as are informal, The Returning Officer shall report the number of votes cast for each candidate to the Chairman of the Annual General Meeting.   |
| Election<br>of Pilots                          | 96 | The Chairman of the Annual General Meeting shall determine the number (if any) of qualified pilots who require to be elected to the Committee pursuant to Article 84 and shall from those candidates who are qualified pilots declare the said number of them to be elected. If a ballot has been held the candidates to be so declared elected shall be those of them who are qualified pilots and for whom the greatest number of votes are cast and in the case of candidates for whom the same number of votes is cast the Chairman shall have a casting vote in addition to his own vote. In the event of the number of qualified pilots duly nominated and qualified for election being less than the number determined by the Chairman as aforesaid the Chairman shall call for nominations of qualified pilots at the meeting to fill the remaining vacancies among qualified pilots and subject to nominations in compliance with Article 88 being lodged at the meeting such remaining vacancies among qualified pilots may be filled by a ballot conducted at the meeting in accordance with the provisions of Article 98. |
| Election<br>Generally                          | 97 | When the requirements of the preceding Article have been satisfied or in the opinion of the Chairman cannot be fully satisfied by reason of insufficient nominations of qualified pilots the Chairman shall from all candidates who have not been declared elected pursuant to the preceding Article declare such number elected as will fill all vacancies remaining to be filled. If a ballot has been held the candidates to be so declared elected shall be those for whom the greatest number of votes are cast and in the case of candidates for whom the same number of votes is cast the chairman shall have a casting vote in addition to his own vote. In the event of the number of candidates duly nominated and qualified for election being less than the number of vacancies to be filled the Chairman shall call for nominations at the meeting to fill the remaining vacancies and subject to nominations in compliance with Article 88 being lodged at the meeting such remaining vacancies may be filled by a ballot conducted at the meeting in accordance with the provisions of Article 98.                     |
| Supplemental<br>Ballot at<br>Annual<br>Meeting | 98 | A ballot required by these Articles to be taken at a meeting pursuant to the provisions of this Article shall be conducted in the following manner:<br>(a) The Chairman shall deal with each candidate separately and shall ascertain the number of votes cast for such candidate by a poll taken without a previous show of hands,<br>(b) All the provisions of these Articles applicable to voting on resolutions at general meetings shall save as otherwise provided by this Article apply to such a ballot as if the casting of votes for each candidate were a separate resolution.<br>(c) The candidates to be declared elected shall be those for whom the greatest number of votes are cast and in the case of candidates for whom the same number of votes is cast the Chairman shall have a casting vote in addition to his own vote.  |

