



AIRCRAFT OWNERS AND PILOTS ASSOCIATION OF AUSTRALIA

ACN 004 274 588 | Incorporated as a Company Limited by Guarantee | Est. 1949

Articles of Association

Articles of Association
The Aircraft Owners and Pilots Association of Australia

Date Amended Authority Amendment

25th May 2002 Annual General Meeting Clause 18
26th May 2003 Annual General Meeting Clause 10, 29(c), 38(b), 38(c), 58
26th May 2004 Annual General Meeting Clause 19
29th April 2005 Annual General Meeting Clause 36, 57
10th May 2008 Annual General Meeting Clause 38 (c), (d); Clause 41
Annual General Meeting Revision

Revision 10/05/08

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ARTICLES OF ASSOCIATION THE AIRCRAFT OWNERS AND PILOTS ASSOCIATION OF AUSTRALIA

INTERPRETATION

1. In the interpretation of these rules unless inconsistent with the context:

ASSOCIATION means Aircraft Owners and Pilots Association of Australia

PROPERTY means the real and personal property from time to time belonging to or vested in or under the control or management of this Association

PRESIDENT/SECRETARY/TREASURER/AUDITORS mean those Officers holding the respective Offices from time to time of the Association

OFFICE means the registered office of the Association

COMMITTEE means the members for the time being of the Committee hereby constituted.

AIRCRAFT means any craft capable of carrying a person or persons and sustaining flight in a controlled manner. This includes powered aircraft, gliders, ultra-light aircraft, hang gliders and balloons, but not parachutes or model aircraft.

THE ACT means the Corporations Act 2001

ORGANISATION

2. The maximum number of members of the Association shall be determined by the Committee from time to time.
3. The Association shall derive its membership from all Australian States and Federal Territories or such other places as the Committee may from time to time determine.
4. The Association shall be organised as a body and shall have a Committee and an Executive Committee as provided by these articles.

MEMBERS

5. The following persons shall be eligible for membership of this Association and the membership of the Association shall be limited to the following classes of persons:
- a. owners of aircraft
 - b. pilots of aircraft who:
 - I. hold any certificate or licence from any approved licensing authority; or
 - II. have formerly held any such certificate or licence to fly an aircraft solo; or
 - III. have flown an aircraft solo
 - c. student pilots

Non-natural persons including both incorporated and unincorporated bodies may be members under class (a) above. Any such member must appoint a nominee who may receive membership benefits and exercise voting and other rights. Such a nominee may or may not also be a member in their own right.

6. The first members of the association shall be:
- a. the subscribers to the memorandum and Articles of Association
 - b. every person who at the registration of the Association is a member of the unincorporated Association known as the Aircraft Owners and Pilots Association of Australia.
7. Any person desirous of becoming a member of the Association who is eligible under article 5 hereof shall apply for membership of the Association on such form of application as the Committee may prescribe and such application shall be submitted to the Committee who shall have power to accept or reject such application and acceptance and after payment of the annual subscription such person shall become a member of the Association.

ASSOCIATE MEMBERSHIP

7A.

- a. Any person who is not eligible under Article 5 hereof may apply for Associate Membership of the Association.
- b. An associate member shall have the same status and rights and obligations of a member save and except that he or she shall not be entitled to vote at any meeting of the Association or election of Committee Members or to hold office or sit on the Committee.
- c. The membership fee for an associate member shall be the same as for members.
- d. Non-natural persons may be associate members and shall be subject to the provisions relating to non-natural persons included in Article 5.
- e. The provisions of Article 7 relating to application and acceptance apply to associate membership applications.

HONORARY MEMBERSHIP

8. Any person in the opinion of the Committee who:

- a. is popularly identified with the aircraft industry or aeronautical projects

OR

- b. has worked actively in the interest of aeronautics

OR

- c. has rendered signal service to the Association may be admitted by special resolution of the Committee as an Honorary Member for such time as the Committee may determine.

9. An Honorary member shall have the status and rights and obligations of a member save and except that he shall not be required to pay an Annual Subscription or a levy and shall not be entitled to vote at any meeting of this Association or to hold office or sit on the Committee unless he has previously been a member of the Association.

