

Rules of the Aviation Industry Association of New Zealand (Incorporated)

1. NAME

The name of the Association is the Aviation Industry Association of New Zealand (Incorporated) (the *Association*).

2. OBJECTS

2.1 The objects for which the Association is established are:

- 2.1.1 To encourage, promote, and protect in New Zealand's aviation industry and generally watch over and protect the general interest of companies and persons engaged in the aviation industry, but independently of the personal interest or interests of any such companies or persons.
- 2.1.2. To cultivate and obtain reciprocal relations with kindred bodies or institutions in other places.
- 2.1.3 To provide a centre of information and advice on all matters pertaining to aviation in New Zealand.
- 2.1.4 To promote and encourage aviation and any act, craft, trade or profession connected therewith.
- 2.1.5 To arrange and promote the adoption of equitable forms of contracts and other documents used in the aviation industry, to encourage the settlement of disputes by arbitration and to nominate arbitrators and umpires on such terms and in such cases as may seem expedient.
- 2.1.6 To conduct, hold or promote, or assist in the conducting, holding and promoting of shows, exhibitions, competitions, races, trials, and matches connected with the aviation industry generally, and to give and contribute towards prizes, cups, stakes and other rewards.
- 2.1.7 To adopt such means of making known any of the objects of the Association as may seem expedient, and in particular by circulars, by publication of books and periodicals, and by any other means.
- 2.1.8 To establish, subsidise, promote and cooperate with, become a member of, act as, to appoint agents or delegates for, control, manage, superintend, or otherwise assist any clubs, associations, and institutions, incorporated or not incorporated, with objects altogether or in part similar to those of the Association and to appoint, where required or deemed necessary, any person or persons to act as trustee or trustees of any fund established for any of the objects or purposes of the Association or for the benefit of any persons or the dependents of such persons who are or may have been associated with, engaged or employed in the aviation industry.
- 2.1.9 To establish, subsidise, promote or otherwise assist any kindred association, local committee or agency, and if necessary to register the same under the provisions of the Incorporated Societies Act 1908, or any amendment thereof, and to delegate to such association, committee or agency all or any of the power or functions of the Association.
- 2.1.10 To assist by united effort the redress of grievances under which members may labour, and to maintain, safeguard, and promote the legitimate rights or privileges of those engaged in the aviation industry in all or any of its branches.
- 2.1.11 To protect the interests of members of the Association in their dealings with their employees or with labour organisations acting on behalf of such employees.
- 2.1.12 To acquire by purchase, lease or grant, any property, easements and rights in any way connected with the objects of the Association and to improve the same in such and any way as the Governance Board shall, in its discretion, consider expedient or necessary for the objects of the Association.
- 2.1.13 To invest the moneys of the Association, not immediately required, upon such securities as may from time to time be determined.
- 2.1.14 To borrow or raise and give security for money in such manner as the Association shall think fit, and in particular, by the issue of or upon bonds, debentures, bills of exchange, promissory notes, or other obligations or securities of the Association, or by the mortgage or charge upon all or any part of the property of the Association both present and future.

- 2.1.15 To sell, improve, lease, mortgage, dispose of or otherwise deal with all or any part of the property of the Association.
- 2.1.16 To take any gift of property for any one or more of the objects of the Association.
- 2.1.17 To negotiate in all kinds of aircraft and all apparatus used in connection with aviation required or used by members of the Association or other persons engaged in the aviation industry.
- 2.1.18 To represent the view of persons connected with aeronautics in general, and those engaged in the aviation industry in particular. To consider, originate and promote reform and improvements in the law, to consider proposed alterations and oppose or support the same; to effect improvements in the administration of the law. And, for the said purposes to petition Parliament or take such other proceedings as may be deemed expedient.
- 2.1.19 To grant, issue, authorise, modify, cancel or revoke certificates and diplomas of the Association relating to aircraft, aerodromes, flying schools, loading and storage equipment, and to the skill and qualifications of pilots, navigators, engineers, drivers, mechanics and all persons managing, driving, constructing, repairing or otherwise connected with aircraft used, or intended to be used, in connection with commercial aircraft operations and to all things relating thereto as may be required, and to make reports and recommendations to other authorities or persons concerning same.
- 2.1.20 To reimburse from the funds of the Association, as may be decided by the Governance Board, expenses which are incurred by its members, members of the Advisory Council, or officers in carrying out duties for the Association which, by reason of offices held by them under these Rules they are required to perform, or duties which they are specifically appointed by the Advisory Council or the Governance Board to perform for the Association, provided that this Rule shall not require the Advisory Council or the Governance Board to approve such reimbursements in respect of expenses incurred on behalf of Association branches.
- 2.1.21 To enter into, do and perform all contracts, acts, matters and things in any way connected with the objects of the Association or appurtenant thereto.
- 2.1.22 To employ the profits of the operations of the Association for furthering the objects of the Association in accordance with these Rules.
- 2.1.23 To do all other things that are incidental or conducive to the attainment of any of the above objects.
- 2.2 The income and property of the Association whensoever derived shall be applied solely towards the promotion of the objects of the Association as set forth herein, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise howsoever by way of profit to, the persons who at any time are or have been members of the Association, or to any of them or to any persons claiming through any of them. Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers, members of the Governance Board, members of the Advisory Council or servants of the Association or to any member thereof, or any person in return for any service actually rendered to the Association. And provided further that no member of the Advisory Council or Governance Board shall receive any remuneration or payment for services rendered or goods supplied or be financially concerned or interested in any contract for engagement with the Association without first fully disclosing such interest to the Advisory Council or Governance Board (as the case may be), nor shall he be present at any deliberations or vote on any matter in which he is financially interested.

3. DIVISIONS

- 3.1 The Association shall comprise the following Divisions of the aviation industry and such others as may be determined from time to time by the Advisory Council.
 - 3.1.1 Agricultural Aviation Division (also known as the New Zealand Agricultural Aviation Association).
 - 3.1.2 Air Rescue/Air Ambulance Division
 - 3.1.3 Air Transport Division
 - 3.1.4 Airports Division
 - 3.1.5 Engineering Division (also known as the Aircraft Engineers Association of New Zealand)

- 3.1.6 Education & Research Division
- 3.1.7 Flight Training Division
- 3.1.8 Helicopter Division (also known as the New Zealand Helicopters' Association)
- 3.1.9 Supply & Services Division
- 3.1.10 Tourist Flight Operators

3.2 The qualification for membership of each Division shall be as follows:

3.2.1 Agricultural Aviation Division: Ordinary Members:

Any person, firm, company or corporation being operators of commercially employed aircraft not being aircraft used exclusively in the transport of passengers or goods for hire or reward providing agricultural aviation services approved by the Civil Aviation Authority (or any successor or replacement entity). All members may become members of all other Divisions of the Association for which they are eligible at a membership fee for each such additional division as may be determined by the Governance Board.