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| Disqualified Candidates               | 99  | Notwithstanding any other provision of these Articles in the event of it appearing at the Annual General Meeting that any candidate is disqualified or of any candidate withdrawing prior to his election no votes cast for such candidate shall be taken into account.   |
| Offices Not Filled                    | 100 | If at any Annual General Meeting all vacancies on the Committee are not filled as herein provided such vacancies may be filled as casual vacancies unless at such Annual General Meeting it is duly resolved to accordingly reduce the number of the Committee.   |
| Validation of Irregularities          | 101 | Without prejudice to the provisions of Article 94 no objection shall be made as to any irregularity in the determination of the Committee Members to retire by rotation or in the nomination of candidates or in any other matter concerning the holding or conduct of a ballot or any failure to hold or properly conduct the same except at the meeting at which the result of the ballot is to be declared. In the case of any such objection being so made the Chairman may declare the ballot or any aspect thereof invalid and may give such direction with respect to the holding and conduct of a further ballot (whether at the meeting or after adjournment or otherwise) as he may think fit and determination of such objection by the Chairman made in good faith shall be final and conclusive.   |
| Removal of Committee Member           | 102 | The Club in general meeting may by ordinary resolution remove any Committee Member before the expiration of his period of office and also may appoint another qualified person in his place. Any person so appointed shall hold office subject to these Articles for such period as the person he replaces would have held office had he not so ceased to be a Committee Member. Any vacancy created by the removal of a Committee Member pursuant to this Article and not so filled may be filled as a casual vacancy.   |
| Casual Vacancies Etc                  | 103 | The Committee shall have power at any time or from time to time to appoint any other qualified person as a member of the Committee either to fill a casual vacancy or as an addition to the Committee, but so that the total number of members of the Committee shall not at any time exceed the maximum number fixed by or pursuant to Article 82. The continuing members of the Committee may act notwithstanding any vacancy in their body <b>PROVIDED ALWAYS</b> that in case the Committee is at any time reduced in number below seven it shall be lawful for the Committee to act for the purpose of filling the vacancies by appointing such number of qualified persons to be members of the Committee as will make up the number of seven but not for any other purpose. In making any appointment pursuant to this Article a person may be appointed contrary to the provisions of Article 84 if the Committee is not aware of any qualified pilot willing to accept appointment. Any new member of the Committee appointed pursuant to this Article shall hold office subject to these Articles until the next Annual General Meeting when he shall retire from office. |
| Disqualification of Committee Members | 104 | The office of a Committee Member shall ipso facto be vacated <ul style="list-style-type: none"> <li>(a) If he ceases to be a member of the Club;</li> <li>(b) If he resigns his office by notice in writing delivered at the Office;</li> <li>(c) If he absents himself from four consecutive meetings of the Committee without leave of absence from the Committee;</li> <li>(d) If he be removed pursuant to Article 102; or</li> <li>(e) If by virtue of the Act he ceases to be or becomes prohibited from being a director of a company.</li> </ul>  |
| <b>OFFICE BEARERS</b>                 |     |   |
| Appointment of Office Bearers         | 105 | The Committee shall from time to time appoint from among the members of the Committee the following Office Bearers namely a President two Vice-Presidents and an Honorary Treasurer. Each such Office Bearer shall hold office until the next Annual General Meeting unless he previously resigns from such office or vacates the office of Committee Member. Office Bearers shall be eligible for re-appointment.  |
| Dual Offices Prohibited               | 106 | No Committee Member shall hold more than one office of Office Bearer at the one time.   |
| Substitute Treasurer                  | 107 | The Committee may from time to time appoint any member to be an Acting Honorary Treasurer or to fulfil some or all of the duties of Honorary Treasurer.   |

## PATRONS AND HONORARY VICE-PRESIDENTS

- Patrons and  
Honorary  
Vice-Presidents
- 108 The Committee may appoint any person whether or not members of the Club to be Patrons or Honorary Vice-Presidents.

## PROCEEDINGS OF THE COMMITTEE

- Procedure  
Generally
- 109 The Committee may meet together for the despatch of business adjourn and subject to these Articles otherwise regulate its meetings as it thinks fit.
- Periodical  
Meetings
- 110 The Committee shall hold periodical meetings and shall meet at least once in each month.
- Calling of  
Committee  
Meetings
- 111 The President may at any time and the Secretary at the request of the President or on a requisition signed by at least three Committee Members shall convene a special meeting of the Committee. Unless all Committee Members agree to the holding of a meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence thereat) not less than seven clear days oral or written notice of a special meeting of the Committee shall be given to each Committee Member but no Committee Member whom the Secretary when giving such notice to the other Members reasonably believes to be outside Australia shall be entitled to notice. In the case of written notice such notice may be given either personally or by delivering it at or sending it by pre-paid post addressed to the Committee Member at his last known place of business or at his address appearing in the Register of Directors Managers and Secretaries and in the case of a notice sent by post shall be deemed to have been served at the expiration of twenty-four hours after the same is posted.
- Chairman of  
Meetings
- 112 The President shall be entitled to take the chair at every meeting of the Committee but if there is no President or if at any meeting he is not present within ten minutes after the time appointed for holding the meeting or is unwilling to act as Chairman of the meeting a Vice-President shall be entitled to take the chair but if there is no Vice-President or if at any meeting he is not present within ten minutes as aforesaid or is unwilling to act as Chairman of the meeting the Committee Members present shall choose one of their number to be the chairman of such meeting.
- Quorum
- 113 Five committee Members shall be a quorum. A meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities powers or discretions vested in or exercisable by the Committee generally.
- Decision of  
Questions
- 114 Questions arising at a meeting of the Committee shall be decided by a majority of votes and in the case of an equality of votes the Chairman of the meeting shall have a casting vote in addition to his own vote.
- Secret  
Ballot
- 115 Any Committee Member may require that any question arising at a meeting of the Committee in relation to the appointment or removal of a Chairman Committee Member Office Bearer employee or other person appointed by the Committee be determined by secret ballot. Each secret ballot shall be conducted in such manner as the Chairman of the meeting may determine.
- Validation of  
Irregular  
Acts
- 116 All acts done at any meeting of the Committee or of a sub-committee appointed by the Committee or by any person acting as a Committee Member or sub-committee member shall notwithstanding that it is afterwards discovered that there was some defect in the appointment or continuance in office of such Committee Members or sub-committee members or persons acting as aforesaid or any of them or that they or any of them were disqualified or had vacated office or were not entitled to vote be as valid as if every such person had been duly appointed and was qualified and continued to be or to act as a member of such Committee or sub-committee.
- Written  
Resolution  
Effective  
Without  
Meeting
- 117 A resolution of the Committee in writing signed by all Committee Members for the time being shall have the same force and effect as a resolution passed at a meeting of the Committee duly called and constituted.

