



# **ROYAL AERONAUTICAL SOCIETY**

## **CONSTITUTION AND RULES OF**

### **THE ROYAL AERONAUTICAL SOCIETY (NEW ZEALAND DIVISION) INCORPORATED**

**Date of Incorporation: 14 February, 1992**

**Amended April 2007  
Amended September 2016**



# CONSTITUTION AND RULES OF THE ROYAL AERONAUTICAL SOCIETY (NEW ZEALAND DIVISION)

## INCORPORATED

Amended April 2007

Amended September 2016

1. The name of the society is “**The Royal Aeronautical Society (New Zealand Division) Incorporated**” (referred to in this Constitution and Rules as “the Division”).

### 2. DEFINITIONS

- 2.1. The definition of the word or words contained in 1. DEFINITIONS in the By-Laws of the Royal Aeronautical Society will apply in any interpretation of the Rules of the New Zealand Division of the Society (The Division). However in the interest of clarity and to avoid any ambiguity the following additional definitions are given. The word or the words in the first column of the Table next following shall, unless the context otherwise requires, bear the meanings set opposite to them respectively in the second column of the Table.

<b>Words</b>	<b>Meanings</b>
The Act	The Incorporated Societies Act 1908
The Society	The Royal Aeronautical Society with which is incorporated the Institute of Aeronautical Engineers, The Helicopter Association of Great Britain and the Society of Licensed Aircraft Engineers and Technologists.
The Council of the Society	The collective body of members duly elected and constituting the Council of the Society for the time being.
The Charter of Incorporation and the By-Laws	The current constitutional documents authorising the formation and governance of the Society.
The Regulations	Regulations for the Governance of Divisions of the Society.
The Division	The Royal Aeronautical Society (New Zealand Division) Incorporated.

The Registrar	The Assistant Registrar of Incorporated Societies for the District in which the Division is Incorporated.
The Council	The collective body of members of the Division duly elected and constituting the Council of the Division of the Society for the time being.
Members of the Division	The collective body of Fellows, Companions, Members, Associate Members, Associates and Affiliates on the Register of the Division.
Voting Members / Voters	Those members on the Register of the Division who are Fellows, Companions, Members, those Associate Members who were elected before 1 January 1975 to the Class of Associate defined in the By-Laws adopted on the 11 <sup>th</sup> of January 1960 and those Associate Members who are registered as Incorporated Engineers under the provisions of the Royal Charter and By-Laws of the Engineering Council. (UK)
Subscription or Subscriptions	<p>Annual Fees paid by members of the Division to cover inter alia the following:</p> <ul style="list-style-type: none"> <li>● The administration costs of the Division.</li> <li>● The Branch Levy for distribution to Branches of the Division</li> <li>● The fee due by members of the Division related to their membership of the Society and accountable directly to the Society in the United Kingdom.</li> <li>● The fee due by members of the Division related to their membership of the Society and accountable directly to the United Kingdom Engineering Council.</li> </ul>

### 3 OBJECTS

- 3.1 The objects of the Division are the general advancement of Aeronautical Art, Science and Engineering in New Zealand, as set out in Article 4 of the Charter of Incorporation of the Society and for these purposes inter alia:
  - 3.1.1 To be a Division in New Zealand of the Royal Aeronautical Society with which is incorporated the Institution of Aeronautical Engineers, the Helicopter Association of Great Britain and the Society of Licensed Aircraft Engineers and Technologists.
  - 3.1.2 To promote and encourage the acquisition of knowledge in all matters pertaining to the profession of aeronautics and to establish fellowship among the members.
  - 3.1.3 To arrange meetings at which papers may be read and discussed.
  - 3.1.4 To arrange visits to places of aeronautical, scientific or general engineering activities which will be of interest to members.
  - 3.1.5 To initiate, facilitate or encourage the formation of libraries or other sources of information for the free use of members.