LIFE MEMBERSHIP

10. Any member or any other person who the Committee desire to honour with such distinction may without payment be admitted by a resolution of the Committee to be a Life Member. Life Members will be entitled to exercise all the rights and privileges as ordinary financial members.

RESIGNATION, SUSPENSION OR EXPULSION

11. A member may at any time by giving notice in writing to the secretary resign his membership of the Company but shall continue liable for any annual subscription and all arrears due and unpaid at the date of his resignation and for all the moneys due by him to the Company and in addition for any sum not exceeding two dollars for which he is liable as a member of the Company under clause 7 of the Memorandum of Association of the Company.

12. If any member shall wilfully refuse or neglect to comply with the provision of the Memorandum or Articles of Association of the Company of shall be guilty of any conduct which in the opinion of the Committee is unbecoming of a member or prejudicial to the interest of the Company the Committee shall have power by resolution to censure, fine suspend or expel the member from the Company. Provided that at least one week before the meeting of the Committee at which such a resolution is passed the member shall have had notice of such meeting and of what is alleged against him and of the intended resolution and that he shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence he may think fit and provided further that any such member may by notice in writing lodged with the Secretary at least twenty-four hours before the time for holding the meeting at which the resolution is to be considered by the Committee, elect to have the question dealt with by the Company in general meeting and in that event a general meeting of the Company shall be called for the purpose and if at the meeting such a resolution be passed by a majority of two-thirds of those present and voting (such vote to be taken by ballot) the member concerned shall be punished accordingly and in the case of a resolution for his expulsion the member shall be expelled.

13. The Committee shall have power to deal with any charge against a member involving the penalty of suspension or expulsion at a meeting of the Committee convened for such purpose at a period of not less than twenty one days after the convening of such meeting and provided such member has been given not less than twenty-one days notice in writing posted to him at his address appearing in the Register of the Association specifying the nature of the charge and the time and place of such Committee meeting and notifying him that he may attend such meeting for the purpose of being heard in his defence to such charge.

CESSATION OF MEMBERSHIP

14. Any person who shall by any means cease to be a member of the Association shall nevertheless remain legally liable for and shall pay to the Association all monies which at the time of his ceasing to be a member were due from him to the Association whether for arrears or for the year then current.

REINSTATEMENT TO MEMBERSHIP

15. Any resignation, suspension or expulsion may at any time be revoked or modified by the Committee.
16. No person shall be reinstated on the register until he has paid all arrears of the subscriptions which would have become due had he remained continually a member provided that the Committee may rebate in toto or reduce the amount payable in its discretion.

ANNUAL SUBSCRIPTIONS

17. Every person who becomes entitled to admission shall before his name is entered in the register of members pay to the Association his first annual subscription and until the name of the member is entered in the register no person or member shall become entitled to the privileges of membership.
18. The annual subscription payable by members of the Association shall be as the Association in general meeting shall from time to time prescribe, provided that the Committee may increase subscriptions in line with the Australian Consumer Price Index.
19. Each annual subscription shall be legally recoverable and shall be payable in advance by each member on the day of admission as a member and thereafter on the expiration of every twelve months from such date. Subscriptions paid by members do not confer an ongoing liability on AOPA to provide any service for an individual member and subscriptions paid by members shall not be recoverable by the member either on resignation of the member or on the winding up of the association.

REGISTER OF MEMBERS

20. The Association will keep a register and index of members in compliance with s 169 of the Act.

GENERAL MEETINGS

- 21.
- a. An Annual Meeting of the Company shall be held in accordance with the provisions of the Act.
 - b. Any member of the Committee may whenever he thinks fit convene a general meeting, and general meetings shall be convened on such requisition or in default may be convened by such requisitionists as provided by the Act.
 - d. Subject to the provisions of the Act relating to special resolutions and agreements for shorter notice, fourteen days notice at least (exclusive of the day on which the notice is served or deemed to be served, and exclusive of the day for which notice is given) specifying the place the day and the hour of the meeting and in case of special business the general nature of that business shall be given to such persons as are entitled to receive such notices from the Company.
 - e. For the purpose of Article 21(c) all business shall be special that is transacted at a general meeting and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets and the report of the Committee and Auditors, the election of officers and other members of the Committee in the place of those retiring, and the appointment of the Auditors, if necessary.

