

# CONSTITUTION OF THE AUSTRALIAN BALLOONING FEDERATION INCORPORATED

Issue 2.3 – 29<sup>th</sup> September 2001

	Page
<b>CONTENTS</b>	<b>1</b>
<b>INTRODUCTION</b>	<b>2</b>
Section A - Name	2
Section B - Statement of purpose	2
Section C - Powers	2
<b>RULES</b>	<b>6</b>
<b>Part I - Preliminary</b>	<b>6</b>
1. Interpretation	6
1A Disclaimer	6
<b>Part II - Membership</b>	<b>6</b>
2. Membership categories	6
3. Nomination for Membership	7
4. Membership entitlements not transferable	7
5. Cessation of membership	7
6. Resignation of membership	7
7. Fees, subscription etc	7
8. Members' liabilities	7
9. Disciplining of Members	7
10. Right of appeal of disciplined Member	8
<b>Part III - The Committee</b>	<b>8</b>
11. Powers of the Committee	8
12. Constitution and Membership	9
13. Election of Committee Members	9
14. President	9
15A. Secretary	10
15B. Treasurer	10
16. Vacancies	10
17. Removal of Committee Members	10
18. Committee meetings and quorum	10
19. Delegation by Committee to sub committee	11
20. Voting and decisions	11
<b>Part IV - General Meetings</b>	<b>12</b>
21. Annual general meetings - holding of	12
22. Annual general meetings - calling of and business at	12
23. General meetings - calling of	12
24. Notice	12
25. General meetings - procedure and quorum	12
26. Presiding Member	13
27. Adjournment	13
28. Making of decisions	13
29. Voting	13
30. Appointment of proxies	13
<b>Part V - Miscellaneous</b>	<b>13</b>
31. Funds - source	13
32. Funds management	13
33. Alteration of the objects and rules	14
34. Common seal	14
35. Custody of books	14
36. Inspection of books	14
37. Service of notices	14
38. Surplus of property	14
<b>Appendices</b>	<b>16</b>
A Form of registration of Proxy	16
B Group allocation for Biennial voting	17
C Nomination form for elections.	17

## **INTRODUCTION**

### **Section A. NAME**

The name of the organisation is the "**AUSTRALIAN BALLOONING FEDERATION INCORPORATED**", hereinafter known as "the Association".

### **Section B. STATEMENT OF PURPOSE**

- B.1** To take over, acquire, operate and administer the activities and property of the Company limited by guarantee, known as The Australian Ballooning Federation Limited.
- B.2** To associate into, control, regulate and co-ordinate under one National Association, ballooning operations in Australia and all activities incidental thereto and to admit as Members of the Association persons interested in the advancement and encouragement of and participation in ballooning activities in Australia.
- B.3** To promote the co-operation of ballooning clubs and similar associations interested in the encouragement and development of ballooning in Australia. To promote the mutual exchange of ideas between such bodies and to encourage, undertake and exercise control of competitions, sporting events, displays, tests, records and trials. To hold either alone or jointly with any other association, club, company or person, ballooning meetings competitions (including international competitions), matches, exhibitions, trials and receptions. To accept, offer, give or contribute towards prizes, medals and awards in connection therewith and to promote, give or support dinners, concerts, balls, lectures and other entertainments.
- B.4** To safeguard the interests of ballooning clubs and similar bodies or any entity involved in activities connected with ballooning in any of its branches. Obtain for them such monetary or other assistance as may be possible by representations to Federal or State or any other appropriate authorities, persons or organisations.
- B.5** To make rules and regulations as necessary and permitted by law governing aspects of ballooning operations in which the Members of the Association or any of them are engaged. In particular, but without in any way limiting the generality of the foregoing, to make rules and regulations governing the conduct and activities of Members engaged in such operations in relation to the use and control of balloons of all types during all stages of flight. Along with the activities of Members whilst they are at, on or in the vicinity of any area from which such balloons are being operated, launched or handled and also in relation to the ground handling, maintaining, constructing, repairing, testing, checking and transporting of the said balloons.
- B.6** To enforce such rules or regulations by the imposition of any appropriate sanctions or penalties (pecuniary or otherwise) and/or suspend or expel any Member who has committed any breach thereof and to alter, vary or revoke any sanctions so imposed.
- B.7** To set promote and maintain standards of safety for ballooning by the specification and dissemination of information concerning standards of knowledge for pilots. In particular, to specify, impose and enforce standards of skill and competence relative to all stages of flying operations. To require any Member to meet such standards to the satisfaction of the Association before authorising such Member to engage in flight operations or any stage or aspect thereof. To grant, issue authorise, modify, cancel, suspend or revoke under the rules of the Association for the time being in force certificates and authorisations relating to aircraft, flying instructing and flying schools and to the skill and qualifications of pilots, instructors, navigators, and all persons managing, flying, or otherwise engaged in connection with ballooning or ballooning activities. To do all things relating thereto as may be deemed expedient and to make reports and recommendations to any clubs authorities or persons concerning the same.
- B.8** As deemed necessary, to affiliate with any other national or international bodies having an interest or concern in aviation particularly ballooning.
- B.9** As deemed necessary, to consider affiliation from any association, club, incorporated body or other organisation having an interest or concern with aviation, particularly ballooning.

### **Section C. POWERS**

Solely to further the purposes, as set out the Association shall have, in addition to the powers arising from incorporation generally, and without diminishing the effect thereof, power to:

- C.1** Enter into any arrangement with any Government or Local Authority, or any club, any other company or person, which may seem conducive to such objects. To acquire from any such Government or Authority, club, company or person any charters, decrees, licences, privileges and concessions and to represent Australia at meetings of international organisations.

