

THE GLIDING FEDERATION OF AUSTRALIA



Minutes of the Annual General Meeting

September 17th/18th, 2005

*held at
the Airport Motel and Convention Centre
Attwood*

THE GLIDING FEDERATION OF AUSTRALIA

AGENDA

2004/2005 ANNUAL GENERAL

September 17th/18th, 2005

Melbourne

AGM

1. Opening of 2004/2005 Annual General Meeting

Meeting opened at 9.20am.

The President, Bob Hall, welcomed observers, and in his opening remarks informed them that this AGM would be slightly different. As a result of the meetings held during the year, much of the work has already been handled. This results in less work to be addressed at this meeting. The main purpose of the AGM is legislative, being the appointment of Councillors/Board Members, Office Holders, and the Special Business of ratifying the new Articles of Association,

2. Appointment of Minute Secretary

Marcia Cavanagh

3. Record of members present

Record of members present

Bob Hall
David Conway
Beryl Hartley
Len Diekman
Daryl Connell
Rob Moore
Ian Grant
John Welsh
Rob Murphy
Maurice Little
Sean Jorgensen-Day
Graeme Wishart
Aaron Stoop
Terry Cubley
Fred Foord
Marcia Cavanagh
Henk Meertens
Robert Hare
Mandy Temple
Peter Temple
Steve Burgess
Brett Kettle

President
Vice President
Treasurer
Chairman Technical Committee
Chairman Operations Panel
Chairman Sports Committee
Chairman Development Committee
Executive Officer
GFA Board, GQ
GFA Board, VSA
GFA Board, SAGA
GFA Board, WAGA
GFA Board, NSWGA
Development Officer
Trophies Officer
GFA Secretary
Cudgegong Soaring Club
Cudgegong Soaring Club
Adelaide Soaring Club
Adelaide Soaring Club
Air Cadet Gliding Club
Darling Downs Soaring Club

Jim Barton
Graeme Barton
Rowan White
John Anselmi
Bill Johnston
Tove Heaney
Phil Organ
Craig Dilks
Wayne Hadkins
Nathan Johnson
Trevor Hancock
Ian Patching
Peter Henderson
Richard Cawsey
Brendon Judd
Grant Johnson
Bruce Harper
Wayne Cottier
Manfred Rueff
Henry Leschen
Peter Temple
Mandy Temple
David Goldsmith
Jenne Goldsmith
Peter Gray
George Bindley
Ian Kerton
Mike Cleaver
Mark Rowe

Australian Gliding Museum
Australian Gliding Museum
VMGF
Grampians Soaring Club
Geelong Gliding Club
Sportavia
Bendigo Gliding Club
Bendigo Gliding Club
Wagga Wagga Gliding Club
Wagga Wagga Gliding Club
Grampian Soaring Club
VMFG
Wagga Wagga Gliding Club
Sportavia
Wagga Wagga Gliding Club
Wagga Wagga Gliding Club
Wagga Wagga Gliding Club
OAMPS Aviation
Mt Beauty Gliding Club
Grampians Soaring Club
Adelaide Soaring Club
Adelaide Soaring Club
VMFG
VMFG
RTO/Ops Vic/Tas – GCV
VMFG
VMFG
Temora Gliding Club
Narromine Gliding Club

4. Receipt of Apologies

Wagga Wagga Gliding Club – (6 members did attend)
Robert Lillywhite
Gary Stephenson

5. Receipt and Adoption of the 2003/2004 AGM Minutes

Amend minutes to include the awarding of Life Membership to: Geoff Horwood OAM

Motion: Rob Moore

Second: Maurice Little

CARRIED

5.1 Business Arising

Nil

6. Receipt & Adoption of Council's Statutory Report, the Federation's Statement of Accounts and Auditor's Report for the year ended 30th April 2005

Moved: Graeme Wishart

2nd: Daryl Connell

CARRIED

7. Appointment of auditors

Horwath Pty Limited
PO Box 6095
Melbourne Vic 3004

Moved: Beryl Hartley

2nd: Ian Grant

CARRIED

8. Appointment of Proxies

See: 9. Special Business – Proposed changes to Articles of Association.