PROCEEDINGS AT GENERAL MEETINGS

- 22.
- a. No business shall be transacted at any general meeting unless a quorum of members is present at the time when meeting proceeds to business. Save as herein otherwise provided 10 members in person shall be a quorum. For the purpose of this article "member" includes a person attending as a proxy or as representing a corporation which is a member.
 - b. If within an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Committee may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present (being not less than three) shall be a quorum.
 - c. The President shall preside as Chairman at every general meeting of the Company, or if there is no President, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be the Chairman or if the Vice-President is not present or unwilling to act then the members present shall elect one of their number to be Chairman of the meeting.
 - d. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.
23. Every question submitted to a meeting shall be decided in the first instance by a vote by show of hands and in the case of equality of votes shown by both a show of hands and on a poll the Chairman shall have a casting vote in addition to the vote to which he is entitled as member.
24. At any general meeting unless a poll is demanded by the Chairman or by at least three members present and entitled to vote at the meeting, a declaration by the Chairman that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and entered to that effect in the book or proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
25. If a poll is demanded as aforesaid it shall be taken in such a manner and at such time and place as the Chairman of the Meeting shall direct either at once or after an interval or adjournment or otherwise and the results of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand of the poll may be withdrawn and in the case of any disputes as to the admission or rejection of a vote the Chairman shall determine the same and such determination made in good faith shall be final and conclusive.
26. The Chairman of a general meeting may with the consent of the Meeting adjourn the same from time to time and place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded. No poll shall be demanded on the election of a Chairman of a meeting and a poll demanded on a question of adjournment shall be taken at the meeting without adjournment.
27. A member must be a financial member in order to be entitled to vote on any question either in person or by proxy or to be reckoned in a quorum.
28. On a show of hands every financial member present in person and entitled to vote shall have one vote.

29. Where a poll has been determined in accordance with these Articles every financial member present in person or by proxy will have one vote provided that:
- a. a proxy holder shall be a member of the Association;
 - b. the instrument appointing the proxy for an ordinary general meeting or an extraordinary general meeting shall be deposited at the office of the Secretary not less than forty eight (48) hours before the meeting at which a proxy issued and the secretary shall prior to the holding of the meeting note on each proxy form whether or not a member signing the instrument is entitled to vote and shall produce all proxy forms so noted at the meeting.
 - c. every instrument of proxy shall be in writing under the hand of the appointer, and shall include, but need not be limited to, the following information:
 - a. member's name
 - b. member's number
 - c. financial status of membership
 - d. name of proxy holder
 - e. time and date of meeting to which proxy relates (which shall include an adjournment thereof);
 - f. each resolution to which it is intended the proxy apply and the vote for such resolution is to be in the affirmative, in the negative, or whether the proxy holder may vote as he or she wishes in the case of the resolution
 - g. the signature of the appointer
 - h. date of signing by the appointer
30. The authority entitling the proxy holder to vote shall also confer on him authority to demand a poll.
31. A postal Ballot may be taken on any matter.

COMMITTEE

32. The business of the Company shall be managed by the Committee who may pay all expenses incurred in promoting and registering the Company and may exercise all such powers of the Company as are not, by the Code or by these Articles, required to be exercised by the Company in general meeting, subject nevertheless, to any of these Articles to the provisions of the Code, and to such regulations, being not inconsistent with the aforesaid Articles or provisions, as may be prescribed by the Company in general meeting; provided that any rule, regulation or by-law of the Company made by the Committee may be disallowed by the Company in general meeting and provided further that no resolution or regulation made by the Company in general meeting shall invalidate any prior act to the Committee which would have been valid if that resolution or regulation had not been passed or made.
- 33.
- a. The Committee to be elected as herein provided shall consist of Committee Members being not less than eight or more than twelve as shall be determined by the Committee. Except that in the event of a casual vacancy or vacancies arising between Annual General Meetings, the Committee may consist of seven members until the next Annual General Meeting.
 - b. At each Annual General Meeting one half of the Committee Members shall retire from office. If there is a fraction when dividing the number of Committee Members by two then that fraction shall be disregarded. A retiring Committee Member shall be eligible for re-election.
 - c. The Committee Members to retire in each year shall be those who have been longest in office since their last election, but as among persons who became Committee Members on the same day those to retire (unless they otherwise agree among themselves) shall be determined by lot.