**C.2** Buy, sell, lease, hire or otherwise acquire on terms or by means of an agreement for hire and purchase or otherwise manned balloons of all kinds and the component parts thereof and all kinds of machinery tools and apparatus for use in connection therewith and to acquire on lease, hire or otherwise and to provide and maintain club houses, and accommodation for or in relation to manned balloons of all kinds and to take over purchase or otherwise acquire, lease or hire such of the assets effects and liabilities of companies, clubs and institutions having similar objects to the Association.

**C.3** Purchase, hire, lease, make or provide and maintain and sell all kinds of furniture, implements, tools, machinery, utensils, stationery, cards, food, liquors and all other things required or which may conveniently be used in connection with any club houses, flying grounds or any other club premises by persons frequenting the same whether Members of the Association or not.

**C.4** Obtain any licence or licences in relation to supplying of spirituous liquors to Members and guests of Members under the liquor laws in force for the time being in any State or Territory of Australia and any other licences, which may be required for the supplying of any other commodities whatsoever.

**C.5** Take such steps by personal or written appeals, public meetings, entertainments or otherwise as may from time to time be deemed expedient for the purposes of procuring contributions to the funds of the Association.

**C.6** Purchase, lease or otherwise acquire lands, buildings and other premises and to establish, maintain, furnish and equip club houses, information bureau and libraries containing publications of all natures for the benefit and advancement of Members and to print circulars and to carry on such other literary and journalistic occupations as may be conducive to the attainment of the objects of the Association.

**C.7** Render voluntary aid, grant subsidies or to otherwise give financial assistance to any association person or persons, firm, company club or other body corporate or unincorporated affiliated with or recognised by the Association.

**C.8** Affiliate with or pursue common objectives with any body having in any way similar aims and/or objects upon such terms and conditions as may be mutually agreed upon.

**C.9** Establish, promote or assist in establishing or promoting, to grant affiliation, recognition or support, to amalgamate with, to subscribe to or become a member of any other federation, association or club, whose objects are similar or in part similar to the objects of the Association or the establishment or promotion of which may be beneficial to the association, whether such other federation, association or club is corporate or incorporate or is engaged or is proposing to engage in the pursuit of the objects mentioned, provided that no subscription shall be paid to any such other federation, association or club out of the funds of the Association except bona fide in furtherance of the objects of the Association or in aid of some general patriotic or charitable purpose.

**C.10** Regulate, superintend control or administer standards of non commercial ballooning operations throughout the Commonwealth of Australia, by all or any of the Clubs, persons, firms, companies, associations or other bodies referred to in clause C9 above and to encourage, protect, promote, advance and study the interests of the public therein.

**C.11** Hire and employ secretaries, clerks, managers, instructors, servants and workers and to pay them and other persons in return for services rendered to the association salaries, wages, gratuities, honoraria and pensions.

**C.12** Purchase, take on lease or in exchange hire or otherwise acquire any real or personal estate, which may be deemed necessary or convenient for the purpose of the Association.

**C.13** Sell, manage, lease, mortgage, dispose of or otherwise deal with all or any part of the property of the Association and in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as allowed by law having regard to such trusts.

**C.14** Take any gifts or property to any nature whatsoever whether subject to any special trusts or not for any one or more of the objects of the Association.

**C.15** Establish and support and to aid in the establishment and support of any other association for all or any of the objects of the Association.

**C.16** Provide premises and facilities for the use of Members and to expend the Association's funds in accordance with these Rules in furtherance of its objects particularly in the renting of premise hire or goods and payment of secretaries and other officials.

**C.17**

- (i)** Borrow or raise money in such manner as the Association shall think fit including by subscription, nomination and membership fees as determined from time to time by the Committee, and to secure the repayment of any moneys borrowed or realised or owing by the Association by bonds, bills or exchange or promissory notes, bills of sale, mortgages, charges or liens upon the whole or any part of the Association's property and/or assets present and future and also by any such security mortgage charge and/or lien to secure or guarantee the performance by the Association of any obligation or liability it may undertake.
- (ii)** Lend money only on such terms and to such persons as if the Association held such money on trust for the benefit of its Members.

**C.18** Pay all or any of the costs, charges and expenses, preliminary and incidental to the formation of establishment and registration of the Association.

**C.19** Draw, make, accept, endorse, discount, execute and issue cheques, bills of exchange, promissory notes, bonds, coupons and other negotiable instruments or securities.

**C.20** Purchase or otherwise acquire and undertake all or any part of the property assets, liabilities and engagements of any one or more of the Associations affiliations, institutions or societies with which the Association is authorised to amalgamate.

**C.21** Transfer in accordance with all of these Clauses and the Act all or any part of the property assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Association is authorised to amalgamate.

**C.22** Purchase or otherwise acquire any workshops, buildings or premises and any fixed and movable machinery tools implements, patterns or stock required in connection with the carrying out of the objects herein specified.

**C.23** Hold or promote competitions of any description authorised by law, which may be calculated to advance the purpose of the Association and to advertise or promote the sale of any publication issued by it for the purpose of the Association or in which it is interested and to give prizes in connection with such competitions or otherwise. Provided that no Member of the Association shall receive any prize, award or distinction of monetary value except as a successful competitor at any competition held or promoted by the Association.

**C.24** Appoint a Public Officer for the purposes of signing and lodging documents as required by the Associations Act 1991.

