

ARTICLES OF ASSOCIATION OF CANBERRA AERO CLUB

1. The Company, for the purpose of registration is declared to consist of six hundred members.
2. The Directors hereinafter mentioned may, whenever the business of the Company requires it, register an increase of members.

Membership

3. The Directors shall have power to elect as members of the Company upon such terms and subject to such regulations or restrictions as to numbers or otherwise as the Directors may from time to time deem advisable-
 - (a) Flying Members, being men or women holding a Pilot's License under the Air Navigation Regulations, or any amendment thereof or substitution thereof, who shall be entitled to all the privileges of the Company.
 - (b) Pupil Members, being men or women awaiting or under going flying training by the Company who shall be entitled to all the privileges of the Company.
 - (c) Ordinary Members, being men or women interested in the activities of the Company who shall be entitled to all the privileges of the Company except –
 - (i) the privilege of piloting the Company operated aircraft;
 - (ii) the right of voting in the management of the Company;
 - (iii) the privilege of being elected as Directors or Officers of the Company; and
 - (iv) the right of voting at General Meetings of the Company;
 - (d) Country Members, being men or women who have been Flying or Pupil members for at least six months and who are resident outside a radius of 100 km from the Companies premises. Country members shall be entitled to all the rights and subject to all the

duties of Flying or Pupil member, according to their qualifications, except –

- (i) the right of voting in the management of the Company;
 - (ii) the privilege of being elected as Directors or Officers of the Company; and
 - (iii) the right of voting at General Meetings of the Company;
- (e) Temporary Members, being men or women only temporarily resident in the Australian Capital Territory, who shall be entitled to privileges of Flying Members, Pupil Members, or Ordinary Members according to their qualifications.
4. Candidates for election must be nominated by a proposer and a seconder who are members of the Company and to whom the candidate is personally known. All nominations must be on the form provided by the Secretary and signed by the proposer and seconder. Provided, however, that the Directors may after enquiry in the case of persons not personally known to members who can sign the nomination resolve that any candidates be deemed to be duly nominated. The name and address of the candidate shall be posted in the Club House and the registered office for ten days before the nomination is dealt with by the Directors. The directors may elect temporary members without formal nomination and without posting their names in the Club House and registered office.
5. Election for membership of the company shall be by the Directors, who shall vote by ballot, if necessary. Three black balls shall exclude.
6. Notice in writing of his election shall be sent through the post to each new member by the Secretary, together with the request for payment of subscription and entrance fee, and a copy of the Articles of Association.
7. No newly elected member shall participate in any of the privileges or advantages of the Company until his subscription or entrance fee (if any) shall have been paid, and no member whose subscription is in arrear shall be entitled to vote at any meeting.
8. The name of a candidate whose application for membership shall have been rejected must not be re-submitted for election within twelve months after the rejection.

Honorary Members

9. The directors may elect Honorary Members for a period of one month, renewable at the discretion of the Directors, for further terms of one month.

10. Honorary Members shall not be required to pay entrance fees or subscriptions nor shall they have any vote in the management of the Company, nor shall they be entitled to be elected as Directors or officers of the company or to attend or vote at any General Meetings of the company, but in all other respects they shall be entitled to all the rights and subject to all the duties of members of the Company.
11. Candidates for Honorary Membership must be proposed by a member of the Company and seconded by a member of the Directors, the proposer to be responsible for all liabilities incurred in the Company by the nominee.
12. Honorary Life Members – Men or women may be elected Honorary Life Members at the discretion of the directors.

