



*THE GLIDING FEDERATION OF AUSTRALIA INC*

*Trading as Gliding Australia*

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## **Objects and Articles of Association of The Gliding Federation of Australia Inc.**

An incorporated Association under the Victorian Associations  
Incorporation Reform Act 2012

UNCONTROLLED WHEN PRINTED

Revision 4.0

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# Objects and Articles of Association of the Gliding Federation of Australia Inc

## REVISION RECORD

Prepared	Approved	Version	Date
M Little	GFA Board	1.0	2004
Incorporation of GFA as per Victorian Incorporation Act 1981			
	GFA Board	2.0	2013
<b>Précis of changes</b> Introduction of the Victorian Associations Incorporation Reform Act 2012;. Update to Statement of purpose; Public officer replaced with secretary.			
Terry Cubley GFA Executive Officer	GFA Board	3.0	29/08/2015
<b>Précis of changes</b> Update due to changes to the Victorian Associations Incorporation Act 2012; Introduces the GFA Regions; Changes to voting timing and responsibility; updates to technology; Updates to terminology; Applied GFA document template.			
Terry Cubley GFA Executive Officer	GFA Board	4.0	29/08/2020
<b>Précis of changes</b> Changes to Articles approved at the GFA AGM 28/08/20. Some admin changes in Sections 4, 7, 9 plus changes to Sections 11, 14, 17, 18 and Glossary			

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## 1. OBJECTS

### 1.1 The objects of the Association are to carry out for purposes other than profit or gain of individual Members, any of the following:

- a. To represent nationally and internationally the views of its Members and those of other related aviation sports.
- b. To manage the affairs of gliding and soaring on a national basis to ensure the sport remains relevant, viable and in accordance with minimum standards as prescribed by itself and other associated authorities.
- c. To regulate, maintain and improve where possible, standards in airmanship, operations, maintenance and sport achievement.
- d. To acquire, coordinate and disseminate knowledge on the sport of gliding in all its developments.
- e. To maintain a register of Members and Aircraft and to facilitate smooth and free communication between the Association, Members, Regions, Gliding Clubs and service providers.
- f. To facilitate the exposure of the sport to the broader community and provide support to Gliding Clubs and individuals who are actively engaged in the promotion of the sport.
- g. To promote competition, achievement and records in gliding.
- h. To explore and implement changes to the GFA in concert with the changing needs of the sport and society.
- i. To assist in the formation and conduct of new gliding and aviation clubs and organisations.

## 2. Powers

### 2.1 The powers of the Association are:

- a. To set operational, airworthiness and sports standards which are binding on all Members.
- b. To enter into any arrangement with any entity which may seem conducive to the objects.
- c. To obtain from any entity all necessary privileges or concessions or charters.
- d. To represent Australian gliding internationally.
- e. To make available all necessary items or facilities by whatever means to satisfy Members' requirements.
- f. To render aid or financial assistance to Members, clubs and affiliated organisations after suitable worthiness criteria are satisfied.
- g. To affiliate with any other like interested body having similar objects if appropriate.
- h. To hire and dismiss staff and contractors as required and to conduct the daily business of the Association.

