

THE GLIDING FEDERATION OF AUSTRALIA INC

Trading as Gliding Australia

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Constitution Of The Gliding Federation of Australia Inc.

An Incorporated Association under the Victorian Associations
Incorporation Reform Act 2012

UNCONTROLLED WHEN PRINTED

Revision 5.0

This issue of the GFA Constitution replaces Revision 4.0 of the GFA Articles
of Association issued on 28/09/2020

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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
Précis of changes 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
Précis of changes 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
Précis of changes 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			
Terry Cubley Secretary	GFA Board	5.0	xx/xx/2022
Précis of changes Changes to the Articles at the GFA EGM xx/yy/2022. Articles updated as Constitution of the Gliding Federation of Australia Inc., separating the functions of the Board and Executive, additions necessary to ensure compliance with the 2012 Reform Act and changes that reflect requirements associated with compliance with CASA Part 149 CASR regulations.			

TABLE OF CONTENTS

1. OBJECTS	4
2. POWERS	5
3. NAME.....	6
4. MEMBERSHIP.....	7
5. LOCATION OF THE SECRETARIAT	8
6. REGISTERS	9
7. CESSATION OF MEMBERSHIP.....	10
8. NOTICES	11
9. FEES AND SUBSCRIPTIONS	12
10. COMPLIANCE	13
11. COMPLAINTS, DISCIPLINE AND APPEALS	14
12. REGIONAL ASSOCIATIONS	15
13. MANAGEMENT OF THE ASSOCIATION	16
14. TREASURER.....	19
15. SECRETARY	20
16. VACANCIES	21
17. POWERS AND DUTIES OF THE BOARD	22
18. POWERS AND DUTIES OF THE EXECUTIVE	23
19. BOARD MEETINGS	24
20. PROCEEDINGS OF COMMITTEES	26
21. ANNUAL GENERAL MEETINGS (AGM) AND EXTRAORDINARY GENERAL MEETINGS (EGM).....	27
22. VOTES AT MEETINGS	28
23. POSTAL / ELECTRONIC VOTING	29
24. VOLUNTARY WINDING UP.....	30
25. ALTERATIONS TO CONSTITUTION.....	31
26. AUDITS.....	32
27. FUNDS	33
28. FUNDRAISING	34
29. GLOSSARY OF ACRONYMS AND TERMS.....	35

1. OBJECTS

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

- 1.1. To represent nationally and internationally the views of its Members and those of other related aviation sports.
- 1.2. 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.
- 1.3. To regulate, maintain and improve where possible, standards in airmanship, operations, maintenance and sport achievement.
- 1.4. To acquire, coordinate and disseminate knowledge on the sport of gliding in all its developments.
- 1.5. 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.
- 1.6. To facilitate the exposure of the sport to the broader community and provide support to Gliding Clubs, Regional Associations, service providers and individuals who are actively engaged in the promotion of the sport.
- 1.7. To promote competition, achievement and records in gliding.
- 1.8. To explore and implement changes to the GFA in concert with the changing needs of the sport and society.
- 1.9. To assist in the formation and conduct of new gliding and aviation clubs and organisations.

2. POWERS

The powers of the Association are:

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

PROPOSED

3. NAME

- 3.1. The name of the Association is “The Gliding Federation of Australia Incorporated”, trading as Gliding Australia.

PROPOSED

4. MEMBERSHIP

- 4.1. Membership is open to all interested persons without limit, who agree to abide by the Association's rules.
- 4.2. 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.
- 4.3. Membership or its entitlements are not transferable.
- 4.4. Each Member is allocated a membership number.
- 4.5. Cessation of membership suspends any validity of GFA qualifications or rights or privileges.
- 4.6. The Board may also appoint and set the rights and privileges of patrons.
- 4.7. Unless permitted by Board determination 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.
- 4.8. Each Member shall be entitled to receive notice of and to attend and vote (where entitled) at General Meetings of the Association.
- 4.9. Each Member who is entitled to vote, shall have one vote.
- 4.10. Members are required to update their address or contact details within fourteen days of any changes.
- 4.11. Initial membership of the Association is obtained through direct application to the Association via the Association's webpage.
- 4.12. Subsequent annual renewals can be made directly, accompanied by the required payment and a declaration affirming membership of an affiliated Australian Gliding Club .
- 4.13. A Member is deemed to be a Member upon payment of the required Association fee.
- 4.14. 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. The office of the Secretariat of the Association shall be at such place as the Board determines from time to time.