Entrance Fees & Subscriptions

13. The entrance fees and subscriptions shall be such sums as may from time to time be fixed by the Company in General Meeting. Until otherwise determined by a General Meeting of the Company, the Entrance fees and Annual Subscriptions shall be as follows:

(a) Flying Members -	Entrance Fee	\$10.00
	Annual Subscription	\$20.00
(b) Pupil Members -	Entrance Fee	\$10.00
	Annual Subscription	\$20.00
(c) Ordinary Members-	Entrance Fee	\$10.00
	Annual Subscription	\$20.00
(d) Country Members-	Annual Subscription	\$ 6.00
(e) Temporary Members - \$3.00 per month.		
14. All Entrance Fees and Subscriptions shall be payable on election and subsequent subscriptions on 1st July each year, except that in the case of members elected after 1st September in any year, the subscription then payable shall bear that proportion to the full subscription as the remaining months of the financial year bear to ten.
15. In the case of the subscription not being paid within one calendar month of election, and failing a satisfactory explanation, the election may be cancelled and the candidate's name erased from the list of members.
16. In the case of a member whose subscription remains unpaid by 1st August the Secretary shall notify him by letter that unless he makes himself

financial on or before 1st September he shall cease to be a member of the company but shall remain legally liable for his subscription then due.

17. The Directors may reinstate a member on satisfactory grounds being shown for the failure of payment.
18. A member on paying his subscription and entrance fee is thereby considered to have submitted himself to these presents, and on these conditions alone is entitled to enjoy the advantages and privileges of the Company.

Register of Members

19. The name of every person becoming a member shall be forthwith entered in the Register of Members, together with the date of his election and his address, and no name shall be erased from such Register except by order of the directors duly entered on the minutes.

Resignation

20. Any member wishing to resign his membership shall give notice in writing of his desire to the Secretary on or before 30th June in any year, failing which he shall be liable to pay his subscription for the following year.

General Meetings

21. The General Meeting shall be held at such time, not being more than three months after the incorporation of the Company, and such place as the Directors may determine.
22. Subsequent General Meetings shall be held at such time and place as may be prescribed by the Directors and if no other time or place is prescribed a general meeting shall be held on the first Monday in September in every year at such place as may be determined by the Directors.
23. The abovementioned general meetings shall be called ordinary meetings; all other general meetings shall be called extraordinary.
24. The Directors may, whenever they think fit, and they shall upon a requisition made in writing by any fifteen or more members convene an extraordinary general meeting.
25. Any requisition made by the members shall express the object of the meeting proposed to be called, and shall be left at the registered office of the company.

26. Upon the receipt of such requisition the Directors shall forthwith proceed to convene a general meeting. If they do not proceed to convene the same within twenty-one days from the date of the requisition the requisitionists or any other fifteen members may themselves convene a meeting.
27. Seven days' notice at the least, specifying the place, the day, and the hour of the meeting, and in case of special business the general nature of such business, shall be given to the members in a manner herein after mentioned, or in such other manner, if an, as may be prescribed by the Company in General Meeting, but the non-receipt of such notice by any member shall not invalidate the proceedings at any general meeting.
28. All business shall be deemed special that is transacted at an extraordinary meeting, and all that is transacted at any ordinary meeting, with the exception of the consideration of the accounts, balance sheets, and the ordinary report of the Directors.

Quorum

29. No business shall be transacted at any meeting unless a quorum of members is present at the commencement of such meeting; and such quorum shall be ten members personally present.
30. If within one hour from the time appointed for the meeting a quorum of members is not present, the meeting if convened upon the requisition of the members shall be dissolved. In any other case it shall stand adjourned to the same day in the following week at the same time and place, and if at such adjourned meeting a quorum of members is not present it shall be adjourned sine die.

Chairman

31. The chairman (if any) of the directors and in his absence the vice-chairman shall preside as chairman at every general meeting of the company.
32. If there is no such chairman or vice chairman, or if at any meeting neither is present at the time of holding the same, the members present shall choose some one of their number to be chairman of such meeting.

Adjournment

33. The Chairman may, with the consent of the meeting, adjourn any meeting from time to time, and from place to place, but no business shall be

transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

Poll

34. At any general meeting, unless a poll is demanded by at least five members, a declaration by the chairman that a resolution has been carried and an entry to that effect in the book of proceedings of the Company shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against a resolution.
35. If a poll is demanded in manner aforesaid, the same shall be taken in such a manner as the chairman directs, and the result of such poll shall be deemed to be the resolutions of the company in General Meeting.