### **3. Name**

3.1.1 The name of the Association is “The Gliding Federation of Australia Incorporated”.

## 4. Membership

- 4.1.1 Membership is open to all interested persons without limit, who agree to the rules herein and who abide by all the Association's regulations.
- 4.1.2 The Association shall consist of various classes of Members as determined and varied by the Board from time to time. The Board sets Members' rights, privileges, conditions and fees through regulation.
- 4.1.3 Membership or its entitlements are not transferable.
- 4.1.4 Each Member is allocated a membership number.
- 4.1.5 Cessation of membership negates any validity of GFA qualifications or rights or privileges.
- 4.1.6 The Board may also appoint and set the rights and privileges of patrons.
- 4.1.7 Unless permitted by board regulation no persons shall be eligible to become or remain a Member unless he/she is a member of an affiliated Gliding Club and has paid the required fee for that membership class.
- 4.1.8 Each Member shall be entitled to receive notice of and to attend and vote (where entitled) at general meetings of the Association.
- 4.1.9 Each Member who is entitled to vote, shall have one vote.
- 4.1.10 Members are required to update their address or contact details within fourteen days of any changes.
- 4.1.11 Initial membership of the Association is obtained through direct application to the Association via the Association's webpage. Flying Membership requires the members to also join an affiliated Australian Gliding Club.
- 4.1.12 Subsequent annual renewals can be made directly, accompanied by a declaration affirming membership of an affiliated Gliding Club and accompanied by the required payment.
- 4.1.13 A Member is deemed to be a Member upon payment of the required Association fee.
- 4.1.14 Following valid receipt of an application for membership, confirmation is automatically and electronically provided to the new member and membership details are placed on the Membership register.



## **5. Location of the Secretariat**

- 5.1.1 The office of the Secretariat of the Association shall be at such place as the Board determines from time to time.

## **6. Registers**

- 6.1.1 The Secretary of the Association shall establish and maintain a register of Members, specifying the name, address and other contact details, where available, of each person who is a Member of any class, together with the date of becoming a Member.
- 6.1.2 The Secretary shall maintain a log of all classes of membership along with the rights, privileges and fees associated with each.
- 6.1.3 The register, accounts, books, securities and any other relevant documents of the Association shall be kept at the Secretariat and/or in such other location that the Board may determine and shall be available for inspection free of charge to any Member upon request. Copies may be made at the Member's expense.
- 6.1.4 There shall also be a register of Aircraft which includes:
- a. Registration Holder details and
  - b. Registered Operator details and
  - c. Aircraft details and
  - d. Aircraft registration

## 7. Cessation of membership

- 7.1.1 A Member ceases to be a Member of the Association if he/she:
- a. dies, or
  - b. resigns, or
  - c. is expelled, or
  - d. fails to pay the required fee by the renewal date, or
  - e. fails to comply with the Association's rules and regulation
- 7.1.2 Upon cessation of membership, the Secretary shall remove the Member's name from the register as soon as this is confirmed to the Secretariat.
- 7.1.3 Services from the Association are only provided to current GFA members unless otherwise approved by the Executive.

## 8. Notices

- 8.1.1 A notice may be given by the Association to any Member either personally, by post, or electronically, to the address provided by the Member.
- 8.1.2 Where a notice is sent by post, it is deemed to have been sent one day after being lodged with the postal service being properly addressed, paid and packaged and is considered to be delivered in the normal course of post.
- 8.1.3 Where a notice is sent electronically, it is deemed to have been sent when a satisfactory confirmation of transmission is received, or when no rejection notice is received.
- 8.1.4 Notices of Annual General Meetings (AGMs) and Extraordinary General Meetings (EGMs) shall be sent to all Members not less than 21 days before the meeting.

## **9. Fees and subscriptions**

- 9.1.1 The Board may set and vary any fees including joining fees as it deems necessary including the introduction of one off levies.
- 9.1.2 Membership subscriptions, annual or otherwise, shall be set by the Board for the class of Member as prescribed by regulation.
- 9.1.3 The Board may on a case by case basis allow arrears remittance of any Member.

## **10. Compliance**

- 10.1.1 The Board shall ensure that the following order of priority of compliance is observed at all times:
- a. the Act, then
  - b. the Association's operational regulations, (which incorporates any valid civil order applicable to the sport), then
  - c. these Articles of Association, then
  - d. board regulations, then
  - e. board determinations as recorded in Board minutes.