PROPOSED

6. REGISTERS

- 6.1. The Secretary of the Association shall ensure that a register is established and maintained of Members, specifying the name, address, primary gliding club and other contact details, where available, of each person who is a Member of any class, together with the date of becoming a Member and the date any former member ceases to be a member.
- 6.2. The Secretary shall maintain a log of all classes of membership along with the rights, privileges and fees associated with each.
- 6.3. The register, accounts, books, minutes of General Meetings, securities and any other relevant documents of the Association shall be kept at the Secretariat and/or in such other location that the Executive may determine, and shall be available for inspection, with the exception of personal member details, free of charge to any Member upon request. Copies may be made at the Member's expense.
- 6.4. There shall also be a register of Aircraft which includes:
 - i. Registration Holder details,
 - ii. Registered Operator details,
 - iii. Aircraft details, and
 - iv. Aircraft registration.

PROPOSED

7. CESSATION OF MEMBERSHIP

- 7.1. A Member ceases to be a Member of the Association if he/she:
- i. Dies,
 - ii. Resigns,
 - iii. Is expelled,
 - iv. Fails to pay the required fee within one month of the renewal date, or
 - v. Fails to comply with the Association's Rules.
- 7.2. Upon cessation of membership, the Secretary shall update the register as soon as this is confirmed to the Secretariat.
- 7.3. Services from the Association are only provided to current GFA members unless otherwise approved by the Executive.

PROPOSED

8. NOTICES

- 8.1. A notice may be given by the Association to any Member either personally, by post, or electronically, to the address provided by the Member.
- 8.2. 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.
- 8.3. 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.
- 8.4. 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.

PROPOSED

9. FEES AND SUBSCRIPTIONS

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

PROPOSED

10. COMPLIANCE

- 10.1. The Board shall ensure that the following order of priority of compliance is observed at all times:
- i. The Act and other legislation applicable to the Sport or the Association, then
 - ii. This Constitution, then
 - iii. The Association's approved procedures and policies, then
 - iv. Board determinations as recorded in Board minutes.

PROPOSED

11. COMPLAINTS, DISCIPLINE AND APPEALS

- 11.1. The Board shall maintain policies and procedures that detail rights, responsibilities and actions in the case of any complaint or dispute on matters other than ownership, or access rights between:
- i. Members,
 - ii. A Member and the Association,
 - iii. The Board and another Board member or,
 - iv. A Member and the Board.
- 11.2. Procedures for managing the discipline of members, clubs, and affiliated organisations and the appeals process is detailed in the Complaints Discipline and Appeals Policy and Procedures document as approved by the Board. Procedures shall comply with the Incorporated Associations Reform Act 2012 (Victoria) or later versions of the Act, specifically all items listed in Schedule 1 of the Act.

PROPOSED

12. REGIONAL ASSOCIATIONS

- 12.1. 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.
- 12.2. Each Regional Association is an Association of member Clubs.
- 12.3. 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.
- 12.4. All GFA gliding clubs must affiliate with the GFA and their nominated Regional Association.
- 12.5. Regional Association Constitution/Rules must be approved by the GFA Board to ensure no conflict with the GFA Constitution, MOSP and policies. These Regional Association rules must define the management structure, which should include a balance of representation from member clubs.
- 12.6. Each Regional Association is required to nominate a GFA Regional Board Representative and Officers as required by the Board.
- 12.7. Regional Associations are required to assist in coordinating the efforts of each of the GFA Regional Officers and provide them with administrative support.
- 12.8. 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.
- 12.9. 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:
 - i. To organise conferences, lectures, meetings and other functions for members of the Association;
 - ii. To take all such further action as may be necessary for the proper management of the affairs of the Association 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.