9. Special Business – Proposed changes to Articles of Association.

9.1 Receipt of Postal votes.

Region	Postal votes	Proxy votes	Name of Proxy
SAGA	1	33	Sean Jorgensen-Day
GQ	3	21	Rob Murphy
VSA	36	1	Chairman
		1	Maurice Little
WAGA	2	67	Graeme Wishart
	42	123	

Postal votes: 42 - Proxy Votes: 123 – Members Present - 50 - Total Votes: 215

9.2 **Motion:**

“That the GFA Articles of Association be amended as detailed in the attached to affect the change from the management concept of a Council to a Board. This change to be effective on acceptance from the Registrar of Associations in Victoria”.

Moved: Maurice Little

2nd: Bob Hall

CARRIED Unanimously with Acclamation.

Bob Hall addressed the meeting:

"Welcome to the great GFA AGM, there has never been numbers like this before. Thank you to Ian Grant and his group for setting up the venue.

The GFA has moved from management by Council to a Board, and I am delighted that this has finally come to fruition. The GFA Board will set the policy for and the Executive will implement that policy. The result of this will be improved communications between the GFA, the State Associations and the members. The Board is a small group that will meet 4 times a year, with more efficient and informed decisions possible. It is critical that the representatives of the State Associations increase communication back to their members and thus two way communications should be improved."

The President invited the Board introduce themselves to the meeting and given the large turn out took advantage to allow an informal question & answer session from the floor.

Adjourn the 2004/2005 Annual General Meeting 17/09/2005

Re-Opening of 2004/2005 Annual General Meeting 18/09/2005

10. GFA Awards

The following GFA awards were announced at the Annual General Meeting Dinner held at the conference venue on Saturday evening September 17th, 2005

Life Membership	Henk Meertens
Iggulden Award	Tim Shirley
Wallington Award	Lisa Trotter
Hoinville Award	Reg Moore
Ryan Award	Alan Patching

11. Appointment of GFA Council/Board

GFA Board, GQ	Rob Murphy	-
GFA Board, VSA	Maurice Little	Ian Grant
GFA Board, SAGA	Sean Jorgensen-Day	Sarah Allen
GFA Board, WAGA	Graeme Wishart	Owen Jones
GFA Board, NSWGA	Aaron Stroop	Kerrie Claffey

12. Appointment of Office Bearers:

8.1 President	Daryl Connell
8.2 Executive Vice-President	David Conway
8.3 Treasurer	Beryl Hartley
8.4 Chairman Technical Committee	Len Diekman
8.5 Chairman Operations Panel	Daryl Connell
8.6 Chairman Sports Committee	Rob Moore
8.7 Chairman Development Committee	Ian Grant
8.8 Secretary	Marcia Cavanagh

13. Closure of the Annual General Meeting

Daryl Connell closed the 2005 AGM on Sunday 18th September at 3:45pm.

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



**An incorporated
Association under the
Victorian Act 1981
No. 9713**

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Objects

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

- To represent nationally and internationally the views of its Members and those of other related aviation sports.
- 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.
- To regulate, maintain and improve where possible, standards in airmanship, operations, maintenance and sport achievement.
- To acquire, coordinate and disseminate knowledge on the sport of gliding in all its developments.
- 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.
- 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.
- To promote competition, achievement and records in gliding.
- To explore and implement changes to the GFA in concert with the changing needs of the sport and society.
- To assist in the formation and conduct of new gliding and aviation clubs and organisations.

Powers

The powers of the Association are:

- To set operational, airworthiness and sports standards which are binding on all Members.
- To enter into any arrangement with any entity which may seem conducive to the objects.
- To obtain from any entity all necessary privileges or concessions or charters.
- To represent Australian gliding internationally.
- To make available all necessary items or facilities by whatever means to satisfy Members' requirements.
- To render aid or financial assistance to Members after suitable worthiness criteria are satisfied.
- To affiliate with any other like interested body having similar objects if appropriate.

- To hire and dismiss servants as required and to conduct the daily business of the Association.