## **11. Membership suspension, expulsion, discipline**

- 11.1.1 Subject to these rules and other board regulations, if the Board deems a Member has refused or neglected to comply with the Association's rules or M0SPs, or has been guilty of conduct unbecoming of a Member, or prejudicial to the interests of gliding, the Board may, by resolution:
- a. reprimand the Member, or
  - b. suspend that Member from membership for a specified time, or
  - c. expel the Member from the Association, or
  - d. take all such action as may be necessary for the proper management of the affairs of the Association.
- 11.1.2 Procedures for managing the discipline of members, clubs, and affiliated organisations and the appeals process is detailed in the Complaints and Discipline Procedure/s as approved by the Board. Procedures shall comply with the Incorporated Associations Reform Act 2012 or later versions of the Act, specifically all items listed in Schedule 1.

## **12. Disputes, mediation and oppressive conduct**

12.1.1 The Board shall establish policies and procedures that detail rights and responsibilities and actions in the case of any complaint or dispute on matters other than ownership, or access rights between:

- a. Members, or
- b. A Member and the Association, or
- c. The Board and another board member.



## 13. Regional Associations

- 13.1.1 In order to support gliding nationally, GFA gliding clubs are grouped into Regions as determined by the Board, with each region managed by only one Regional Association.
- 13.1.2 Each Regional Association is an Association of member Clubs.
- 13.1.3 Regional Associations provide clubs in their region with administrative, operational, technical, sporting, promotional, financial and other support services and coordinate a range of regional activities.
- 13.1.4 All GFA gliding clubs must affiliate with the GFA and their nominated Regional Association.
- 13.1.5 Regional Association Constitution/Rules must be approved by the GFA Board to ensure no conflict with the GFA Articles, MOSP and policies. These Regional Association rules must define the management structure, which should include a balance of representation from member clubs.
- 13.1.6 Each Regional Association is required to nominate GFA Regional Board members and Officers as required by the Board.
- 13.1.7 Regional Associations are required to assist in coordinating the efforts of each of the GFA Regional Officers and provide them with Administrative support.
- 13.1.8 These GFA Regional Officers are required to work in consultation with and report to the Regional Associations as well as their respective GFA Department Heads.
- 13.1.9 The Board may-delegate to the Regional Committees of each Region such of its powers which, subject to its direction and control, they may exercise within their respective Regions:
  - a. To organise conferences lectures meetings and other functions for members of the Federation.
  - b. To take all such further action as may be necessary for the proper management of the affairs of the Federation and the exercise of the powers, responsibilities and duties delegated to the Regional Committee from time to time and to be exercised within that Region.

## 14. Committee of management

- 14.1.1 Management of the Association shall comprise the Board responsible for determining policy and an Executive being responsible for implementing policy. Both groups meet as required and determined by the President from time to time.
- 14.1.2 The Board shall comprise one member from each Region, a Junior Representative, a women's representative (if insufficient numbers within the other positions) plus the Executive.
- 14.1.3 Each regional Board representative shall carry two votes for any Board decisions.
- 14.1.4 Each Executive member carries one vote.
- 14.1.5 Each Region shall elect two representatives from its members at its AGM or equivalent meeting.
- 14.1.6 For the purpose of continuity and succession, the second regional representative may attend and observe any Board meeting at the Region's expense.
- 14.1.7 In the instance where the regional board representative is unavailable, the second regional representative may attend in their stead and shall carry full rights.
- 14.1.8 The Board may at its discretion invite observers or ex-officio, non-voting representatives
- 14.1.9 The executive members of the Board comprise:
- a. the President
  - b. Two Vice Presidents,
  - c. the Treasurer,
  - d. the heads of Department
  - e. Appointed Representatives, and
  - f. the Immediate Past President (appointed at the discretion of the Board) for a 12-month term only during the transition of a new President. This is a non-voting role.
- 14.1.10 Makeup of the Board:
- The Department Managers include:
- a. Chair of the Operations Panel (elected by the Operations Panel)
  - b. Chair of the Airworthiness Department (nominated by the RTOAs)
  - c. Chair of the Soaring Development Panel (appointed by recommendation of the Soaring Development Panel)
  - d. Marketing and Development Manager (appointed by Board),
  - e. Chief Experience Officer (CXO) (appointed by Board)
  - f. The Board may from time to time vary or extend the type and number of departments.
- The non-Executive Board members include:
- a. Five Regional Board Representatives nominated by the Regions
  - b. A Junior Board Representative elected by Australian Junior Gliding Club
  - c. A women's Board Representative shall be appointed to the Board if there are less than 30% of women on the Board.
  - d. A National Member Protection Information Officer (non-voting)
- 14.1.11 Appointments made at the AGM include
- a. Appointment of the Regional Board members. Nominated by the Regions.