13. MANAGEMENT OF THE ASSOCIATION

- 13.1. Management of the Association shall comprise the Board responsible for determining policy and an Executive being responsible for implementing policy and to carry out the day-to-day business of the Association. The Board meets as required and determined by the Chair of the Board from time to time. The Executive meets as required and determined by the Chief Executive Officer from time to time.
- 13.2. The Board shall comprise:
- i. A Chair of the Board,
 - ii. A Regional Board Representative from each Region,
 - iii. A Juniors' Representative,
 - iv. A Women's Representative,
 - v. A Treasurer who is the Treasurer of the Association who is also a member of the Executive,
 - vi. A Secretary who is the Secretary of the Association,
 - vii. A Chief Executive Officer who also chairs the Executive.
- 13.3. All members of the Board shall have an equal vote for any Board decisions.
- 13.4. Each Region shall elect two representatives from its members at its AGM or equivalent meeting and nominate one as the Regional Board Representative.
- 13.5. For the purpose of continuity and succession, the second regional representative may attend and observe any Board meeting at the Region's expense.
- 13.6. In the instance where the Regional Board Representative is unavailable, the second regional representative may attend in their stead and shall carry full rights.
- 13.7. The Board may at its discretion invite observers or ex-officio, non-voting representatives.
- 13.8. The members of the Executive comprise:
- i. The Chief Executive Officer, who is also a member of the Board;
 - ii. The Treasurer who is also a member of the Board;
 - iii. The Heads of Departments.
- 13.9. The Department Heads include:
- i. Chair of the Operations Panel nominated by the Operations Panel and appointed by the Board;
 - ii. Chair of the Airworthiness Panel nominated by the Airworthiness Panel and appointed by the Board;
 - iii. Chair of the Soaring Development Panel nominated by the Soaring Development Panel and appointed by the Board;

- iv. Marketing and Development Manager appointed by the Chief Executive Officer;
 - v. Information Systems Manager appointed by the Chief Executive Officer.
 - vi. Safety Manager appointed by the Chief Executive Officer with Board ratification.
- 13.10. The Board may from time to time vary or extend the type and number of Departments.
- 13.11. Appointments made at the AGM include:
- i. Appointment of the Regional Board Representatives who are nominated by the Regions;
 - ii. Ratifying the nomination of Heads of the Airworthiness, Operations and Soaring Development Departments who are nominated by their peer group.
 - iii. Ratifying the nominations of Regional Managers who are nominated jointly by the Regions and Panels.
- 13.12. The Board selects and appoints the Chief Executive Officer on a contractual basis:
- i. For a term as decided by the Board;
 - ii. To head the Executive team for managing the day-to-day matters of the Association's business;
 - iii. To report to the Board via the Chair of the Board;
 - iv. To attend and participate in Board meetings.
- 13.13. 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.
- 13.14. At its first Board meeting following the AGM, the Regional Board Representatives will elect a Chair of the Board as nominated by the Regional Board Representatives in compliance with Rule 19.3.
- 13.15. The Chair of the Board, so elected, shall hold office from the time of their election until the end of the next Annual General Meeting.
- 13.16. At its first meeting following the AGM, the Board will appoint a Secretary of the Association and a Treasurer.
- 13.17. As soon as reasonably practical following the AGM, the Regional Board Representatives will appoint a Women's Representative and a Juniors' Representative who will be selected by their peer groups in a manner as approved by the Regional Board Representatives.
- 13.18. A maximum consecutive term for any Board or Executive member, except the Chief Executive Officer, 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.
- 13.19. The Board may resolve to remove a member of the Board or Executive whose conduct is considered not to be in the interest of the Association, or whose performance is not meeting expectations of the Association.

- i. The same right of appeal exists as exists for Members i.e. determined only in accordance with Section 11.
 - ii. If the resolution is confirmed, the Board or Executive member shall remain a Member of the Association but may receive further action in accordance with Section 11 where they may be expelled as a Member of the Association.
 - iii. Dismissal of paid contractual staff on the Board or Executive (or other) shall be carried out in accordance with recognised performance management principles and not subject to the Association's Appeals process.
- 13.20. With the exception of the Chief Executive Officer any Board vacancy so created shall be dealt with in accordance with Section 16.

PROPOSED

14. TREASURER

- 14.1. A Treasurer shall be appointed by the Board each year.
- 14.2. The Treasurer may be removed by the Board.
- 14.3. The Treasurer shall control all monies and transactions on behalf of the Association and ensure that the financial records of the Association are kept in accordance with the Act.
- 14.4. The Treasurer may co-opt administrative assistance.
- 14.5. The Treasurer must ensure that at least one Board member has access to the accounts and financial records of the Association.

PROPOSED

15. SECRETARY

- 15.1. The Association's Secretary shall be appointed by the Board and their term set by the Board.
- 15.2. The Secretary may be removed by the Board.
- 15.3. The Secretary shall be responsible for the annual submission on behalf of the Association's return and financial statement to the Registrar.
- 15.4. The Secretary shall receive and record all correspondence directed to the Association and shall receive all notices.
- 15.5. The Secretary shall comply with all requirements as specified in the Act.