Definitions

1) In these rules unless the contrary intention appears:-

“Act”	means the Associations Incorporation Act 1981.
“Aircraft”	means any aircraft for which the association is responsible.
“Appeals group”	means independent regional persons for discipline resolution.
“Articles”	means articles under the Act.
“Association”	means the Gliding Federation of Australia Inc. which is an association of Members, affiliated state associations, Gliding Clubs and other like bodies.
“Board”	Means the management body of the Association
“Club”	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.
“Committee”	means any group of Members, performing particular functions under one of the associations’ departments, or the Board.
“Correspondence”	means both written and electronic, print or pictures.
"Board Regulations"	means determinations made by the Board which have ongoing effect.
"Board Determinations"	means decisions by the Board which have a one off effect.
"Development Plan"	means rolling association development plan.
"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.
“Financial year”	means a twelve month period ending 30 th April each year
“General Meeting”	means a meeting of Members.
“Gliding”	means any form of soaring flight.

"Gliding Club"	means a club affiliated to the association.
"Heads of department"	means the Chairman of Operations, of Airworthiness, of Sport and of Marketing & Development.
"Member"	is a natural person and includes all forms of membership of the association.
"MoSP"	means any or all of the Association's various manuals of standard procedures.
"Peer group"	means any group of Members of like experience, qualification, or discipline, the makings of which may be varied by the Board.
"Popular election"	means a national or regional vote by all eligible Members of any candidate.
"Prescribed Association"	means an association whose gross annual revenue exceeds \$200,000 or with gross assets over \$500,000.
"President"	means the president for the time being of the association.
"Public Officer"	means the person nominated by the Board for the receipt of notices in accordance with the Act.
"Region"	means the geographic areas agreed to and varied by board regulation from time to time.
"Register"	means the register of Members and/or Aircraft of the Association.
"Registrar"	means the Registrar of Incorporated Associations.
"Seal"	means the Common Seal of the Association.
"Secretariat"	means the administrative centre for the Association.
"Secretary"	means the Secretary of the Association.

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

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

Name

2) The name of the Association is "The Gliding Federation of Australia Incorporated".

Membership

- 3) a) Membership is open to all interested persons without limit, who agree to the rules herein and who abide by all the Association's regulations.
- b) 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.
- c) Membership or its entitlements are not transferable.
- d) Each Member shall be entitled to receive a membership card as long as he/she is a Member.
- e) Cessation of membership requires that the membership card shall be returned.
- f) The Board may also appoint and set the rights and privileges of patrons.
- g) Unless permitted by board regulation no persons shall be eligible to become or remain a Member unless he/she is a member of a Gliding Club and has paid the required fee for that membership class.
- h) Each Member shall be entitled to receive notice of and to attend and vote (where entitled) at general meetings of the Association.
- i) Each Member who is entitled to vote, shall have one vote.
- j) Members are required to notify the Secretary within fourteen days of any changes to address or contact details.
- k) Advice of initial membership of the Association shall come from the Member's Gliding Club along with the required contact details and payment of the applicable fees.
- l) Subsequent annual renewals can be made directly, accompanied by a declaration affirming membership of a known Gliding Club and accompanied by the required payment.
- m) A Member is deemed to be a Member upon payment of the required fee by the Member to his/her Gliding Club or directly. In the case of postal payment he/she is deemed to be a Member upon posting.
- n) The Secretary shall, upon valid receipt of application for membership, as soon as practicable:
- i) notify the Member in writing of approval of membership and
 - ii) register the Member's details in the register.

Location of the Secretariat

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

Registers

- 5) a) 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.
- b) The Secretary shall maintain a log of all classes of membership along with the rights, privileges and fees associated with each.
- c) 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.
- d) There shall also be a register of Aircraft which includes:
 - i) ownership details and
 - ii) details of the operator and
 - iii) Aircraft details and
- iv) Aircraft registration

Cessation of membership

- 6) a) A Member ceases to be a Member of the Association if he/she:
 - i) dies, or
 - ii) resigns, or
 - iii) is expelled, or
 - iv) fails to pay the required fee, or
 - v) fails to comply with the Association's rules and regulations, or
 - vi) ceases to be a member of a Gliding Club.
- b) Upon cessation of membership, the Secretary shall remove the Member's name from the register as soon as this is confirmed to the Secretariat.