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- b. Ratify the nomination of heads of department (Executive members). Nominated by their peer group.
  - c. Ratify the regional managers and regional officers. Nominated jointly by the Regions and Department heads.
  - d. Elect or ratify any other officers and heads of Committee.
- 14.1.12 New members of the Board and the Executive so elected, hold office from the conclusion of the Annual General Meeting (AGM) at which their election was announced until the end of the AGM following the next election for their position.
- 14.1.13 At the Board meeting immediately following the AGM, the Board will elect a President, Vice President and a Treasurer. Nominated by members subject to approval of two board members. (See GFA forms). See Article 18.1.3.
- 14.1.14 President, Vice President and Treasurer so elected, hold office from the conclusion of the Board Meeting at which their election was announced until the end of the Board Meeting following the next election for their position.
- 14.1.15 A maximum consecutive term for any board member in any one position shall be five years and shall apply except in special circumstances and where invited to continue, such an invitation being approved by at least two thirds majority of the Board.
- 14.1.16 The Board may resolve to remove a member of the Board or Executive whose conduct or performance is considered not to be in the interest of the Members.
- a. A resolution of this nature can be determined only in accordance with rule 11.
  - b. The same right of appeal exists as exists for Members.
  - c. If the resolution is confirmed, the board member shall remain a Member of the Association but may receive further action in accordance with rule 11 where he/she may be expelled as a Member of the Association.
- 14.1.17 Any board vacancy so created shall be dealt with in accordance with rule 15.

## **15. Vacancies**

- 15.1.1 In the event of a non-executive vacancy occurring on the Board:-
- a. between one AGM and the next, or
  - b. as a result of the failure to elect members of the Board,
- 15.1.2 the Region if any, from which the vacancy has occurred, shall nominate a temporary board member who remains so until the next AGM. If this does not occur, the position remains vacant until the next AGM.
- 15.1.3 In the event of a vacancy on the Executive, the Board shall appoint a caretaker to the position until the next AGM.
- 15.1.4 Any resignation of a board member must be made in writing to the Secretary.
- 15.1.5 Should the Board membership, due to vacancies, decline to the point that a quorum at Board meetings is not achievable, the Board may continue to act only for the purposes of filling vacancies, or summoning a general meeting of the Association.
- 15.1.6 The office of a board member shall be vacated if he/she:-
- a. resigns, or
  - b. ceases to be a Member,
  - c. becomes a bankrupt, or
  - d. becomes of unsound mind, or
  - e. holds a position of profit under the Association, or
  - f. is directly interested in any contract or proposed contract with the Association, or
  - g. is removed in accordance with rules 11) or 16).
- 15.1.7 A board member shall not be required to vacate office in accordance with 15.1.6 e) above if his/her company or association has, or will have, commercial dealings with the Association provided the nature and extent of the interest is declared to the Board as soon as practical after the interest becomes known to the board member.