PROPOSED

16. VACANCIES

- 16.1. In the event of a Regional Board Representative vacancy occurring on the Board:-
- i. Between one AGM and the next, or
 - ii. As a result of the failure to elect members of the Board, 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.
- 16.2. In the event of a vacancy on the Executive of a Head of Department, the Board shall appoint a caretaker to the position until the next AGM.
- 16.3. Any resignation of a Board or Executive member must be made in writing to the Secretary.
- 16.4. 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.
- 16.5. The office of a Board member shall be vacated if he / she:
- i. Resigns, or
 - ii. Ceases to be a Member,
 - iii. Becomes a bankrupt, or
 - iv. Becomes of unsound mind, or
 - v. Holds a position of profit under the Association, except for the Chief Executive Officer where they are a paid employee of the Association, or
 - vi. Is directly interested in any contract or proposed contract with the Association, or
 - vii. Is removed in accordance with Sections 11. or 17.
- 16.6. A Board member shall not be required to vacate office in accordance with 16.5.v. above if their 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.

17. POWERS AND DUTIES OF THE BOARD

- 17.1. The Association's business shall be overseen by the Board, and the Association shall pay all expenses incurred in so doing.
- 17.2. The Association may raise money in any form in the pursuit of its objects and shall be required to pay all debts as and when due.
- 17.3. The Board may convey certain powers to others from time to time to allow all debts to be met.
- 17.4. The Board shall arrange for a record of all appointments of officers.
- 17.5. The Board shall arrange for a record of minutes of all Board meetings which shall be approved by the Board and endorsed by the Chair at the next meeting.
- 17.6. Minutes shall be available to all Members.
- 17.7. The Board may delegate any of its powers to 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.
- 17.8. The Board shall ratify or decline the appointment of paid officers of the Association.
- 17.9. The Board will appoint, manage performance, and determine the remuneration package of the Chief Executive Officer.
- 17.10. 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.
- 17.11. The Board must:
 - i. Exercise powers and discharge duties with care and diligence;
 - ii. Act in good faith in the best interests of the Association and for a proper purpose;
 - iii. Prevent the organisation from trading while it is insolvent.

18. POWERS AND DUTIES OF THE EXECUTIVE

- 18.1. The Executive shall manage and administer day-to day-matters of the Association.
- 18.2. Meetings of the Executive shall be minuted with minutes available to all members of the Board.
- 18.3. Decisions at Executive meetings should be by consensus with ultimate decision-making responsibility falling to the Chief Executive Officer.
- 18.4. Meetings shall be convened by the Chief Executive Officer.
- 18.5. The Executive shall draft an annual budget for the Board's consideration and approval.
- 18.6. The Executive shall keep the accounts of the Association as near as possible to the budgetary requirements to ensure Members' needs are met and the proper working of the Association achieved.
- 18.7. The Executive shall cause any significant matters of policy to be referred to the Board for consideration.
- 18.8. The Executive shall select all paid staff except for the Chief Executive Officer and fix their salaries and duties and be responsible for reviewing their conduct and performance.
- 18.9. 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.

19. BOARD MEETINGS

- 19.1. 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.
- 19.2. A Board meeting will be held prior to the end of the financial year in order to:
- i. Consider and approve the budget and
 - ii. Set fees and
 - iii. To progress the development plan.
- 19.3. A Board meeting will be held as soon as practical, but not later than fourteen days after the AGM to elect the Chair of the Board and to appoint a Treasurer and a Secretary. Voting for these positions can only be made by the Regional Board Representatives. A Women's Representative and a Juniors' Representative will be appointed as soon as reasonably practical.
- i. Any Gliding Australia member with voting rights can nominate for the position of Chair of the Board. Nominations for the Chair of the Board shall be made in writing or electronically approved by two Regional Board Representatives, accompanied by the name and signature of the nominator and consent of the candidate and provided to the Secretary prior to the commencement of the meeting.
 - ii. In the absence of nominations for Chair of the Board being received prior to the meeting, nominations may be called for at the Board meeting to fill this position.
 - iii. The Chair shall be vacated and the election of the Chair of the Board shall be conducted by any Regional Board Representative present. Once elected the Chair of the Board may assume to Chair the meeting.
 - iv. A Treasurer, a Secretary, a Women's Representative and a Juniors' Representative will be appointed in a manner as determined by the Regional Board Representatives.
 - v. As soon as reasonably practical following the AGM, the Regional Board Representatives will appoint a Women's Representative and a Juniors' Representative, selected by their peer groups in a manner as approved by the Regional Board Representatives.
- 19.4. The Chair at Board meetings shall be the Chair of the Board, or in their absence, a Regional Board Representative.
- 19.5. A quorum at Board meetings shall be six of the voting members of the Board in person or via electronic means. No business is to be transacted unless a quorum is present.
- 19.6. The Chair of the Board shall summon a meeting if the Secretary receives a requisition from three or more Regions.
- 19.7. 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.
- 19.8. The Board may vary and set meeting requirements and agendas from time to time.
- 19.9. In the event of a tied vote at Board meetings, the Chair may exercise a casting vote that would normally be in favour of retention of the current situation.

