

Constitution

Piako Gliding Club Incorporated

Contents

1	Society's name.....	1
2	Society's objects.....	1
3	Members.....	1
3.1	Classes of Membership	1
3.2	Application to Become a Member	2
3.3	Application to Become a Short Term Member	3
3.4	Member Consent	3
3.5	Member rights and obligations:	3
4	Ceasing to be a member.....	4
4.1	Resignations	4
4.2	Suspension of Membership	4
5	Register of members.....	5
6	Committee and officers.....	5
6.1	Election of a Committee	5
6.2	Term of Office	6
6.3	Committee Member ceasing to hold office:	6
6.4	Responsibilities of the Secretary and the Treasurer	7
6.5	Powers of the Committee	7
6.6	Committee Meetings	8
7	Contact person.....	8
8	Controlling and managing finances.....	8
8.1	Financial Year	8
8.2	Financial Powers of the Committee	9
8.3	Personal Benefit	9
8.4	Subscriptions	9
9	General meetings.....	10
9.1	Annual General Meetings	10
9.2	Special General Meetings	11
10	Dispute resolution procedures.....	11
10.1	How complaint is made	11
10.2	Person who makes complaint has right to be heard	12
10.3	Person who is subject of complaint has right to be heard	12
10.4	Investigating and determining dispute	13

10.5	Society may decide not to proceed further with complaint	13
10.6	Society may refer complaint	13
10.7	Decision makers	14
11	Amending the constitution.....	14
12	Winding up.....	14

1 SOCIETY'S NAME

The name of the society is "Piako Gliding Club Incorporated", hereinafter referred to as the "Club".

2 SOCIETY'S OBJECTS

The objects for which the Club is established are:

- a) be a member of national and regional gliding organisations (e.g. Gliding New Zealand and Matamata Soaring Centre).
- b) promote, develop, foster, and administer gliding, mainly as an amateur sport for the well-being, benefit, and recreation of the public in New Zealand.
- c) promote opportunities and facilities to enable, assist and enhance the participation, enjoyment, and performance of gliding.
- d) promote, develop and co-ordinate gliding competitions and events.
- e) protect the integrity of gliding and the Club by developing and enforcing standards of conduct, ethical behaviour and implementing good governance.
- f) support the development of Members, including the relevant training, education of the Members, including officials, coaches, instructors, and volunteers.

3 MEMBERS

3.1 Classes of Membership

The Club shall consist of five classes of members: Pilot, Life, Associate, Temporary and Short Term.

3.1.1 A Pilot member shall

- a) have full rights and/or privileges in respect of the club's equipment and property (in common with each other) but subject to bylaws as the Committee may from time to time make and subject to the Committee's powers hereunder.
- b) have full voting rights at any Club General Meeting.
- c) be eligible to hold office in the Club.
- d) pay an annual subscription.

3.1.2 A Life Member shall

- a) have full rights and/or privileges in respect of the Club's equipment and property (in common with each other) but subject to bylaws as the Committee may from time to time make and subject to the Committee's powers hereunder.
- b) once made a Life member, retain permanent membership as a Life member.

- c) have full voting rights at any Club General Meeting.
- d) be eligible to hold office in the Club.
- e) pay annually any flying related fees set by the Annual General Meeting each year.
- f) be elected with recommendation from the Committee and by a majority vote at the Annual General Meeting.

Life membership is awarded in recognition of meritorious service to the Club and may be conferred whether or not a person is currently a member of the Club.

3.1.3 An Associate member shall

- a) have full rights and/or privileges in respect of the Club's equipment and property (in common with each other) but subject to bylaws as the Committee may from time to time make and subject to the Committee's powers hereunder; except for flying an aircraft solo (unless otherwise approved to fly solo by a confirmed written resolution of the Committee),
- g) not be eligible to vote at any Club General meeting.
- h) not eligible to hold office in the Club.
- i) pay an annual subscription.