**C.25** Subscribe to, or become a member of and co-operate with or amalgamate with any other association or organisation, whether incorporated or not, whose objects are similar to those of the Association. Provided that the Association shall not subscribe to or support with its funds or amalgamate with any association or organisation which does not prohibit the distribution of its income and property among its Members to an extent at least as great as that imposed on the Association under or by virtue of Clause C 34 of this memorandum.

**C.26** Establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences, calculated to benefit employees or past employees of the Association or the dependants or connections of any such persons; and to grant pensions and allowance; and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful objects.

**C.27** Construct, improve, maintain, develop, work, manage carry out, alter or control any houses, buildings or grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.

**C.28** Invest and deal with the money of the Association not immediately required in such manner as the Committee think fit.

**C.29** Print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects, and to meet its obligations.

**C.30** Purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Association is authorised to amalgamate.

**C.31** Purchase or otherwise obtain insurance or indemnities pertaining to the Members, officers, agents and property in whatsoever form the Association may deem necessary.

**C.32** Transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the companies, institutions, societies or associations with which the Association is authorised to amalgamate.

**C.33** Enter into contracts or other arrangements for the provision or receipt of goods, services, information, rights, real estate, property or any other benefit.

**C.34** The income and property of the Association whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Constitution, and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise, to the Members of the Association. Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Association or to any Member of the Association in return for any services actually rendered to the Association or for goods supplied in the ordinary and usual way of business nor prevent the payment of interest at a rate not exceeding the rate for the time being fixed for the purpose of this paragraph by the Constitution on money borrowed from any Members of the Association or reasonable or proper rent for premises demised or let by any Member to the Association but so that no Member of the Committee or Governing Body of the Association shall be appointed to any salaried office of the Association or any office of the association, paid fees and that no remuneration or other benefit in money or money's worth shall be paid or given by the Association to any Member or such Committee or governing body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association.

**C.35** The office of the Association shall be at such a place as the Committee may from time to time determine.

#### **CONTROL OF OPERATIONS**

**C.36** The Association shall be the governing body, subject if applicable to relevant Regulations of the Federation Aeronautique Internationale, for competitions, matches, trials, tests and records throughout Australia which may be conducted by Affiliated Ballooning Clubs, or Members of the Association. The Association may, on such terms as it determines, delegate such control or any aspect thereof to any Affiliated Ballooning Club, or Member of the Association.

**C.37** The Association may, by written resolution of the Committee, delegate to any Affiliated Ballooning Club, or Member of the Association, any powers of the Association so far as they are exercisable within the State or Territory in which such an Affiliated Ballooning Club is established.

**C.38** Any control or powers delegated by the Association pursuant to Clause C.36 and C.37 may from time to time be revoked or varied as the Association may determine.

**C.39** Every Affiliated Ballooning Club and its members shall observe and comply with the control over ballooning operation exercised by the Association either directly or through delegation as provided by this Constitution.

## **RULES**

### **Part I - Preliminary**

#### **1. Interpretation**

Throughout this Constitution and By-laws, unless the context requires otherwise, the following definitions and abbreviations will apply:

- "Association": the Australian Ballooning Federation Incorporated.
- "Affiliated Ballooning Club": a club whether incorporated or not, accepted by the Committee as an affiliate Member of the Association.
- "Committee": the management committee of the Association, unless defined otherwise.
- "By-law": By-laws approved by the Committee to guide the implementation of the Constitution.
- "Club": any club, organisation, centre, corporation, company or other institution, association or community, in whatever legal form, having purposes consistent with the purposes of the Association.
- "Constitution": this Constitution, subject to any amendments made pursuant to the provisions hereof from time to time.
- "Executive": President, Secretary/Treasurer and Vice President as defined in Part III, Section 11.4
- "Member": a Member of the Association.
- "Membership Registrar": the person who keeps the records of ABF Members and their balloons and flying details.
- "Panel": a Panel constituted by the Committee.
- "Register": the Register of Members of the Association.
- "Regulation": the Regulations under the Associations Incorporation Act 1991.
- "Representative": a Member who is elected by the Members and represents the Members at meetings.
- "The Rules": the following set of principles governing procedural matters of the Association.
- "The Act": The Associations Incorporation Act 1991;

Throughout the Rules words importing the singular shall include the plural and words importing persons shall include corporations and vice-versa.

#### **1A. Disclaimer**

The regulatory activities of the Australian Ballooning Federation (ABF) are governed by the Operations Manual, which is published and amended following approval, by the Civil Aviation Safety Authority. The ABF administers the Operations Manual on behalf of the Civil Aviation Safety Authority. The provisions of the Operations Manual govern the standards for operations of balloons. Operators of balloons are responsible for the operation of balloons in accordance with the standards provided for in the Operations Manual. The ABF shall not be liable to pay compensation in respect of damages claimed as a consequence of injury to persons or of loss or damage to property resulting from the maintenance and/or operation by ABF members of balloons listed on the ABF register.