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| Annual Report                            | 118 | The Committee shall submit to each Annual General Meeting an Annual Report as required by Article 141.  |
| <b>SUB-COMMITTEES</b>                    |     |   |
| Delegation to Sub-Committees             | 119 | The Committee may by resolution or by power of attorney or by writing under the Seal delegate any of its authorities powers and duties to a sub-committee or sub-committees consisting of such member or members of the Committee or such other person or persons as it thinks fit to act either in Australia or elsewhere and may from time to time revoke withdraw alter or vary such appointment or delegation and may fill casual vacancies thereon. Any committee so formed or person or persons so appointed shall in the exercise of the authorities powers and duties so delegated conform to any regulations that may from time to time be imposed by the Committee. |
| President a Member of all Sub-Committees | 120 | The President shall be ex-officio a member of all sub-committees.   |
| Procedure of Sub-Committee               | 121 | The meetings and proceedings of any sub-committees which consists of more than one member shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Committee so far as the same are applicable thereto and are not superseded by any regulations made by the Committee under these Articles.   |
| Report of Sub-Committee                  | 122 | All proceedings of a sub-committee shall be reported to the Committee as soon as practicable by the laying of the minutes of the sub-committee before the next practicable meeting of the Committee.  |

**DEALINGS BETWEEN COMMITTEE MEMBERS AND CLUB**

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| Committee Members may Contract - Declaration of Interest | 123 | Insofar as a Committee Member is not prohibited by the provisions of the third paragraph of the Memorandum of Association a Committee Member and any corporation or firm in which a Committee Member is directly or indirectly interested may contract with the Club and shall subject to the said prohibition be entitled to remuneration profits and benefits as if the Committee Member were not a Committee Member and the Committee Member concerned shall be counted in a quorum and be entitled to vote on any resolution relative to any of the foregoing matters. Every Committee member who is in any way whether directly or indirectly interested in a contract or proposed contract with the Club (except where such interest consists only of being a member or creditor of another company which is interested in a contract or proposed contract with the Club and the interest of such Committee Member may properly be regarded as not being a material interest) and every Committee Member who holds any office (other than an office held on behalf of or by virtue of an appointment by the Club) or possesses any property whereby whether directly or indirectly duties or interests might be created in conflict with his duties or interests as a Committee Member shall make such declarations in that regard as are required or permitted by Section 106 of the Act <b>PROVIDED</b> that if through mistake or inadvertence or because his interest is apparent on the fact of the transaction or for any reasonable other cause a Committee Member fails to declare to the Committee any matter which by the Act is required to be declared or fails so to do at the time or in the manner therein provided or to do any other thing required by the Act in relation thereto or if the Secretary fails to record any such declaration as required by the Act then unless in the case of a contract or proposed contract it is proved that such contract or proposed contract was unfair to the Club or as induced by fraudulent misrepresentation on the part of such Committee Member such failure shall not invalidate any contract or other matter referred to in this Article nor shall the Committee Member or other person benefiting therefrom be held accountable for any remuneration profit or other benefit arising therefrom. |
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## **SECRETARY**

- Secretary 124 The Committee shall in accordance with the Act from time to time appoint a Secretary of the Club for such term and upon such conditions as the committee thinks fit and any Secretary may from time to time and at any time be removed by the Committee. The Secretary shall be under the absolute control and superintendence of the Committee and his remuneration shall be such as the Committee from time to time determines. The Committee may at any time and from time to time appoint and remove one or more assistant or deputy secretaries to fulfil all or some of the duties of Secretary and any such person shall for the purposes of those Articles and the Act be deemed to be the Secretary so far as the terms of his appointment extend.