## **16. Powers and duties of the Board**

- 16.1.1 The Associations' business shall be managed by the Board and the Association shall pay all expenses incurred in so doing. It may raise money in any form in the pursuit of its objects and shall be required to pay all debts as and when due.
- 16.1.2 The Board may convey certain powers to others from time to time to allow all debts to be met.
- 16.1.3 The Board shall arrange for a record of all appointments of officers.
- 16.1.4 The Board shall arrange for a record of minutes of all board meetings which shall be approved by the Board and endorsed by the Chairman at the next meeting.
- 16.1.5 Minutes shall be available to all Members.
- 16.1.6 The Board may delegate any of its powers to one or more Committees consisting of Members which the Board determines from time to time. Any powers so delegated may be revoked by the Board at any time.
- 16.1.7 The Board may appoint and revoke the appointment of such officers as it chooses from time to time as it thinks necessary or desirable to carry out the objects of the Association. The Board shall regulate their duties and may delegate powers as it considers appropriate.
- 16.1.8 The Board shall ratify the appointment of all unpaid officers of the Association.
- 16.1.9 The Board may from time to time invite advisors (ex officio) to be available to the Board or the Executive for the purpose of continuity, experience or expertise.
- 16.1.10 The Board must
- a. exercise powers and discharge duties with care and diligence;
  - b. act in good faith in the best interests of the association and for a proper purpose;
  - c. prevent the organisation from trading while it is insolvent.

## **17. Powers and duties of the Executive**

- 17.1.1 The Executive shall administer all the day to day matters of the Association
- 17.1.2 Meetings of the Executive shall be minuted with minutes available to all members of the Board.
- 17.1.3 Decisions at Executive meetings shall be by consensus or a show of hands. In the event of a tie of the Executive, retention of the current situation shall prevail.
- 17.1.4 Meetings shall be convened by the Secretary on instruction by the President or a Vice President and shall be as required.
- 17.1.5 A quorum of the Executive shall be six members.
- 17.1.6 The Executive shall draft an annual budget for the Boards consideration and approval.
- 17.1.7 The Executive shall keep the accounts of the Association as near as possible to the budgetary requirements and through the Secretariat, ensure Members' needs are met and the proper working of the Association achieved.
- 17.1.8 The Executive shall cause any significant matters of policy to be referred to the Board for consideration.
- 17.1.9 The Executive shall select all staff and fix their salaries and duties and be responsible for reviewing their conduct and performance.
- 17.1.10 The Executive shall have the power to co-opt any Member(s) for particular functions or tasks as may be required and varied from time to time.

## 18. Board meetings

- 18.1.1 The Board shall meet as required at a place and time most convenient and cost effective to the Board, but in any case it shall hold at least two Board meetings each year.
- 18.1.2 A Board meeting will be held prior to the end of the financial year in order to:-
- a. consider and approve the budget and
  - b. set fees
  - c. progress the development plan
- 18.1.3 A Board meeting will be held immediately after the AGM to elect the President, Vice President and Treasurer.
- a. Nominations for the positions of President, Vice President and Treasurer shall be made in writing or electronically, approved by two board members, accompanied by the name/signature of the nominator and consent of the candidate and provided to the Secretary not later than seven days before the meeting.
  - b. In the absence of nominations received prior to the meeting, nominations may be called for at the Board meeting to fill these three positions
  - c. The chair shall be vacated and the election of the President shall be conducted by any regional Board representative present. Once elected the President may assume to chair the meeting.
- 18.1.4 The Chairman at board and executive meetings shall be the President, or in his/her absence the Vice President.
- 18.1.5 A quorum at board shall be ten of the voting members of the Board in person or via electronic means. No business is to be transacted unless a quorum is present.
- 18.1.6 The Executive may (through the Secretary) call the Board to meet as it sees necessary.
- 18.1.7 The President shall summon a meeting if the Secretary receives a requisition from three or more Regions.
- 18.1.8 Any notice of board meeting shall state the nature of any business, the time, place and date of the meeting. Matters affecting policy shall be supported by papers and provided to board members in reasonable time prior to the meeting.
- 18.1.9 The Board may vary and set meeting requirements and agendas from time to time
- 18.1.10 In the event of a tied vote at board meetings, the chairman may exercise a casting vote that would normally be in favour of retention of the current situation.
- 18.1.11 Notice of meeting of twenty one days or not less than twenty four hours in the case of an emergency (as to which the President is sole arbiter) shall be given to each member of the Board via the contact details provided by the member.
- 18.1.12 Non receipt of notice delivered or sent in the appropriate manner to any board member shall not invalidate the proceedings of any board meeting.
- 18.1.13 The Board may transact or determine any business other than Executive elections without formally meeting. This may be done via post, or electronic means and the results and conduct will be determined in accordance with rule 23 where applicable.