### **Part II - Membership**

#### **2. Membership categories**

- (i) Any of the following shall be qualified to be Members of the Association:
- (a) **Ordinary Members** - who shall only be admitted to membership of the Association in accordance with this Constitution and who shall be entitled to all rights and privileges granted to Members under this Constitution.
  - (b) **Certificate Members** - who shall have the same rights and privileges as ordinary members but will also be the holder of a certificate of the type specified in either the ABF Operations Manual or the Sporting Code.
  - (c) **Honorary Members** - who shall: -
    - (i) Be proposed by an ordinary Member of the Association;
    - (ii) Be approved and elected as an Honorary Member for a stipulated time by the Committee in accordance with rules or by-laws in that regard made from time to time by the Committee.
    - (iii) Not be required to pay any subscription or levy to the Association whilst an honorary Member; and
    - (iv) Not hold any office of the Association and shall not be entitled to vote.
  - (d) **Affiliate Members** - who may be an individual, club or other organisation referred to in Section B9 of the Constitution, and who shall:-
    - (i) Be approved and elected as an Affiliate Member by the Committee in accordance with rules or by-laws in that regard made from time to time by the Committee.
    - (ii) Not hold any office of the Association and shall not be entitled to vote.

- (e) **Life Members** - who shall have the same rights and privileges as Ordinary Members and/or Certificate Members and shall: -
  - (i) Be proposed by an Ordinary/Certificate member of the Association;
  - (ii) Be approved as a Life member by the Committee for final approval by the membership at the next available AGM.
  - (iii) Not be required to pay annual membership fees but will be required to pay any fees or levies as determined from time to time to maintain any ABF issued certificates.
  - (iv) Hold the same rights and privileges as Ordinary or Certificate members as appropriate.
- (ii) Unless otherwise provided in this Constitution, each Member of the Association shall:
  - (a) Be subject to all the obligations as to conduct of, otherwise imposed by, or in pursuance of this Constitution; and
  - (b) Be recorded in a register of Members maintained by the Association.

### 3. **Nominations for membership**

- (i) A person or club desiring to become a Member of the Association shall make application in writing in accordance with the requirements of the Committee as prescribed from time to time. The applicant shall become a Member upon satisfying those requirements and having paid the relevant subscription to the Association or its authorised agent.
- (ii) No persons shall be elected, or appointed to any position within the Association, or be allowed a vote in any elections or at any Committee meeting, or be granted any influence in any matter affecting the Association, unless that person is a financial Member of the Association.

### 4. **Membership entitlements are not transferable**

A right, privilege or obligation which a person has by reason of being a Member of the association:

- (i) Is not capable of being transferred or transmitted to another person excluding proxies; and
- (ii) Terminates upon cessation of the person's membership.

### 5. **Cessation of membership.**

Membership of the Association shall terminate:

- (i) Through non-payment of subscription as provided in the Rules.
- (ii) If the Member is expelled pursuant to the Rules

### 6. **Resignation of membership.**

A minimum of one calendar month's notice in writing of intention to resign is to be given by the Member to the Association.

### 7. **Fees, subscriptions etc.**

- (i) The Subscription payable by any Member shall be such as the Committee may from time to time prescribe.
- (ii) The Committee may levy additional contributions from time to time as required for the conduct of the Association's business.
- (iii) The membership year shall run from January 1st to December 31st.
- (iv) The Association shall cause notice of the subscription expiry to be sent to all Members on or before the last day of the month of expiry. If the renewal subscription remains unpaid thirty days after expiry, the Member's rights as provided within these Rules shall be suspended.
- (v) If the renewal subscription or any amount levied remains unpaid ninety days after the date of expiry or imposition of the levy, the membership shall be terminated. The member shall not be required to be notified of such termination.

### 8. **Members liabilities.**

The liability of a Member to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the Member in respect of the current year's membership fee.

### 9. **Disciplining of Members.**

- (i) Where the Committee is of the opinion or where it appears to the Committee that a Member of the Association:

- (a) Has refused or neglected to comply with, or has been reckless, as to whether or not any Rule or By-law of the Association has been complied with, or
- (b) Has acted in a manner prejudicial to the interests of the Association, then: -  
The Disciplinary Panel of the Association may call a Disciplinary Panel meeting for the purpose of hearing and determining complaints and charges against such Members. Such Panel shall be constituted by the Association's Disciplinary Panel Chairman together with no less than two and no more than six other Members, the selection of whom is at the discretion of the Committee. Alternatively, the Committee may choose to hear the complaint, in which case it shall be placed upon the agenda of the next Committee meeting and shall be heard by such Members of the Committee as to ensure a fair hearing is given to the Member concerned.
- (ii) Where the Disciplinary Panel or the Committee is to consider charges in accordance with sub-rule (i), the Disciplinary Panel or the Committee as the case may be, shall, as soon as practicable, cause notice to be served on the Members as required in Rule 37. Such notice shall: -
  - (a) Set out the complaint and charge of the Committee and the grounds upon which it is based; and
  - (b) State the date, place and time of the Disciplinary Panel or the Committee hearing; and
  - (c) Inform the Member that they may do any one or more of the following:
    - (i) Attend and speak at the hearing.
    - (ii) Submit to the Disciplinary Panel or the Committee at or prior to the hearing, written representation relating to the matter.
- (iii) At a meeting of the Disciplinary Panel or the Committee held as referred to herein, the Panel or the Committee shall: -
  - (a) Give to the Member an opportunity to make oral representations; and
  - (b) Give due consideration to any written representations submitted to the Panel or the Committee by the Member; and
  - (c) By resolution determine whether action against the Member is warranted and if so to determine what action should be taken.
- (iv) The powers of a Disciplinary Panel or the Committee expressly include, but are by no means limited to suspension and/or cancellation of any or all of the Member's privileges, ratings or membership of the Association or any combination of the above.
- (v) A resolution of the Disciplinary Panel or the Committee pursuant to sub-rule (iii) shall be notified to the Member in writing, as required in rule 37, within 14 days after the making of the resolution and informing the Member of: -
  - (a) Any right of appeal that exists under Rule 10 (i) and 10 (ii).
  - (b) The date upon which the decision shall take effect in the absence of an appeal or any rights of appeal under sub-rule (vi)
- (vi) Following the notification to a Member in accordance with sub-rule (v), a resolution of the Disciplinary Panel or the Committee under sub-rule (iii) c shall take effect 7 days after the date upon which service of the notice under sub-rule (v) has been effected.
- (vii) In the event of the hearing being handled by a disciplinary panel, then the panel chairman shall notify the Committee as soon as is practicable of the alleged offence and the disciplinary action taken by the panel.