## **MINUTES**

- Minutes 125 The Secretary shall cause Minutes to be duly entered in books provided for the purpose:
- (a) of the names of the Committee Members present at each meeting of the Committee and of the names of the Committee Members or any other persons present at each meeting of any sub-committee;
  - (b) of all resolutions and proceedings of all meetings of the Club and of meetings of the Committee and any sub-committee.
- Chairman to Sign Minutes 126 Unless the minutes of a meeting of the Committee or of a sub-committee or of the Club are signed by the Chairman of the meeting at which the proceedings took place they shall be signed by the Chairman of the next succeeding such meeting and any such minutes of any meeting of the Committee or of any sub-committee or of the Club if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding such meeting shall except as otherwise provided in these Articles be receivable as prima facie evidence of the matters stated in such minutes.

## **SEAL**

- Custody of Seal 127 The Committee may provide for the safe custody of the Seal but failing such provision the Secretary shall have custody thereof.
- Authority for and Attestation of Seal 128 The Seal shall only be used by authority of the Committee and every instrument to which the Seal is affixed shall be signed in writing by at least two Committee Members and shall be countersigned in writing by the Secretary or by some other person authorised by the Committee for the purpose.
- Replacement of Seal 129 The Committee may from time to time destroy the Seal and adopt a new Seal in its place as the common seal of the Club.

## **CHEQUES, BILLS, ETC.**

- Cheques, Bills, Etc. 130 All cheques bills of exchange and promissory notes shall be signed drawn accepted made or endorsed as the case may be for and on behalf of the Club in such manner as the Committee may from time to time determine.

## **BORROWING POWERS AND SECURITIES**

- Power to Borrow and Give Security 131 The Committee may in its discretion exercise all the powers of the Club to borrow money and to secure the same or the payment or performance of any debt liability contract guarantee or other engagement incurred or entered into or to be incurred or entered into by the Club or any other person firm or company in any manner authorised by the Memorandum of Association and subject to other provisions of these Articles Debentures may be issued with such rights and upon such conditions as the Committee thinks fit.
- Property may be Conveyed to Trustees 132 The Committee may for the purpose of securing the payment of any Debentures make and carry into effect any arrangement which it may deem expedient by assigning or conveying any property of the Club to trustees.
- Debentures may be Free from Equities 133 Any Debenture created by the Club may be made assignable free from any equities between the Club and the original or any intermediate holders.

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| Premium or Discount            | 134 | Debentures may be issued at a discount premium or otherwise.  |
| Security to Committee          | 135 | If any Committee Member or other officer of the Club shall become personally liable whether presently or contingently for the payment of any sum primarily due from the Club the Committee may execute or cause to be executed any Debenture by way of indemnity to secure such person or persons from any loss in respect of such liability. |
| Register of Charges to be Kept | 136 | The Committee shall in accordance with the Act cause a register of charges to be kept and duly entered up.  |