## **19. Proceedings of Committees and sub-Committees**

- 19.1.1 Committees or sub-Committees appointed by the Board shall comply with any regulations or obligations that may be imposed on them by the Board or the Executive from time to time.
- 19.1.2 Chairmen of meetings of Committees or sub-Committees shall be nominated by the Board or the Executive and if within thirty minutes of the start of any meeting the Chairman is not present, then those who are present may choose from their number a Chairman for that meeting.
- 19.1.3 Committees may elect to adjourn as they think proper, subject to any regulations or obligations imposed by the rules of the Association.
- 19.1.4 Questions for determination by Committees shall be determined by a simple majority of votes with the Chairman having an ordinary vote plus a casting vote in the event that the ordinary vote is deadlocked.



## 20. Annual General Meetings (AGM) and Extraordinary General Meetings (EGM)

- 20.1.1 All general meetings of the Association other than the AGM shall be called EGMs.
- 20.1.2 AGMs and EGMs shall be held at a place and time as determined by the Board or in the city where the Secretariat is located and at a time as set out in any summons of meeting.
- 20.1.3 The Executive through the Secretary shall call and hold an AGM no later than five months after the end of the Association's financial year.
- 20.1.4 There shall be an AGM each year to consider
- a. the auditors' report,
  - b. financial accounts including Income and expenditure, Assets and liabilities, Mortgages, charges and securities affecting any property;
  - c. the appointment of officers detailed in 14.1.11
  - d. appointment of auditors,
- all business shall be special business.
- 20.1.5 At least twenty one days' notice (excluding the day of the notice), specifying the place, date and time of the meeting, and in the case of special business, the general nature of that business, shall be given to each Member who is entitled to receive such notices from the Association, provided that non receipt of notice delivered or sent in the appropriate manner to any Member, shall not invalidate the proceedings of any meeting.
- 20.1.6 The Secretary shall return the annual statement containing the prescribed financial particulars to the Registrar within one month after the date of the AGM. This form is to be counter signed by another Board Member and attached to a copy of the audited accounts and auditor's report.
- 20.1.7 An EGM shall be convened by the Secretary on a resolution of the Board or the Executive, or on receipt of a notice in writing signed by not less than 5% of Members of the Association.
- 20.1.8 All business at an EGM shall be special business.
- 20.1.9 A quorum at an AGM or EGM shall be ten Members personally present and at least one from each Region.
- 20.1.10 If at any such meeting a quorum is not present within half an hour of the appointed time for holding the meeting, the meeting if convened upon a requisition of Members shall be dissolved. In any other case, it is to be adjourned to another day, hour and place that the Members present decide. At this adjourned meeting the Members present form a quorum.

## 21. Votes at meetings

- 21.1.1 At any General Meeting, resolutions are decided on a simple majority. By:
- a. i) a show of hands from those entitled to vote and
  - b. ii) proxy votes received. or
  - c. iii) a poll if this is demanded by the Chairman, or at least three Members present.
- 21.1.2 Unless a poll is demanded, a declaration by the Chairman that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of that fact without proof of the number or proportion of the votes in favour or against.
- 21.1.3 If a poll is demanded, the Chairman shall appoint scrutineers from the Members present to conduct the poll and report the outcome. An adjournment may be called whilst the result is being determined.
- 21.1.4 Any decision by poll is treated as for a show of hands in regard to recording and every Member has one vote at a General Meeting.
- 21.1.5 A request for poll can be withdrawn.
- 21.1.6 The Chairman has a vote and may exercise a casting vote on all resolutions.
- 21.1.7 Votes may be given personally or by proxy on the required form as determined by the Board (See GFA forms)
- 21.1.8 The instrument of proxy shall be deposited at the secretariat or other place as advised by the Executive not less than forty eight hours before the meeting time
- 21.1.9 Proxy powers are only applicable to that meeting or any adjournment of that meeting.
- 21.1.10 The Chairman may with the consent of the meeting adjourn the meeting from time to time and place to place, but no business other than the unfinished business can be transacted at the continuance of the meeting.
- 21.1.11 In the case of an extended adjournment (greater than thirty days) notice of the reconvened meeting shall be given as in the case of the original meeting.
- 21.1.12 In the case of external (postal or electronic) board meetings, votes shall be determined and considered by the Chairman in accordance with 23, but in all cases the results are to be made available to all board members.
- 21.1.13 In the absence of the President and Vice President the Members present may elect any other office bearer to preside over the meeting.