#### **10. Rights of appeal of disciplined Member.**

- (i) A Member may appeal against a resolution of the Disciplinary Panel within 21 days after notice of the resolution is served on the Member by lodging with the Chairman of the Disciplinary Panel a notice to that effect.
- (ii) A decision of the Disciplinary Panel may be appealed to the Committee. In all cases the decision of the Committee shall be final.
- (iii) In every case of appeal the procedure to be followed shall be in accordance with that set out in rule 9(i) and 9(ii)
- (iv) No Member suspended, expelled or otherwise dealt with under Rule 9 (iv) hereof shall have any claim against the Association or any Member thereof, notwithstanding that the proceedings may be subsequently found to be invalid or that an appeal by the Member may be upheld.

### **Part III - The Committee**

#### **11 Powers of the Committee**

- (i) The Business of the Association shall be managed by the Committee, which may exercise all of the powers of the Association.
- (ii) Subject to these Rules, the Committee may meet together for the dispatch of business, adjourn or otherwise regulate its meeting as the Committee determines.

- (iii) The Secretary/Treasurer shall act as Trustee of all assets and funds of the Association and shall hold the same upon trust for the Association in accordance with this Constitution.
- (iv) The President, Secretary/Treasurer and Vice President shall form the Executive of the Association and shall be responsible for all matters relating to the affairs of the Association whenever the Committee is not meeting and, subject to any decisions of the Committee, shall make all the decisions necessary in relation to the Association's business and shall act in the case of emergency.
- (v) The Committee shall appoint the Association's Public Officer, being a resident of the Australian Capital Territory, to submit, transmit and receive on behalf of the Association, documents as required by the Laws of the Commonwealth under which the Association operates.
- (vi) Other than as may be required by law, no contract, business or arrangement entered into or on behalf of the Association with any Committee Member shall be avoided by reasons only of holding such office or by fiduciary relationship thereby established, but the nature of the business or interest must be disclosed by such Committee Member in writing to the Secretary.
- (vii) A Committee Member must not be present, or vote, during voting in respect of any contract, business or arrangement with the Committee in which they have direct financial interest.

## **12. Constitution and membership.**

- (i) The Committee shall consist of the Executive and financial Members from each Region, in the numbers described in Appendix B, or such other number as may be determined from time to time by the Committee.
- (ii) The boundaries of each Region shall be as described in Appendix B
- (iii) The Executive shall consist of:
  - (a) President, Secretary/Treasurer and Vice President each of whom shall be elected by the Membership.
  - (b) The Committee shall be elected by the Membership
- (iv) No member of the Executive or Committee shall be appointed to any salaried office of the Association.
- (v) In the event that no nominations are received for a vacant Regional Committee Representative position, that position shall be filled by the Committee after consultation with any affiliated club(s) in the region or by consultation with members in that region.
- (vi) The Committee may appoint from time to time a special Event Manager having limited voting rights on the committee in accordance with the following conditions
  - (a) Such appointment be for a specific period lasting not more than 6 months after the finish date of the event.
  - (b) Shall have voting rights on the committee limited solely to matters relating to, or affecting the event for which he/she has been appointed.
  - (c) Shall be subject to dismissal in accordance with section 17 of this cons

## **13. Election of Committee Members.**

- (i) The Committee shall be elected by the membership on a one Member - one vote system.
- (ii) The Members of each Region shall elect their Committee Representative(s) prior to the annual general meeting of the Association in each year. The names of the Members elected shall be forwarded to the National Administrator prior to the annual general meeting of that year and the results of the elections shall be announced at the beginning of that annual general meeting. The Members so elected shall hold office from the beginning of the annual general meeting at which their election was announced, until the beginning of the next annual general meeting of the Association.
- (iii) The President, Vice President and Secretary shall be elected by the Membership in the following manner:
  - (a) The Secretary shall make a notice calling for nominations, not less than sixty (60) days before the day upon which the Annual General Meeting is to be held. The non-receipt of such notice by any member shall not invalidate the election.
  - (b) Nominations of candidates for election as an office bearer shall be received not less than thirty (30) days preceding the Annual General Meeting.
  - (c) The nomination of a candidate for election must be signed by not less than two other ordinary members and contain the consent of the member nominated and shall be in the form shown in Appendix C.
  - (d) At the expiration of the time for receiving nominations the Secretary shall cause to be prepared a list containing the names of all persons so nominated.
  - (e) For each vacancy for which there is only one (1) candidate nominated the Chairman of the Annual General Meeting at which the election is to take place shall declare such candidates duly elected.
  - (f) If there are more candidates than vacancies to be filled the election shall be by ballot of the members conducted at the annual general meeting in such manner as may be directed by the committee.

## **14 President**

The President shall act as Chairman for all meetings and shall determine subject to this Constitution any matters in dispute regarding proceedings at any meeting of the Committee or the Executive and shall act as spokesperson for the Association.