3.1.4 A Temporary Member, prior to seeking to join the Club as a pilot member, shall

- a) have full rights and/or privileges in respect of the Club's equipment and property (in common with each other) but subject to bylaws as the Committee may from time to time make and subject to the Committee's powers hereunder, except for, voting and eligibility for office.
- b) Pay a pro rata annual subscription for the relevant length of time as determined by the Committee.
- c) Automatically become a Pilot Member either (i) at the end of the relevant length of time as determined by the committee as above; or (ii) at the beginning of the next financial year.

3.1.5 A Short-Term Member shall

- a) be entitled to a maximum of five instructional flights as a student in a club glider with a properly qualified instructor. The subscription payment for a short-term membership provides an entitlement to one such flight, and rights to four further such flights at normal club rates, together with normal non-flying membership rights for three months.

3.2 Application to Become a Member

An application to become a pilot, associate, or temporary member shall be made in writing on an application form approved by the Committee, which form may contain such information, undertakings and acknowledgements and any other matter whatsoever as the

Committee shall see fit to require. The application form shall be signed by the applicant and by two nominating members. The signature of the applicant shall constitute (inter alia) a warranty by the applicant of the correctness and accuracy of all the matters stated in the application form. The signature of the applicant shall also constitute agreement by the applicant to be bound by the Club rules. Every member shall be deemed to have notice of the said rules, together with the bylaws and a copy of the rules and bylaws shall be made available to members.

The application form shall be accompanied by the appropriate subscription fee.

The election of an applicant to the Club shall be by majority vote of the Committee and shall take place at a Committee meeting, held within three months following receipt of the nomination. No reasons need be given, if a person is not accepted as a member of the Club.

Immediately upon the signing of the application form by the applicant, and submission of it to a member of the Committee, the said applicant shall become a temporary member of the Club and shall retain such membership until his/her application has been dealt with by the Committee. In the event of the application being rejected by the Committee or being withdrawn by the member, the Committee may refund to the applicant any portion of the subscription already paid by the applicant.

3.3 Application to Become a Short Term Member

Candidates for short term membership shall complete a similar individual application form to that for pilot, associate, or temporary membership. However, the signature of the nominator and seconder shall not be required. Candidates for short term membership shall be deemed to be elected upon their nomination form being approved by an officer of the club or a club-appointed instructor who is also a member of the club. Such approval shall be evidenced by the approving person signing the nomination form.

3.4 Member Consent

A person consents to become a member by submitting an Application to the Club.

3.5 Member rights and obligations:

Members acknowledge and agree that:

- a) they are bound by, and will comply with, this Constitution and the Bylaws, and to the extent they apply, the rules, procedures or policies of regional or national organisation that the club is a member of.
- b) they are entitled to all rights and entitlements granted by this Constitution or as determined by the Committee.
- c) to receive, or continue to receive or exercise member rights, they must meet all the member requirements set out in this Constitution and the Bylaws or as otherwise set by the Committee, including payment of any membership or other fees within the required time.

- d) if they fail to comply with sub-clause c) the Committee may terminate their membership, but the Member continues to be bound by this Constitution.
- e) they do not have any rights of ownership of, or the automatic right to use, the Club's property.
- f) they will promote the interests and purposes of the Club and must not do anything to bring the Club into disrepute.
- g) No member shall institute any claim for damages or any other claim against the Club, or any or all members of the Club, arising from loss or injury sustained as a result of the action of any member or members of the Club, acting under the jurisdiction of the Club and while acting in the course of Club activities.
- h) No member or group of members shall make a public or press statement without the prior knowledge and approval of the President.

4 CEASING TO BE A MEMBER

4.1 Resignations

Any member may resign their membership by giving written notice to the Secretary. Such resignation shall be effective as from the time of receipt thereof by the Secretary. Unless by specific arrangements with the Committee, any member who has not paid subscriptions in full by the due date, is deemed to have resigned from the Club, but without releasing that member for any debts owing to the Club.

4.2 Suspension of Membership

If any member commits a breach of the provisions of the Manual of Approved Procedures, or wilfully refuses or neglects to comply with these rules or acts in a manner prejudicial to the interests of the Club, then the matter shall be referred to the Chief Flying Instructor or the Chief Tow Pilot or the President, as appropriate to the nature of the case.

