



ROYAL AERONAUTICAL SOCIETY

CONSTITUTION

OF

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

**Date of Incorporation 14 February 1992
Amended 7 November 2023**

Document Reference Number 910/1

Sources of Information

- A. Incorporated Societies Act 2022, Public Act 2022 No 12, Date of Assent 5 April 2022.
- B. New Zealand Companies Office –
<https://is-register.companiesoffice.govt.nz/help-centre/getting-started/about-incorporated-societies/>. 'About incorporate societies'.
- C. The new Incorporated Societies Act 2022: What it means for your Incorporated Society, Parry Field Lawyers –
<https://parryfield.com/the-new-incorporated-societies-act-2021-what-it-means-for-your-incorporated-society/>

Change Process

The Constitution of the Royal Aeronautical Society (New Zealand Division) Incorporated is a 'living document', meaning that it can be updated periodically in accordance with the Incorporated Societies Act and its own terms. The Version number shown in the footer of all pages will be updated and will increase incrementally.

Warning

Any copies printed will become 'uncontrolled copies', prior to printing checks should be made to ensure that this document

is the latest and up to date copy of the Constitution.

Amendment State

Amendment Number	Reason & Date
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Constitution of The Royal Aeronautical Society (New Zealand Division) Incorporated Amended November 2023

1. Name and background

- 1.1 The name of the society is “**The Royal Aeronautical Society (New Zealand Division) Incorporated**” Incorporated (referred to in this Constitution as “**the Division**”).
- 1.2 The Division is a division of the Royal Aeronautical Society, London, England. References in this Constitution to the “**Society**” are references to that body. Members of the Division are members of the Society.
- 1.3 The Division is registered as a charitable entity under the Charities Act, and is to maintain its registration under the Charities Act.

2. Definitions

- 2.1 Except where the context otherwise requires, the definition given for words contained in the By-Laws of The Royal Aeronautical Society will apply in any interpretation of this Constitution.
- 2.2 In the interest of clarity and to avoid any ambiguity, the following definitions apply in addition to those in the By-Laws of The Royal Aeronautical Society. The relevant word or words in the first column of Table 1 – Definitions shall, unless the context otherwise requires, bear the meanings set next to them in the second column of Table 1 – Definitions.

Words	Meaning
Act	The Incorporated Societies Act 2022 or any Act that replaces it (including amendments to it from time to time), including any regulations made under the Act or under any Act that replaces it.
Annual General Meeting	A meeting of the Members held once per year, which, among other things, will receive and consider reports on the Division’s activities and finances.
Associated Person	A person who: (i) may obtain financial benefit from any matter being dealt with by any member (as a Council or Branch Committee member, or in any General Meeting, or otherwise for the Division) where that person is the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild or first cousin of that Member; or (ii) may have a financial interest in a person to whom any matter being dealt with by any member (as a Council member, or in any General Meeting, or otherwise for the Division) relates; or (iii) is a partner, director, officer, board member, or trustee of a person who may have a financial interest in a person to

Words	Meaning
	<p>whom any matter being dealt with by any Member (as a Council member, or in any General Meeting, or otherwise for the Division) relates; or</p> <p>(iv) may be interested in the matter because this Constitution so provides.</p> <p>But no Member shall be deemed to have any such interest:</p> <p>(v) merely because that Member receives an indemnity, insurance cover, remuneration, or other benefits authorised under the Act; or</p> <p>(vi) if that Member's interest is the same or substantially the same as the benefit or interest of all or most other Members due to the membership of those Members; or</p> <p>(vii) if that Member's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence that Member in carrying out that member's responsibilities under the Act or this Constitution; or</p> <p>(viii) if that Member is an officer of a union and that Member's interest is merely as an employee that will benefit from the union acting in the ordinary course of promoting its Members' collective interests.</p>
Branch	A branch of the Division covering a specific part of the country to provide locally available functions and lectures, formation of which has been approved by the Council.
By-Laws	The By-Laws of the Society.
Charities Act	The Charities Act 2005 (NZ)
Charter of Incorporation and the By-Laws	The current constitutional documents authorising the formation and governance of the Society.
Companion	Granted to those who are of valuable service to the profession of aeronautics, engaged in related professions with equivalent qualifications and experience as Fellows, but who do not qualify for that grade.
Constitution	Means this document.
Council	The collective body of Members of the Division duly elected and constituting the Council of the Division for the time being. The Council is the "committee" referenced in the Act, and is the Division's governing body.
Division	The Royal Aeronautical Society (New Zealand Division) Incorporated.
General Meeting	Either an Annual General Meeting or a Special General Meeting of the Members of the Division.
Interested Member	A Member who is interested in a matter for any of the reasons set out in section 62 of the Act.
Members	The collective body of Fellows (FRAeS), Companions (CRAeS), Members (MRAeS), Associate Members (AMRAeS), Associates (ARAeS), Affiliates and Student Affiliates on the Register of Members of the Division, and "Member" means any of them, provided that person has been properly admitted to the Division and has not ceased to be a Member of the Division in accordance with this Constitution or the Act.

Words	Meaning
Officers	The elected Council members who are entitled to vote at Council meetings, in accordance with clause 11.7.
Ordinary Meeting	A meeting of Members that is for technical presentations and discussions, and such other business as is not specifically reserved for a General Meeting.
President	The Council member responsible for, among other things, overseeing the governance and operations of the Division and chairing, in the usual course, Council meetings and General Meetings.
Policy Statement	Policy Statements give the high level New Zealand Division Council strategy or procedures that are to be adopted by the Branches.
Register of Interests	The register of interests of Officers kept in accordance with this Constitution and the Act.
Register of Members	The register of Members of the Division kept in accordance with this Constitution and the Act.
Registrar	Has the meaning given to it in the Act.
Regulations	Regulations for the Governance of Divisions of the Society, promulgated by the Society and required to be complied with by its divisions. These are separate and distinct from any Regulations made under the Act and applicable to the Division.
Secretary	The Council member responsible, for among other things, keeping the Register of Members, the Register of Interests, and recording the minutes of General Meetings and Council Meetings. Wherever possible, the Secretary shall be an Honorary Secretary.
Society	The Royal Aeronautical Society, including the Institute of Aeronautical Engineers, the Helicopter Association of Great Britain, and the Society of Licensed Aircraft Engineers and Technologists.
Society Council	The collective body of members duly elected and constituting the Council of the Society for the time being (as distinct from the "Council", which is the Council of the Division, formed in accordance with this Constitution).
Special General Meeting	A General Meeting of Members of the Division, other than an Annual General Meeting, and called for a specific purpose.
Subscription	Annual fees paid by members of the Division to cover inter alia the following: (i) the administration costs of the Division; (ii) the Branch Levy for distribution to Branches of the Division; (iii) 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; and (iv) the fee due by Members of the Division related to their membership of the United Kingdom Engineering Council and accountable directly to the United Kingdom Engineering Council.
Treasurer	The Council member responsible, among other things, for overseeing the finances of the Division. Wherever possible, the Treasurer shall be an Honorary Treasurer.
Vice President	The Council member elected or appointed to deputise in the absence of the President.