- 19.10. Notice of meeting of seven days or not less than twenty four hours in the case of an emergency (as to which the Chair of the Board is sole arbiter) shall be given to each member of the Board via the contact details provided by the member.
- 19.11. Non receipt of notice delivered or sent in the appropriate manner to any Board member shall not invalidate the proceedings of any Board meeting.
- 19.12. 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.

PROPOSED

20. PROCEEDINGS OF COMMITTEES

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

PROPOSED

21. ANNUAL GENERAL MEETINGS (AGM) AND EXTRAORDINARY GENERAL MEETINGS (EGM)

- 21.1. All General Meetings of the Association other than the AGM shall be called EGMs.
- 21.2. 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.
- 21.3. General meetings may either be conducted in person or as an External meeting as determined by the Board.
- 21.4. The Board, through the Secretary, shall call and hold an AGM no later than five months after the end of the Association's financial year.
- 21.5. There shall be an AGM each year at which all business shall be special business to consider:
 - i. The auditors' report;
 - ii. Financial accounts including income and expenditure, assets and liabilities, mortgages, charges and securities affecting any property;
 - iii. The appointment of officers detailed in 13.11,
 - iv. Appointment of auditors.
- 21.6. 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.
- 21.7. The Treasurer shall coordinate the preparation of the financial statements of the Association and their certification by the Board prior to their submission to the AGM of the Association.
- 21.8. An EGM shall be convened by the Secretary on a resolution of the Board, or on receipt of a notice in writing signed by not less than 5% of Members of the Association.
- 21.9. All business at an EGM shall be special business.
- 21.10. A quorum at an AGM or EGM shall be ten Members present in person or by electronic means with at least one being from each Region.
- 21.11. 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 and at this adjourned meeting the Members present form a quorum.
- 21.12. The Executive, through the Secretary, shall arrange for a record of all General Meetings.

22. VOTES AT MEETINGS

- 22.1. At any General Meeting, resolutions are decided on a simple majority by:
- i. A show of hands from those entitled to vote and
 - ii. Proxy votes received, or
 - iii. A poll if this is demanded by the Chair, or at least three Members present.
- 22.2. Unless a poll is demanded, a declaration by the Chair 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.
- 22.3. If a poll is demanded, the Chair shall appoint scrutineers from the Members present to conduct the poll and report the outcome and an adjournment may be called whilst the result is being determined.
- 22.4. 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.
- 22.5. A request for poll can be withdrawn.
- 22.6. The Chair has a vote and may exercise a casting vote on all resolutions.
- 22.7. Votes may be given personally or by proxy on the required form as determined by the Board.
- 22.8. The instrument of proxy shall be deposited at the secretariat or other place as advised by the Secretary not less than forty eight hours before the meeting time
- 22.9. Proxy powers are only applicable to that meeting or any adjournment of that meeting.
- 22.10. The Chair 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.
- 22.11. 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.
- 22.12. In the case of external (postal or electronic) Board meetings, votes shall be determined and considered by the Chair in accordance with Rule 22.1, but in all cases the results are to be made available to all Board members.
- 22.13. In the absence of the Chair of the Board the Members present may elect any other office bearer to preside over the meeting as the Chair.

23. POSTAL / ELECTRONIC VOTING

- 23.1. A postal or electronic voting facility shall be provided for any significant matters (at the discretion of the Chair of the Board) that affect the Board, GFA Officers, or the entire membership.
- 23.2. The Secretary shall administer and control all postal or electronic voting, its dissemination and receipt in accordance with these rules and 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.
- 23.3. 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.
- 23.4. All records of external voting returns are to be retained for at least five years.
- 23.5. 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.