### 4 CONSTITUTION AND RULES

- 4.1 The Division is registered as an Incorporated Society under the appropriate New Zealand Statute i.e. The Act.
- 4.2 The Charter, the By-Laws and the Regulations of the Society shall apply to members of the Division to the extent that they do not conflict with these Rules or the law of New Zealand.
- 4.3 The Division's activities shall be in accordance with the laws of New Zealand. In the event of a dispute between the Council of the Society and the Division on the interpretation of the Regulations and their application to New Zealand, which dispute cannot be resolved by negotiation, the matter should be referred to an independent conciliator who shall be appointed by both parties and resolved under English Law.
- 4.4 The Council shall submit these amended Rules to a properly convened General Meeting of the voting members of the Division which shall be approved by a majority of the voting members present. For such a meeting to be constitutional a copy of the Rules, including any amendment to be proposed shall be sent to all voting members at least twenty-one days before the date of the General Meeting and the notice calling the meeting shall state clearly the business to be considered. A certified copy of these amended Rules and any subsequent amendments thereto so agreed shall be lodged with the Chief Executive of the Society in London.

- 4.5 The Council shall have the power to form Branches of the Division and to draw up and vary as they think fit, Rules for their formation and governance which shall be consistent with these Rules and shall also take into account the Society's Regulations.
- 4.6 All Divisional Members with the exception set out below shall be deemed to be members of the Branch of the Division in whose geographical area their permanent residential address is located and will pay a Branch Levy as one element of their annual subscription to the Division. The Council shall review the amount of this levy from time to time and make any adjustment that they deem advisable. Divisional Members of 65 years of age or older may, at their discretion opt out of this element in their subscription.
- 4.7 Any Branch of the Division may be wound up by resolution of the Council, either at the request of the last duly elected Branch Committee or on its own initiative. The Council, on determining the winding up of a Branch shall arrange for the appointment of a Liquidator who shall take whatever steps deemed necessary, taking into account any special instructions received from the Council to realise any assets of the Branch and to establish an unaudited figure for surplus funds, if any. These funds shall not be distributed to Branch members but shall be returned to the Council for application in support of the activities of the Division.
- 4.8 The Council may also issue from time to time Policy Statements which will record decisions of importance taken at Council Meetings and recorded in approved Council Minutes. Policy Statements must always be taken from confirmed Council Minutes and will therefore not be put forward for acceptance by the Council as qualifying as decisions of importance until the meeting of Council following the meeting at which the original subject was discussed, agreement reached and the decision minuted. Any elected member of Council may propose that any Council decision, once the Minutes recording that decision have been confirmed, should be accorded the status of a Policy Statement.
- 4.9 The Council shall have power to establish Awards and Scholarships and to draw up and vary as they think fit, Rules for their formation and administration subject to being in accordance with the objects of the Society as set out in Article 4 of the Charter of Incorporation of the Society and in a manner which qualifies as a charitable purpose within the meaning of the Charities Act 2005 (NZ).

## 5 MEMBERSHIP

- 5.1 Members of the Division shall be recorded in a Register of Members which shall be maintained in a current state at all times and shall comprise members of the Society whose permanent residential address is within New Zealand territory. Membership of a Branch of the Division shall not of itself constitute membership of the Division.