Words	Meaning
Voting Members	Those Members who are Fellows (FRAeS), Companions (CRAeS), Members (MRAeS), those Associate Members who were elected before 1 January 1975 to the Class of Associate defined in the Society By-Laws adopted on 11 January 1960, and those Associate Members (AMRAeS) who are registered as Incorporated Engineers under the provision of the Royal Charter and By-Laws of the Engineering Council (UK).
Working Day	Has the meaning given to it in the Legislation Act 2019 (NZ), or any replacement legislation.

Table 1 – Definitions

3. Purposes

- 3.1 The primary purposes of the Division are the general advancement of Aeronautical Art, Science and Engineering in New Zealand and:
- (a) To be a Division in New Zealand of the Royal Aeronautical Society within which is incorporated the Institution of Aeronautical Engineers, the Helicopter association of Great Britain, and the Society of Licensed Aircraft Engineers and Technologists.
 - (b) To promote and encourage the acquisition of knowledge in all matters pertaining to the profession of aeronautics.
 - (c) To arrange meetings at which papers may be read and discussed by the members of the Division, the Branches and the public.
 - (d) To arrange visits to places of aeronautical, scientific or general engineering activities that may be of interest to members of the Division, the Branches and members of the public.
 - (e) To initiate, facilitate or encourage the formation of libraries or other sources of information for the free use of Members and members of the Branches and the public.
 - (f) To hold educational events from time to time such as Symposiums, Seminars or staging of the Air Transport Course, with all such events being open to any interested parties, provided any required attendance fee is paid.
- 3.2 Any net income, benefit or advantage must be used to advance the charitable purposes of the Division.
- 3.3 The Division must not operate for the purpose of, or with the effect of:
- (a) any Member of the Division deriving any personal financial gain from membership of the Division other than as may be permitted by law; or
 - (b) returning all or part of any surplus generated by the Division's operations to Members, in money or in kind; or
 - (c) conferring any kind of ownership in the Division's assets on Members.
- 3.4 The Division will not operate for the financial gain of Members simply if the Division:

- (a) engages in trade; or
- (b) for matters that are incidental to the purposes of the Division, pays a Member that is a body corporate that is not, or are the trustees of a trust that are not, carried on for the private pecuniary profit of any individual; or
- (c) reimburses a Member for reasonable expenses legitimately incurred on behalf of the Division or while pursuing the Division's purposes; or
- (d) provides benefits to members of the public or of a class of the public and those persons include Members or their families; or
- (e) pays a Member a salary or wages or other payments for services to the Division on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests) or on terms less favourable to the Member than those terms; or
- (f) pays any Member interest at no more than current commercial rates on loans made by that Member to the Division; or
- (g) provides a Member with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the Division.

3.5 No Interested Member, or Associated Person, is allowed to take part in, or influence any decision made by the Division in respect of payments to, or on behalf of, that Interested Member of any income, benefit, or advantage.

3.6 Any payments made to an Interested Member or Associated Person must be for goods and services that advance the charitable purposes of the Division and must be reasonable and relative to payments that would be made between unrelated parties.

4. Tikanga/Culture

4.1 The tikanga or culture of the Division is as follows:

- (a) multicultural in recognition that members are from different nationalities, cultures, religions and creeds; and
- (b) this Constitution reflects strongly traditional tikanga and kawa, and this Constitution shall be interpreted having regard to that tikanga, kawa or culture.

5. The Act, Regulations and Constitution

5.1 Nothing in this Constitution authorises the Division to do anything that contravenes or is inconsistent with the Act, including any regulations made under the Act, or any other legislation applicable to the Division.

5.2 The Division is registered as an incorporated society under the appropriate New Zealand law, namely the Act.

5.3 The Charter, Regulations, By-Laws of the Society shall apply to Members to the extent that they do not conflict with this Constitution or the laws of New Zealand.

- 5.4 The Division's activities shall be in accordance with the laws of New Zealand. In the event of a dispute between the Society Council and the Division on the interpretation of the Regulations and their application to the Division, 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.
- 5.5 The Council shall submit any proposed amendment to this Constitution (including any amendment, addition or replacement) to a properly convened General Meeting of the Voting Members of the Division, and any amendment shall require approval by a majority of Voting Members present and voting to be considered approved. A copy of the Constitution, including any amendment proposed, shall be sent to all Voting Members at least 21 days before the date of the General Meeting at which the amendment is to be considered, and the notice calling the meeting shall state clearly the business to be considered. A certified copy of any amendment to the Constitution so agreed shall be lodged with the Chief Executive of the Society in London, as well as being notified to the Registrar in the form and manner specified in the Act. The amendment, addition or replacement shall take effect from the date of registration by the Registrar. A copy shall also be provided to New Zealand Charities Services within three months of the date of the amendment.
- 5.6 The Council shall have the power to form Branches of the Division and to draw up, and vary, as they think fit, the rules for their formation and governance, which shall be consistent with this Constitution, and shall also take into account the Regulations.
- 5.7 Subject to the final sentence of this clause 5.7, all Division Members 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 accordingly, as one element of their annual Subscription to the Division. The Council shall review the amount of this Branch levy from time to time, and if required, make any adjustment that they deem advisable. Division Members aged 65 years of age or older may, at their discretion, opt out of this element of their Subscription.
- 5.8 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 the Council's 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.
- 5.9 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 the Council following the meeting at which the original subject was discussed, agreement reached and the decision minuted. Any elected member of the 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.
- 5.10 The Council shall have the 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 purpose of the Division and in a manner that qualifies as a charitable purpose within the meaning of the Charities Act.