PROPOSED

24. VOLUNTARY WINDING UP

- 24.1. 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 and assets so transferred are prohibited from being distributed to that entities members.

PROPOSED

25. ALTERATIONS TO CONSTITUTION

- 25.1. A Member wishing to propose an alteration to this Constitution 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.
- 25.2. Alterations to this Constitution can only be made at an AGM or EGM in accordance with Rule 25.
- 25.3. Upon receipt of notice to alter this Constitution, 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.
- 25.4. If Rule 8 is not complied with, the business shall revert to the following year.
- 25.5. No motion to alter this Constitution shall be carried unless:
 - i. By a simple majority of Members' votes received in the affirmative from a simple majority of Regions and
 - ii. By at least three quarters of Members' votes received and
 - iii. By not less than one hundred Members' votes received.

PROPOSED

26. AUDITS

- 26.1. 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.
- 26.2. The Association's Auditor shall be appointed annually at the AGM.

PROPOSED

27. FUNDS

- 27.1. The Treasurer of the Association (or their delegate), shall:
- i. Collect and receive all monies due to the Association and make all payments authorised by the Association and
 - ii. 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 and
 - iii. Ensure accounting and other records be open to Members upon request.
- 27.2. 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.
- 27.3. The funds of the Association shall be derived from entrance fees, annual subscriptions, donations, investments, sales and any other sources determined as approved by the Board.

PROPOSED

28. FUNDRAISING

- 28.1. 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 fund raising activity commences.

PROPOSED

29. GLOSSARY OF ACRONYMS AND TERMS

- 29.1. In this Constitution the singular includes plural and vice versa and gender shall include all forms interchangeably.
- 29.2. Reference to the word "Association" means "prescribed Association".

Act	Means the Associations Incorporation Reform Act 2012 (Victoria) and any amendments from time to time and includes the Association Incorporation Reform Regulation 2012.
AGM	Annual General Meeting
Aircraft	Means any aircraft for which the association is responsible.
Association	Means the Gliding Federation of Australia Inc. which is an association of Members, affiliated Regional associations, Gliding Clubs and other like bodies.
Board	Means the management body of the Association responsible for strategic direction, governance and oversight of the running of the Association.
Chair of the Board	Means the person elected by the Board to act as its Chair.
Club	Means any group of Members of the Association formed for the purpose of conducting gliding operations or associated activities and accepted as a club by the Region to which the club is affiliated.
Committee	Means any group of Members, performing particular functions under one of the associations' departments, or the Board.
Constitution	Means this Constitution under the Act.
Correspondence	Means both written and electronic, print or pictures.
Development Plan	Means ongoing strategy of the Association, and its associated plans.
Executive	Means the Executive members of the Board.
External meeting	Means a meeting held by postal or electronic means.
External voting	Means voting by post or electronic means rather than in person.
EGM	Extraordinary General Meeting
Financial year	Means a twelve month period ending 30th April each year
General Meeting	Means a meeting of Members at an AGM or EGM.
Gliding	Means any form of soaring flight.
Gliding Australia	Is to be taken as a reference to the Gliding Federation of Australia Inc.

Gliding Club	Means a club affiliated to the association.
Heads of department	Means the Chairman of Operations, of Airworthiness, of Soaring Development and of Marketing & Development and other departments as determined by the Board.
Juniors' Representative	A Board member appointed to represent Junior members of GFA.
Member	Is a natural person and includes all forms of membership of the association. Also refers to organisations affiliated to the GFA.
MOSP	Means any parts or all of the Association's Manual of Standard Procedures.
Panel	Panel means an expert group of peers operating in collegiate fashion to achieve prescribed objectives.
Peer group	Means any group of Members of like experience, qualification, or discipline, the makings of which may be varied by the Board.
Prescribed Association	Means an association whose gross annual revenue exceeds \$250,000
Region	Means the geographic areas agreed to and varied by the Board from time to time.
Regional Association	Means the association responsible for supporting affiliated gliding clubs within that region.
Regional Board Representative	Means a person nominated by the Region and approved at an AGM to serve as a Board member.
Register	Means the register of Members and/or Aircraft of the Association.
Registrar	Means the Registrar of Incorporated Associations for Consumer Affairs Dept in Victoria.
Rules	Means this Constitution, GFA policies, approved documents and procedures.
Secretariat	Means the administrative centre for the Association.
Secretary	Means the Secretary of the Association.
Women's Representative	A Board member appointed to represent Women members of GFA.