Votes of Members

36. Every Flying or Pupil Member shall be one vote, and no more.
37. No member shall be entitled to vote at any meeting unless all moneys due from him to the company have been paid.

Directors

38. The number of directors shall be not less than seven nor more than ten, and shall be or have been the holder of a Private Pilot License or better.
39. The Directors may appoint from among their numbers a President (who shall also be Chairman of directors) and a Vice-President (who shall also be Vice-Chairman). The Directors may also appoint a Secretary and Treasurer.
40. (a). The control and management of the Company shall at all times be vested in British Subjects.

b). The business of the Company shall be managed by the Directors who may exercise all such powers of the company as are not hereby required to be exercised by the Company in general meeting. But no regulation made by the Company in general meeting shall invalidate any prior act of the Directors, which would have been valid, if such regulation had not been made.

Vacation of Office of Director

41. The office of Director shall be vacated if he shall become bankrupt or resign or die or be found a lunatic or of unsound mind or be confined in a

lunatic asylum or other institution as an insane patient. Any Director either individually or as a member of a partnership company or corporation may contract with the Company either as vendor purchaser or otherwise or be interested in any operation undertaking or business undertaken or assisted by the Company or in which the Company is interested and may derive and retain for his own use any profits resulting there from provided the nature and extent of his interest be disclosed by him to the Board of Directors; and any Director may be appointed to any office under the company with or without remuneration. A general notice of the interest of a Director shall be sufficient disclosure under this Article; and after such general notice it shall not be necessary to give any special notice relating to any contract operation undertaking or business in which any Director is so interested. A Director shall not vote in respect of any matter in which he is himself interested as aforesaid.

Retirement of Directors

42. At the first ordinary meeting after the registration of the company the whole of the directors shall retire from office, and at the first ordinary meeting in every subsequent year, one half of the Directors for the time being or if there is an odd number of Directors then one half of the next lowest even number shall retire from office.
43. The Directors to retire during the first year ensuing the first ordinary meeting of the company shall, unless the Directors agree amongst themselves, be determined by lot. In every subsequent year, the one half or other nearest number who have been longest in office shall retire.
44. A retiring Director shall be eligible for re-election unless he has served as a Director for a period of four consecutive years, in which case he will not be eligible for re-election to hold office as a director of the Company until he has stood down for a period of not less than nine months.
45. The company at the general meeting at which any Directors retire in manner aforesaid may fill up the vacated offices by electing a like number of persons.
46. If at any meeting at which an election of directors ought to take place, the places of the vacating Directors are not filled up, the remaining Directors may fill up such places.
47. The Company may from time to time in general meeting increase or reduce the number of Directors, and may also determine in what rotation such increased or reduced number is to go out of office.

Casual Vacancies

48. Any casual vacancy occurring in the Board of Directors may be filled up by the directors, but any person so chosen shall retain his office only until the first general meeting in the ensuing year.

Removal of Directors

49. The Company in general meeting may, by a special resolution, remove any Director before the expiration of his period of office, and may by an ordinary resolution, appoint another person in his stead. The person so appointed shall hold office during such time only as the Director in whose place he is appointed would have held the same if he had not been removed.

Meetings of Directors

50. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the chairman shall have a second or casting vote. A Director may at any time summon a meeting of the Directors.
51. If no such chairman of Directors is elected, or if at any meeting the chairman is not present at the time appointed for holding the same then the Vice-Chairman shall act as Chairman and if neither a Chairman nor a Vice-Chairman have been elected or if neither of them is present then the Directors present shall choose some one of their number to be chairman of such meeting.
52. The Directors may delegate any of their powers to committees, consisting of such member or members of the Company as they think fit. Any Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Directors.
53. A committee may elect a chairman of their meetings. If no such chairman is elected or if he is not present at the time appointed for holding the same, the members present shall choose one of their number to be chairman of such meeting.
54. A committee may meet and adjourn as they think proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes the chairman shall have a second or casting vote.