Notices

- 7) a) A notice may be given by the Association to any Member either personally, by post, or electronically, to the address provided by the Member.
- b) 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.
- c) 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.
- d) 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.

Fees and subscriptions

- 8) a) The Board may set and vary any fees including joining fees as it deems necessary including the introduction of one off levies.
- b) Membership subscriptions, annual or otherwise, shall be set by the Board for the class of Member as prescribed by regulation and are payable in advance on a date set by the Board.
- c) The Board may on a case by case basis allow arrears' remittance of any Member.

Compliance

- 9) a) The Board shall ensure that the following order of priority of compliance is observed at all times:
 - i) the Association's operational regulations, (which incorporates any valid civil order applicable to the sport), then
 - ii) these Articles of Association, then
 - iii) board regulations, then
 - iv) board determinations.

Membership suspension, expulsion, discipline

- 10) a) 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 MoSPs, or has been guilty of conduct unbecoming of a Member, or prejudicial to the interests of gliding, the Board may, by resolution:
 - i) fine the Member, or
 - ii) suspend that Member from membership for a specified time, or
 - iii) expel the Member from the Association, or
 - iv) take all such action as may be necessary for the proper management of the affairs of the Association.
- b) A meeting of the Board to confirm or revoke a resolution passed under rule 10 a) above must be held not earlier than fourteen days and no later than twenty eight days after notice has been given to the Member in accordance with rule 10 d) below.
- c) A resolution of the Board under rule 10 a) above does not take effect unless:
 - i) at a meeting held in accordance with rule 10 b) above, the Board confirms the resolution and
 - ii) if the Member exercises a right of appeal to the Association under this rule, the Association's appeals group further confirms the resolution.

A suspended or expelled Member may appeal against a decision in this rule.

- d) A final appeal group of not less than five Members with no involvement in the matter, selected by agreement between the President and the appealing party, with the President as a non voting member, shall hear and decide on any appeal under rule 10 e), f) or g) below after which the decision becomes final.
- e) The Secretary must as soon as practicable once a complaint has been received by the Board give the Member written notice:
 - i) setting out the resolution and the grounds on which it is based and
 - ii) offering the Member or his representative, an opportunity to address the Board at a meeting held in accordance with rule 10 b) above and
 - iii) stating the date, time and place of that meeting and
 - iv) informing the Member that he/she may either attend the meeting and/or give the Board a written statement seeking revocation of the resolution before the meeting date and
 - v) informing the Member that if the Board confirms the resolution the Member may appeal the decision by not more than seven days after that meeting giving the Secretary a notice of appeal to the Association against the resolution. Such an appeal to be considered by the appeals group in rule 10 d) above.
- f) A board meeting convened to confirm or revoke a resolution under rule 10 a) above must:
 - i) give the Member or his representative the opportunity to be heard and
 - ii) give due consideration to any written statement submitted and
 - iii) determine by resolution whether to confirm or to revoke the resolution.
- g) If a notice of appeal is received in accordance with rule 10 e) part v) above, the Secretary must notify the Board and must arrange for a hearing of an appeals group (in accordance with 10 d) to be held on the matter as soon as possible after the date of receipt of the appeal. At such a meeting:
 - i) no business other than the appeal can be conducted and
 - ii) the appeals group shall receive all relevant information on the matter from the Board and must place it before the Member(s), detailing the grounds for the resolution and the reason for passing the resolution and
 - iii) the Member(s) must provide their case for having the resolution over turned and
 - iv) the appeals group must return their vote to the Secretary on the question whether the resolution should be confirmed or revoked and
 - v) a resolution is confirmed if greater than two thirds of the votes returned are in favour of the resolution. In any other case the resolution is revoked.
 - vi) the President shall have an ordinary vote plus a casting vote in the event that the ordinary vote is deadlocked between two thirds to one third.