## **22. Secretary**

- 22.1.1 The Association's Secretary and any other secretaries shall be appointed by the Executive and their term, remuneration and conditions set by the Executive.
- 22.1.2 The Secretary may be removed by the Board, or by the Executive.
- 22.1.3 The Secretary shall be responsible for the Associations annual return and financial statement to the Registrar
- 22.1.4 The Secretary shall receive and record all correspondence directed to the Association and shall receive all notices

## **23. Postal/Electronic voting**

- 23.1.1 A postal or electronic voting facility shall be provided for any significant matters (at the discretion of the President) that affect the Board, GFA Officers, or the entire membership.
- 23.1.2 The Secretary shall administer and control all postal or electronic voting, its dissemination and receipt in accordance with these rules. This shall be done in sufficient time for all Members who may be required to vote to have received, considered and returned their vote before determination is concluded.
- 23.1.3 The Secretary shall appoint two scrutineers who must be Members, to collate and summarise all external voting (except Board or Executive voting) for submission of the result to the Board.
- 23.1.4 All records of external voting returns are to be retained for at least five years.
- 23.1.5 The Board may vary the mechanism of inviting and receiving votes from time to time, but in any case shall ensure proper records of votes are retained.

## **24. Voluntary Winding up**

- 24.1.1 If after the winding up of the Association there remains, after satisfaction of all debts and liabilities, any property or assets whatsoever, it shall not be distributed among the Members or any former member, but shall be given or transferred to some other institution having similar objects to the Association. Assets so transferred are prohibited from being distributed to that entities members’.

## **25. Alterations to articles**

- 25.1.1 A Member wishing to propose an alteration to these articles may do so by sending a notice to the Secretary signed by himself and not less than twenty Members setting out the proposed alteration and requesting that the business be treated as special business at the next AGM.
- 25.1.2 Alterations to these articles can only be made at an AGM or EGM in accordance with rule 25
- 25.1.3 Upon receipt of notice to alter these articles, the Secretary shall include the notice of alteration (in accordance with rule 8) as special business in the next notice of AGM or EGM (if this is called for) to be sent to the Members.
- 25.1.4 If rule 8 is not complied with, the business shall revert to the following year.
- 25.1.5 No motion to alter these articles shall be carried unless:-
- 25.1.6 by a simple majority of Members' votes received in the affirmative from a simple majority of Regions and
- 25.1.7 by at least three quarters of Members' votes received and
- 25.1.8 by not less than one hundred Members' votes received.

## **26. Audits**

- 26.1.1 The Board shall cause proper accounting and other records of the Association to be kept and audited to a satisfactory level and to provide the auditor's report and annual financial figures to the registrar annually.
- 26.1.2 The Association's Auditor shall be appointed annually at the AGM.

## **27. Treasurer**

- 27.1.1 A Treasurer shall be appointed by the Board each year.
- 27.1.2 The Treasurer shall control all monies and transactions on behalf of the Association.
- 27.1.3 The Treasurer may co-opt administrative assistance.