- 5.2 All members of the Division shall be required to conduct all their dealings with the Society including payment of all fees and all inquiries through the appropriate Divisional Council office holder. All members of the Society resident within the Division's nominated area of coverage shall be encouraged by the Society in London to become members of the Division. Those who do not wish to belong to the Division shall be on the Society's United Kingdom Register and shall conduct their dealings with the Society on the same basis as United Kingdom resident members. Such members shall not be included in any activities organised by the Division for Divisional members and shall not be permitted to vote on any proposition put forward to Divisional members by the Council. They are, however, free to join any Branch of the Division as Branch members, paying the full Branch subscription.
- 5.3 Election to membership or transfer to any grade of membership will be made by, or, where appropriate, under the delegated authority of, the Council of the Society. The application for membership or for change of Grade will be made under the appropriate By-Law of the Society. Such applications will be passed to the Society after having been considered by the Applications Review Committee of Council who shall pass them on to the Society with a suitable recommendation as they see fit. All such applications which are forwarded to London by the Applications Review Committee shall be reported to the Council.
- 5.4 The recommendations of the Applications Review Committee shall be compatible with the London guidelines and procedures laid down by the Society for applications for election to or transfer within the Society. In the event of rejection by the London Grading Committee, of any application which has been recommended by the Applications Review Committee, the Division shall be advised of the reasons for such rejection and have the right of appeal to the Council of the Society.
- 5.5 Any member of the Division who ceases to be a member of the Society shall forthwith cease to be a member of the Division and the member's name shall be removed from the Register. There shall be no restriction, however, on such persons preventing them from applying for and being accepted as a member of a Branch unless the reason for such cessation of membership of the Society involved criminal conviction or professional mal-practice.
- 5.6 Subject to the special circumstances referred to below, any member of the Division ceasing to have a permanent residence in New Zealand shall cease to be a member of the Division. Any subscriptions or levies thereafter due by such a member to the Division shall then be due by him/her to the Society. In special circumstances including overseas postings as part of continuing employment with New Zealand based aviation organisations, Government or private, and provided the Council is advised in advance, the member may continue as a Divisional member and pay such subscriptions or levies required to maintain Society membership of the Division.

5.7 The rules for resignation, suspension and expulsion of members shall be those contained in the Society's By-Laws mutatis mutandis.

## 6 GOVERNANCE OF THE DIVISION

6.1 The affairs of the Division shall be governed by a Divisional Council of members nominated from amongst members of the Division and duly elected by the Voting Members of the Division.

6.2 Voting Members of the Division shall be as defined in 2.1 Definitions and who are on the Register of the Division at the time of voting.

## 7 DIVISIONAL COUNCIL: COMPOSITION AND RULES OF PROCEDURE

7.1 The Council shall consist of:

- The President
- The Vice President
- The Immediate Past President
- The Honorary Secretary
- The Honorary Treasurer
- Up to a maximum of 11 other elected members

7.2 All of the above members of the Council shall have full Council voting rights.

There shall also be the following ex officio members of the Council without voting rights:

- The Chairman of each Branch.
- An RNZAF representative nominated by the Chief of Air Force.

7.3 The Council shall have the power to co-opt additional members up to a maximum of four. Such co-opted members shall not have the right to vote at Council meetings and shall only hold office until the next Annual General Meeting, but there shall be no restriction on their eligibility for nomination for election at that meeting provided they meet the necessary criteria as set out in the By-Laws and these Rules.

7.4 The quorum for any meeting of the Council shall be six members, excluding Branch Chairmen and co-opted members and must include any two of the following:

- The President
- The Vice President
- The Immediate Past President
- The Honorary Secretary
- The Honorary Treasurer



7.5 All elected members of the Council shall be nominated and elected from among the members of the Division and shall hold office as Council Members for two years. On taking office any new Council shall meet the following criteria:

- At least two shall be Fellows
- At least three shall be either Companions or Members
- Only two Associate or two Affiliate members  
or
- Only one Associate plus one Affiliate member

Not less than half of all members of the Council at any given time shall be either Member, Companion or Fellow of the Society as defined in the By-Laws.

7.6 At each AGM one half of the elected members of Council (i.e. other than office bearers and ex officio members) shall retire but shall be eligible for re-election. For the determination of who shall retire to enable this rule to be implemented, it shall, unless otherwise agreed by Council members themselves, be those longest in office since election for their current term. If this does not determine the matter, those to retire shall be determined by lot.