34. The election of Committee Members to fill vacancies created by the retirement of Committee Members in accordance with Article 33 shall be by ballot. Ballot papers shall be required to be forwarded to the Returning Officer at a place within Australia that the Returning Officer shall decide. "Place" shall include postal address, post box, telefax number or other point of receipt as the Returning Officer shall from time to time decide. Ballot papers must be received by the Returning Officer at least seven days before the Annual General Meeting. A Ballot paper shall be regarded as having been received by the Returning Officer upon it being received in the post at the place nominated for receipt of ballot papers; or upon a telefaxed ballot paper being received at the telefax telephone number nominated for the receipt of ballot papers; or upon a ballot paper being delivered to the place nominated for receipt of ballot papers; or upon a ballot paper being received at such other place as may be nominated by the Returning Officer for receipt of ballot papers in any other form. The Returning Officer shall be the Secretary or such other person appointed by the Committee to act as Returning Officer. Ballots shall not be required to be secret and any member may cast a vote in a form which is not secret. The Returning Officer shall provide and publicise facilities for ballot papers to provide secrecy of members' votes at all times. The result of the ballot shall be declared at the Annual General Meeting.
35. Should any vacancy or vacancies occur through death, resignation or otherwise of any member or members of the Committee such vacancy shall be filled by the remaining members of the Committee and such substituted members of the Committee shall hold office only so long as the person in whose stead they have been elected would have held such office.
36. No person shall be elected to the Committee unless he is a financial member of the Association at the time of his election. Unless by an absolute majority, an existing committee appoints a person to the committee, or permits a person to nominate in an election of a committee, a committee member must be financial and during the period of two years immediately preceding the time of the closing of nominations;
- a. been a financial member of AOPA for that time and either
 - b. held a current medical for an Australian Pilot's Licence to fly solo an Australian aircraft for at least six months or
 - c. been the holder of a Certificate of Registration for an airworthy Australian aircraft for at least six months.
37. A retiring member of the Committee shall vacate office at the conclusion of the meeting at which he retires.

OFFICE BEARERS

- 38.
- a. The Committee shall in each year elect one of its members to be President of the Association.
 - b. No person shall be President for more than three consecutive years in any single term of office. A past President is eligible for any other Committee position.
 - c. The Committee shall in each year elect one of its members to be President-Elect of the Association.
 - d. Upon completion of the Office of President for whatsoever cause the President shall, during the Presidency of his successor be described as the Past President of the Association.

39. The office of a member of the Committee shall be declared vacant by such Committee.
 - a. If he sends to such Committee his written resignation of office;
 - b. If he be absent from three consecutive meetings of the Committee without the consent of the Committee;
 - c. If he becomes insolvent under administration or take or attempt to take the benefit of any of the provisions of the Bankruptcy Act;
 - d. If he be declared lunatic or of unsound mind;
 - e. If he ceases to be a member of the Association;
 - f. If his subscription be overdue for three months after the due date of payment.
40. After the holding of the Annual General Meeting the Committee shall appoint from among its members a Senior Vice-President, a Junior Vice-President and Honorary Treasurer, each year of whom shall hold office for the ensuing year.
41. The President shall act as or appoint a Chairman for all Committee Meetings at which he is present. In the President's absence, this role shall be performed by the President Elect or failing him the Past President. If at any meeting neither President, President elect nor Past President be present at the time appointed for holding it the members present shall choose one of their number to be Chairman of the meeting.
42. A quorum at the meeting of the Committee shall be three members.
43. Any questions or resolutions submitted to any meeting of the Committee shall be decided by a majority of votes of the members then present in person or by proxy.
44. The Chairman shall have a deliberative but not a casting vote and the event of an equality of votes the status quo shall remain.
45. A meeting of the Committee may be called at any time by the Secretary on the instructions of the President of such Committee or of any three members of such Committee provided that not less than seven days notice in writing has been given by the Secretary to the members of such Committee.
- 45A. Committee resolutions may be effected in writing whereby each Committee Member signs a resolution to indicate agreement. Submission of personally signed facsimiles will be acceptable for this purpose. Such a resolution will be deemed to have been passed by the committee on the date the last Committee Member signs the resolution.

