



Rules and Constitution 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) (AIA).

2. OBJECTS

The objects for which the Association is established are:

- 2.1 To encourage, promote, and protect 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.
- 2.2 To cultivate and obtain reciprocal relations with kindred bodies or institutions in other places.
- 2.3 To provide a centre of information and advice on all matters pertaining to aviation in New Zealand.
- 2.4 To promote and encourage aviation and any act, craft, trade or profession connected therewith.
- 2.5 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.
- 2.6 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.
- 2.7 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.
- 2.8 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 this 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.
- 2.9 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.
- 2.10 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.
- 2.11 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.
- 2.12 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 shall seem to the council expedient or necessary for the objects of the Association.
- 2.13 To invest the monies of the Association, not immediately required, upon such securities as from time-to-time may be determined.
- 2.14 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.

- 2.15 To sell, improve, lease, mortgage, dispose of, or otherwise deal with, all or any part of the property of the Association.
- 2.16 To take any gift of property for any one or more of the objects of the Association.
- 2.17 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.
- 2.18 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.
- 2.19 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.
- 2.20 To reimburse from the funds of the Association, as may be decided by the council, expenses which are incurred by its councillors, members, 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 council or executive committee to perform for the Association: provided that this rule shall not require the council to approve such reimbursements in respect of expenses incurred on behalf of Association branches.
- 2.21 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.
- 2.22 To employ the profits of the operations of the Association for furthering the objects of the Association in accordance with these Rules.
- 2.23 To do all other things that are incidental or conducive to the attainment of any of the above objects.
- 2.24 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, councillors 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 council 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 council, nor shall he or she be present at any deliberations or vote on any matter in which he or she is financially interested.

3. DIVISIONS

- 3.1 The Association shall comprise the following divisions of the Aviation Industry Association and such others as may be determined from time-to-time by the council:
 - 3.1.1 Agricultural Aviation division (also known as; 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
- 3.1.6 Education & Research division
- 3.1.7 Flight Training division
- 3.1.8 Helicopter division
- 3.1.9 Supply & Services division
- 3.1.10 Tourist Flight Operators division

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. 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 Council.

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 Council.

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 for hire or reward (but excluding all forms of agricultural work). 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 Council.

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 Council.

3.2.5 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 related 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 Council.

3.2.6 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 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 Council.

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 institutions 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 Council.

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 Council.

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 Council.

3.2.10 Tourist Flight Operators Division Ordinary Members:

Any person, firm, company or corporation holding an approval from the Civil Aviation Authority being an operator or operators of commercially employed aircraft used for hire and reward for the purpose of providing scenic and tourist flight operations. 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 Council.

Each division of the Association shall be conducted under bylaws made pursuant to rule 16 hereof.

3.3 Divisions, by way of vote, may determine from time-to-time to merge with other divisions, in which case the merger will be recognised at the next council meeting, following the division's vote and will be recorded in the notes of that meeting.

4. BRANCHES

4.1 With the approval of the council, branches of the Association and branches of the divisions of the Association may be established under these rules.

4.2 Any person, firm, company or corporation which is a financial ordinary member of the Aviation Industry Association of New Zealand Incorporated is required to become an ordinary member of relevant association branches in those districts where the person, firm, company or corporation operates.

4.3 Each branch established under these rules must include not less than four (4) ordinary members of the Association and the boundaries of the district in respect of which the branch is formed shall be clearly defined by the council.

4.4 Branches will be conducted under branch bylaws made pursuant to rule 16 hereof.

4.5 Obligations of Branches:

Each branch shall, two months before the Association's annual general meeting in each year, send to the chief executive of the Association, a return comprising:

4.5.1 The names and addresses of its chair, deputy chair, secretary and other officers, if any, elected for the ensuing year.

4.5.2 A certified list of its members as at the date of the return.

4.5.3 A copy of the branch annual report and balance Sheet.

4.5.4 A résumé of its activities during the preceding year.

5. SECTIONS

Divisions and branches of the Association may establish within each division or branch, a section or sections, each such section to consist of members interested in a particular area of commercial aviation; the conduct of the business in each section shall be in accordance with bylaws made pursuant to rule 16 hereof.