The Chief Flying Instructor or the Chief Tow Pilot or the President, as the case may be, on the matter referred to them, may in his/her discretion; temporarily suspend such member from membership rights and/or privileges, for a period not exceeding fourteen days. The Chief Flying Instructor or the Chief Tow Pilot or the President may refer the matter to the Committee for further action, not later than seven days after the matter has first come to their notice. The member affected by any such decision may also refer the matter to the Committee, by way of appeal against the decision given, by giving such reference to the Secretary in writing, not later than seven days after such a decision has been given.

A Committee meeting to consider such a matter shall be called as soon as possible, but not later than fourteen days after reference of such a matter to the Secretary or the Committee. The member shall be entitled to be heard and, if he/she so wishes, to be represented at such Committee meeting by counsel, or other support. The member shall be given forty-eight hours written notice of the date, time, and place of the meeting, and of the matter which is to be determined thereat concerning him/her. At the meeting the member shall be informed of all matters which the Committee shall take into consideration in determining the matter.

The Committee may also require any other member to attend the meeting to give information concerning the matter, and if necessary, may adjourn their meeting for any period, and from time to time, to enable further information to be obtained. In such a case the offending member shall have the same rights at such an adjourned meeting, as for the original meeting. After hearing the matter, the Committee shall determine what action it shall take in respect of the offending member, and the member shall not be entitled to be present at such determination.

The Committee may resolve:

- a) to take no further action
- b) to reprimand the member
- c) to extend, limit, qualify or revoke any period or extent of suspension of rights and/or privileges imposed by the Chief Flying Instructor, or the Chief Tow Pilot, or the President
- d) to impose any period of total or qualified suspension of rights and/or privileges
- e) to expel the member, but such resolution shall require a two-thirds majority of those voting
- f) to publish or otherwise notify members of the matter and its decision in whatever manner it thinks fit
- g) to impose a fine, not exceeding \$500 in respect of any offence involving damage to Club property, and \$100 in respect of any other offence.

Notice in writing of the decision of the Committee shall be given to the offending member within seven days of the making of such a decision, and the decision of the Committee shall be final. Any action taken by the Club against a member under this clause shall be without prejudice to its rights and remedies, if any, to recover from the member at law any loss caused by the member. In the event of the Committee deciding to expel such a member the member shall not be entitled to any refund of subscriptions and shall remain liable for any arrears of subscription up to the end of the then financial year.

5 REGISTER OF MEMBERS

The Secretary of the Club shall keep a register of the Club's members, including the names, addresses and telephone numbers of those members.

6 COMMITTEE AND OFFICERS

6.1 Election of a Committee

The government of the Club shall be vested in a Committee of members comprising the following elected officers: President, Vice-President, Club Captain, Treasurer, Secretary and four Committee members. The Immediate-Past President and Chief Flying Instructor shall be automatically appointed as members of the Committee and shall be entitled to exercise all such rights, privileges and powers as exercised by the elected members of the Committee.

The officers of the Club shall be elected annually at the Annual General Meeting of the Club. Nominations shall be made in writing, signed by two members, and passed to the Secretary prior to the commencement of the meeting. Election shall be by show of hands or ballot if requested by the members.

The Chief Flying Instructor shall be nominated by the Instructors' panel and confirmed by the Committee.

When any President or Treasurer vacates their position during the term of office, an election shall be called to fill the position.

The Committee has the power to co-opt other members to assist with the work of the Committee. Such members shall not have voting rights on the Committee.

6.2 Term of Office

The term of office for all Committee Members is one year, expiring at the end of the relevant AGM.

There is no limit to the number of terms that a Committee Member may be re-elected to the Committee.

6.3 Committee Member ceasing to hold office:

A person ceases to be a Committee Member if:

- a) their term expires and they are not re-elected.
- b) the person resigns by delivering a signed notice of resignation to the Committee.
- c) Any elected member of the Committee failing to attend three consecutive meetings without leave of the Committee or reasonable excuse may be suspended from office until the Committee decides either to reinstate him/her or declare his/her office vacant.
- d) the person becomes disqualified from being an officer under the Act.
- e) the person dies.