5.11 The Council from time to time may make and amend bylaws, and policies for the conduct and control of the Division's activities and codes of conduct applicable to Members, but no such bylaws, policies or codes of conduct applicable to Members shall be inconsistent with the Act, including regulations made under the Act, or this Constitution.

6. Registered office

6.1 The Registered Office of the Division shall be at such place in New Zealand as the Council from time to time determines, and changes to the Registered Office shall immediately be notified to the Registrar in a form and as required by the Act.

7. Power to borrow money

7.1 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 the authority of the majority of the Voting Members at a General Meeting. The notice concerning this General Meeting shall give the purpose for which such funds or charging of property is required, the amount to be raised and terms and securities required.

8. Administration

8.1 The funds and property of the Division shall be:

- (a) controlled, invested and disposed of by the Council, subject to this Constitution; and
- (b) devoted solely to the promotion of the objects and purposes of the Division.

8.2 In addition to its statutory powers, the Division:

- (a) may use its funds to pay the costs and expenses to advance or carry out its purposes;
- (b) may employ or contract with such people as may be appropriate; and
- (c) may invest in any investment.

8.3 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 Treasurer considers such a regulation is necessary. The Council may authorise, on the recommendation of the Treasurer, the investment of surplus monies to best advantage depending on the circumstance of each case.

8.4 The Council shall ensure that up to date records are maintained of all Members, including addresses, phone numbers, honours, qualifications, dates joining, grade history, professional records, interests, ages and history of Subscription payments.

8.5 The Division's financial year shall commence on 1 April each year and end on 31 March, the latter being the Division's balance date.

8.6 The Council shall submit to the Society a full report of the activities of the Division up to 31 March of each year after its adoption by the Voting Members at the Annual

General Meeting. The 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 March of each year after being audited by a qualified independent auditor, and following adoption by the Voting Members 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 July of the following year.

- 8.7 The Division at each Annual General Meeting shall use reasonable endeavours to 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, or express an opinion, as to whether the Accounts present a “true and fair view” of the financial position of the Annual Accounts of the Division prior to the submission to the Annual General Meeting of the Division.

9. Members

- 9.1 The Division shall maintain the minimum number of Members required by the Act.
- 9.2 Members shall be recorded in a Register of Members, which shall be maintained in a current state at all times and shall comprise Members whose permanent residential address is within New Zealand territory.
- 9.3 Membership of a Branch of the Division shall not of itself constitute membership of the Division, although for the sake of clarity, Branch members and members of the public are able to participate fully in the activities of the Division and the Branches save only those matters relating to Voting Members.
- 9.4 Every applicant for membership of the Division must consent in writing to becoming a Member.
- 9.5 The Royal Aeronautical Society is well known and respected throughout the world’s aerospace community, and membership implies a commitment and involvement in aerospace. Membership applications to the Division are processed through the Society in the UK, giving access to the full range of resources to RAeS members. Types of membership of the Society, which also apply to membership of the Division, are:

Membership Grades	Requirements
Student Affiliate	Studying full time in an aerospace or aviation related subject.
Affiliate	People looking to enhance their enthusiasm in the aeronautical and aerospace sector.
Associate (ARAEs)	Recent graduates in an aerospace or aviation related subject. Or have been working in the aerospace or aviation industry and have 3 years’ experience.
Associate Member (AMRAEs)	Graduates who have gained at least 2 years’ experience on the aeronautical or aviation industry; or those without an ordinary degree or equivalent can apply with 12 years’ experience

Membership Grades	Requirements
Member (MRAeS)	For those with an Honours degree plus 4 years' experience, or without a degree 15 years' or more experience in the aeronautical or aviation industry.
Companion (CRAeS)	Granted to those who are of valuable service to the profession of aeronautics, engaged in related professions with equivalent qualifications and experience as Fellows, but who do not qualify for that grade.
Fellow (FRAeS)	The highest grade of membership awarded to those who have made outstanding contributions, attained a position of high responsibility, or had a long career of high quality in the profession of aeronautics.

Table 2 – RaeS Membership Grades & Requirements

- 9.6 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 Division 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 Division Members and shall not be permitted to vote on any proposition put forward to Division Members by the Council. They are, however, free to join any Branch of the Division as Branch members, paying the full Branch subscription.
- 9.7 Election to membership or transfer to any grade of membership will be made by, or, where appropriate, under the delegated authority of, the Society Council. The application for membership or for change of grade will be made under the appropriate By-Law of the Society. An applicant for membership must complete and sign any application form, supply any information and/or attend any interview, as may be reasonably required by the Council.
- 9.8 Where an application for membership is declined, the Council must advise the applicant accordingly, and may, but is not required to, provide reasons for the decision.
- 9.9 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 of Members. 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.
- 9.10 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 instead 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 Member of the Division and pay such Subscriptions or levies required to maintain membership of the Division.