#### **ACCOUNTS**

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| Books to be Kept                                 | 137 | The Committee shall cause to be kept true accounts of the sums of money received and expended by the Club and the manner in respect of which such receipt or expenditure takes place and of the property credits and liabilities of the Club and generally shall cause to be kept books of account and other records in accordance with the Act. The books of account shall be kept at the Office or at such place or places as the Committee thinks fit.         |
| Retention of Books                               | 138 | The Club shall retain such books and records for seven years at least after the completion of the transactions or operations to which they respectively relate.   |
| Inspection of Books                              | 139 | The Committee may subject to the provisions of the Act from time to time impose such reasonable restrictions as to the time and manner of inspecting the accounts of the Club and subject thereto the accounts of the Club or any of them shall be open to the inspection of the members. Such accounts shall upon the written request of the Attorney-General be made available for inspection by him or by anyone authorised in writing by him for the purpose. |
| Preparation of Annual Accounts                   | 140 | The Committee shall cause to be prepared and duly audited Profit and Loss Accounts and Balance Sheets in accordance with the Act.   |
| Annual Report                                    | 141 | There shall be attached to every such Balance Sheet the Annual Report of the Committee signed by or on behalf of the Committee and including the matters required by the Act to be dealt with therein.  |
| Certification of Accounts                        | 142 | Every such Profit and Loss Account and Balance Sheet shall be accompanied by a statement signed on behalf of the Committee by two members of the Committee stating such matters as are required by the Act to be stated therein.  |
| Statutory Declaration by Secretary               | 143 | Every Profit and Loss Account and Balance Sheet laid before the Annual General Meeting as by these Articles provided shall be accompanied by a statutory declaration as required by the Act.  |
| Distribution of Accounts                         | 144 | A copy of every Profit and Loss Account and Balance Sheet (including every document required to be attached to or accompanying the same) which is to be laid before the Annual General Meeting as herein provided shall together with a copy of the Auditors Report thereon not less than seven clear days before the date of the Annual General Meeting be sent to all persons entitled to receive notice of such meeting.                                       |
| Annual Accounts to be Laid before Annual Meeting | 145 | The Committee shall lay before the Annual General Meeting the Profit and Loss Account and Balance Sheet in accordance with the Act.   |

#### **AUDIT**

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| Auditors | 146 | An Auditor or Auditors shall be appointed remunerated and disqualified and their rights and duties shall be regulated in accordance with Sections 141 and 142 of the Act. |
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Persons Not Qualified 147 No person shall be appointed or shall act as Auditor of the Club if he is or becomes a Committee Member or other officer or employee of the Club or a partner employer or employee of any such Committee Member officer or employee of the Club or a partner or employee of any such employee of a Committee Member or other Officer.

#### **INDEMNITY OF OFFICERS**

Indemnity 148 Except to such extent as any provision of this Article would be rendered void by the Act every Committee Member Secretary trustee and other officer of the Club shall be indemnified out of the funds of the Club against, and it shall be the duty of the Committee out of the funds of the Club to pay, all costs charges losses damages and expenses which they shall respectively incur or be put to in the execution of their respective offices or by reason or on account of any contract act deed matter or thing made done committed entered into or executed by them respectively on behalf of or with a view to benefiting the Club and whether by authority of the Club or the Committee or with the ratification of the Club or the Committee. Any such person shall be chargeable only for so much money as he actually receives and shall not be answerable for any other person with whom or into whose hands any property or money of the Club may be deposited or come nor for the insufficiency of any title to any real or personal property purchased by authority of the Committee on behalf of the Club nor for the insufficiency of any security upon which any of the funds of the Club are invested by authority of the Committee nor for any loss or damage which may happen in the execution of their respective offices unless the same happens through their own respective wilful neglect or wilful default.

#### **BY-LAWS RULES AND REGULATIONS**

Power to Make By-Laws Etc. 149 Without prejudice to any other powers which it may have hereunder the Committee shall have power to make alter and repeal all such by-laws rules or regulations (not being inconsistent with the provisions of the Memorandum of Association or these Articles or with any regulation of a general meeting) as the Committee may deem necessary or convenient for the proper conduct and management of the Club and the implementation of its objects and without prejudice to the generality of the foregoing as to:

- (a) Controlling regulating or prohibiting training in flying navigation aeronautical engineering and other aspects of aeronautics and the use of Club aircraft for training or otherwise including the charges to be made for in relation to such training or use and the terms and conditions to be observed during such training or use.
- (b) Controlling regulating or prohibiting the holding and conduct of competitions matches trials tests and records in connection with aeronautics.
- (c) Controlling regulating or prohibiting the use of flying grounds club houses pavilions workshops sheds and other conveniences property or facilities of the Club and the charges to be made for or in relation thereto and the conduct of persons thereon and the admission of persons thereto.
- (d) Controlling regulating or prohibiting the grant issue authorisation modification cancellation or revocation of certificates or diplomas of the Club.
- (e) The exercise of powers duties or functions delegated to the Club by the Australian Federation.
- (f) The delegation of any powers duties or functions of or delegated to the Club so far as the same may be delegated.
- (g) The procedure at general meetings of the Club and at meetings of the Committee and of any subcommittee.
- (h) The imposition of fines or of maximum and/or minimum fines for breach of any Article by-law rule or regulation.
- (i) Generally as to any matter commonly the subject of club rules.