6. MEMBERSHIP

6.1 Ordinary Members:

All persons, firms, companies and trusts or corporations directly and actively engaged in business in New Zealand concerned with one or more divisions of the Association shall, subject to Rule 3 hereof, be eligible for ordinary membership of the Association. Members may become members of all divisions of the Association for which they are eligible.

6.2 In addition to ordinary members there may be admitted to membership of the Association, life members, associate members, honorary members, and special members.

6.2.1 Life Members:

Life membership may hereafter be conferred on any person as 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 Council decision 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.

6.2.2 Associate Members:

All persons (except those excluded by rule 6.3) 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.

6.2.3 Honorary Members:

Persons (except those excluded by Rule 6.3) 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 Council, they have interests in common with or experience which may be of assistance to the aviation industry.

6.2.4 Special Members:

Divisions, with the prior approval of the council, may 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.]

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

6.4 Any person, firm, company 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 council may in each case determine.

6.5 Such applicant shall, on the recommendation of the appropriate divisional committee, or committees, and on election by a majority of the members of the council, be admitted as a member and his or her or its name shall be entered on the register of members.

6.6 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 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.

- 6.7 Members admitted under rule 6.2 shall not have any say 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/s of the Association as the council, in each case, may determine.

7. 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 daytime 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 council 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.

8. ENTRANCE FEES AND SUBSCRIPTIONS

- 8.1 Entrance fees for ordinary and associate members shall be as determined by the council of the Association after consultation with divisional committees. Entrance fees must be lodged with the chief executive at the time application for membership is submitted.
- 8.2 An annual subscription shall be payable by every member, except honorary or life members, according to such scale as shall be determined by the council of the Association after consultation with divisional committees. Different subscriptions may be fixed for members of each division of the Association, and for each class of member described in rule 6 above.
- 8.3 The Council 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.
- 8.4 No newly elected member shall participate in any of the privileges or advantages of the Association until his, her or its subscription and/or entrance fee shall have been paid, and no member whose subscription or entrance fee is in arrears shall be entitled to vote at any meeting.
- 8.5 A member shall remain continually liable as such until its, his or her 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, him or her prior to such determination.
- 8.6 Where membership of the Association is a necessary requisite to retain accreditation or to gain other pecuniary benefit associated with membership of the Association if, after three months from 1 April in any year, membership has not been renewed the Association shall write to the member concerned and give 28 days of intention to terminate the accreditation or the 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.

9. 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 council 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.

10. CESSATION OF MEMBERSHIP

- 10.1 The rights and privileges of every member of the Association as such shall not be transferable either by his, her or its own act or by operation of law. When the ownership of the controlling interest in any member company is transferred, the council shall have the power to cancel its membership.
- 10.2 The council 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 council, no longer eligible for membership

of one or more divisions of the Association, then his, her or its membership of such division or divisions shall be cancelled and the register of members amended in such manner as may be necessary.

- 10.3 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 she or it shall be liable and required to pay any subscription or other payment which may be due from him or her or it and unpaid at the date of resignation.
- 10.3.1 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 council decides to remit any part of them.
- 10.4 Any member of the Association who shall fail in the observance of any of these rules or any ruling or bylaw made by the council, or whose conduct in any respect shall be, in the opinion of the council, derogatory to the character or prejudicial to the interests of the Association may, but only after being called upon to show cause why his, her or its membership should not be cancelled, be removed from the Association.

11. CONSTITUTION

- 11.1 The council of the Association shall consist of:
 - 11.1.1 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 chair or deputy chair of any branch or 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 is a director, general manager or accredited representative of an ordinary member who 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 or she represents and whose appointment as such representative has been duly notified in writing to the chief executive by the member.
 - 11.1.2 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 council of the Association, 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 chair, chairs, deputy chair, or deputy chairs, of any branch or division of the Association.
 - 11.1.3 Immediate past-president – who shall (subject to rule 12.4) be the person who has most recently vacated the office of president.
 - 11.1.4 Councillors – the chair of each division shall be a member of the council. Should any chair not be able to attend a council meeting he or she shall be entitled to be represented by an alternate.
 - 11.1.5 Members – all members have a right to attend any council meeting, but are not entitled to vote. With the agreement of the chair, they may take an active part in the meeting. Should the council elect to go into committee to discuss sensitive issues members, other than the elected councillors and AIA managers, must withdraw from the meeting.