3.2.2 Air Rescue/Air Ambulance Division: Ordinary Members:

Any person, firm, company, trust or corporation operating commercially employed aircraft in the search for and recovery of casualties and in the transfer by air of patients. Rescue Trusts may also be ordinary members of the Division. All members may become members of all other Divisions of the Association for which they are eligible at a membership fee for each such additional division as may be determined by the Governance Board.

3.2.3 Air Transport Division: Ordinary Members:

Any person, firm, company or corporation operating commercially employed aircraft exclusively in the transport of passengers or goods, or unmanned aerial vehicles, for hire or reward (but excluding all forms of agricultural work). All members may become members of all other division of the Association for which they are eligible at a membership fee for each such additional division as may be determined by the Governance Board.

3.2.4 Airports Division: Ordinary Members:

Any person, firm, company or corporation operating an airport or aerodrome. All members may become members of all other divisions of the Association for which they are eligible at a membership fee for each such additional division as may be determined by the Governance Board.

3.2.5 Engineering Division: Ordinary Members:

Any person, firm, company or corporation operating a repair and maintenance organisation holding a current approval from the Civil Aviation Authority (or any successor or replacement entity).and actively engaged in the repair, assembly or maintenance of aircraft. Members of the Agricultural Aviation Division or the Air Transport Division or the Flight Training Division or the Helicopter Division, who employ licensed aircraft maintenance engineers solely for work upon their own aircraft, may become members of this Division. In addition, any person, firm, company or organisation involved in aviation engineering education or aviation engineering training may become members of this Division. All members may become members of all other divisions of the Association for which they are eligible at a membership fee for each such additional division as may be determined by the Governance Board.

3.2.6 Education and Research Division –Ordinary members

Any person, firm, company, education institute, or education training provider engaged in the provision of education and research in aviation or relating services. All members may become members of all other Divisions of the Association for which they are eligible at a membership fee for each such additional division as may be determined by the Governance Board from time to time.

3.2.7 Flight Training Division: Ordinary Members:

Any person, firm, company or corporation operating commercially employed aircraft for the purpose of training persons to be pilots or flight attendants or educational instructors who provide tertiary education for pilots or flight attendants. All members may become members of all other divisions of the Association for which they are eligible at a membership fee for each additional division as may be determined by the Governance Board.

3.2.8 Helicopter Division: Ordinary Members:

Any person, firm, company or corporation operating commercially employed helicopters. All members may become members of all other divisions of the Association for which they are eligible at a membership fee for each such additional division as may be determined by the Governance Board.

3.2.9 Supply & Services Division: Ordinary Members:

Any person, firm, company or corporation, actively engaged in the supply of aircraft, aircraft parts or aircraft materials or in the supply of services to commercial aviation. All members may become members of all other Divisions of the Association for which they are eligible at a membership fee for each such additional division as may be determined by the Governance Board from time to time.

3.2.10 Tourist Flight Operators Division – Ordinary members

Any person, firm, company or corporation holding an approval from the Civil Aviation Authority (or any successor or replacement entity) being an operator or operators of commercially employed aircraft used for hire and reward for the purpose of providing scenic and tourist flight operations, may be members of this Division. All members may become members of all other Divisions of the Association for which they are eligible at a membership fee for each such additional division as may be determined by the Governance Board from time to time

3.3 Each division of the Association shall be conducted under Bylaws made pursuant to Rule 20 hereof.

3.4 Divisions by way of vote may determine from time to time to merge with other divisions listed above in which case this merger will be recognised by the Advisory Council at its next meeting and recorded in the notes of the Advisory Council meeting.

3.5 Division can also determine from time to time whether they will form Branches, Sections or Sub committees. Where the Division determines to form such bodies the Chief Executive of the Association shall be advised and any associated terms and conditions for the operation of the divisions so documented and detailed in the bylaws appended to this constitution.

3.6 The Advisory Council or a person appointed by the Advisory Council for the purposes of this rule 3.6, shall have the power to resolve any dispute between members of any division, between members of any division and their office-holders of the division, or within any division executive,

4. REGIONAL CLUSTERS

4.1 Members in any Division or Divisions may, with the prior written consent of the Governance Board, form regional clusters:

4.1.1 which will be intended to enable local groups to network and to co-ordinate across divisions and branches of the Association to promote a better understanding of the capability in New Zealand of the aviation industry, host visitors and potentially linking up and co-ordinating in order to provide a more comprehensive service offering to actual and potential customers.

4.1.2 with the agreement of the Governance Board to carry out economic or commercial activities on a local basis.

4.1.3 membership of which is only available to financial members of the Association.

4.2 Each regional cluster must:

4.2.1 Carry out such activities as are in furtherance of the Association's objectives, or any one or more objective, for that area.

4.2.2 Comply with these rules so far as applicable.

4.2.3 Not less than two months before the Association's Annual General Meeting in each year, send to the Chief Executive of the Association a return comprising:

(a) The names and addresses of its Chairman, Deputy Chairman, Secretary and other officers, if any, elected for the ensuing year.

(b) A certified list of its members as at the date of the return.

(c) A copy of the regional cluster's Annual Report and where appropriate Balance Sheet.

(d) A resume of its activities during the preceding year.

- 4.3 The Association may, on terms and conditions to be determined by the Governance Board (such terms and conditions to be reasonable in the circumstances having regard to the nature of the commercial activities, if any, to be carried on by the regional cluster) provide administrative and management support to the regional cluster.

5. MEMBERSHIP

5.1 Ordinary Members:

All persons, firms, companies and trusts or corporations directly and actively engaged in business in New Zealand concerned with one or more division of the Association shall, subject to Rule 3 hereof, be eligible for ordinary membership of the Association. Members will automatically become a member of one (1) division for which they are eligible and may become members of any one (1) or more further Divisions or regional clusters of the Association for which they are eligible.

- 5.2 In addition to ordinary members there may be admitted to membership of the Association, Life Members, Associate Members, Honorary Members and Special Members.

5.2.1 Life Members:

Life membership may hereafter be conferred on any person as a recognition of special services rendered to aviation. Life membership shall be confined to the individual, shall be free of subscription, and shall be conferred by the decision of the Advisory Council and confirmed by a two-thirds majority in a ballot of members present and entitled to vote at a General Meeting of the Association, voting upon a Notice of Motion of which due notice shall have been given.

5.2.2 Associate Members:

All persons (except those excluded by Rule 5.3) firms, companies, trusts or corporations actively engaged in the aviation industry, not covered by a division as provided in Rule 3, shall be eligible for membership as Associate members.

5.2.3 Honorary Members:

Persons (except those excluded by Rule 5.3) firms, companies, trusts or corporations who are not eligible as ordinary members or associate members may be elected honorary members of the Association, if, in the opinion of the Advisory council, they have interests in common with, or experience which may be of assistance, to the Aviation Industry.