Promulgation 150 The Committee shall adopt such means as it deems sufficient (whether by display in the Club Premises or otherwise) to bring to the notice of members of the Club all such by-laws rules regulations amendments and repeals and all such by-laws rules and regulations so long as they shall be in force shall be binding upon all members of the Club.

Setting Aside By-Laws Etc 151 Any By-Law Rule or Regulation may be set aside by special resolution of a general meeting save as provided by Article 171.

## CLUB PREMISES

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| Hours                                      | 152  | The Club premises shall be open to members during such hours as the Committee may determine.   |
| Supply of Liquor                           | 153  | No liquor shall be sold supplied or served on the Club premises except during such hours and in accordance with such terms and conditions as the Club may be permitted to do so under the terms and conditions of any licence permit or authority granted pursuant to any State or Commonwealth Act.   |
| Display of Members Names and Addresses     | 154  | There shall be displayed at all times in a conspicuous and accessible place in the Club premises a list of the names and addresses of all members of the Club.   |
| Secretary Responsible                      | 155  | The Secretary or other officer performing the duties of Secretary of the Club shall carry out the duties and obligations imposed upon a Secretary by virtue of any licence permit or authority issued relating to the sale of intoxicating liquors.  |
| Touting on Club Premises                   | 155a | No Member shall while on the Club premises do any act which can reasonably be regarded as touting in connection with any business in which such Member has a material financial interest, where such business includes the training of persons to fly light fixed-wing aircraft or hiring or chartering out light fixed-wing aircraft (whether with or without the services of pilots). For the purposes of this Article “material financial interest” includes:—<br>(a) a directorship or shareholding in any company which carries on either alone or in concert with others such a business (except a company listed on any of the Australian Associated Stock Exchanges); or<br>(b) an ownership of the said business or the legal or beneficial ownership of any share thereof. |
| Games                                      | 156  | The Club shall provide the necessary materials for such games as the Committee shall deem desirable but on no account whatsoever shall games for money be allowed and the use of dice is strictly prohibited.  |
| Betting                                    | 157  | Except with the approval of the Department of Transport betting on the Club premises is strictly prohibited and any member who in the opinion of the Committee has offended against this rule shall be liable to a fine not exceeding \$100.   |
| Supply of Liquor to Visitors               | 158  | A visitor shall not be supplied with liquor in the Club premises unless in the company and at the expense of a member.   |
| Visitors                                   | 159  | Any member introducing a visitor shall see that he signs his name in the Visitors’ book provided for that purpose and shall sign his own name opposite that of the visitor. A visitor shall only be allowed to remain in the Club rooms while in the company of the member introducing him which member shall be held responsible for the conduct of such visitor and should the Committee or Secretary so decide they may refuse to admit any person as a visitor to the Club. A member may introduce not more than three visitors at a time and no one male visitor may be introduced by any one or more members more than four times in the one calendar year.  |
| Suspended or Expelled Members              | 160  | No member who is suspended or has been expelled shall be permitted to enter any premises of the Club and no member shall introduce such a person with knowledge of such suspension or expulsion.   |
| Liquor not to be sold to persons under age | 161  | No liquor shall be sold or supplied to any person under 18 years of age.   |

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| Waiters                  | 162 | No person under 18 years of age except boys who are being trained as waiters and are not allowed to serve behind the bar shall be employed in the Clubhouse.  |
| No Commission on Liquor  | 163 | No payment or part payment to any Secretary, Manager or other officer or servant of the Club shall be made by way of commission or allowance from or upon the receipts of the Club for alcoholic drinks supplied.                         |
| Use of Name Forbidden    | 164 | No member shall except with the permission of the Committee use or allow to be used the name of the Club or any initials or abbreviation thereof in any letterhead advertisement prospectus or business document.                         |
| Use of Address Forbidden | 165 | No member shall except with the permission of the Committee use or allow to be used the address of the Club or of any premises of the Club as his address or his business address or as the address of any person persons or corporation. |