## 8 OFFICERS OF THE COUNCIL

8.1 The Officers of the Council shall consist of:

- The President
- The Vice President
- The Honorary Secretary
- The Honorary Treasurer

8.2 The President of the Council shall be either Fellow, Companion or Member of the Division and shall be elected by the Council at the first meeting of the Council after the Annual General Meeting from among their number and shall hold office until the next Annual General Meeting. The President will also have, by virtue of his office, a seat on the Council of the Society.

8.3 The Vice President of the Council shall be either Fellow, Companion or Member of the Division and shall be elected by the Council at the first meeting of the Council after the Annual General Meeting from among their number and shall hold office until the next Annual General Meeting.

- 8.4 The Honorary Secretary of the Council shall be a member of the Division and shall be elected annually by the Council at the first meeting of the Council after the Annual General Meeting. The Council may appoint any person or persons to assist the Honorary Secretary in such duties as the Council may direct. No such person shall be a member of the Council. If the Council is unable to elect an Honorary secretary from among the Council members, it may appoint any other person as Secretary to the Council in which case the person will not have voting rights on the Council. The Council may approve of the payment of such remuneration to persons employed in secretarial work other than members of the Council, as they may deem necessary. The Honorary Secretary shall carry out the normal secretarial duties of such a position as defined by the Council from time to time.
- 8.5 The Honorary Treasurer of the Council shall be a member of the Division and shall be elected annually by the Council at the first meeting of the Council after the Annual General Meeting. The Council may appoint any person or persons to assist the Honorary Treasurer in such duties as the Council may direct. These persons need not be members of the Division. If the Council is unable to elect an Honorary Treasurer from among the Council members it may appoint any other person as Treasurer to the Council in which case the person will have no voting rights on the Council. The Council may approve of the payment of such remuneration to persons employed as Treasurer or as assistants to the Honorary Treasurer other than members of the Council as they may deem necessary. The Honorary Treasurer shall carry out the normal functions of such a position, including the control of the Division's finances in accordance with the policies laid down by the Council, together with any other duties as directed by the Council from time to time.
- 8.6 The Council shall appoint one of the Officers of the Council as Executive Officer to be responsible for co-ordinating the administration of the Division.

## 9 ELECTION OF THE COUNCIL

- 9.1 The members of the Council shall be nominated and elected from among the members of the Division.
- 9.2 Nominations for candidates for election to the Council must be received by the Secretary not later than 28 days before the date of the Annual General Meeting with a clear statement in writing by each candidate that they are willing to serve. Nominations must be proposed and seconded by persons who are voting members of the Division.
- 9.3 Not less than twenty days before the Annual General Meeting a Ballot paper clearly stating the number of vacancies to be filled shall be posted to every voting member of the Division. Each ballot paper shall be returned in the envelope provided, to arrive not later than six days before the Annual General Meeting. This closing date for voting must be shown on the ballot paper. Papers arriving after this closing date shall be destroyed unopened.

- 9.4 The ballot papers shall be sent to each voting member with two envelopes enclosed. The voter shall place his voting paper in one of these envelopes, seal it and place the sealed envelope inside the second envelope. The second envelope shall be sealed, signed by the voter and returned to the Honorary Secretary. The signatures will be checked by the Honorary Secretary, who will open the outer envelopes and take out the sealed inner envelopes. The Honorary Secretary will hold this unsigned inner envelope for the scrutineers to open when they count the votes. The outer, signed envelope shall be destroyed by the Honorary Secretary as soon as the signatures have been checked.
- 9.5 The Council shall appoint two scrutineers to count the votes. Such scrutineers must not be members of Council or nominated for election. The report of the scrutineers shall be handed to the Chairman of the Annual General Meeting immediately before the meeting. In the event of the scrutineers being unable to report the election of any member of the Council owing to equality of votes, the Chairman of the Annual General Meeting shall have the casting vote or votes necessary to make the election complete. The names of the newly elected members of the Council shall be announced by the Chairman of the said Annual General Meeting and this announcement shall constitute the commencement of their respective terms of office.
- 9.6 Where the number of nominations do not exceed the number of vacancies, a ballot of members will not be required. Those individuals for whom valid nominations have been received in accordance with the procedures stated in para's 9.1 and 9.2 above will be declared to the Annual General Meeting as having been duly elected to the Council of the Division.