Where a vacancy occurs on the Committee for any position other than President or Treasurer, the Committee may appoint a replacement member for a specified time or for the remainder of the financial year, either from within the Committee members or from the Club members. Such an appointment shall not extend beyond the next Annual General Meeting of the Club.

6.4 Responsibilities of the Secretary and the Treasurer

6.4.1 The Secretary of the Club shall:

- keep a faithful record of the business transacted at all Committee meetings, and at any Annual General or Special General Meetings of members.
- keep a record of the bylaws of the Club.
- call all meetings in accordance with the rules in this document.
- receive all correspondence of the Club.
- conduct the correspondence of the Committee.
- in general act as clerk and keep such records that the Committee may require; and

In any case where written notice is to be given to a member, it shall be deemed sufficient if such notice is sent by ordinary post to the postal address of the member, as last known to the Secretary, and shall be deemed to be delivered two days after posting.

6.4.2 The Treasurer of the Club shall:

- be responsible for the receipt of all moneys on behalf of the Club.
- forthwith lodge such moneys in such accounts as the Committee shall decide from time to time.
- keep the financial records of the Club together with any other records that may be found necessary to fully and correctly show the Club's affairs.
- be responsible for the furnishing of GST returns.
- furnish a monthly statement of accounts to the Committee.
- disburse all moneys of the Club under the authority of the Committee.
- prepare or cause the balance sheet of the Club to be prepared, certified and available to the Annual General Meeting.
- submit a report for the financial position of the Club as at the 31st day of March in each year at the Annual General Meeting
- not hold any other office in the Club at the same time as being Treasurer.

No moneys shall be paid out except those authorised by minute of the Committee. Such payments shall be made by, automatic payment, direct debit, or other electronic means signed or authorised by any two Committee members, who shall be authorised by the Committee from time to time and registered at the Club's bank as ~~cheque~~ signatories.

6.5 Powers of the Committee

Subject to any modifications, exceptions, or limitations contained in the Act or in this Constitution the Committee must manage, direct or supervise the operation and affairs of

the Club and has all the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of the Club

The Committee shall make, alter or rescind from time to time bylaws incidental to the objects of the Club, so long as they are not inconsistent with the rules in this document.

The Committee shall have full powers to decide on all matters not otherwise covered by the rules in this document, which are in the interests of the objects of the Club. The Committee may make, revoke or suspend appointments of the Chief Flying Instructor and the Chief Tow Pilot as considered necessary. In the case of revocation or suspension of the Chief Flying Instructor or Chief Tow Pilot, this power will only be exercised after due consideration and upon a two-thirds majority of those voting.

The Committee may at any time, declare the membership of the one or all of the classes of membership closed for the time being.

The Committee shall have full powers to decide on all matters not otherwise covered by the rules in this document, which are in the interests of the objects of the Club.

6.6 Committee Meetings

The President shall chair the Committee, or in his/her absence, the Vice-President shall be the Chair, or in his/her absence, the Committee members shall elect a Chair from amongst those Committee members present.

The Committee shall meet any time it is deemed necessary by the President or upon the written requisition of any two Committee members given to the President or the Secretary. Committee meetings may be convened by notice (verbal or written) given or sent to each member of the Committee by the Secretary at least three days before the time fixed for the meeting.

At all meetings of the Committee, six shall form a quorum.

The Chair shall have a casting vote as well as a deliberative vote. At all meetings of the Committee, the mode of voting shall be by show of hands, or ballot if demanded by a majority of members present. Proxy votes shall not be allowed.

7 CONTACT PERSON

The Secretary is appointed to be the Contact Person of the Society. If the Secretary resigns or is unable to fulfil the role, then the President becomes the Contact Person, subject to those persons meeting the eligibility criteria set out in the Act. The Committee must advise the Registrar of Incorporated Societies of any change in the contact person or their Contact Details.

8 CONTROLLING AND MANAGING FINANCES

8.1 Financial Year

The Club's financial year shall begin on the 1st day of April in each year and end on the following 31st day of March.