**15A. Secretary.**

- (i) The Secretary shall carry out and perform all secretarial functions of the Association and shall maintain a proper record of all the affairs of the Association including any correspondence, minutes and other papers.
- (ii) The Secretary shall at the request of the Committee conduct a plebiscite of the Association's Members in respect of a matter of policy. The result of such plebiscite shall be binding on the Committee, subject to the right of the Committee to act contrary to the result of a plebiscite in the case of an emergency only.
- (iii) The position of Treasurer may be combined with that of the Secretary at the Committee's discretion.

**15B. Treasurer.**

- (i) The Treasurer shall maintain a true and complete record of the financial and business affairs of the Association and shall pay all authorised accounts and receive and bank all monies and securities for the Association.
- (ii) The Treasurer shall at each Annual General Meeting of the Committee present a budget or forecast of the financial requirements of the Association of the coming year.
- (iii) The Treasurer shall submit a financial statement and profit and loss statement for the financial year ending at every annual general meeting.
- (iv) The National Administrator who will report directly to the Secretary may carry out the responsibilities of the Treasurer.

**16. Vacancies.**

- (i) In the event of: -
  - (a) A vacancy occurring in the Committee between group elections; or
  - (b) Any vacancy occurring as a result of the failure to nominate sufficient Members of the Committee to permit filling of the vacancy as specified in Rule 12 (v). The Region entitled to elect a Member to such vacant position shall elect a financial Member, subject to the provisions of Rule 16 (ii). That Member shall hold office from the date of their election until the beginning of the annual general meeting of the Association.
- (ii) If a vacancy occurs in the Committee at time no greater than six months from the time of the next election applicable to that Committee position, the vacancy shall be deemed to be a casual vacancy and need not be filled in the interim period.

**17. Removal of Committee Members.**

The association in general meeting may by resolution, subject to Section 50 of the Act, remove any Member of the Committee from office before the expiration of the Member's term of office.

**18. Committee meetings and quorum.**

- (i) The Committee must meet at least four times in each calendar year at such place and time as the Committee may determine.
- (ii) One meeting of the Committee each year shall be the Annual Committee Meeting. Committee meetings may be conducted by electronic means.
- (iii) Any Member of the Committee may convene additional meetings of the Committee.
- (iv) Oral or written notice of a meeting of the Committee shall be given by the Secretary to each Member of the Committee at least 48 hours (or such other period as may be unanimously agreed upon by the Members of the Committee) before the time appointed for the holding of the meeting.
- (v) Notice of a meeting given under Rule 18 (iii) shall specify the general nature of the business to be transacted at the meeting, and no business other than that business shall be transacted at the meeting, except business which the Committee Members present at the meeting unanimously agree to treat as urgent business.
- (vi) If the President is not present, at the time appointed for a Committee meeting the Committee shall choose one of its number to be Chairman of that meeting.
- (vii) Should a Committee Member for any reason be unable to carry out the duties of the position, the Region entitled to elect such a Committee Member may nominate an alternative to attend Committee meetings in his

stead. Such alternative Committee Member shall hold office only for the period during which the Committee Member for whom he is the alternative holds office.

- (viii) The Secretary of the Association shall notify the membership as soon as is practicable of the 'alternative Committee Member'.
- (ix) Any three Members of the Committee including at least two members of the Executive shall constitute a quorum for the transaction of the business of the meeting of the Committee.
- (x) The Committee shall transact no business unless a quorum is present and if within half an hour after the time appointed for the meeting a quorum is not present; the meeting stands adjourned to a place and time to be determined.
- (xi) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting shall be dissolved.

#### **19. Delegation by Committee to sub-committee.**

- (i) The Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such Members of the association as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than:
  - (a) This power of delegation; and
  - (b) A function, which is a function, imposed on the Committee by the Act, by any other law of the Territory, or by resolution of the association in general meeting.
- (ii) Notwithstanding any delegation under this rule, the Committee may continue to exercise any function delegated.
- (iii) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Committee.
- (iv) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (v) A sub-committee may meet and adjourn, as it thinks proper.
- (vi) A sub-committee must report to the Committee.

#### **20. Voting and decisions.**

- (i) At Committee meetings the voting power of a Committee Member shall be one (1) vote per Committee Member present at the meeting, plus written proxies on the matter at hand.
- (ii) On matters of appointment the voting power of Committee Members shall be one (1) vote per Committee Member present at the meeting, plus written proxies on the matter at hand.
- (iii) Questions arising at any Committee Meeting shall be decided by a majority of the votes as per sub-rule (i). Should there be an equality of votes the motion shall be lost.
- (iv) A resolution in writing, excluding alterations to the Constitution, signed by the Committee Members representing a majority of the total votes which may be cast if a meeting were to be held, shall, until the next Committee Meeting be as valid and effectual as if it had been passed at a Committee meeting duly called and constituted.
  - (a) Any such resolution in writing and signed as aforesaid shall be ratified at the next Committee Meeting.
  - (b) If not ratified at the next Committee Meeting the resolution shall lapse, but such a lapse shall not invalidate any action taken pursuant to such resolution prior to the Committee Meeting held next after the resolution had been signed as aforesaid. When alterations to the By-laws are required with expediency, a resolution in writing as provided under this Rule shall be obtained, subject to the requirements therein for ratification.
- (v) The Committee may, subject to these Rules, make By-laws for conducting its own proceedings and general management of the Association's affairs.
- (vi) By-laws proposed shall be notified to the Members and shall take effect after the expiration of 30 days from the time of such notification, subject to the approval of the Committee.
- (vii) By-laws so made may be repealed, varied or added to at any time and from time to time by the Committee.
- (viii) All acts done by any Committee Meeting or Committee Member shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment or election of any Committee or Committee Member and such Committee or Committee Member was disqualified, be as valid as if every person had been duly elected and duly qualified. On discovery of his disqualification that Committee member shall not have a vote.
- (ix) Any decisions of the Executive or the Committee made in accordance with this Constitution shall be binding on all Members and shall take effect notwithstanding any inconsistency with any decision of or any by-law or constitutional provision of any member Club or Association.
- (x) Committee Members, other officers and agents of the Association shall be reimbursed by the Association for costs, charges and other expenses reasonably incurred in the execution of their respective offices.