12. COUNCIL AND OFFICE BEARERS

(See also Rule 26)

- 12.1 The affairs of the Association shall be governed by the council or, between meetings of the council, by the executive committee, as defined and authorised by rule 15.4 hereof.
- 12.2 The chief executive shall be appointed by the council 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 council.

- 12.3 The election and appointment of president and two vice-presidents shall be conducted in the manner hereinafter contained.
- 12.4 The immediate past-president shall hold office automatically, unless by a resolution carried by a majority in the annual general meeting decide that the outgoing president shall not be the person to fill the office of immediate past-president. In that event, members, eligible to vote and present at 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 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 28 days before the annual general meeting with consent in writing signed by each member nominated that he or she is willing to serve.
- 13.3 Nominations shall be signed by two, but not more than two, 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 for election 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 flap 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 at the meeting. The scrutineers will inform the chief executive of the results of the voting, and he or she 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 council the same shall be decided by lot, the drawing of such lot to be performed by the chair 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 the bylaws on the subject made under rule 16 hereof.

14. CASUAL VACANCIES

- 14.1 Casual vacancies in the offices of president, past president or vice-presidents, shall be filled by appointment of the council without undue delay and if expedient, at the first meeting of the council after such vacancy has occurred. The member of the council so appointed shall hold office only for the remainder of the period of the office of the member he or she replaces.
- 14.2 Casual vacancies on the council shall be filled by the council on nominations obtained from the divisions concerned. If the divisions fail to submit nominations within the time specified by the council, the council itself may fill the casual vacancies.

15. MANAGEMENT

- 15.1 The council 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 expressed 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. Per clause 21 the council may from time-to-time appoint sub-committees to undertake council business. However, there shall always be a finance sub-committee.
- 15.2 At all meetings of the council, fifty percent of those entitled to attend per clause 11 shall be a quorum present in person. One of them shall be the president or a vice-president.
- 15.3 The chair, who shall be the president or, in his or her absence, a vice-president, shall have a casting in addition to a deliberative vote.
- 15.4 The president, the two vice-presidents and the immediate past-president shall be an executive committee with power to act for the council between meetings of the council. Members of the executive committee may not appoint deputies to act for them in that capacity. The council, by resolution, may limit the power of the executive committee to act. Three shall be a quorum at executive committee meetings. The chief executive may be present at all such meetings except when specifically requested to stand to one side. Such requests must be advised to the full council by way of minute from the chief executive.
- 15.5 The council and the executive committee may take decisions by correspondence, instead of by meeting personally, on matters submitted to each member of the council or executive committee by the chief executive, provided that, if there is less than 75 percent agreement on written submissions to the council, or the executive committee, the matter concerned will be deemed undecided and deferred for decision at a meeting of the council or executive committee.

16. BYLAWS

- 16.1 Subject always to these rules, the council shall have power from time to time to make, alter and rescind bylaws for conducting the business, meetings and carrying out the objects of the Association, the divisions, branches and sections thereof, and for conducting the business of the council.
- 16.2 The council shall consult divisions and branches with reference to the bylaws thereof.

17 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 council, before the expiration of his period of office.

18. VACANCIES

- 18.1 The office of any member of the council shall become vacated:
- 18.1.1 If he or she ceases to be an ordinary member of the Association, or a duly appointed representative of an ordinary member of the Association.

- 18.1.2 In the case of a chair or deputy chair of a division if he or she ceases to hold that office in the division.
- 18.1.3 If he or she resigns by notice in writing addressed to the chief executive.
- 18.1.4 If he or she is removed from office by resolution of a special general meeting.
- 18.1.5 If he or she absents himself from more than two consecutive meetings of the council or executive committee without leave of absence from the president.
- 18.1.6 If he or she commits a breach of the second proviso to rule 2.24.

19 CHIEF EXECUTIVE

The chief executive shall be appointed under rule 12.2, and be the person solely responsible for the keeping of accurate and correct minutes of the Association, including meetings of any sub-committees and the executive committee so designated by the council. The chief executive will conduct all external correspondence of the council 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”

- 19.1 The chief executive shall arrange for the keeping of accounts of the Association and for the preparation of an annual accounts to be submitted to the annual general meeting.