5.2.4 Special Members:

Divisions may, with the prior approval of the Advisory council, arrange for appropriate persons to be special members of divisions. [Individual pilot members of the Agricultural Aviation Division, Helicopter, and Air Transport, Flight Training and Tourist Flight Operators and individual engineer members of the Engineering Division are examples.]

- 5.3 No person who is in the employ of a member of the Association shall be eligible for election as an ordinary member.

- 5.4 Any person, firm or corporation eligible for ordinary or associate membership who desires to become a member shall make written application to the Chief Executive of the Association in the prescribed form and all such applicants, if elected, shall be members of such Division or Divisions of the Association as the Advisory Council may in each case determine.

- 5.5 Such applicant shall, on the recommendation of the appropriate divisional committee, or committees, and on election by a majority of the members of the Advisory Council, be admitted as a member and his or its name shall be entered on the Register of Members.

5.6 Representation:

Only one person may represent a member in any one division or branch of the Association. A Director, General Manager or accredited representative may represent an ordinary member at divisional committee or the Advisory Council or General Meetings of the Association. For the purpose of this Rule, an accredited representative is a person who is in the regular employ of a member firm or company and whose appointment as such representative has been duly notified in writing to the Chief Executive before the end of each financial year.

- 5.7 Members admitted under Rule 5.2 shall not have any vote in the management of the Association, nor have a vote at any General Meeting of the Association and all such members (other than Life members) shall be members of such division of the Association as the Advisory Council may in each case determine.

6. REGISTER OF MEMBERS

The Chief Executive of the Association shall keep a register of members and the same shall be open for the inspection of members at all reasonable hours during the day time at the registered office of the Association. Such register shall contain the name and address of each member together with such other information as the Governance Board may direct, and shall be evidence as to all matters relating to the membership therein contained. The existing members of the Association are those enumerated in such register at the date hereof.

7. ENTRANCE FEES AND SUBSCRIPTIONS

- 7.1 Entrance fees for ordinary and associate members shall be as determined by the Governance Board after consultation with the Advisory Council. s. Entrance fees must be lodged with the Chief Executive at the time applications for membership are submitted.
- 7.2 An annual subscription shall be payable by every member, except honorary or life members, according to such scale as shall be determined by the Governance Board after consultation with the Advisory Council . Different subscriptions may be fixed for members of each division of the Association, and for each class of member described in Rule 5 above.
- 7.3 The Governance Board shall have power to remit such portion of the subscription as it may decide, in cases of members, elected to membership in the fourth quarter of any financial year, or in special circumstances.
- 7.4 No newly elected member shall participate in any of the privileges or advantages of the Association until his subscription and/or entrance fee shall have been paid, and no member whose subscription or entrance fee is in arrear shall be entitled to vote at any meeting.
- 7.5 A member shall remain continually liable as such until his membership is determined by resignation or otherwise and, notwithstanding any such determination of membership, shall continue to remain liable for all subscriptions, fees, levies or liabilities incurred by it or him prior to such determination.
- 7.6 Where membership of the Association is a necessary requisite to gain accreditation or to gain another pecuniary benefit associated with membership of the Association, if after three months from 1 April membership has been renewed the Association shall write to the member concerned and give 28 days' of intention to terminate the accreditation or pecuniary benefit. If membership remains unpaid at the end of the 28 day period the pecuniary benefit shall cease or the accreditation terminated. All relevant parties shall be advised of the proposed action. The pecuniary benefit and or accreditation where possible shall be restored on payment of the membership subscription.

80. MEMBERS BOUND BY RULES

Members shall be held to consent to and be bound by the Rules, and the Bylaws of the Association, and the decision of the Governance Board on the interpretation of the Rules, Bylaws, or in regard to anything done or suffered thereunder, shall be final and conclusive, and members shall not be entitled to appeal or apply to any Court because of anything done or purported or omitted to be done under such Rules or Bylaws.

9. CESSATION OF MEMBERSHIP

- 9.1 The rights and privileges of every member of the Association as such shall not be transferable either by his or its own act or by operation of law. When the ownership of the controlling interest in any member company is transferred, the Governance Board shall have the power to cancel its membership.
- 9.2 The Governance Board shall have the power to review the membership of any member at any time, and in the event of a member being, in the opinion of the Governance Board, no longer eligible for membership of one or more divisions of the Association, then his or its membership of such division or divisions shall be cancelled and the Register of members amended in such manner as may be necessary.
- 9.3 Any member may at any time resign from the Association by giving notice in writing to that effect to the Chief Executive, provided that he or it shall be liable and required to pay any

subscription or other payment which may be due from him or it and unpaid at the date of his resignation.

- 9.4 Members liable for annual subscription for the class or classes of membership to which they belong are liable for the whole of such subscriptions for the financial year in which their resignations are lodged unless the Governance Board decides to remit any part of them.
- 9.5 Any member of the Association who shall fail in the observance of any of these Rules or any ruling or Bylaw made by the Governance Board, or whose conduct in any respect shall be, in the opinion of the Governance Board, derogatory to the character or prejudicial to the interests of the Association may, but only after being called upon to show cause why his or its membership should not be cancelled, be removed from the Association.

10. CONSTITUTION, MEMBERSHIP AND ADMINISTRATION OF THE ADVISORY COUNCIL

- 10.1 The Advisory Council of the Association shall consist of:
- 10.1.1 The President – who shall be elected for a term of two years pursuant to Rule 13.2 at the Annual General Meeting in alternate years. The only persons eligible for nomination as President shall be persons:
- (a) who hold office as Chairman or Deputy Chairman of any division or who have held such office at any previous time for a period of not less than two years; and
 - (b) who are ordinary members or who are either a director, general manager or accredited representative of an ordinary member which is a firm, company or corporation. For the purposes of this Rule an accredited representative is a person who is in the regular employ of the firm or company which he represents and whose appointment as such representative has been duly notified in writing to the Chief Executive by the member or
 - (c) is a life member.
- 10.1.2 Two Vice Presidents- who shall be elected pursuant to Rule 13.2, one such Vice-President to be elected or re-elected at each Annual General Meeting in place of the Vice President having the longer term of service on the Advisory Council, who shall have automatically retired. The only persons eligible for nomination as Vice-Presidents shall be persons who at or prior to nomination hold, or have held, office as Chairman, Chairmen, Deputy Chairman, or Deputy Chairmen, of any branch or division of the Association.
- 10.1.3 Immediate Past President – who shall (subject to Rule 12.4) be the person who has most recently vacated the office of President.
- 10.1.4 Councillors – the Chairman of each Division shall be a member of the Advisory Council. Should any Chairman not be able to attend an Advisory Council meeting he is entitled to be represented by an alternate.
- 10.1.5 Members – members have a right to attend any Advisory Council meeting but are not entitled to vote. With the agreement of the Chairman, they may take an active part in the meeting. Should the Advisory Council elect to go into committee to discuss sensitive issues members, other than the elected Advisory Councillors and AIA managers, must withdraw from the meeting.
- 10.1.6 The chairperson of each regional cluster.
- 10.1.7 A director from Aviation New Zealand Limited (nominated by Aviation New Zealand Limited).
- 10.1.8 The President, or in his absence one of the two Vice Presidents or Past President shall act as Chairman of the Advisory Council
- 10.2 Members of the Advisory Council shall, unless specified otherwise in these Rules, or in the bylaws serve for a term of two (2) years, and shall be eligible for re-appointment, provided that no member other than one who is or has been Chairperson shall be eligible to serve a term of more than a total of [six (6)] consecutive years.
- 10.3 The term of appointment shall begin at the first Advisory Council meeting held after the Annual General Meeting of the Association in the year of the member's nomination and election, and end at the closure of the second subsequent Annual General Meeting of the Association.