Disputes and mediation

- 11) a) The grievance procedure set out in this rule applies to disputes on matters other than ownership, or access rights between:
 - i) Members, or

- ii) a Member and the Association, or
 - iii) The Board and another board member.
- b) The parties to the dispute must meet and discuss the matter and if possible, resolve the dispute within fourteen days after the matter comes to the attention of all the parties.
- c) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within ten days, hold a meeting in the presence of a mediator.
- d) The mediator must be:
 - i) chosen by agreement between the parties, or
 - ii) in the absence of agreement, appointed by the Board, or
 - iii) in the absence of agreement between the Member and the Association or between the Board and another member of the Board, appointed by the President of the Law Society or Law Institute in the State where the dispute is to be determined.
- e) A Member of the Association can mediate if they are not a party to the dispute.
- f) The parties to the dispute must in good faith attempt to settle the dispute by mediation.
- g) The mediator must:
 - i) give the parties to the mediation process every opportunity to be heard and
 - ii) allow due consideration by all parties of any written statement submitted and
 - iii) ensure that natural justice is accorded to the parties to all dispute throughout the process
- h) The mediator must not determine the dispute.
- i) If the mediation process does not resolve the dispute, the parties may seek to resolve it in accordance with the Act, otherwise at law.

Committee of management

- 12) a) 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.
 - ii) The Board shall comprise one member from each Region plus the Executive.
 - iii) Each Executive member carries one vote.
 - iv) Each regional Board representative shall carry two votes to any Board meetings.
 - v) Each Region shall elect two representatives from its members at its AGM or equivalent meeting.
 - vi) For the purpose of continuity and succession, the second regional representative may attend and observe any Board meeting at the Regions expense.

- vii) In the instance where the regional board representative is unavailable, the second regional representative may attend in their stead and shall carry full rights.
- b) The executive members of the Board comprise:
 - i) the President and
 - ii) the Vice President and
 - iii) the Treasurer and
 - iv) the heads of department
- c) The heads of department shall be elected by their respective peer group.
The departments for the time being are:-
 - i) Operations,
 - ii) Airworthiness,
 - iii) Sport and
 - iv) Development.

The Board may from time to time vary or extend the type and number of departments.
- d) New members of the Board and the Executive so elected, hold office from the conclusion of the Annual Board Meeting (ABM) at which their election was announced until the end of the ABM following the next election for their position.
- e) A maximum consecutive term for any board member 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.
- f) A quorum of the Executive shall be four members.
- g) 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.
 - i) A resolution of this nature can be determined only in accordance with rule 10.
 - ii) The same right of appeal exists as exists for Members.
 - iii) If the resolution is confirmed, the board member shall remain a Member of the Association but may receive further action in accordance with rule 10 where he/she may be expelled as a Member of the Association.
- h) No board member who has been dealt with under rule 12 g), shall have any suit, action, demand or claim against the Association, its employees, or any Member, notwithstanding that:
 - i) the finding is quashed, or
 - ii) an appeal by the member is upheld, or
 - iii) the proceedings are subsequently found to be invalid, or
 - iv) there is any negligence, breach of contract or other right to damages

and this provision may be pleaded as a bar to any such proceedings.
- i) Any board vacancy so created shall be dealt with in accordance with rule 13.

Vacancies

- 13) a) In the event of a non executive 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.
- b) Any resignation of a board member must be made in writing to the Secretary.
- c) The office of a board member shall be vacated if he/she:-
- i) resigns, or
 - ii) ceases to be a Member, or
 - iii) becomes a bankrupt, or
 - iv) becomes of unsound mind, or
 - v) holds a position of profit under the Association, or
 - vi) is directly interested in any contract or proposed contract with the Association, or
 - vii) is removed in accordance with rules 10) or 12).
- d) A board member shall not be required to vacate office in accordance with 13 c) 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.
- e) The Board may continue to act although its membership falls below the required number, provided that it shall act only for the purposes of filling vacancies or summoning a general meeting of the Association.
- f) In the event of a vacancy on the Executive, the Board shall appoint a caretaker to the position until the next AGM.

Powers and duties of the Board

- 14) a) 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.
- b) The Board may convey certain powers to others from time to time to allow all debts to be met.
- c) The Board shall arrange for a record of all appointments of officers.
- d) 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.
- e) Minutes shall be available to all Members.