- (xi) No Committee Member or other officer of the Association shall be liable for the acts, receipts, neglects or defaults of any other Member or for any loss damage or whatever which may happen in the execution of their duties or in relation thereto unless the same happen through their own wilful act, neglect, default or dishonesty.

#### **Part IV - General Meetings.**

##### **21. Annual general meeting - holding of.**

The Committee shall convene an Annual General Meeting within the period of 5 months after the expiration of each financial year of the association.

##### **22. Annual general meetings - calling of and business at.**

- (i) The order of the business at each Annual General Meeting shall be: -
- (a) Opening of the meeting and receipt of apologies.
  - (b) Minutes of the last Annual General Meeting.
  - (c) Business arising out of the last Annual General Meeting.
  - (d) Presentation of Annual Reports by the President, Secretary and Treasurer.
  - (e) Business arising from Annual Reports.
  - (f) Election of new Committee.
  - (g) Newly elected Committee assumes office and control of the meeting.
  - (h) Determination of a budget and contributions for the forthcoming year.
  - (i) Question time for Members.
  - (j) Any motion to amend the Constitution.
  - (k) Any motion on Notice
  - (l) Close the Annual General Meeting.
- (ii) A newly elected Committee shall at its first meeting appoint or confirm appointment of Members of the Association to supplementary administrative, liaison and operational management positions as required by the By-laws.
- (iii) A newly elected Committee shall at its first meeting appoint or confirm the appointment, from the Members of the Association, delegates to any organisations with which the Association is affiliated.

##### **23. General meetings - calling of**

- (i) The Committee may, whenever it thinks fit, convene a general meeting of the Association.
- (ii) The Committee shall, on the requisition in writing of not less than 5 per cent of the total number of Members, convene a general meeting of the Association.
- (iii) A requisition of Members for a general meeting:
- (a) Shall state the purpose or purposes of the meeting;
  - (b) Shall be signed by the Members making the requisition; and
  - (c) Shall be lodged with the Secretary.

##### **24. Notice**

- (i) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary shall, at least 14 days before the date fixed for the holding of the General Meeting, cause to be sent by pre-paid post to each Member at the Member's address appearing in the register of Members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (ii) Where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the association, the Secretary shall, at least 21 days before the date fixed for holding of a Special General Meeting, cause notice to be sent to each Member in the manner provided in sub-rule (i), specifying, in addition to the matter required under that sub-rule, the intention to propose the resolution as a special resolution.
- (iii) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to Rule 22 (i),
- (iv) A Member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the Member.

**25. General meetings - procedure and quorum.**

- (i) No item of business shall be transacted at a General Meeting unless a quorum of Members entitled under these rules to vote is present during the time the meeting is considering that item.
- (ii) Twelve (12) Members present in person (being Members entitled under these rules to vote at a General Meeting) constitute a quorum for the transaction of the business at the General Meeting.
- (iii) If within half an hour after the appointed time for the commencement for a General Meeting a quorum is not present, the meeting if convened upon the requisition of Members shall be dissolved and in any other case shall stand adjourned to a place and time to be determined by the Committee.
- (iv) If at the adjourned meeting a quorum as stated in Rule 25 (ii) is not present within half an hour after the time appointed for the commencement of the meeting, the meeting shall be dissolved.
- (v) Unless the minutes of any general meeting 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 general meeting. If so signed they shall be receivable as prima facie evidence of the matters stated in such minutes.
- (vi) As soon as practicable after each general meeting, the Secretary shall cause a copy of the minutes of that meeting to be sent to each Committee Member and the Editor (for inclusion in the next ABF journal). The minutes may include the names of the Members represented, the names of their representatives and assistants, the names of any other persons present and their role, and the proxies received.

**26. Presiding Member**

The President shall preside as Chairman at every meeting, or if there is no President, or if at any meeting the President is not present within thirty minutes after the time appointed for holding the meeting, one of the Executive shall be Chairman, or if the Executive are not present at the meeting, then the Members may choose one of their number to be Chairman of the meeting.

**27. Adjournment.**

- (i) The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (ii) Where a general meeting is adjourned for 30 days or more, the Secretary shall give written or oral notice of the adjourned meeting to each Member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (iii) Except as provided in sub-rules (i) and (ii), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

**28. Making of decisions.**

At a general meeting of the Association, a poll may be demanded by the person presiding or by not less than 3 Members, present in person or by proxy at the meeting.

**29. Voting.**

At any annual or special general meeting, Members who are not present or who have not registered their proxy in accordance with Rule 30 shall not be eligible to vote.