55. All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Directors or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

Accounts

56. The Directors shall cause proper accounting and other records to be kept and shall distribute copies of balance-sheets as required by the Ordinance and shall from time to time determine whether and to what extent, and at what times and places and under what conditions or regulations, the accounting and other records of the company or any of them shall be open to the inspection of members not being directors, and no member (not being a director) shall have the right of inspecting any account or book or paper of the Company except as conferred by law or authorized by the directors or by the Company in General Meeting.
57. Once at the least in every year, the Directors shall lay before the Company in general meeting a statement of the income and expenditure for the past year made up to a date not more than six months before such meeting.
58. The statement so made shall show arranged under the most convenient heads the amount of gross income, distinguishing the several sources from which it has been derived, and the amount of gross expenditure distinguishing the expense of the establishment, salaries, and other like matters. Every item of expenditure fairly chargeable against the year's income shall be brought into account, so that a just balance of profit and loss may be laid before the meeting; and in cases where any item of expenditure which may in fairness be distributed over several years has been incurred in one year, the whole amount of such item shall be stated, with the addition of the reasons why only a portion of such expenditure is charged against the income of the year.

Balance Sheet

59. A balance sheet shall be made out in every year and laid before the Company in general meeting, and such balance sheet shall contain a summary of the property and liabilities of the company arranged so as to comply with the requirements of the Companies Ordinance 1962, as amended.
60. A printed or typewritten copy of such balance sheet shall be available for each member present at the general meeting before which it is laid.

Audit

61. Once at least in every year the accounts of the Company shall be examined and the correctness of the balance sheet ascertained by one or more auditors.
62. The first auditors shall be appointed by the Directors.
63. Subsequent auditors shall be appointed by the members at the ordinary general meeting in each year.
64. If any casual vacancy occurs in the office of any auditor appointed by the Company, the Directors shall forthwith fill such vacancy.
65. If no election of auditors is made in manner aforesaid, the Directors may appoint an auditor for the current year, and fix the remuneration to be paid to him by the Company for his services.
66. The auditors shall be supplied with a copy of the balance sheet, and it shall be their duty to examine the same with the accounts and vouchers relating thereto.
67. The auditors shall have a list delivered to them of all books kept by the Company, and they shall at all reasonable times have access to the books and accounts of the Company. They may in relation to such accounts examine the Directors or any other officer of the Company.
68. The auditors shall make a report to the members upon the balance sheet and accounts and in every such report they shall state whether, in their opinion, the balance sheet is a full and fair balance sheet containing the particulars required by these regulations of the Company, and properly drawn up, so as to exhibit a true and correct view of the state of the Company's affairs; and in case they have called for explanation or information from the Directors, whether such explanations or information have been given by the directors, and whether they have been satisfactory, and such report shall be read, together with the report of the Directors at the ordinary meeting.

Notices

69. A notice may be served by the Company upon a member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered place of abode unless the Secretary is otherwise directed in writing and any notice sent by post to such address shall be deemed to have been duly delivered. Any notice if served by post shall be

deemed to have been served twenty four hours after same has been posted and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office.

Winding-up

70. The Company shall be wound up voluntarily whenever an extraordinary resolution as defined by "The Companies Ordinance 1962" as amended is passed requiring the Company to be wound-up voluntarily.
71. The Directors shall have power (in addition to all other powers conferred on them by law or by these Articles) from time to time to make alter and repeal all such by-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and the regulation of the conduct of members towards the Company and each other and may provide in such by-laws for the imposition of penalties (including fines) for the breach of any by-law or any article of association of the Company.

Sale of Liquor

72. (a) No visitor shall be supplied with liquor on Club premises, unless on the invitation and in the company of a member; further no liquor shall be supplied to any person under the age of eighteen years.
(b) No payment shall be made nor permitted to be made, to any Secretary, Manager, Servant or other person whatever by way of commission, profit or allowance from or upon the receipts from liquor disposed of in the club premises.