10.4 In the event of a member being unable for any reason to attend an Advisory Council meeting or otherwise participate in Advisory Council business, that member or the person or body who appointed them to the Advisory Council may, by writing, appoint an alternate to act in their stead. Such alternate shall have all the powers and rights vested in the member for whom they act as alternate except to act as Chairperson of the meeting.

10.5 In the event of a casual vacancy occurring in the Advisory Council, the vacancy shall be filled by the person or body making the original appointment which has become vacant, and the member so appointed shall hold office for the unexpired term for which the member's predecessor was appointed.

10.6 The Chief Executive shall be responsible for ensuring services are provided to facilitate the operations of the Advisory Council. The Chief Executive shall ensure that minutes of every Advisory Council meeting are kept and that copies of the minutes are provided to every Councillor and to each member of the Governance Board.

10.7 Meetings of the Advisory Council shall be held at such time and place as the President of the Advisory Council may decide or in accordance with a written request addressed to the Chief Executive by [three] Advisory Council members who are entitled to vote, provided that there shall be not less than two meetings in each calendar year and at intervals of not more than seven months.

10.8 The Chairperson of the Advisory Council shall cause notice of the time and place of every Advisory Council meeting and of the business to be transacted at that meeting (other than formal business) to be delivered to or given to every member not less than seven (7) days before the date of the meeting, provided that in the case of urgency such lesser period of notice may be given as the Chairperson shall decide. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member shall not invalidate the proceedings at any Advisory Council meeting.

10.9 No business shall be transacted at any Advisory Council meeting unless there be present a majority of the members duly appointed at that time. A member shall be regarded as present at a meeting if the member is linked by telephone with other members, whether attending as a group at a meeting, or being members, each alone or as groups, at several locations whether in New Zealand or not, provided that:

- (a) all members are entitled to receive notice of the meeting shall have been given proper notice of the meeting in accordance with Rule 10.10, and of the opportunity to participate in the telephone link to the meeting if they wish.
- (b) each of the members taking part in the meeting and the person appointed to keep the minutes are able to hear each of those participating in the meeting at the commencement of the meeting.
- (c) at the commencement of the meeting each member who is participating must acknowledge their presence for the purpose of the meeting to all others taking part. For the purposes of this Rule 10.12, no member shall be entitled to receive notice if he or she is absent from New Zealand at the time the notice is given.

10.10 Subject to the provisions of Rule 10.12 above, the Advisory Council may exercise any of its powers and functions despite the fact that any appointments to its membership may not at any time have been made and despite any vacancy amongst its members.

10.11 Questions and motions and resolutions arising at any Advisory Council meeting shall be decided by a majority of votes exercised by those entitled to vote, and in the case of an equality of votes the Chairperson of the meeting may exercise a casting as well as a deliberative vote.

10.12 A resolution in writing signed by three quarters of the members entitled to vote shall be as valid and effectual as if it had been passed at a meeting of the Advisory Council duly called and constituted.

10.13 The Advisory Council may establish committees and delegate to any such committees such powers and duties as the Advisory Council thinks fit.

10.14 Unless otherwise decided by the Advisory Council, the meetings and proceedings of every such committee shall be governed by the provisions contained in these Rules for regulating the meetings and proceedings of the Advisory Council.

11 POWERS AND FUNCTIONS OF THE ADVISORY COUNCIL

11.1 The Advisory Council shall:

- 11.1.1 Exercise the rights and carry out the obligations as are set out in these Rules.
- 11.1.2 Advise the Chief Executive of the Association in relation to the implementation of its strategy.
- 11.1.3 Provide a conduit for the exchange of information between industry and the Association and a forum for discussion around key issues and research topics.

11.2 The Advisory Council shall provide advice to the Governance Board on the issues affecting the aviation industry and the implications these carry.

11.3 The Advisory Council shall act as a sounding board for discussion on strategic issues that impact on the aviation sector.

11.4 The Advisory Council shall provide a mechanism through which the Association's views regarding issues facing the industry can be shared with industry, including advice on dissemination of the outputs of the Association's investments.

11.5 The Advisory Council shall collect nominations for election to the Governance Board and work with the Governance Board to identify individuals with the right mix of competencies needed for effective governance of the Association. Nominations shall be made formally by members of the Advisory Council or by the existing Governance Board, except in the first instance of convening the Governance Board, to the Chief Executive of the Association no later than twenty-eight (28) days prior to the date on which the election is to occur.

11.6 The Advisory Council shall elect the Governance Board. No person may hold at the same time the role of the Chairperson of the Advisory Council and Chairmanship of the Governance Board, and if a person holding the role of Chairman of the Advisory Council is elected as the Chairman of the Governance Board they shall relinquish their Advisory Council Chair role. The Chief Executive shall not be eligible for election to the Governance Board.

12. ADVISORY COUNCIL AND GOVERNANCE BOARD APPOINTMENTS AND OFFICE BEARERS

(See also Rule 28)

- 12.1 The affairs of the Association shall be governed by the Governance Board,
- 12.2 The Chief Executive shall be appointed by the Governance Board, and will hold office until his or her successor is appointed. In the event of incapacity of the Chief Executive, the [Executive Committee] shall have power to appoint a person to fulfil the functions of the Chief Executive until the next meeting of the Governance Board.
- 12.3 The election and appointment of the President and two Vice-Presidents of the Advisory council shall be conducted in the manner hereinafter contained.
- 12.4 The Immediate Past President of the Advisory Council shall hold office automatically, unless by a resolution, carried by a majority in Annual General Meeting it is decided that the outgoing President shall not be the person to fill the office of Immediate Past President. In that event, the Annual General Meeting may elect some other person who has held the office of President to be Immediate Past President.