8.2 Financial Powers of the Committee

The Committee shall decide all matters relating to and fix all charges for the use of the Club's property by members, casual visitors, and non-members.

The control and investment of the funds of the Club shall be vested in the Committee, who shall have the power to authorise such expenditure and invest a fund in such a manner and for such purposes, as the Committee may deem to be in the best interests of the Club.

The Club may from time to time raise or borrow money or secure the repayment of any sum or sums of money, for the furtherance of its objects, in such manner and upon such terms and conditions as the Committee deems expedient. Any money borrowed may be secured by mortgage or debentures over the Club's property.

The Committee shall appoint a qualified accountant to review the annual financial statements of the Club.

8.3 Personal Benefit

As a not-for-profit organisation, the officers and members may not receive any distributions of profit or income from it. This does not prevent officers or members:

- receiving reimbursement of actual and reasonable expenses incurred, or
- entering into any transactions with the organisation for goods or services supplied to or from them, which are at arm's length, relative to what would occur between unrelated parties.

Provided no officer or member is allowed to influence any such decision made by the organisation in respect of payments or transactions between it and them, their direct family, or any associated entity.

8.4 Subscriptions

The Club subscription for members shall be fixed annually at the Annual General Meeting of the Club. The Committee shall recommend to the Annual General Meeting a subscription for the forthcoming year and a majority vote of that Meeting shall be required for those subscriptions to be adopted. The subscription shall be due within one month of the date of the Annual General Meeting at which the subscriptions for that financial year were set.

Only financial members of the Club shall have any rights and privileges of membership.

The Committee has the power to postpone or remit a portion or the whole of any subscription or fee due by any member of the Club. The Committee shall have the power to suspend from membership any member whose subscription or any other debt to the Club is overdue. This power may be exercised without prior notice being given to any such member.

The Committee shall have power to impose fees for administration, national subscriptions, or other such national payments, flying and such other fees as they may from time to time consider reasonable.

The subscription for new members may be an annual subscription pro rata, on a monthly basis, as agreed by resolution of the Committee, either to a specified date or to the end of the financial year.

9 GENERAL MEETINGS

9.1 Annual General Meetings

9.1.1 Frequency of AGM

An AGM must be held once a year at the time, date and place as the Committee decides, but not more than 6 months after the balance date of the Club and not more than 15 months after the previous AGM.

9.1.2 Notice of AGM

Annual General Meetings of the Club shall be convened by giving twenty-eight days' notice in writing by post or email to the members.

Members must give notice to the Secretary of any proposed motions, remits and other items of business to the Club at least 14 days before the date of the AGM.

9.1.3 Business of AGM

- a) confirmation of the minutes of the previous AGM.
- b) reports of Committee members.
- c) annual financial statements.
- d) setting of subscription for following year.
- e) the election of Office holders and Committee Members.
- f) consideration of any motions proposing to amend this Constitution that have been properly submitted for consideration at the AGM.
- g) consideration of any other items of business that have been properly submitted for consideration at the AGM.

9.1.4 Conduct of AGM

Twelve members or two-thirds of the total membership, whichever is the lesser, shall form a quorum at an Annual General Meeting.

The President shall chair all such meetings of members of the Club. In his/her absence the Vice-President shall be appointed Chair, and in his/her absence, the Committee members shall appoint or elect a Chair from among their numbers.

At all such meetings, the mode of voting shall be by show of hands, or ballot if demanded by a majority of members present. The Chair shall in all cases have an ordinary and in the cases of equality a casting vote. Proxy votes shall not be allowed. Non-financial members shall have no voting rights.

Minutes must be kept of all Annual General Meetings.

9.2 Special General Meetings

The Committee may at any time call a Special General Meeting of the Club, on giving seven days' notice in writing by post or email to the members. At such a meeting, no business shall be transacted other than that which was mentioned in the notice. The Committee shall also, in like manner, call a Special General Meeting, upon receiving a written requisition from not less than twelve financial flying members.