## 10 COUNCIL MEETINGS

- 10.1 The Council shall meet at such times as the Council may decide, or whenever summoned by the President or on a requisition filed by four or more of the members of the Council. Except as hereinafter expressly mentioned, all questions shall be decided by a majority of those voting members present.
- 10.2 The Honorary Secretary shall record the deliberations of all Council meetings in formal minutes which shall be circulated to all members of Council including ex officio and co-opted members prior to the next meeting of Council at which time the said minutes are to be confirmed and signed by the Chairman of the Council. A copy of all minutes of Council meetings shall be supplied to the Chief Executive of the Society in London.

## 11 ADMINISTRATION

- 11.1 The Division shall maintain and keep its own financial records and the Council shall establish rules from time to time covering the operation of a current account(s) with a trading bank, receipt of monies due to the Division, payment of accounts due and any other aspect of the Division's financial activities where the Council or the Honorary Treasurer considers such regulation is necessary. The Council may authorise, on the recommendation of the Honorary Treasurer, the investment of surplus monies to best advantage depending on the circumstances of each case.
- 11.2 The Council shall ensure that up to date records are maintained of all members of the Division including addresses, phone numbers, honours, qualifications, dates of joining, grade history, professional records, interests, ages and history of subscription payments.
- 11.3 The Council shall submit to the Society a full report of the activities of the Division up to 31 December of each year after its adoption by the voting members of the Division at the Annual General Meeting of the Division. The Honorary Treasurer will send to the Chief Executive of the Society in London, a certified copy of the Annual Accounts of the Division made up to 31 December of each year after being audited by a qualified independent auditor and following adoption by the voting members of the Division at the Annual General Meeting. Such Report and Annual Accounts shall be received by the Chief Executive of the Society not later than the last day of April of the year following.
- 11.4 The Division at each Annual General Meeting shall appoint an Honorary Auditor and Honorary Solicitor who shall hold office until the conclusion of the next Annual General Meeting. The Honorary Auditor shall report on and certify the Annual Accounts of the Division prior to submission to the Annual General Meeting of the Division.
- 11.5 The Council shall have no power to borrow or raise funds or to charge any of the property or assets of the Division except after obtaining the authority of the majority of the voting members of the Division at a General Meeting. The notice concerning this Meeting shall give the purpose for which such funds or charging of property is required, the amount to be raised and the terms and securities required.
- 11.6 The Common Seal of the Division shall be kept in the control of the Honorary Secretary and shall be affixed to any document only pursuant to a resolution of the Council and in the presence of three members, at least one of whom shall be an officer of the Council as listed in Para 8.1.

## 12 SUBSCRIPTIONS

- 12.1 Subscriptions shall be due on 1 January of each year for the year then commencing. The Honorary Treasurer will provide members of the Division with a Statement of Account showing separately the various items making up the total amount due as set out in Clause 2.1. The statement will identify the amounts due to the Division for the New Zealand operation (including Branches) and the amounts due for membership of the Society and the UK Engineering Council where the Division is acting solely as agent to facilitate collection and remission on behalf of the Society or the UK Engineering Council.
- 12.2 Every member shall be liable for the payment of his/her Subscription unless he/she has notified his/her intention to resign from the Society to the Honorary Treasurer in writing, having previously paid all arrears, including the Subscription for the current year in which he/she notifies his/her intention to resign. Such notice shall be given before the first day of November of the current year.
- 12.3 The Honorary Treasurer shall issue reminders to all those members whose Subscriptions are unpaid as at the first day of April and the last day of September of each year.
- 12.4 Any member whose Subscription has not been paid before the first day of April, shall, in accordance with By-Law 6 of the Society's By-Laws, be advised in writing by the Honorary Treasurer that he/she is in arrears of Subscription and shall not be entitled to attend or vote at any meeting of the Division or Council or to receive any of the Society's publications including Aerospace.
- 12.5 Any member whose Subscription is unpaid as at the last day of September shall, in accordance with By-Law 6 of the Society's By-Laws, be advised in writing by the Honorary Treasurer that his membership of the Society will be terminated on the first day of November unless payment of his Subscription in full has been received by the last day of October. The Honorary Treasurer shall advise any such terminations of membership for non-payment of Subscriptions to the Council at its next meeting and in writing to the Chief Executive of the Society in London.
- 12.6 The Honorary Treasurer shall remit to the Director of the Society progressively each year, at intervals to be agreed, the due proportion of Subscriptions and the full amount of all fees that are received from members of the Division.