13. ELECTIONS

- 13.1 The Chief Executive shall notify members of pending vacancies within the Executive committee of the Advisory Council in accordance with the rules of the Association 28 days prior to the period of notice prescribed in clause 13.2

- 13.2 Nominations of candidates for election for the office of President and Vice Presidents must be received by the Chief Executive not less than twenty eight (28) days before the Annual General Meeting with a consent in writing signed by each member nominated that he is willing to serve.
- 13.3 Nominations shall be signed by two but not more than two (2) ordinary members.
- 13.4 If no valid nominations are received by the Chief Executive pursuant to Rule 13.1 for the office of President, or if no or insufficient valid nominations are received for the offices of Vice-Presidents, then the officers holding those offices respectively immediately prior to the Annual General Meeting shall be deemed to have been elected to such office at the Annual General Meeting. Otherwise, such officers shall be elected by ballot in the manner hereinafter appearing.
- 13.5 The ballot paper shall contain the names of the members nominated for the offices of President and Vice-Presidents in the form of alphabetical lists. One list shall be clearly marked "President" and the other "Vice-President".
- 13.6 No ballot paper which is signed or on which the number of candidates voted for on each list is more than that required to be elected shall be valid
- 13.7 The ballot papers shall be sent by the Chief Executive by ordinary post in sealed envelopes, to the last address of each ordinary member recorded at the office of the Association, not less than ten (10) days before the Annual General Meeting.
- 13.8 Names of voters will be shown, on envelopes containing ballot-papers, in the form in which they appear in the Register of Members kept by the Chief Executive. In the case of registered companies, they will be addressed to the company.
- 13.9 Votes will be recorded by striking out the names of candidates for whom it is NOT desired to vote.
- 13.10 Voting papers will be delivered to the Chief Executive prior to the commencement of the Annual General Meeting.
- 13.11 Voting papers shall be sealed and returned to the Chief Executive, enclosed in an envelope, the inner side of the flat thereof being signed by the member so voting.
- 13.12 All votes returned by financial ordinary members before the closing of the ballot shall be placed in a box to be handed to the President by the Chief Executive at the commencement of the Annual General Meeting.
- 13.13 Voting papers will not be opened until directed by the President or his Deputy during the course of the Annual General Meeting, and then only by scrutineers elected by the meeting. The scrutineers will inform the Chief Executive of the results of the voting, and he will declare to the meeting the names of the successful candidates. The scrutineers will retain the voting papers and unless otherwise directed by resolution of the meeting, will destroy them after the results have been declared.
- 13.14 In the event of a tie at any election or on any appointment by the Association or the Advisory Council or the Governance Board the same shall be decided by lot, the drawing of such lot to be performed by the Chairman of the meeting at which the election or appointment is held or made.
- 13.15 The nominations and elections for divisional committees and branch officers shall be conducted in accordance with Bylaws on the subject made under Rule 18 hereof.

14. CONSTITUTION, MEMBERSHIP AND ADMINISTRATION OF THE GOVERNANCE BOARD

- 14.1 There shall be a Governance Board of the Association, which shall comprise:
 - 14.1.1A Chairperson, who must be elected from the Governance Board.
 - 14.1.1.2 Three members elected or appointed by the Advisory Council of whom up to two may be independent of the Association.
 - 14.1.1.3 One representative of Aviation New Zealand Limited, appointed by Aviation New Zealand Limited.
 - 14.1.1.4. One (1) member to be appointed by the Advisory Council who must be a representative of a government agency.
 - 14.1.1.5 One (1) member to be appointed by the Advisory Council who must be a representative of the Royal New Zealand Air Force.

- 14.2 The term of appointment of each Governance Board member shall be for [two] years, except that for Governance Board members appointed in 2011 [three] members shall be appointed for a [two] year term and [two] for a [one year] term. Governance Board members shall be eligible for re-appointment provided that, under normal circumstances, no Governance Board member shall be eligible to serve a term of more than a total of six consecutive years.
- 14.3 The Governance Board shall, at its first meeting after the Annual General Meeting of the Association in each year, elect from among its members a Chairperson and Deputy Chairperson who shall hold office PROVIDED that in the event of a casual vacancy occurring in the office of Chairperson or Deputy Chairperson the remaining Governance Board members shall elect a Chairperson or Deputy Chairperson from among their number. At every meeting the Chairperson if present, or in the Chairperson's absence, the Deputy Chairperson, and in the absence of them both a member of the Governance Board chosen by those present shall preside as Chairperson at that meeting.
- 14.4 The Governance Board members appointed at Clause 14.1 shall have the ability to recommend to the Advisory Council the appointment of one further Governance Board member to assist the balance of capabilities of the Governance Board. The recommendation shall define the proposed person, the skills that he or she will bring to the Governance Board, and the recommended term of appointment. A ballot by post or fax shall be carried out by the Advisory Council to determine the approval or not of this recommendation by the Governance Board.
- 14.5 The Governance Board may establish committees and delegate to any such committees such powers and duties as the Governance Board thinks fit (except the power of giving security over the property of the Association). The Chairperson shall ex-officio be a member of every committee established by the Governance Board. Unless otherwise decided by the Governance Board the meetings and proceedings of every such committee shall be governed by the provisions contained in these Rules for regulating the meetings and proceedings of the Governance Board. A standing committee termed the Audit and Finance Sub committee shall always be appointed. This committee may be supplemented by a member of the Advisory Council.
- 14.6 No business shall be transacted at any Governance Board meeting unless there is present at the meeting not less than 60% of the members of the Governance Board who are entitled to vote. A member shall be regarded as present at a meeting if the member is linked by telephone with other Governance Board members, whether attending as a group at a meeting, or being members, each alone or as groups, at several locations whether in New Zealand or not, provided that all Governance Board members entitled to receive notice of the meeting shall have been given proper notice of the meeting and of the opportunity to participate in the telephone link to the meeting if they wish; and each of the members taking part in the meeting and the person appointed to take the minutes are able to hear each of those participating in the meeting at the commencement of the meeting; and that at the commencement of the meeting each member who is participating must acknowledge their presence for the purpose of the meeting to all other members taking part. For the purposes of this Rule 14.6, no Governance Board member shall be entitled to receive notice if he or she is absent from New Zealand at the time the notice is given.
- 14.7 Subject to the provisions of Rule 14.6 above, the Governance Board may exercise any of its powers despite the fact that any appointments to its membership may not at any time have been made and notwithstanding any vacancy amongst its members.
- 14.8 Questions arising at any Governance Board Meeting except a motion in respect of which these Rules provide otherwise shall be decided by a majority of votes exercised by those entitled to vote, and in the case of an equality of votes the Chairperson of the meeting may exercise a casting as well as a deliberate vote.
- 14.9 A resolution in writing signed by three quarters of the members of the Governance Board entitled to vote shall be as valid and effectual as if it had been passed at a meeting of the Governance Board duly called and constituted.
- 14.10 The Governance Board may make regulations for its guidance or to facilitate the transactions of business of the Association provided that such regulations are not inconsistent with these Rules.