20. SUB-COMMITTEES

- 20.1 Appointment: The 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 Council of the Association, or who are not members of the Association.
- 20.2 Reports: sub-committees shall report to the council or the divisional committee, whichever appointed the committee so reporting.
- 20.3 Chair: each sub-committee shall appoint its own chair.
- 20.4 Quorum: the quorum of each subcommittee shall be at least one-half of its number.
- 20.5 Vacancies: the council or the divisional committee concerned may appoint additional members to, or fill vacancies on, any sub-committee.

21. COMMITTEE MEMBERS

Committee members: The president, two vice-presidents and immediate past-president shall be entitled to attend at meetings of every committee, sub-committee or branch. The chief executive shall be entitled to attend all such meetings.

22. FINANCIAL YEAR

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

23. PAYMENT OF ANNUAL SUBSCRIPTIONS

- 23.1 Annual subscriptions shall be payable on election and subsequent annual subscriptions on April 1 each year.
- 23.2 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 council, the election may be cancelled by the council and the candidate’s name erased from the register of members.
- 23.3 In the case of a member whose annual subscription remains unpaid for three months, the chief executive shall notify him or her by letter that unless he or she makes himself financial he or she shall cease to be a member of the Association, but shall remain legally liable for his subscription then due.
- 23.4 The council may reinstate a member on satisfactory grounds being shown for the failure of payment.

- 23.5 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.

24. POSTAL CORRESPONDENCE TO MEMBERS

- 24.1 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 council that the letter containing the communication was properly addressed and put into a post office or postal letterbox.
- 24.2 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.

25. COUNCIL AND EXECUTIVE COMMITTEE MEETINGS

(See also Rule 12)

- 25.1 The council shall meet at intervals of not longer than six months and all meetings of the 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 council whenever requested to do so by the president or the council or on the written requisition of at least three members of the council.
- 25.2 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.
- 25.3 All meetings and decisions of the 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.

26. ANNUAL GENERAL MEETING

- 26.1 Annual general meetings shall be held annually at such time and place as the council may determine.
- 26.1.1 Not less than 10 clear-days before the annual general meeting the chief executive shall post to every member.
- 26.1.2 Notice of the time and place of such meeting.
- 26.1.3 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.
- 26.1.4 An agenda paper of the business to be transacted at the meeting.
- 26.2 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.
- 26.3 The chief executive, when necessary, will also post to every financial ordinary member a ballot paper in accordance with rules 13.7 and 13.8.

27. BUSINESS AT ANNUAL MEETING

The following business shall be transacted at the annual meeting:

- 27.1 The consideration and adoption of the annual report.
- 27.2 The passing of the statement of accounts for the preceding year.
- 27.3 Consideration of motions of which due notice has been given under rule 27.2
- 27.4 The election of an auditor for the ensuing year.
- 27.5 The appointment of scrutineers.

- 27.6 The counting of votes by scrutineers and announcement of the results of the ballot for election of officers pursuant to rule 13.13.
- 27.7 Such general business of which notice may not have been given as the meeting may unanimously decide to consider.

28. SPECIAL GENERAL MEETING

A special general meeting of the Association shall be held only by direction of the council, or on a written request to the chief executive signed by not less 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.

29. PROCEDURE AT GENERAL MEETINGS ETC.

- 29.1 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.
- 29.2 The quorum at an annual or special general meeting shall be 10 percent of the financial members. At an annual or special general meeting and at meetings of the 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 chair. In the absence of the president, the vice-presidents and the immediate past-president the meeting shall elect some other member of the council to preside. The chair, if a member entitled to vote, shall have a second or casting vote except at elections.
- 29.3 The chair, with the consent of any general meeting, may 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.
- 29.4 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 chair 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 chair.
- 29.5 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.

30. PROXIES

- 30.1 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.
- 30.2 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.
- 30.3 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.

31. BANKING

- 31.1 The council 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.
- 31.2 All cheques drawn upon the bankers of the Association shall be signed by two persons authorised by council, these being the president, a council member, the chief executive and a member of the AIA office staff.
- 31.3 No securities deposited with the bankers shall be delivered by them without the order of at least two of the cheque signatories.
- 31.4 All moneys payable to the Association shall be received by the chief executive or some other person authorised by the council 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.
- 31.5 The council shall cause true accounts to be kept of the monies 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.
- 31.6 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.