## **28. Funds**

- 28.1.1 The Treasurer of the Association (or their delegate), shall:
- a. collect and receive all monies due to the Association and make all payments authorised by the Association and
  - b. keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
  - c. Accounting and other records shall be open to Members upon request.
- 28.1.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by at least two persons authorised by the Board as signatories.
- 28.1.3 The funds of the Association shall be derived from entrance fees, annual subscriptions, donations, investments, sales and any other sources determined and varied by the Board.

## **29. Fundraising**

- 29.1.1 Public fundraising may be conducted after completion of an Application for fundraiser registration or renewal, available from Victorian Consumer Affairs website. This must be lodged at least twenty eight days before the appeal commences.

# Objects and Articles of Association of the Gliding Federation of Australia Inc

## 30. GLOSSARY OF ACRONYMS AND TERMS

30.1.1 In these articles the singular includes plural and vice versa and gender shall include all forms interchangeably.

30.1.2 Reference to the word "Association" means "prescribed Association".

<b>“Act”</b>	Means the Associations Incorporation Reform Act 2012.
<b>“AGM”</b>	Annual General Meeting
<b>“Aircraft”</b>	Means any aircraft for which the association is responsible.
<b>“Appeals group”</b>	Means independent persons for discipline resolution.
<b>“Articles”</b>	Means articles under the Act.
<b>“Association”</b>	Means the Gliding Federation of Australia Inc. which is an association of Members, affiliated Regional associations, Gliding Clubs and other like bodies.
<b>“Board”</b>	Means the management body of the Association
<b>“Club”</b>	Means any group of Members of the Association or other organisation, formed for the purpose of conducting gliding operations or activities associated therewith and accepted as a club by the Region to which the club is affiliated.
<b>“Committee”</b>	Means any group of Members, performing particular functions under one of the associations' departments, or the Board.
<b>“Correspondence”</b>	Means both written and electronic, print or pictures.
<b>"Board Regulations"</b>	Means determinations made by the Board which have ongoing effect.
<b>"Development Plan"</b>	Means rolling association development plan.
<b>"Executive"</b>	Means the Executive members of the Board.
<b>"External meeting"</b>	Means a meeting held by postal or electronic means.
<b>"External voting"</b>	Means voting by post or electronic means rather than in person.
<b>“EGM”</b>	Extraordinary General Meeting
<b>“Financial year”</b>	Means a twelve month period ending 30th April each year
<b>“General Meeting”</b>	Means a meeting of Members.
<b>“Gliding”</b>	Means any form of soaring flight.
<b>"Gliding Club"</b>	Means a club affiliated to the association.
<b>“Heads of department”</b>	Means the Chairman of Operations, of Airworthiness, of Soaring Development and of Marketing & Development and other departments as determined by the Board.
<b>“Member”</b>	Is a natural person and includes all forms of membership of the association. Also refers to organisations affiliated to the GFA.
<b>"MOSP"</b>	means any parts or all of the Association's manual of standard procedures.
<b>“Oppressive conduct”</b>	means conduct that is: <ul style="list-style-type: none"> <li>• unfairly prejudicial or discriminatory against a member or</li> <li>• contrary to the interests of the members as a whole.</li> </ul>
<b>“Peer group”</b>	Means any group of Members of like experience, qualification, or discipline, the makings of which may be varied by the Board.
<b>Popular election”</b>	Means a national or regional vote by all eligible Members of any candidate.
<b>Prescribed Association”</b>	Means an association whose gross annual revenue exceeds \$250,000
<b>"President"</b>	Means the president for the time being of the association.

## Objects and Articles of Association of the Gliding Federation of Australia Inc

<b>"Region"</b>	Means the geographic areas agreed to and varied by board regulation from time to time.
<b>"Regional Association"</b>	Means the association responsible for supporting affiliated gliding club activities within the region
<b>"Register"</b>	Means the register of Members and/or Aircraft of the Association.
<b>"Registrar"</b>	Means the Registrar of Incorporated Associations.
<b>"Secretariat"</b>	Means the administrative centre for the Association.
<b>"Secretary"</b>	Means the Secretary of the Association.