- 9.11 The rules for resignation, suspension and expulsion of Members shall be those contained in the Society's By-Laws, with all required changes.
- 9.12 Every Member shall provide the Division with that Member's name and contact details (including postal address, telephone number(s), and any email address) and promptly advise the Division of any changes to those details. The Division shall be entitled to pass such information through to the Society.
- 9.13 Membership does not confer on any Member any right, title, or interest (legal or equitable) in the property of the Division or the Society.
- 9.14 All Members (including Council and Branch committee members) shall promote the interests and purposes of the Division and the Society and shall do nothing to bring the Division or the Society into disrepute.
- 9.15 A Member is only entitled to exercise the rights of membership (including attending and voting at General Meetings, accessing or using the Division's premises, facilities, equipment and other property) if all Subscriptions and any other fees have been paid to the Division by their respective due dates, but no Member is liable for an obligation of the Division by reason only of being a Member.
- 9.16 Any Member that is a body corporate shall provide the Secretary with the name and contact details of the person who is the organisation's authorised representative, and that person shall be deemed to be the organisation's proxy for the purposes of voting at General Meetings.
- 9.17 The Council may decide what access or use Members may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the Division, including any conditions of and fees for such access or use.
- 9.18 A Member ceases to be a Member:
- (a) on death (or if a body corporate, on liquidation or deregistration, or if a partnership, on dissolution of the partnership); or
 - (b) by resignation from that Member's class of membership by notice to the Secretary; or
 - (c) on termination of a Member's membership in accordance with this Constitution (including for non-payment of all Subscriptions and fees).
- with effect from (as applicable):
- (d) the date of death of the Member (or if a body corporate, from the date of its liquidation or deregistration, or if a partnership, from the date of its dissolution); or
 - (e) the date of receipt of the notice of resignation by the Secretary (or any subsequent effective date stated in the notice of resignation); or
 - (f) the date of termination of membership under this Constitution; or
 - (g) the date specified in a resolution of the Council.
- 9.19 A Member who resigns or whose membership is terminated under this Constitution:

- (a) remains liable to pay all Subscriptions and other fees to the Division's next balance date,
- (b) shall cease to hold himself or herself out as a Member of the Division and the Society;
- (c) shall return to the Division all material provided to Members by the Division and/or the Society (including any membership certificate, badges, handbooks and manuals); and
- (d) shall cease to be entitled to any of the rights of a Member.

9.20 Any former Member may apply for re-admission in the manner prescribed for new applicants, and may be re-admitted only by resolution of the Council. However, if a former Member's membership was terminated following a dispute resolution process, the applicant may be re-admitted only by a General Meeting on the recommendation of the Council.

10. Governance of the Division

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

10.2 The Council may appoint sub-committees consisting of such persons (whether or not Members of the Division) and for such purposes as it thinks fit. Unless otherwise resolved by the Council:

- (a) the quorum of every sub-committee is half the members of the sub-committee but not less than two;
- (b) no sub-committee shall have power to co-opt additional members;
- (c) a sub-committee must not commit the Division to any financial expenditure without express authority from the Council; and
- (d) a sub-committee must not further delegate any of its powers.

10.3 Subject to the Act, this Constitution and the resolutions of General Meetings, the decisions of the Council on the interpretation of this Constitution and all matters dealt with by it in accordance with this Constitution and on matters not provided for in this Constitution shall be final and binding on all Members.

11. Composition of Council

11.1 The Council shall consist of the following Officers:

- (a) the President;
- (b) the Vice President;
- (c) the immediate Past President;
- (d) the Secretary;

- (e) the Treasurer; and
- (f) up to a maximum of 11 other elected members,

each being a Member, a natural person and not disqualified by this Constitution or the Act.

- 11.2 The President shall be either Fellow (FRAeS), Companion (CRAeS) or Member (MRAeS) of the Division (see Table 2 – RaeS Membership Grades & Requirements) 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 her/his office, a seat on the Society Council.
- 11.3 The Vice President shall be either Fellow (FRAeS), Companion (CRAeS) or Member (MRAeS) of the Division (see Table 2 – RaeS Membership Grades & Requirements) 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.
- 11.4 The Secretary 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 Secretary in such duties as the Council may direct. These persons need not be Members of the Division. No such person assisting shall be considered to be a member of the Council nor an Officer of the Division. If the Council is unable to elect a 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 nor be an Officer of the Division. The Council may approve the payment of such remuneration to persons employed in secretarial work (other than members of the Council) as they may deem necessary. The Secretary shall carry out the normal secretarial duties of such a position as defined by the Council from time to time.
- 11.5 The Treasurer 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 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 a 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 and will not be an Officer of the Division. The Council may approve of the payment of such remuneration to persons employed as Treasurer or as assistants to the Treasurer (other than members of the Council) as they may deem necessary. The 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.
- 11.6 The Council shall appoint one of the Officers of the Council listed in clause 11.1 as Executive Officer, responsible for co-ordinating the administration of the Division, to ensure that the Division's and Branches' communications are aligned.
- 11.7 All of the members of the Council listed in clause 11.1 shall have full Council voting rights and shall constitute the Officers of the Division for the purposes of the Act.

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

- (a) the Chairman of each Branch; and
- (b) an RNZAF representative nominated by the Chief of Air Force.
- (c) A representative of the Civil Aviation Authority New Zealand.

For the avoidance of doubt, given their non-voting role, such persons shall not constitute “Officers” of the Division.

11.9 The Council shall have the power to co-opt additional members, each being either from Branches or from the public where such persons can enhance the activities of the Division, 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 this Constitution. Given their non-voting role, any such co-opted members shall not constitute “Officers” of the Division.

11.10 All Officers of the Council shall be nominated and elected from among the Members of the Division and shall, subject to clause 14, hold office as Council members for two years. On taking office, any new Council shall meet the following criteria:

- (a) at least two Officers shall be Fellows (FRAeS); and
- (b) at least three Officers shall be either Companions (CRAeS) or Members (MRAeS); and
- (c) there may only be two Associate (ARAeS) or two Affiliate members; or
- (d) there may only be one Associate (ARAeS) plus one Affiliate member; and
- (e) not less than half of all voting members of the Council (Officers) at any given time shall be either Member (MRAeS), Companion or Fellow (FRAeS) of the Division.

12. Election of the Council

12.1 The members of the Council shall be nominated and elected from among the Members of the Division, who must be currently financial.

12.2 Council members shall usually be elected during Annual General Meetings, following the procedure set out below. However, if a vacancy in the position of any Council member occurs between Annual General Meetings, that vacancy shall be filled by resolution of the Council (and any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as a Council member by this Constitution, the Act or the Charities Act).

12.3 Informal notice of the anticipated date of the Annual General Meeting will usually be given in September each year. 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

consent to being a Council member and state their grade, and certifying that they meet the conditions set out in clause 11, and are not disqualified from being appointed or holding office as a Council member by this Constitution, the Act or the Charities Act. Nominations must be proposed and seconded by persons who are Voting Members.