- f) 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.
- g) The Board may appoint and revoke the appointment of such officers as it chooses from time to time including servants and other persons 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.
- h) The Board shall ratify annually at the AGM the appointment of all unpaid officers of the Association.
- i) The Board may from time to time invite a Member to be available to the Board or the Executive to advise it for the purpose of continuity or experience.

Powers and duties of the Executive

- 15) a) The Executive shall administer all the day to day matters of the Association.
- b) Meetings of the Executive shall be minuted with minutes available to all members of the Board.
- c) 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.
- d) Meetings shall be convened by the Secretary on instruction by the President and shall be as required.
- e) The Executive shall draft an annual budget for the Boards consideration and approval.
- f) 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.
- g) The Executive shall cause any significant matters of policy to be referred to the Board for consideration.
- h) The Executive shall select all staff and fix their salaries and duties and be responsible for reviewing their conduct and performance.
- i) 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.

Proceedings of Committees and sub-Committees

- 16) a) 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.

- b) 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.
- c) Committees may elect to adjourn as they think proper, subject to any regulations or obligations imposed by the rules of the Association.
- d) 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.

Annual General Meetings (AGM) and Extraordinary General Meetings (EGM)

- 17) a) All general meetings of the Association other than the AGM shall be called EGMs.
- b) 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.
- c) 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 in rule 17 b) above.
- d) 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.
- e) All business at an EGM shall be special business.
- f) 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.
- g) The Public Officer 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 attached to a copy of the audited accounts and auditor's report.
- h) There shall be an AGM each year and all business other than the auditors' report, financial accounts, the appointment of regional board representatives (who shall be nominated by their Region) and appointment of auditors, shall be special business.
- i) A quorum at an AGM or EGM shall be ten Members personally present and at least one from each Region.
- j) 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.

Board meetings

- 18) a) 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 an ABM each year to:-
- i) consider and approve the budget and
 - ii) progress the development plan and
 - iii) ratify the nomination of heads of department and regional technical officers and
 - iv) elect or ratify any other officers and heads of Committee that may be required and
 - v) consider all reports and
 - vi) transact any other business before it and accept new business from the floor if the meeting is in agreement that this should be so and
 - vii) elect from the Members, a President, Vice President and a Treasurer and
 - viii) nominate a public officer who is not a member of management.
- b) At an ABM
- i) The chair shall be vacated and the election of the President shall be conducted by any regional representative present. Once elected the President may assume to chair the meeting.
 - ii) Nominations can be made in writing signed by two board members, accompanied by the consent of the candidate and provided to the Secretary not later than seven days before the meeting.
 - iii) In the absence of nominations received prior to the meeting, nominations may be called for at the ABM to fill the three positions in 18 a)vii)
 - iv) In the absence of any nominations, the serving board member shall be returned subject to 12 e)
- c) The Chairman at board and executive meetings shall be the President, or in his/her absence the Vice President.
- d) i) A quorum at board shall be sixty percent of the voting members of the Board.
ii) No business is to be transacted unless a quorum is present.
- e) The Executive may (through the Secretary) call the Board to meet as it sees necessary.
- f) The President shall summon a meeting if the Secretary receives a requisition from three or more Regions.
- g) 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.
- h) The Board may vary and set ABM requirements and agendas from time to time.
- i) 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.

- j) 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.
- k) Non receipt of notice delivered or sent in the appropriate manner to any board member shall not invalidate the proceedings of any board meeting.
- l) The Board may transact or determine any business without formally meeting. This may be done via post, or electronic means and the results and conduct will be determined in accordance with rule 21 where applicable.

Votes at meetings

- 19) a) 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 Chairman, or at least three Members present.
- b) 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.
- c) 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.
- d) Any decision by poll is treated as for a show of hands in regard to recording and every Member has one vote.
- e) A request for poll can be withdrawn.
- f) The Chairman has a vote and may exercise a casting vote on all resolutions.
- g) Votes may be given personally or by proxy on the required form in appendix 1
- h) The instrument of proxy shall be deposited at the secretariat or as determined by the Executive for the purpose of convening the meeting not less than forty eight hours before the meeting time at which the Member extends the instrument of proxy.
- i) Proxy powers are only applicable to that meeting or any adjournment of that meeting.
- j) 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.
- k) 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.