15 POWERS AND FUNCTIONS OF THE GOVERNANCE BOARD

15.1 In addition to the powers expressly conferred upon the Governance Board by these Rules, the Governance Board may exercise any or all of the following powers:

- 15.1.1 Power to acquire, purchase, hold or otherwise deal in any property real or personal or any estate, right, licence or interest for the purposes of furthering or carrying out the objects of the Association.
- 15.1.2 Power to sell, lease or otherwise turn to account and whether for valuable consideration or gratuitously any real or personal property and to grant any estate, right, licence or interest therein or in respect thereof.
- 15.1.3 Power to grant subsidies subventions and payments whether for valuable consideration or gratuitously to any person for any of the purposes of the Association and in particular to grant funds for research at any University or Institution.
- 15.1.4 Power to borrow or raise money for any of the objects of the Association and to contract for repayment of money so borrowed and to give security over any of the property of the Association for such repayment.
- 15.1.6 Power to accept and hold property real and personal upon trust for any purpose general or special within the scope of the purposes hereinbefore set out.
- 15.1.7 Power to employ professional staff and other servants and agents.
- 15.1.8 Power to use the funds of the Association as the Governance Board may consider necessary or proper in payment of the costs and expenses in furthering or carrying out the objects of the Association or any of them.
- 15.1.9 Power to establish and maintain and to contract for the establishment and maintenance of and otherwise to assist funds and schemes to provide pensions, life insurance and other benefits for servants and former servants of the Association.
- 15.1.10 Power to institute, conduct, defend, compound or abandon any legal proceedings by or against the Association or its officers, or otherwise concerning the affairs of the Association and also to compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Association.
- 15.1.11 Power to do such other lawful things as may be necessary convenient or incidental to the carrying out of the purposes of the Association.
- 15.1.12 All such powers shall be exercisable either solely or jointly with any other person or corporate body.

15.2 The Governance Board shall be solely responsible for exercising all rights of the Association as shareholder in bodies corporate partly or wholly owned by the Association, including appointing the boards of such bodies in accordance with the constitution of the relevant body. The Governance Board shall ensure that the appointees as directors of wholly owned bodies corporate shall include two members of the Governance Board. Neither the Chairperson nor the Deputy Chairperson of the Governance Board shall be eligible for appointment as directors of wholly-owned bodies corporate.

16 CASUAL VACANCIES

16.1 Casual vacancies in the offices of President, Part President or Vice-Presidents, shall be filled by appointment by the Advisory Council without undue delay, and, if expedient, at the first meeting of the Advisory Council after such vacancy has occurred. The member of the Advisory Council so appointed shall hold office only for the remainder of the period of the office of the member he replaces.

- 16.2 Casual vacancies on the Advisory Council shall be filled by the Advisory Council on nominations obtained from the divisions concerned. If the divisions fail to submit nominations within the time specified by the Advisory Council, the Advisory Council itself may fill the casual vacancies.
- 16.3 Casual vacancies on the Governance Board shall be filled by the Governance Board on nominations obtained from the Advisory Council. If the Advisory Council fails to submit nominations within the time specified by the Governance Board, the Governance Board itself may fill the casual vacancies.

17. MANAGEMENT

- 17.1 The Governance Board shall have the entire government and management of the Association and the control of its property and funds, and is empowered on behalf of the Association to do, execute and carry out all matters and things which the Association is authorised to do, execute and carry out, save such as are expressly by these Rules or by any Statute for the time being in force required to be exercised or done by the Association in General Meeting.
- 17.2 At all meetings of the Governance Board, fifty percent of those entitled to attend per clause 11 shall be a quorum present in person. One of them shall be the Chairman or Deputy Chairman.
- 17.3 The Chairman of the Governance Board shall have a casting as well as a deliberative vote.
- 17.4 The President of the Advisory Council, the two Vice-Presidents and the Immediate Past President shall be an Executive Committee with power to act for the Advisory Council between meetings of the Advisory Council. Members of the Executive Committee may not appoint deputies to act for them in that capacity. The Advisory Council may, by resolution, limit the power of the Executive Committee to act. Three shall be a quorum at Executive Committee meetings.
- 17.5 The Advisory Council and the Executive Committee may take decisions by correspondence, instead of by meeting personally, on matters submitted to each member of the Advisory Council or Executive Committee by the Chief Executive, provided that if there is less than 75 percent agreement on written submissions to the Advisory Council, or the Executive Committee, the matter concerned will be deemed undecided and deferred for decision at a meeting of the Advisory Council or Executive Committee.

18. BYLAWS

- 18.1 Subject always to these Rules, the Advisory Council shall have power from time to time to make, alter and rescind Bylaws for conducting the business, of Divisions.
- 18.2 The Advisory Council shall consult divisions with reference to the Bylaws thereof and advise the Governance Board of the changes.

19. REMOVAL FROM OFFICE ETC

The Association at any Special General Meeting, by a majority of two-thirds of the members present at the meeting, may remove any President, Vice-President, Immediate Past President or member of the Advisory Council or Governance Board, before the expiration of his period of office.

20. VACANCIES

- 20.1 The office of any member of the Advisory Council or the Governance Board shall become vacated:
- 20.1.1 If he ceases to be an ordinary member of the Association, or a duly appointed representative of an ordinary member of the Association.
- 20.1.2 In the case of a Chairman or Deputy Chairman of a division if he ceases to hold that office in the division.
- 20.1.3 If he resigns by notice in writing addressed to the Chief Executive.
- 20.1.4 If he is removed from office by resolution of a Special General Meeting.

20.1.5 If he absents himself from more than two consecutive meetings of the Advisory Council, its Executive Committee or the Governance Board without leave of absence from the President or Chairman of the Board.

20.1.6 If he commits a breach of the second proviso to Rule 2.24.

21. ACCOUNTS

The Chief Executive shall arrange for the keeping of accounts of the Association and for the preparation of Annual Accounts to be submitted to the Annual General Meeting.

22. CHIEF EXECUTIVE

The Chief Executive shall be appointed under Rule 13.1.7, and be the person solely responsible for the keeping of accurate and correct minutes of the Association, including meeting of any Sub committees and the Executive Committee so designated by the Advisory Council and the Governance Board. The Chief Executive will conduct all external correspondence of the Advisory Council, the Governance Board and the Executive Committee, and shall act as Returning Officer for ballots. If the Council so determines the President shall also have the ability to undertake external correspondence.

23. SUB COMMITTEES

23.1 Appointment: The Advisory Council and Divisional Committees may appoint sub-committees and may delegate to them such powers as it may think fit. Such sub-committees may include persons who are not members of the Advisory Council of the Association, or who are not members of the Association.

23.2 Reports: Sub-committees shall report to the Advisory Council or the Divisional Committee whichever appointed the Committee so reporting.