- 12.4 Not less than 18 days before each Annual General Meeting, a ballot paper clearly stating the number of vacancies to be filled shall be posted to every Voting Member, either by email or by standard post, at the election of the Council. Voting at the Annual General Meeting by Voting Members shall be by way of show of hands.
- 12.5 Subject to the overall make-up of the new Council complying with clause 11.10, the vacancies shall be filled on a first past the post basis, based on the total number of valid votes from Voting Members received by each candidate. In the event of the final post being unable to be filled due equality of votes for that position, the person chairing 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 person chairing that Annual General Meeting and this announcement shall constitute the commencement of their respective terms of office.
- 12.6 Where the number of nominations does 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 clauses 12.1 and 12.3 will be declared to the Annual General Meeting as having been duly elected to the Council of the Division.
- 12.7 Where there are insufficient nominations to fill all vacancies on the Council, after the process above has been completed, the person chairing the Annual General Meeting may call for nominations from the floor to fill any vacancy, provided the overall make-up of the new Council will comply with clause 11.10. Such nominations shall still require being moved and a seconded by persons who are Voting Members.

13. Council meetings, powers and duties

- 13.1 From the end of each Annual General Meeting until the end of the next Annual General Meeting, the Division shall be governed by the Council, which shall be accountable to the Members for the advancement of the Division's purposes and the implementation of resolutions approved by any General Meeting.
- 13.2 Subject to this Constitution and any resolution of any General Meeting, the Council may:
 - (a) exercise all the Division's powers, other than those required by the Act or by this Constitution to be exercised by the Division in General Meeting, and
 - (b) enter into contracts on behalf of the Division or delegate such power to a Council member, sub-committee, employee, or other person.
- 13.3 The Council shall meet at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as the Council may decide, or whenever summoned by the President or on a requisition filed by four or more of the Officers. Except as hereinafter expressly mentioned, all questions shall be decided by a majority of those Officers present.

- 13.4 The quorum for any meeting of the Council shall be six Officers, (i.e., excluding non-voting members), and must include any two of the following:
- (a) the President;
 - (b) the Vice President;
 - (c) the immediate Past President;
 - (d) the Secretary; and
 - (e) the Treasurer.
- 13.5 All Council meetings shall be chaired by the President. If the President is absent, the Council shall elect another Council member to chair that Council meeting.
- 13.6 Any person chairing a Council Meeting has a deliberative and, in the event of a tied vote, a casting vote.
- 13.7 Voting may be by voice or by show of hands, as determined by the chair of the Council meeting in relation to each vote.
- 13.8 The Council and any sub-committee may act by resolution approved in the course of a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next Council meeting.
- 13.9 Other than as prescribed by the Act or this Constitution, the Council or any sub-committee may regulate its proceedings as it thinks fit.
- 13.10 The Secretary shall record the deliberations of all Council meetings in formal minutes that shall be circulated to all members of the Council (including ex-officio and co-opted members) prior to the next meeting of the Council, at which time the said minutes are to be confirmed and signed by the President. A copy of all minutes of Council meetings shall be supplied to the Chief Executive of the Society in London.
- 13.11 At all times each Officer:
- (a) shall act in good faith and in what she or he believes to be the best interests of the Division;
 - (b) must exercise all powers for a proper purpose;
 - (c) must not act, or agree to the Division acting, in a manner that contravenes the Act or this Constitution;
 - (d) when exercising powers or performing duties as a voting Council member, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation, the nature of the Division, the nature of the decision, the position of the Council member and the nature of the responsibilities undertaken by her or him;
 - (e) must not agree to the activities of the Division being carried on in a manner likely to create a substantial risk of serious loss to the Division or to the Division's creditors, or cause or allow the activities of the Division to be

carried on in a manner likely to create a substantial risk of serious loss to the Division or to the Division's creditors; and

- (f) must not agree to the Division incurring an obligation unless she or he believes at that time on reasonable grounds that the Division will be able to perform the obligation when it is required to do so.

13.12 An Officer or other member of the Council and/or member of a sub-committee who is an Interested Member in respect of any matter being considered by the Division, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):

- (a) to the Council and or sub-committee; and
- (b) in a Register of Interests kept by the Secretary on behalf of the Council.

Disclosure must be made as soon as practicable after the member of the Council and/or sub-committee becomes aware that they are interested in the matter.

13.13 A member of the Council and/or sub-committee who is an Interested Member regarding a matter:

- (a) must not vote or take part in the decision of the Council and/or sub-committee relating to the matter; and
- (b) must not sign any document relating to the entry into a transaction or the initiation of the matter; but
- (c) may take part in any discussion of the Council and/or sub-committee relating to the matter and be present at the time of the decision of the Council and/or sub-committee (unless the Council and/or sub-committee decides otherwise).

A member of the Council and/or sub-committee who is prevented from voting on a matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the matter is considered.

13.14 Where 50 per cent or more of Officers are prevented from voting on a matter because they are interested in that matter, a Special General Meeting must be called to consider and determine the matter, unless all non-interested members agree otherwise, and where 50 per cent or more of the members of a sub-committee are prevented from voting on a matter because they are interested in that matter, the Council shall consider and determine the matter.

14. Removal or resignation of Council members

14.1 At each Annual General Meeting, one half of the Officers, shall retire but shall be eligible for re-election. For the determination of who shall retire to enable this clause 14.1 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.

14.2 Where a complaint is made about the actions or inaction of a Council member (and not in the Council member's capacity as a Member) the following steps shall be taken:

- (a) The Council member who is the subject of the complaint, must be advised of all details of the complaint.
 - (b) The Council member who is the subject of the complaint, must be given adequate time to prepare a response.
 - (c) The complainant and the Council member who is the subject of the complaint must be given an adequate opportunity to be heard, either in writing or at an oral hearing by the Council (excluding the Council member who is the subject of the complaint) if it considers that an oral hearing is required.
 - (d) Any oral hearing shall be held by the Council (excluding the Council member who is the subject of the complaint), and/or any oral or written statement or submissions shall be considered by the Council (excluding the Council member who is the subject of the complaint).
 - (e) If the complaint is upheld, the Council member may be removed from the Council by a resolution of the Council or of a General Meeting, in either case passed by a two-thirds majority of those present and voting.
- 14.3 A Council member shall be deemed to have ceased to be a Council member if that person ceases to be a Member.
- 14.4 A Council member may elect to resign from Council by written notice to the Council, issued to the Secretary. Such notice shall specify the date from which the resignation takes effect.
- 14.5 Within 10 Business Days of ceasing to hold office for any reason, including in accordance with the Act, the former Council member must deliver to the Secretary all books, papers and other property of the Division and the Society held by such former Council member.