32. INSPECTION OF ACCOUNTS AND BOOKS

The council 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 council or by resolution of a general meeting of the Association.

33. AUDIT

- 33.1 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 council of the Association) 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 council.
- 33.2 Every account of the council, when audited and approved by a general meeting, shall be conclusive except as regards an error discovered within three months following after the approval thereof. Whenever an error is discovered within the period, the account shall forthwith be corrected and thenceforth shall be conclusive.

34. COMMON SEAL AND EXECUTION OF DOCUMENTS

- 34.1 The council 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 council 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 council.
- 34.2 Any deed or document, debenture or security, which the council by any resolution may determine on executing, shall be executed under the Common Seal of the Association signed by two members of the council and the chief executive.

35. INDEMNITY OF OFFICERS

- 35.1 All members of the council of the Association may be indemnified by the Association, if the council so decides, against all losses and expenses incurred by them in or about the discharge of their respective duties except such as happens through their own wilful act or default.
- 35.2 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 happens through his own wilful act or default.

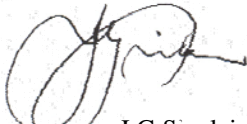
36. DISSOLUTION

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.

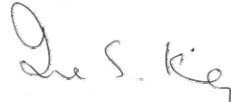
37. RULES

- 37.1 These rules shall be construed with reference to the Incorporated Societies Act 1908 and its amendments and any regulation made thereunder and the terms used shall be taken as having the same respective meaning as they have when used in that Act.
- 37.2 Should any doubt arise concerning the interpretation of any bylaw, or rule for the time being in force, the decision of the council 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.
- 37.3 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.

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J.G Sinclair
President



I S King
CEO

30 July 2008
(Date) Wellington

BYLAWS

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

SECTION I: DIVISIONS

- 1 Each division, shall elect a committee at its annual meeting consisting of not less than four, or more than sixteen, members except where a division decides at its annual meeting to comprise a committee of the whole. A chair and deputy chair are 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).

5 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 of the members of a committee shall constitute a quorum or five whichever is the lesser number.
- C. The chair shall have a casting vote as well as a deliberative vote except in the case of elections.

6 TERMS OF REFERENCE:

A divisional committee

- A. Shall act upon such matters as are referred to it by Council and on its own initiative may examine, investigate and take action on matters within its specialist sphere. Major issues are to be advised to Council.
- B. Shall refer matters affecting Association policy or constitution to 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 council level and by the added authority and status that can be attached to action by Council.

SECTION II: BRANCHES

1 Branches

The constitution of branches and obligations are covered in Association rule 4. The branch will be known as the (district) Branch (division) Committee Aviation Industry Association of New Zealand (Inc).

2 Office-holders

The minimum of office-holders in each branch shall be chair, deputy chair and secretary and elected for the year following the annual general meeting of the branch. Additional office-holders may be elected by resolution of the branch at its annual meeting.

3 Elections

Nomination of candidates for office in a branch may be made at the annual meeting or in writing to the secretary of the branch not less than seven days prior to the date set down for that meeting. Such written nominations shall include consent in writing signed by each member nominated that he or she is willing to serve.

4 Meetings

- A. A branch shall hold not less than two meetings per year of which one may be the annual meeting.
- B. Notices of a meeting shall be issued not less than seven days before the date set for such meeting except for an emergency in which case a lesser period must be acceptable to a majority of members entitled to attend.
- C. At all branch meetings a quorum shall be not less than four members entitled to vote.

5 Finance

- A. Branches are responsible for their own finances and accounting.
- B. Branch subscriptions and levies may be determined by resolution duly passed at a meeting of the branch for which seven days' notice has been given and including notification that the matter of subscription or levy is to be discussed.

6 Conduct of business

- A. Resolutions shall be determined by a simple majority of the members voting at a meeting.
- B. The chair shall have a casting vote as well as a deliberate vote except in the case of elections.
- C. Two copies of the minutes of each branch meeting, as well as the annual returns required under Association rule 4.5, are to be forwarded to the chief executive at the association's office.

As at July 2008