24.3 Chairman: Each sub-committee shall appoint its own Chairman.

25.4 Quorum: The Quorum of each sub-committee shall be at least one half of its number.

26.5 Vacancies: The Advisory Council or the Divisional Committee concerned may appoint additional members to, or fill vacancies on any sub-committee.

24. COMMITTEE MEMBERS

Committee Members: The President, two Vice-Presidents, and Immediate Past President shall be entitled to attend at meetings of every Divisional committee or sub-committee meetings. The Chief Executive shall be advised of such meetings and be entitled to attend.

25. FINANCIAL YEAR

The Financial Year shall end on the last day of March in each year.

26. PAYMENT OF ANNUAL SUBSCRIPTIONS

26.1 Annual subscriptions shall be payable on election and subsequent annual subscriptions on April 1 each year.

26.2 In the case of the annual subscription not being paid within one calendar month of notification of election, and failing an explanation satisfactory to the Advisory Council, the election may be cancelled by the Advisory Council and the candidate's name erased from the Register of Members.

26.3 In the case of a member whose annual subscription remains unpaid for three months, the Chief Executive shall notify him by letter that unless he makes himself financial he shall cease to be a member of the Association, but shall remain legally liable for his subscription then due.

26.4 The Advisory Council may reinstate a member on satisfactory grounds being shown for the failure of payment.

26.5 A member on paying his or its subscription and entrance fee is thereby considered to have submitted himself or itself to these Rules and on these conditions alone is entitled to enjoy the advantages and privileges of membership of the Association.

27. POSTAL CORRESPONDENCE TO MEMBERS

- 27.1 All communications to members shall be sent to the address recorded in the Register of Members unless the Chief Executive is otherwise directed in writing by the member, and any notice sent by post to such address shall be deemed to have been duly delivered. In proving service by post, it shall be sufficient to satisfy the Governance Board that the letter containing the communication was properly addressed and put into a post office or postal letter-box.
- 27.2 Communications to members may also be sent by email and if addressed to a members' email address shall be deemed to have been duly delivered.

28. ADVISORY COUNCIL AND EXECUTIVE COMMITTEE MEETINGS

(See also Rule 12)

- 28.1 The Advisory Council shall meet at intervals of not longer than six months and all meetings of the Advisory Council or the Executive Committee of the Association shall be called by the Chief Executive, or in his absence, or in special circumstances by someone deputed to do so by the President or one of the Vice-Presidents. The Chief Executive shall call a meeting of the Advisory Council whenever requested to do so by the President or the Advisory Council or on the written requisition of at least three members of the Advisory Council.
- 28.2 The Chief Executive shall call a meeting of the Executive Committee whenever requested to do so by the President or by a member of the Executive Committee.
- 28.3 All meetings and decisions of the Advisory Council and the various sub-committees including the Executive Committee shall be recorded and properly documented and be available on request for review by members.

29. ANNUAL GENERAL MEETING

- 29.1 Annual General Meetings shall be held annually at such time and place as the Governance Board may determine. Not less than 10 clear days before the Annual General Meeting the Chief Executive shall post to every member:
 - 29.1.1 Notice of the time and place of such meeting.
 - 29.1.2 A statement of account showing all moneys received and expended during the financial year and a balance sheet showing the financial position of the Association both duly certified by the Auditor.
 - 29.1.3 An Agenda Paper of the business to be transacted at the meeting.
- 29.2 Notices of Motion for the Annual General Meeting must be received by the Chief Executive not less than twenty-one days prior to the meeting, and must be signed by at least two financial ordinary members.
- 29.3 The Chief Executive will also when necessary post to every financial ordinary member a ballot paper in accordance with Rules 13.7 and 13.8.

30. BUSINESS AT ANNUAL MEETING

The following business shall be transacted at the Annual Meeting:

- 30.1 The consideration and adoption of the Annual Report.
- 30.2 The passing of the statement of accounts for the preceding year.
- 30.3 Consideration of motions of which due notice has been given under Rule 32.2.
- 30.4 The election of Auditor for the ensuing year.
- 30.5 The appointment of Scrutineers.
- 30.6 The counting of votes by Scrutineers and announcement of the results of the ballot for election of officers pursuant to Rule 13.3.
- 30.7 Such general business of which notice may not have been given as the meeting may unanimously decide to consider.

31. SPECIAL GENERAL MEETING

A Special General Meeting of the Association shall be held only by direction of the Governance Board or a two thirds majority of the Advisory Council, or on a written request to the Chief Executive signed by not fewer than one-third of the members of the Association. Such direction or written request shall state the purpose for which such meeting is to be held, and at such special General Meeting (which shall be held within one calendar month after receipt by the Chief Executive of such direction or request) no matters shall be taken into consideration except those specified in the notice convening the same. The Chief Executive shall send to every member notice of the date, place and object of such Special General Meeting not less than 10 clear days prior to the date of the meeting.

32. PROCEDURE AT GENERAL MEETINGS, ETC

- 32.1 If within half an hour from the time appointed for a meeting a quorum is not present, the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the following week at the same place and time: and if at such adjourned meeting a quorum is not present, it shall be adjourned sine die.
- 32.2 The quorum at an Annual or Special General Meeting shall be 30 or 10% of the financial members which ever is the lesser number. At an Annual or Special General Meeting and at meetings of the Advisory Council, the President, or in his absence one of the Vice-Presidents, or in the absence of both President and Vice-Presidents, the Immediate Past President, shall act as Chairman. In the absence of the President, the Vice-Presidents and the Immediate Past President the meeting shall elect some other member of the Advisory Council to preside. The Chairman, if a member entitled to vote, shall have a second or casting vote except at elections.
- 32.3 The Chairman may, with the consent of any General Meeting, adjourn the same from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 32.4 At every General Meeting a resolution put to the vote of the meeting shall be decided on the show of hands by a bare majority upon the declaration of the result of the show of hands unless a secret ballot be demanded by any five persons present entitled to vote, and unless a ballot be so demanded a declaration by the Chairman of the meeting that a resolution has been carried or negative thereat shall be conclusive; and an entry to that effect in the Minutes of the Association shall be sufficient evidence without proof of the number or proportion of the votes recorded in favour of or against such resolution. A secret ballot shall be taken in such manner as may be directed by the Chairman.
- 32.5 Only ordinary members of the Association whose entrance fees are paid, and whose annual subscriptions are not in arrears, shall be entitled to vote at Association meetings, or at any postal ballot for election of officers.

33. PROXIES

- 33.1 Votes at meetings of members may be given either personally or by proxy. Proxy votes will also be counted for the purposes of forming a quorum.
- 33.2 The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney. No person shall be appointed a proxy who is not a member of the Association. Proxies shall be lodged with the Chief Executive before the time of commencement of the meeting at which they are to be used.
- 33.3 A corporation, being a member, may appoint any one of its officers to represent it at General Meetings without the necessity of formally appointing a proxy.