15. Subscriptions

- 15.1 Subscriptions shall be due on 1 April of each year for the year then commencing. The Treasurer will provide members of the Division with a Statement of Account showing separately the various items making up the total amount due. 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 (in relation to which the Division is acting solely as agent to facilitate collection and remission on behalf of the Society or the UK Engineering Council).
- 15.2 Every Member shall be liable for the payment of his/her Subscription unless he/she has notified his/her intention to resign from the Division to the Treasurer in writing, having previously paid all arrears, including the Subscription for the year in which he/she notifies his/her intention to resign. Such notice shall be given before the first day of November in relation to membership for the next year.
- 15.3 The Treasurer shall issue reminders to all those Members whose Subscriptions are unpaid as at the first day of July and the last day of December of each year.
- 15.4 Any Member whose Subscription has not been paid before the first day of July, shall, in accordance with By-Law 6 of the Society's By-Laws, be advised in writing by the 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.

- 15.5 Any Member whose Subscription is unpaid as at the last day of December shall, in accordance with By-Law 6 of the Society's By-Laws, be advised in writing by the Treasurer that her/his membership of the Society will be terminated on the first day of February unless payment of her/his Subscription in full has been received by the last day of January. The 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.
- 15.6 The Treasurer shall remit to the Society progressively each year, at intervals to be agreed, the due proportion of Subscriptions and the full amount of all passed-through fees that are received from Members of the Division.
- 15.7 The Treasurer shall issue Statements of Account to all newly elected Members or any Member transferring grade and advise 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 Society as mutually agreed.

16. Proceedings of the Division

- 16.1 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.
- 16.2 The Division shall publish such periodicals and other publications as the Council may determine and shall make them available to Divisional members on the same terms as all other members of the Division. The further distribution of the Division's publications, whether by gift, exchange, sale or otherwise, shall be decided by the Council.
- 16.3 Every Member who submits a treatise, paper or other communication with a view to its publication by the Division, or by the Society, undertakes:
- (a) that the Member shall abide by such rules concerning copyright as the Society shall require, and, in any event, shall comply with all applicable law; and
 - (b) that the Member's communication does not infringe any national security requirements or classifications.
- 16.4 The attention of every Member who submits a communication for publication shall be drawn to this clause 16 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 (and the Division) 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.
- 16.5 Every non-Member who submits any such communication with a view to its publication by the Society (including the Division) shall be required to sign an undertaking in the terms set out in this clause 16.

- 16.6 No lecturer, donor or other person shall publish, exhibit or give her/his consent to publish or exhibit anything so vested without the previous consent of the Council being first obtained.
- 16.7 Any Member proposing to present a lecture or paper to the Society or the Division shall first notify the Council of his/her intention to make such a presentation.
- 16.8 Any article presented to and accepted by the Society or the Division shall be retained at the principal office of the Society or such other place as the Society Council shall from time to time determine, unless otherwise stipulated at the time of presentation. The Society Council may exhibit the same in any way and at any time it may think proper.
- 16.9 The names of all persons who have made gifts to the Society (including to the Division) shall be recorded and published, unless the donor requires otherwise.

17. Meetings of the Division

- 17.1 Meetings of the Division shall be as follows:
- (a) Annual General Meetings;
 - (b) Special General Meetings; and
 - (c) Ordinary Meetings.
- 17.2 An Annual General Meeting shall be held once a year on a date and at a location determined by the Council and consistent with any requirements in the Act, and the provisions of this Constitution relating to the procedure to be followed at General Meetings shall apply.
- 17.3 The Annual General Meeting shall be called on not less than 21 days' notice. The quorum for the Annual General Meeting shall be 10 Voting Members. In the event of a quorum not being obtained within 30 minutes of the time fixed for the commencement of the Annual General Meeting, the meeting shall be adjourned to a time and place in the following 15 days designated by the person chairing that Annual General Meeting when the Voting Members present, whatever their number, shall constitute a quorum. Voting shall be by a show of hands. An entry in the Minutes of the result of the voting by a show of hands shall be conclusive evidence thereon.
- 17.4 The business of an Annual General Meeting shall be to:
- (a) confirm the minutes of previous Division meeting(s);
 - (b) adopt the annual report on Division business;
 - (c) adopt the Treasurer's report on the finances of the Division, and the annual financial statements;
 - (d) set any Subscriptions for the next financial year;
 - (e) consider any motions; and
 - (f) consider any general business.
- 17.5 The Council must, at each Annual General Meeting, present the following information:

- (a) an annual report on the affairs of the Division during the most recently completed accounting period;
 - (b) the annual financial statements for that period; and
 - (c) notice of any disclosures of conflicts of interest made by Council members during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate).
 - (d) Select and confirm the members of the Council for the ensuing year.
- 17.6 The Council may at any time call a Special General Meeting to consider any business relative to the direction and management of the Division that the Council wishes to put to the Members.
- 17.7 The Council must convene a Special General Meeting on receipt of a requisition in writing of 20 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 Secretary 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 30 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.
- 17.8 Any Special General Meeting shall be called on not less than 21 days' notice. The quorum for a Special General Meeting shall be 15 Voting Members.
- 17.9 In the event of a quorum not being obtained within 30 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 15 days designated by the Council, when the Voting Members present, whatever their number, shall constitute a quorum.
- 17.10 In the event of the quorum not being obtained at a meeting convened by Voting Members requisitioning such a meeting in accordance with clause 17.7, the matter raised by such a requisition shall be deemed abandoned for lack of support.
- 17.11 Any resolution at a General Meeting will be passed by a majority of Voting Members present and voting on the resolution voting in favour of it, by show of hands. An entry in the Minutes of the result of the voting by a show of hands shall be conclusive evidence thereon.
- 17.12 The provisions of this Constitution relating to the procedure to be followed at General Meetings shall apply to a Special General Meeting, and a Special General Meeting shall only consider and deal with the business specified in the Council's resolution or the written request by Voting Members for the Special General Meeting.
- 17.13 A General Meeting of the Division must be held by a quorum of persons:
- (a) being assembled together at the time and place appointed for the meeting; or
 - (b) participating in the meeting by means of audio link, audiovisual link, or other electronic communication; or
 - (c) by a combination of both of the methods described in paragraphs (a) and (b).