Twelve members or two-thirds of the total membership, whichever is the lesser, shall form a quorum at all Special General Meetings. The President shall chair all such meetings, and in his/her absence the Vice-President shall be appointed Chair, and in his/her absence, the Committee members shall appoint or elect a Chair from among their numbers.

At all Special General Meetings of the Club the mode of voting shall be by show of hands, or ballot if demanded by a majority of members present. The Chairperson shall in all cases have an ordinary and in the cases of equality a casting vote. Proxy votes shall not be allowed. Non-financial members shall have no voting rights.

Minutes must be kept of all Special General Meetings.

10 DISPUTE RESOLUTION PROCEDURES

10.1 How complaint is made

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

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

10.3 Person who is subject of complaint has right to be heard

1. This clause applies if a complaint involves an allegation that a member, an officer, or the society (the respondent) —
 - a. has engaged in misconduct; or
 - b. has breached, or is likely to breach, a duty under the society's constitution or bylaws or the Incorporated Societies Act 2022; or
 - c. has damaged the rights or interests of a member or the rights or interests of members generally.
2. The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
3. If the respondent is the society, an officer may exercise the right on behalf of the society.
4. Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if —
 - a. the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
 - b. the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and

- c. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- d. an oral hearing (if any) is held before the decision maker; and
- e. the respondent's written statement or submissions (if any) are considered by the decision maker.

10.4 Investigating and determining dispute

- 1. The society must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its constitution, ensure that the dispute is investigated and determined.
- 2. Disputes must be dealt with under the constitution in a fair, efficient, and effective manner.

10.5 Society may decide not to proceed further with complaint

Despite the clause 'Investigating and determining dispute' above, the society may decide not to proceed further with a complaint if —

- a. the complaint is trivial; or
- b. the complaint does not appear to disclose or involve any allegation of the following kind:
 - i. that a member or an officer has engaged in material misconduct:
 - ii. that a member, an officer, or the society has materially breached, or is likely to materially breach, a duty under the society's constitution or bylaws or the Incorporated Societies Act 2022:
 - iii. that a member's rights or interests or members' rights or interests generally have been materially damaged:
- c. the complaint appears to be without foundation or there is no apparent evidence to support it; or
- d. the person who makes the complaint has an insignificant interest in the matter; or
- e. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the constitution; or
- f. there has been an undue delay in making the complaint.

10.6 Society may refer complaint

- 1. The society may refer a complaint to —
 - a. a subcommittee or an external person to investigate and report; or
 - b. a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
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2. The society may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

10.7 Decision makers

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

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

11 AMENDING THE CONSTITUTION

Notice of any proposed rescindment, alteration, repeal, or addition to the rules shall be given to the secretary who shall distribute such notices to the members at least fourteen days prior to the Annual General Meeting or Special General Meeting called for the purpose of altering the rules.

Any rules may be rescinded, altered, repealed, or added to by a two-thirds majority of those voting at the Annual General Meeting, or at a Special General Meeting called for the purpose of altering the rules. Any such meeting shall be run in accordance with the rules set out in this document for a Special General Meeting or Annual General Meeting.

No addition to, deletion from or alteration of the organisation's rules shall be made which would allow personal pecuniary profits to any individuals.

12 WINDING UP

If the Committee considers the Club should be wound up and cease to operate, a Special General Meeting shall be called, to consider a resolution to wind up the Club. Such a resolution shall only have effect if it is passed with a majority vote of at least 75% of those present at the meeting and where at least 75% of the financial members of the Club are present at such a meeting.

In the event of the winding up of the Club, so much of the property real and personal of the Club shall be realised, as is needed to meet the debts and liabilities of the Club.

On winding up or dissolution of the organisation any surplus funds or assets shall not be paid or distributed to any members or individuals but shall be:

- applied to a purpose in line with the organisation's objects; or,
- given to Gliding New Zealand Incorporated (or its successor as the controlling body of the gliding sport in New Zealand) to be held in trust, until such time as another gliding club may be set up in the area, then passed to such a club, to be used to further the objects of gliding; or,

- given or transferred to another not-for-profit sporting organisation or a registered charity.