- l) In the case of external (postal or electronic) board meetings, votes shall be determined and considered by the Chairman as for any normal meeting, but in all cases the results are to be made available to all board members.
- m) In the absence of the President and Vice President the Members present may elect any other office bearer to preside over the meeting.

Secretary

- 20) a) The Association's Secretary and any other secretaries shall be appointed by the Executive and their term, remuneration and conditions set by the Executive.
- b) The Secretary may be removed by the Board, or by the Executive.

Postal/Electronic voting

- 21) a) A postal or electronic voting facility shall be provided for vacancy replacement of board members, or officers and on matters affecting the Board, the Executive, or the entire membership other than elections or special resolutions.
- b) The Secretary shall administer and control all postal or electronic voting and its dissemination and receipt in accordance with these rules. In the case of other matters this shall be done in sufficient time for all Members to have received, considered and returned their vote before determination is concluded.
- c) The Secretary shall appoint two scrutineers who must be Members, to collate and summarise all external voting (except executive voting) for submission of the result to the Board.
- d) All records of external voting returns are to be retained for at least five years.
- e) 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.

Winding up

- 22) 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, 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'.

Alterations to articles

- 23) a) 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.

- b) Alterations to these articles can only be made at an AGM or EGM in accordance with the rules 23 c) to e)
- c) Upon receipt of notice to alter these articles, the Secretary shall include the notice of alteration (in accordance with rule 7) as special business in the next notice of AGM or EGM (if this is called for) to be sent to the Members.
- d) If rule 7 is not complied with, the business shall revert to the following year.
- e) No motion to alter these articles 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.

Audits

- 24) a) 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.
- b) Accounting and other records other than the membership register, shall not be open to Members (other than the Board) unless the Board confers authorisation.
- c) The Association's Auditor shall be appointed annually by the Board.

Seal

- 25) a) The Board shall provide for the safe custody of the seal at the Secretariat.
- b) The seal shall not be affixed to any document except where approved by Board or Executive resolution.

Treasurer

- 26) a) A Treasurer shall be appointed by the Board each year.
- b) The Treasurer's term of office shall not be greater than ten consecutive years.
- c) The Treasurer shall control all monies and transactions on behalf of the Association.
- d) The Treasurer may co-opt administrative assistance.

Funds

- 27) a) 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.
- b) 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.
- c) The funds of the Association shall be derived from entrance fees, annual subscriptions, donations, investments, sales and any other sources determined and varied by council

Public Officer

- 28) a) The Board shall appoint a Public Officer for the receipt of notices and in compliance with the Act.
- b) The Public Officer must co-sign the required annual report along with another board member and forward this and the annual return to the registrar, not less than one month after the AGM.

Fundraising

- 29) Public fundraising may be conducted after completion of a "*Notice of intention to conduct a fundraising appeal*" and forwarded to the registrar at least twenty eight days before the appeal commences.
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APPENDIX 1

PROXY VOTING FORM

I..... ☐ **Member**
(Name) ☐ Board member

hereby nominate as my representative at the forth
(rep name)

coming ☐ AGM
☐ EGM
☐ ABM

The above representative has the power to vote on:-

☐ All matters requiring my attention
☐ Specific matters only as detailed below

Details:

.....
.....
.....

Signed:
(Member)

Dated:

Signed:
(representative)

Dated:

APPENDIX 2

GFA OFFICER NOMINATION FORM

I,..... GFA Member #.....
(full name)

nominate the below member, for election to become Officer of the Association, as detailed herein.

..... Date...../...../.....
(signature)

I,..... GFA Member #.....
(full name)

second the below member for election to become Officer of the Association, as detailed herein.

..... Date...../...../.....
(signature)

Nominees name GFA Member #

Accept this nomination Date...../...../.....
(signature)

Position sought ☐ President
 ☐ Vice President
 ☐ Treasurer
 ☐ Other (please specify)
*To be submitted to the
Secretary not less than 7
days before the meeting*