#### NOTICES

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| Modes of Giving Notice to Members | 166 | Any notice may be given by the Club to or served upon any member either personally or by post as hereinafter provided.   |
| Notices By Post                   | 167 | A notice to be given to or served upon any member by post may be sent prepaid through the post addressed or with its envelope or wrapper addressed to such member at his Registered Address and any notice so sent shall be deemed to have been duly given and served in the case of a notice of meeting at the expiration of twenty four hours after such posting and in the case of any other notice at the time at which the same would have been delivered in the ordinary course of post. |
| Registered Address of Members     | 168 | For the purposes of these Articles the Registered Address of a member means his address in the Register <b>PROVIDED</b> that if such member's address in the Register is one outside Victoria the member may from time to time give notice in writing to the Company of an address in Victoria for the giving of notices to him and such address shall be deemed to be his Registered Address.   |
| Signature of Notice               | 169 | The signature to any notice to be given by the Club may be handwritten typed or otherwise in writing.  |
| How Time Counted                  | 170 | Where by these Articles a specified number or not less than a specified number of clear days' notice is required to be given neither the day upon which the notice is given or deemed to be given nor the day of the meeting thereby called or other the day upon which such notice will expire shall be included in the number of such clear days except as by the Act or these Articles otherwise provided.  |

#### CONTROL OF AERONAUTICS

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| Control by Committee | 171 | Notwithstanding any other provision of these Articles the control to be exercised by the Club of competitions matches trials tests and records in connection with aeronautics (in these Articles called "aeronautical events") whether pursuant to any power delegated by the Australian Federation or otherwise assumed or derived shall be exercised by the Committee.  |
| Delegation Of Powers | 172 | Without prejudice to the generality of the provisions of Article 149 the Committee may by any by-laws rules or regulations or otherwise from time to time and on such terms and conditions as may be thought fit delegate to any other aero club steward judge or other person any aspect of the Club's control or powers in connection with aeronautics and may from time to time and at any time revoke and vary any such delegation but no such delegation shall abrogate any power of the Club. |

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| Suspension and Disqualification                | 173 | The Committee may exercise and delegate such powers of suspension and disqualification of competitors (whether members or others) from participation in aeronautical events and for such causes as the Committee thinks fit and may from time to time adopt or prescribe such procedure for inquiries and/or appeals as the Committee thinks fit. In the case of a competitor who is a member it shall not be necessary for the Committee to proceed against him under Article 45 hereof in order to impose such suspension or disqualification but the Committee may if it thinks fit proceed against him under Article 45 either initially or after the exercise by the Committee or any other aero club judge steward or other delegate of a power of suspension or disqualification pursuant to this present Article. It shall be no objection to the validity of the proceedings at any meeting of the Committee held pursuant to this present Article that all or any members of the Committee have accused the member concerned of misconduct or other the conduct with which he is charged or have initiated (whether as a Committee of individuality) the holding of such meeting. If the member whose conduct is being considered is a Committee Member such member shall not vote either on any resolution giving rise to the convening of such meeting or at such meeting. |
| Participation in Unauthorised Events Forbidden | 174 | No person shall participate in Club aircraft in any aeronautical event which is not authorised by the Club.  |
| Expelled Members Disqualified                  | 175 | No person who has been expelled from membership of the Club shall be entitled to participate in any aeronautical event authorised by the Club unless the Committee otherwise directs.  |
| Participation a Privilege of Membership        | 176 | For the purposes of these Articles the right to participate in aeronautical events authorised by the Club shall (subject to the rules regulations and conditions applicable to such aeronautical event) be deemed to be one of the privileges of membership but this Article shall not be deemed to prevent the Committee from allowing non-members to participate therein.  |
| Members to Obey                                | 177 | Every member shall obey observe and comply with the control and authority over aeronautics exercised by the Club whether directly or through delegates.  |
| Affiliation                                    | 178 | The Committee may permit any aero club or other body associated with aeronautics to be affiliated with the Club on payment of such fees and on such terms as the Committee thinks fit.   |