17.14 Other procedures to be followed at General Meetings are as follows:

- (a) Notice shall be deemed to have been given 24 hours after posting to the Member's address stated on the Register of Members. The General Meeting and its business will not be invalidated simply because one or more Members do not receive the notice of the General Meeting.
- (b) All Voting Members may attend, speak and vote at General Meetings:
 - (i) in person; or
 - (ii) by a signed written proxy in favour of some individual entitled to be present at the General Meeting and received by, or handed to, the Secretary before the commencement of the General Meeting, or
 - (iii) through the authorised representative of a body corporate as notified to the Secretary.
- (c) General Meetings may be held at one or more venues using any real-time audio, audio and visual, or electronic communication that gives each Member a reasonable opportunity to participate.
- (d) All General Meetings shall be chaired by the President. If the President is absent, the General Meeting shall elect another Council member to chair that General Meeting.
- (e) Any person chairing a General Meeting has a deliberative and, in the event of a tied vote, a casting vote.
- (f) Any person chairing a General Meeting may:
 - (i) with the consent of that General Meeting, adjourn the General Meeting 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;
 - (ii) direct that any person not entitled to be present at the General Meeting, obstructing the business of the General Meeting, behaving in a disorderly manner, being abusive, or failing to abide by the directions of the chair be removed from the General Meeting, and
 - (iii) In the absence of a quorum or in the case of emergency, adjourn the General Meeting or declare it closed.
- (g) The Council may put forward motions for the Division to vote on (a "**Council Motion**"), which shall be notified to Members with the notice of the General Meeting.
- (h) Any Member may request that a motion be voted on (a "**Member's Motion**") at a General Meeting, by giving notice to the Secretary at least 15 Working Days before that meeting. The Member may also provide information in support of the motion. Such motion will be notified by the Secretary to Members as soon as practicable after receipt of the motion.
- (i) The Council may determine, in its discretion for each General Meeting, whether Voting Members may cast votes either by postal vote, electronic means or by

proxy, and whether any such votes received will be counted towards the quorum requirements for that General Meeting. The determination of the Council, and any associated process to apply, will be clearly stated in the applicable notice of General Meeting.

- (j) For any particular resolution, the Council may determine, in its discretion, that resolution may be passed in writing in lieu of being voted on at a General Meeting. Where it is so determined by the Council, all Members will be notified in writing of the resolution and the requirement for Voting Members to respond (either by signing and returning a copy of the resolution or by advising the Secretary by electronic means of the Voting Member's approval) by a specified date, and sections 89-92 of the Act shall apply.

17.15 The business of Ordinary Meetings shall be Technical Presentations and Discussions, and such other business as is not specifically reserved for a General Meeting. Ordinary Meetings shall be held on such days and at such an hour as may be appointed by the Council. Non-members of the Division 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.

18. Minutes

18.1 Minutes must be kept by the Secretary of all General Meetings.

19. Records

19.1 The Secretary shall keep an up-to-date Register of Members.

19.2 The information contained in the Register of Members shall include for each Member:

- (a) their name;
- (b) their postal address;
- (c) their phone number (landline and/or mobile);
- (d) their email address (if any);
- (e) the date they became a Member;
- (f) their occupation;
- (g) their current grade;
- (h) whether they are financial or unfinancial; and
- (i) any other information required by this Constitution or prescribed by the Act.

19.3 Every Member shall promptly advise the Secretary of any change of their contact details.

19.4 With reasonable notice and at reasonable times, the Secretary shall make the Register of Members available for inspection by Members and Council members. However, no access will be given to information on the Register of Members to Members or any other person, other than as required by law.

- 19.5 The Secretary shall at all times maintain an up-to-date Register of Interests disclosed by Council members.
- 19.6 A Member may at any time make a written request to a Council for information held by the Council. The request must specify the information sought in sufficient detail to enable the information to be identified.
- 19.7 The Division must, within a reasonable time after receiving a request under clause 19.6:
- (a) provide the information; or
 - (b) agree to provide the information within a specified period; or
 - (c) agree to provide the information within a specified period if the Member pays a reasonable charge to the Division (which must be specified and explained) to meet the cost of providing the information; or
 - (d) refuse to provide the information, specifying the reasons for the refusal.
- 19.8 Without limiting the reasons for which the Division may refuse to provide the information, the Division may refuse to provide the information if:
- (a) withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons; or
 - (b) the disclosure of the information would, or would be likely to, prejudice the commercial position of the Division or of any of its Members; or
 - (c) the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the Division; or
 - (d) withholding the information is necessary to maintain legal professional privilege; or
 - (e) the disclosure of the information would, or would be likely to, breach an enactment; or
 - (f) the burden to the Division or the Society in responding to the request is substantially disproportionate to any benefit that the Member will or may receive from the disclosure of the information; or
 - (g) the request for the information is frivolous or vexatious.
- 19.9 If the Division requires the Member to pay a charge for the information, the Member may withdraw the request, and must be treated as having done so unless, within 10 working days after receiving notification of the charge, the Member informs the Division that the Member will pay the charge.
- 19.10 Nothing in this clause 19 limits Information Privacy Principle 6 of the Privacy Act 2020.

20. Indemnity and insurance

20.1 The Division may, provided it has been approved by resolution of the Council, indemnify or directly or indirectly effect insurance for, an Officer, a Member or an employee of the Division, in accordance with Subpart 6 of Part 3 of the Act (including, for the avoidance of doubt, the matters specified in section 98 of the Act).