**30. Appointment of proxies.**

Proxies and Postal Votes will be acceptable for all matters requiring the Members vote. Proxies shall only be valid if notified to the Secretary at least twenty-four (24) hours prior to the commencing time of the meeting in respect of which the proxy is appointed, except in extraordinary circumstances, which will be accepted at the discretion of the Committee. Holders of proxies must be Members. Postal Votes will only be valid if they are received by the Secretary or Returning Officer and post-marked no later than the closing date of the particular vote. The form for registering a proxy is shown in Appendix A.

**Part V - Miscellaneous**

**31. Funds - source**

The funds of the Association shall be derived from annual subscriptions of Members and, subject to section 114 of the Act, such other sources as the Committee determines.

**32. Funds - management.**

- (i) The Committee shall appoint such Auditor or Auditors as it may from time to time determine.
- (ii) All monies received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- (iii) The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.
- (iv) Any one of two members or such other persons as authorised by the Committee shall sign all cheques, drafts, bills or exchange, promissory notes and other negotiable instruments.
- (v) The Association shall meet all reasonable expenses incurred by the Committee in the conduct of the affairs of the Association and duly vouched for.
- (vi) The Financial year of the Association shall terminate on the thirtieth of June in each year unless otherwise determined by the Committee.
- (vii) The income and property of the Association shall be applied solely toward the promotion of the purposes of the Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or in any other manner whatsoever by way of profit to Members of the Association, provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officer or servant of the Association or to any Member thereof in return for any services actually rendered to the Association and that no remuneration or other benefit in money or money's worth shall be paid or given by the Association to any Committee Members except repayment of out-of-pocket expenses.

**33. Alteration of objectives and rules.**

- (i) No alterations may be made to this Constitution except by special resolution.
- (ii) At a Committee Meeting -
  - (a) No motion to amend the Constitution can be considered by a meeting of the Committee unless notice of the proposed amendment has been given in writing to all Members and to each Member of the Committee at least twenty one (21) days prior to the meeting, accompanied by notice of intention to propose the resolution as a special resolution; and
  - (b) It is passed by at least three-quarters of those Members of the Association who, being entitled to vote, vote in person or by proxy.

**34. Common Seal**

- (i) The common seal of the Association shall be kept in the custody of the Secretary or of the nominee of the Secretary.
- (ii) The common seal shall not be affixed to any instrument except by the authority of the Committee and the signatures of two Members of the Committee shall attest the affixing of the common seal.

**35. Custody of books.**

Subject to the Act, the Regulations and these rules, the Secretary or the Committee approved nominee shall keep custody of, or otherwise maintain control of, all records, books and other documents relating to the Association.

**36. Inspection of books.**

The records, and other documents of the Association shall be open to inspection at a place in the ACT, free of charge, by a Member of the Association on request at any reasonable hour.

**37. Service of notices.**

Sending such notice via pre-paid ordinary post to the Member's address appearing in the Register may effect the service of any notice required by these Rules. A notice to be given by post shall be pre-paid and shall be deemed to have been duly given at the expiration of seven (7) working days after posting.

**38. Surplus property**

If the Association is wound up, by special resolution of the Committee with conditions as set out for alteration to the Constitution in Rule 33, the surplus assets after payment of the Association's liabilities and the expenses of winding up, shall be distributed, given or transferred to such other institutions, societies, associations or clubs having objects

similar to those of the Association and whose constitution or memorandum of association prohibits the distribution of its or their income and property amongst its Members to an extent at least as great as is imposed by the Association's Constitution; such organisation or organisations to be determined by the Members of the Association at or before the time of dissolution and in default, by application to the Supreme Court of the Australian Capital Territory.

**APPENDIX A**

**FORM OF APPOINTMENT OF PROXY**

No person may be appointed a proxy unless they are a Financial Member of the Association. Every instrument of proxy shall be signed by the appointer and shall be in the form or to the effect following: -

AUSTRALIAN BALLOONING FEDERATION INC

I,.....  
of.....  
in the State of.....  
being a ..... Member/Committee Member of THE AUSTRALIAN BALLOONING FEDERATION  
INC and entitled to vote, hereby appoint  
.....  
(a Financial Member of the Association) of  
..... or failing them  
..... of  
..... as my proxy to  
vote for me and on my behalf at the Committee/General Meeting of the Association to be held on the .....  
day(s) of ..... 19... and at any adjournment thereof.  
My proxy is hereby authorised to vote in favour\*/against\*/or as my proxy sees fit\* the following resolutions.  
\*(Delete as applicable)  
(Insert details as applicable)

SIGNED this ..... day of ..... 19....  
The instrument appointing a proxy shall be deposited at the Secretariat office of the association or at such other place  
as may be specified by the Executive for that purpose in the notice convening the meeting not less than twenty four  
hours before the time for holding the meeting at which the person named in such instrument proposed to vote, and  
shall be available only for the meeting named therein, or for any adjournment of such meeting.

**APPENDIX B**

**REGIONAL DEFINITIONS AND GROUP ALLOCATION FOR ANNUAL ELECTIONS**

Regional Definitions and Representatives

New South Wales/ACT	1 Representative
Victoria /Tas	1 Representative
South Australia/NT	1 Representative
Western Australia	1 Representative
Queensland	1 Representative

**APPENDIX C**

**AUSTRALIAN BALLOONING FEDERATION  
NOMINATION FORM**

We hereby nominate.....  
for election as ..... at the Annual General Meeting to be held in the month of ..... (Year)

Dated the .....day of ..... 2000

Name	Signature
1. ....	.....
2. ....	.....

I consent to the above nomination                      Signature .....