EXECUTIVE COMMITTEE

46. The President Senior and Junior Vice Presidents the Honorary Treasurer and the Secretary of the Committee or those appointed for the time being to act in their stead shall constitute the Executive Committee.

POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

47. It shall be the duty of the Executive Committee to carry into effect the directions of the Committee and also to maintain the provisions of these Articles.
48. The Executive Committee shall exercise such further powers as may from time to time be delegated to it by the Committee.
49. The Executive Committee shall superintend and conduct the business affairs of the Association.
50. Notwithstanding anything hereinbefore contained the Executive Committee shall be subject to any direction that may be given by a majority of the Committee but no such direction shall invalidate any prior or otherwise valid action of the Committee.

THE SEAL

51. The Common Seal of the Association shall be kept in the custody of the Secretary. Such seal shall not be affixed to any document or instrument without the authority of the Committee and in the presence of two members of the Committee or one member of the Committee and the Secretary who shall sign such document or instrument as members of the Committee.

NOTICE

52. A notice may be given by the Association to any member either personally or by sending it by post to him at his registered or last known address. When a notice is sent by post service the notice shall be deemed to be effected by properly addressing, prepaying and posting the letter containing the notice and shall be deemed to have been effected on the day after the date of its posting.

ACCOUNTS

53. The Committee shall cause true accounts to be kept of all sums of money received or expended by the Association and by its members in respect of which such receipts and expenditure takes place and of the assets, credits and liabilities of the Association. The books of accounts shall be kept at the registered office of the Association or at such other place or places as the Committee may think fit. The Committee shall from time to time determine whether and to what extent and at which times and places and under what conditions and regulations the accounts and books of the Association or any of them shall be open to inspection of the members and no members shall have the right of inspecting any account book or document of the Association except as afforded by statute or authorised by the Committee or by a resolution of the Association at a General Meeting.
54. At the Annual General Meeting in every year except the first Annual General Meeting the Committee shall lay before the Association a report of the proceedings and an account of receipts and disbursements during the preceding year and such other accounts as may be decided on by the Committee.
55. Once at least in every year the accounts of the Association shall be examined and the correctness of the Accounts and Balance Sheets ascertained by one or more auditors.

GENERAL

56. If any doubt shall arise as to the construction of any clause in these Articles of Association or any of the by-laws for the time being of the Association the decision of the Committee thereon shall be conclusive and binding on all members of this Association provided that such decision shall be reduced in writing and recorded in the Minute Book.
57. Every member of the Committee, Honorary Treasurer, Auditor, Secretary and other officer or servant of the Association shall be indemnified by the Association and it shall be the duty of the Committee out of the funds of the Association to pay all costs, losses and expenses which each such member of the Committee, Honorary Treasurer, Auditor, Secretary, officer or servant may incur or become liable to pay by reason of any contract entered into or act or thing done by him as such member of the Committee, Honorary Treasurer, Auditor, Secretary, officer or servant or in any way in discharge of his duties. No expense greater than \$100.00 in a period of 6 months need be paid to any committee person unless each item of expense has been advised to a member of the executive prior to incurring that expense and a majority of the executive approves the expense.
58. The Directors' Code of Conduct adopted by the Board at its meeting held in Adelaide on 26th October 2002 shall be incorporated in, and form part of, AOPA's Articles of Association.

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