34. BANKING

- 34.1 The Governance Board shall cause one or more banking accounts to be opened and kept in the name of the Association with such Bank or Banks in Wellington and in such other places as they may think proper.
- 34.2 All cheques drawn upon the Bankers of the Association shall be signed by two persons authorised by Governance Board, these being the Chairman, a Governance Board Member, the Chief Executive and a member of the AIA office staff.

- 34.3 No securities deposited with the bankers shall be delivered by them without the order of two at least of the cheque signatories.
- 34.4 All moneys payable to the Association shall be received by the Chief Executive or some other person authorised by the Governance Board and shall be paid into the banking account of the Association. The Chief Executive shall have the power to endorse cheques or bank drafts for presentation and payment into the banking account of the Association.
- 34.5 The Governance Board shall cause true accounts to be kept of the moneys received and expended by the Association, and matters in respect of which such receipt and expenditure takes place, and of the assets, credits and liabilities of the Association.
- 34.6 The accounts shall be closed annually on 31 March in each year, and a balance sheet containing a summary of the property and liabilities of the Association on that day shall be made out and submitted to the next Annual General Meeting.

35. INSPECTION OF ACCOUNTS AND BOOKS

The Governance Board shall from time to time determine where and to what extent, and at what time and places, and under what conditions and regulations the accounts and books of the Association, or any of them, shall be open to the inspection of members; and no member shall have the right of inspecting any account book or document of the Association except as conferred by Statute or authorised by the Governance Board or by resolution of a General Meeting of the Association.

36. AUDIT

- 36.1 At each Annual General Meeting of the Association, a member of the New Zealand Society of Accountants (who shall not be an officer or member of the Governance Board) shall be appointed Auditor, to hold office until the next Annual General Meeting. Any casual vacancy in the appointment of Auditor subsequent to any Annual General Meeting of the Association shall be filled by the Governance Board.
- 36.2 Every account of the Governance Board, when audited, and approved by a General Meeting, shall be conclusive except as regards an error discovered within three months next after the approval thereof. Whenever an error is discovered within the period, the account shall forthwith be corrected and thenceforth shall be conclusive.

37. COMMON SEAL AND EXECUTION OF DOCUMENTS

- 37.1 The Governance Board shall have power to provide a Common Seal for the purpose of the Association, and from time to time to destroy the same and substitute a new Seal in lieu thereof: and the Seal for the time being of the Association shall be kept under such custody and control as the Governance Board or Members in General Meeting shall from time to time prescribe, and in the absence of any prescription in that behalf, shall be kept in the custody of the Chief Executive and unless otherwise determined by the resolution of the General Meeting, the said Common Seal shall not be used except under and by virtue of a minute of the Governance Board.
- 37.2 Any deed or document, debenture or security which the Governance Board may by any resolution determine on executing, shall be executed under the Common Seal of the Association signed by two members of the Governance Board and the Chief Executive.

38. INDEMNITY OF OFFICERS

- 38.1 All members of the Advisory Council and the Governance Board may be indemnified by the Association, if the Advisory Council, in the case of members of the Advisory Council, or the Governance Board, in the case of members of the Governance Board, so decides, against all losses and expenses incurred by them in or about the discharge of their respective duties except such as happen through their own wilful act or default.
- 38.2 No officer of the Association shall be liable for any other officer, or for joining in any receipt or other act for the sake of conformity or for any loss or expense happening to the Association, unless the same happen through his own wilful act or default.

39. DISSOLUTION

The Association shall not be dissolved except by "Special Resolution" passed in accordance with the provisions of Section 24 of "The Incorporated Societies Act 1908", and if upon winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to such other organisations, having objects similar to the objects of the Association as may be decided at or before the time of dissolution by the members of the Association.


40. RULES

- 40.1 These Rules shall be construed with reference to the "Incorporated Societies Act 1908", and its amendments and any regulation made there-under, and the terms used shall be taken as having the same respective meaning as they have when used in that Act.
- 40.2 Should any doubt arise concerning the interpretation of any bylaw, or rule for the time being in force, the decision of the Governance Board shall be conclusive and binding on all members of the Association provided that such decision shall be by way of resolution and recorded in the Minutes.
- 40.3 These Rules may be altered, amended, added to or rescinded only at an Annual General Meeting or a Special General Meeting of the Association convened for that purpose, and notice of the intention to move such alteration, amendment, addition or rescission shall be given in the notice convening such Annual or Special General Meetings.

(Signed) John Jones, President



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Chief Executive

8 July 2011 Wellington

BYLAWS

*Made by the Advisory Council pursuant to the Rules of the
Aviation Industry Association of New Zealand (Incorporated) Rule 16*

SECTION I: DIVISIONS except NZAAA and NZHA

- 1 Each Division, shall elect a Committee at its Annual Meeting consisting of not less than four nor more than sixteen members except where a Division decides at its annual meeting to comprise a committee of the whole. A Chairman and Deputy Chairman is also to be elected.
- 2 The constitution of the Committee shall be determined by the Division at the Annual Meeting.
- 3 Each committee shall have power to co-opt members to serve on the committee and to appoint members to fill vacancies on the Divisional committee.
- 4 Divisional committee members, elected or co-opted, shall hold office until the conclusion of the next Divisional Annual General Meeting. Nothing in this clause will preclude a member resigning from a committee or ceasing to be a member under Association Rules (24.3).

SECTION II: NZAAA and NZHA

1. The Executive be made up of Chairman, Vice Chairman, Immediate Past Chairman, Pilot representative, and 5 committee members
- 2 The Chairman, Vice Chairman, Pilot representative and committee members are elected for terms of 2 years
- 3 The Chairman can serve a maximum of 2 consecutive terms
4. Nominations for office and committee must be received in writing prior to the AGM
5. The immediate past chairman sits on the committee for 1 year post retirement from the position of chairman

Section III CONDUCT OF BUSINESS:

- A. Notice of Committee meetings shall be issued not less than seven days before the date of such meeting except in cases of emergency where a lesser period of notice will suffice if acceptable to a majority of Committee members.
- B. Not less than one third the members of a committee shall constitute a quorum or 5 which ever is the lesser number.
- C. The Chairman shall have a casting vote as well as a deliberative vote except in the case of elections.

Section IV TERMS OF REFERENCE:

A Divisional Committee:

- A. Shall act upon such matters as are referred to it by the Advisory Council and may on its own initiative examine, investigate and take action on matters within its specialist sphere. Major issues are to be advised to the Advisory Council.
- B. Shall refer matters affecting Association policy or constitution to the Advisory Council.
- C. May act and communicate through the Chief Executive with other authorities and agencies on matters of routine within its area of interest but will be guided by the need for co-ordination of overall Association interests at the Advisory Council level and by the added authority and status that can be attached to action by the Advisory Council.