21. Dispute resolution

21.1 Any grievance by a Member, and any complaint by anyone, is to be lodged by the complainant with the Secretary in writing, providing such details as are necessary to identify the details of the grievance or complaint. All Members (including the Council) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Division's activities. The complainant raising a grievance or complaint, and the Council, must consider and discuss whether a grievance or complaint may best be resolved through informal discussions, mediation or arbitration. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement. The resolution of all disputes must be conducted in a manner than is consistent with natural justice.

21.2 This clause 21 concerns any grievances of Members relating to their rights and interests as members, and any complaints concerning the alleged conduct or discipline of Members, collectively referred to as "disputes." These disputes procedures are designed to enable and facilitate the fair, prompt and efficient resolution of grievances and complaints.

21.3 Rather than investigate and deal with any grievance or complaint, the Council may:

- (a) appoint a sub-committee to deal with the same; or
- (b) refer the same to an external arbitrator, arbitral tribunal, or external visitor (or referee), so long as minimum standards of natural justice and the following requirements under this clause 21 are satisfied.

21.4 The Council or any such sub-committee or person considering any grievance or complaint is referred to hereafter as the "decision-maker". The decision-maker:

- (a) shall consider whether to investigate and deal with the grievance or complaint; and
- (b) may decline to do so (for instance, if the decision-maker is satisfied that the complainant has insufficient interest in the matter or otherwise lacks standing to raise it; the matter is trivial or does not appear to disclose material misconduct or material; the matter raised appears to be without foundation or there is no apparent evidence to support it; some damage to Members' interests may arise; or the conduct, incident, event or issue has already been investigated and dealt with by the Division).

21.5 Where the decision-maker decides to investigate and deal with a grievance, the following steps shall be taken:

- (a) The complainant and the Member, or the Division, which is the subject of the grievance, must be advised of all details of the grievance.

- (b) The Member, or the Division, which is the subject of the grievance, must be given an adequate time to prepare a response.
- (c) The complainant and the member, or the Division, which is the subject of the grievance, must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required.
- (d) Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.

21.6 Where the decision-maker decides to investigate and deal with a complaint, the following steps shall be taken:

- (a) the complainant and the Member complained against must be advised of all allegations concerning the Member in the complaint, and all details of the complaint;
- (b) the Member complained against must be given an adequate time to prepare a response;
- (c) the Member complained against must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required; and
- (d) any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.

21.7 A Member may not make a decision on, or participate as a decision-maker in regards to a grievance or complaint, if two or more Council members, or the decision-maker, consider that there are reasonable grounds to infer that the person may not approach the grievance or complaint impartially, or without a predetermined view. Such a decision must take into account the context of the Division and the particular case, and may include consideration of facts known by the other Members about the decision-maker, so long as the decision is reasonably based on evidence that proves or disproves an inference that the decision-maker might not act impartially.

21.8 The decision-maker may:

- (a) dismiss a grievance or complaint; or
- (b) uphold a grievance and make such directions as the decision-maker thinks appropriate (with which the Division and Members shall comply); or
- (c) uphold a complaint and:
 - (i) reprimand or admonish the Member; and/or
 - (ii) suspend the Member from membership for a specified period, or terminate the Member's membership; and/or
 - (iii) order the complainant (if a Member) or the Member complained against, to meet any of the Division's reasonable costs in dealing with the complaint.

22. Winding up

- 22.1 The Division may be wound up, or liquidated, or removed from the Register of Incorporated Societies in accordance with the provisions of the Act.
- 22.2 The Secretary shall give notice to all Members of:
- (a) the proposed motion to wind up the Division or remove it from the Register of Incorporated Societies;
 - (b) the General Meeting at which any such proposal is to be considered;
 - (c) the reasons for the proposal;
 - (d) any recommendations from the Council with respect to such notice of motion; and
 - (e) any other information required to be included by the Act.
- 22.3 A decision to wind up the Division may be made by resolutions passed by a majority of Voting Members present and voting at properly constituted General Meetings conducted in accordance with the procedures set out in Part 5 of the Act.
- 22.4 Upon the passing of the confirming resolution in accordance with Part 5 of the Act, the Council shall arrange for the appointment of a liquidator who shall take whatever steps the liquidator deems necessary, to realise any assets and to establish an audited figure for surplus funds, if any. No distribution shall be made to any Member.
- 22.5 If the Division is wound up, liquidated or removed from the Register of Incorporated Societies, any surplus funds or assets remaining after all the liabilities of the Division have been 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 Voting Members in the winding up debate decide by majority, and in default of any such decision, shall be given or transferred as the Registrar may direct.

23. Alterations to this Constitution

- 23.1 Subject to clause 23.2, no addition to, alteration, amendments, or revision of this Constitution shall be made except at a General Meeting and approved by a majority of two-thirds of the Voting Members present and voting either in person or by proxy (or by a resolution passed in lieu of a meeting in accordance with clause 17.14(j)). Notice of any proposed addition, alteration, amendment or revision shall be included in the Notice of the General Meeting referred to in clause 17.
- 23.2 The Division, through resolution of the Council, may amend this Constitution in accordance with section 31 of the Act if the amendment:
- (a) has no more than a minor effect; or
 - (b) corrects errors or makes similar technical alterations,
- and provided that the conditions of section 31 of the Act are complied with.

23.3 No motion affecting this Constitution, which has been duly considered, shall be brought forward again during the same financial year, unless with the consent of the Council.

24. Contact person

24.1 The Division's Contact Officer must:

- (a) be at least 18 years of age;
 - (b) be a Council member;
 - (c) at all times be ordinarily resident in New Zealand;
 - (d) not be disqualified under the Act from holding that office; and
- and shall be the Secretary.

24.2 Any change in the Contact Officer, or that person's name or contact details, shall be advised to the Registrar within 20 Working Days of that change taking place, or the Division becoming aware of the change.

Approved at Annual General Meeting held on XX XXX 2023

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 2022

Accepted by the Registrar of Incorporated Societies XX XXX 2023

Incorporated Society Registration Number 520748

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