12.7 The Honorary Treasurer shall issue Statements of Account to all newly elected members or any member transferring Grade and advise the Director of the Society when payments of such accounts are received. The agreed amount of any Subscription due consequent upon any such election or transfer in Grade together with the full amount due for any Society or UK Engineering Council fees shall be remitted to the Director of the Society as mutually agreed.

### 13 PROCEEDINGS OF THE DIVISION

13.1 Any article presented to the Division or any lecture read before the Division (including its Branches) shall be vested in the Division unless otherwise previously stipulated. The Council may publish or exhibit the same in any way at any time that they may think is proper.

13.2 The Society shall publish such periodicals and other publications as the Council of the Society may determine and shall make them available to Divisional members on the same terms as all other members of the Society. The further distribution of the Society's publications, whether by gift, exchange, sale or otherwise, shall be decided by the Council.

13.3 Every member who submits a treatise, paper or other communication with a view to its publication by the Division, or by the Society shall undertake:

13.3.1 That the member shall abide by such rules concerning copyright as the Society shall require.

13.3.2 That the member's communication does not infringe the current Official Secrets Act or its replacement.

13.4 The attention of every member who submits a communication for publication shall be drawn to this Rule 13 and a copy of it shall be given to him/her, together with a statement in a form approved by the Council to the effect that it is the policy of the Society to encourage the wide publication of communications accepted for publication by the Society and setting out the conditions on which permission shall be given for publication otherwise than by the Society.

13.5 Every non-member who submits any such communication with a view to its publication by the Society shall be required to sign an undertaking in the terms set out in this Rule 13.

13.6 No lecturer, donor or other person shall publish, exhibit or give his consent to publish or exhibit anything so vested without the previous consent of the Council being first obtained.

13.7 Any member proposing to present a lecture or paper to the Society shall first notify the Council of his/her intention to make such a presentation.

- 13.8 Any article presented to and accepted by the Society shall be retained at the principal office of the Society or such other place as the Council of the Society shall from time to time determine, unless otherwise stipulated at the time of presentation. The Council of the Society may exhibit the same in any way and at any time it may think proper.
- 13.9 The names of all persons who have made gifts to the Society shall be recorded and published unless the donor requires otherwise.

#### 14 MEETINGS OF THE DIVISION

14.1 Meetings of the Division shall be as follows:

- Annual General Meetings
- Special General Meetings
- Ordinary Meetings

14.2 The Annual General Meeting shall be called on not less than 21 days notice. The quorum for the Annual General Meeting shall be ten voting members. In the event of a quorum not being obtained within thirty minutes of the time fixed for the commencement of the Annual General Meeting, the meeting shall stand adjourned to a time and place in the following fifteen days designated by the Chairman when the voting members present, whatever their number, shall constitute a quorum. Voting shall be by a show of hands.

14.3 The Council may at any time call a Special General Meeting of voting members to consider any business relative to the direction and management of the Division.

14.4 The Council must convene a Special General Meeting on receipt of a requisition in writing of twenty or more voting members. Such requisition shall state the matters to be brought before and the resolutions to be moved at the Special General Meeting and shall be deposited with the Honorary Secretary of the Division and may consist of documents in like form, each signed by one or more of the voting members who signed the original requisition for a Special General Meeting. If the Council does not proceed within thirty days of such deposit to call a Special General Meeting, the voting members requisitioning the Special General Meeting may themselves convene the meeting, but any meeting so convened shall not be held after three months from the date of such deposit. The quorum for a Special General Meeting convened under the above circumstances shall be fifteen voting members of the Society.

- 14.5 In the event of a quorum not being obtained within thirty minutes of the time fixed for a Special General Meeting convened by the Council, the Meeting shall stand adjourned to a time and place in the following fifteen days designated by the Council, when the voting members present, whatever their number, shall constitute a quorum. In the event of the quorum not being obtained at a meeting convened by voting members requisitioning such a Meeting under the provisions of para 14.4 above, the matter raised by such a requisition shall be deemed abandoned for lack of support.
- 14.6 A Special Resolution is one which has been passed by a majority of voting members, registering their vote at a General Meeting of which not less than thirty day's notice specifying the intention to propose the resolution as a Special Resolution has been duly given. An entry in the Minutes of the result of the voting by a show of hands shall be conclusive evidence thereon.
- 14.7 Ordinary Meetings shall be held on such days and at such an hour as may be appointed by the Council. The business of Ordinary Meetings shall be Technical Presentations and Discussions and such other business as is not specifically reserved for General Meeting. Non-members of the Society may be permitted to attend Ordinary Meetings of the Division under the conditions laid down by the Council from time to time. Ordinary Meetings may be called with 14 days notice.
- 14.8 Notice shall be deemed to have been given 24 hours after posting to the address on the Register of the member.

## 15 ALTERATION OF RULES

- 15.1 No addition to, alteration, amendments, or revision of these Rules shall be made except at a General Meeting and by a majority of three-fourths of the members present and voting either in person or by proxy. Notice of any proposed addition, alteration, amendment or revision shall be included in the Notice of the General Meeting referred to in Rule 14.

No motion affecting these Rules which has been duly considered, shall be brought forward again during the same financial year, unless by consent of the Council.

## 16 LEGAL REQUIREMENT

- 16.1 It is a legal requirement under The Act that a financial statement be delivered annually to the Registrar containing the following particulars:
- 16.1.1 The income and expenditure of the Division during the Division's last financial year.
- 16.1.2 The assets and liabilities of the Division at the close of the said year.
- 16.1.3 All mortgages, charges and securities or any description affecting the property of the Division at the close of the said year.



17 WINDING UP

17.1 The Division may be wound up by resolutions passed at properly constituted meetings of voting members of the Division conducted under the procedures set out in Sec 24 of the Act.

17.2 Upon the passing of the confirming resolution under Sec 24, the Council shall arrange for the appointment of a Liquidator who shall take whatever steps he deems necessary, to realize any assets and to establish an audited figure for surplus funds, if any. Any such surplus funds or assets remaining after all the liabilities of the Division have satisfactorily and legally discharged shall not be distributed to individual members of the Division nor of the Society but shall be given or transferred to another charitable body or bodies, institution or institutions or society or societies having objects similar to those of the Division in the field of aeronautical education as members in the winding up debate may decide and default of any such decision shall be given or transferred as the Registrar may direct.

*Approved at Annual General Meeting 23 March 2007*

*Amendments Incorporating:*

*RAeS By-Laws 25 May 2006*

*Regulations for the Governance of Divisions of the Society 14 June 2004*

*Charities Act 2005*

*Incorporated Societies Act 1908*

**Approved by the Registrar of Incorporated Societies 29 May 2007**

**Incorporated Society Registration Number 520748**

*Amendment approved at Annual General Meeting 16 September 2016*

*“Clause 17.2 of the Constitution amended to replace the words “or other” with the word “charitable”.”*





