

**CONSTITUTION and RULES of the  
SPORT AIRCRAFT CLUB OF S.A. INCORPORATED**

**INTERPRETATION**

1. In this Constitution and Rules unless there be something in the subject or context inconsistent therewith:
  - a) "Act" means the Associations Incorporation Act 1985, including any amendments or updates thereto;
  - b) "Club" means Sport Aircraft Club of S.A. Incorporated;
  - c) "company" and "corporation" include any body corporate wheresoever incorporated or domiciled;
  - d) "Council" means the members of the Council appointed or elected as hereinafter provided or such of them as have authority to act for the Council;
  - e) "Councillor" means a member of the Council to which reference is made;
  - f) "meeting" means an annual general meeting or other general meeting;
  - g) "member" means a member of the Club in accordance with this Constitution and Rules;
  - h) "Seal" means the Common Seal of the Club;
  - i) "special resolution" has the same meaning as defined in the Act.
  - j) "this Constitution and Rules" means the Constitution and rules as altered from time to time;
  - k) expressions referring to writing shall unless the contrary intention appears to be construed as including other modes of representing or reproducing words in a visible form;
  - l) words importing the singular include the plural and vice versa and words importing any gender include the other genders;
  - m) "financial year" is the period of twelve months ending on the thirty-first day of December.

**NAME**

2. The name of the incorporated body is Sport Aircraft Club of S.A. Incorporated (herein referred to as the "Club").

**OBJECTS**

3. The objects for which the Club is established are all or any of the following:
  - a) To establish an organisation of persons interested in and to promote, foster, encourage and aid in the design, construction, reconstruction, restoration, repair, maintenance and operation of ultra-light, amateur built, vintage and sport aircraft, rotorcraft, gliders, powered sailplanes and all other kinds of aircraft for educational, recreational and research purposes.

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3. (Cont'd)

- b) To represent and assist members and others in obtaining licences, approvals, permits, rights, concessions, information and assistance generally from government departments, authorities, and bodies in relation to the design, construction, reconstruction, restoration, operation, repair and maintenance of all kinds of aircraft.
- c) To provide facilities for the obtaining of and the exchange of information and ideas relating to aircraft of all kinds.
- d) To publish and arrange and assist in the publication of information concerning aircraft of all kinds and in particular journals, magazines, newspapers, and articles relating to the activities of the Club and its members and manuals, specifications, instructions and other technical information.
- e) To assist in the establishment of groups of members of the Club and others with interest in the design, construction and operation of aircraft of all kinds.
- f) To arrange and assist in the arrangement of lectures, training and instruction courses, rallies, fly-ins, contests, races and other sporting events, exhibitions and displays in connection with aircraft of all kinds.
- g) Solely for the purpose of carrying out the foregoing objects and not otherwise the Club has power:
  - (i) To purchase, take on lease, building lease, licence or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which may be deemed necessary or convenient for the purposes of the Club.
  - (ii) To construct, maintain and alter any buildings or premises necessary or convenient for the purposes of the Club.
  - (iii) To sell, improve, manage, develop, exchange, lease, mortgage, place under option, dispose of, turn to account or otherwise deal with, either absolutely conditionally or for any limited interest, all or any part of the property and assets of the Club for such consideration as the Club may think fit with power on any sale to allow any time or times for the payment of the whole or any part of the purchase money arising from such sale either with or without interest in the meantime and if with interest then at such rate or rates as the Club may think fit and either with or without security and if with security then with such security as the Club may think fit.
  - (iv) To grant, create and transfer or reserve such easements of way drainage, light, air or support or any other easements of any kind whatsoever over, upon or affecting the property of the Club or any part or parts thereof which to the Club may appear necessary or expedient and to surrender or accept the surrender of any easement.
  - (v) To invest any moneys of the Club not immediately required for any of its objects in such manner as may from time to time be determined.
  - (vi) So far as it may be necessary so to do for or incidental to the purposes of the Club to make, draw, accept, endorse or negotiate cheques, promissory notes, bills of exchange or other negotiable or transferable instruments.

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3.g) (Cont'd)

- (vii) To borrow or raise money in such manner as the Club may think fit for its objects and in particular by mortgage or other securities of the Club with power if thought fit to charge such mortgages or other securities upon all or any of the property of the Club present or future.
- (viii) To enter into any amalgamation, affiliation, fusion or alliance with or to communicate with or subscribe to or promote or assist in the promotion of any other company or association whether incorporated or unincorporated having objects similar to or calculated to benefit generally the Club or its objects and purposes and to acquire shares and interest in or lend money upon debentures or otherwise to any such company or association. Provided that this paragraph shall not authorise amalgamation or fusion except with a company or association the rules of which prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Club under paragraph 4 of this Constitution and Rules.
- (ix) To do all such other things as may appear to be incidental or conducive to the attainment of the above objects.

**DISTRIBUTION**

- 4. The income and property of the Club whencesoever derived shall be applied solely towards the promotion of the objects of the Club as set forth in this Constitution and Rules and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the members of the Club or to any of them or to any person claiming through any of them, provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Club or to any member thereof or other person in return for any services actually rendered to the Club or reasonable and proper rent of premises demised or let by any member to the Club but so that no member of the governing body of the Club shall be appointed to any salaried office of the Club or any office of the Club paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the Club to any member of such governing body except repayment of out-of-pocket expenses and proper rent for premises demised or let to the Club.
- 5. If upon the winding up or dissolution of the Club there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Club, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Club, and whose constitution shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Club under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Club at or before the time of dissolution, or in default thereof by such judge of the Supreme Court of South Australia as may have or acquire jurisdiction in the matter.

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## **ACCOUNTS**

6. True accounts shall be kept of the sums of money received and expended by the Club, and the matters in respect of which such receipts and expenditures take place, and of the property, credits and liabilities of the Club; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Club for the time being in force such accounts shall be open to the inspection of the members. Such accounts shall on the written request of the Attorney General be made available for inspection by him or by anyone authorised in writing by him for the purpose.

## **MEMBERSHIP**

7. The number of members of the Club is declared to be unlimited.
8. Any person whom the Council in its discretion shall decide is acceptable for membership shall be entitled to become a member of the Club and upon acceptance by the Council of an application for membership the applicant shall be a member of the Club.
9. Applications for membership shall be in writing, shall be signed by the applicant, shall state the name and address of the applicant and shall otherwise be in such form as the Council shall prescribe from time to time.

9A. Membership of the Club can be by one of the following four categories, subject to meeting the associated conditions.

- a) Full member
- b) Junior member
- c) Life member
- d) Social member

### **Conditions of Membership**

Full member	No additional conditions of membership.
Junior member	Junior members must be under 18 years of age at the time of joining or renewing their membership.
Life member	Life membership can only be granted by a 75% majority decision of Club Council after taking account of a member's period of membership, contribution to the Club and any other matters deemed relevant by the Council.
Social member	Social members must: <ol style="list-style-type: none"><li>a) not be the holder of a current aviation licence; or</li><li>b) ordinarily reside at least 36 nautical miles from the Adelaide Airport aerodrome reference point."</li></ol>

9B. The annual membership subscription and associated privileges of membership are as determined by Council from time to time which will be published on the Club website.

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**JOINING FEE**

10. Each person upon becoming a member may be requested to pay a joining fee of such amount as may from time to time be determined by the Council.

**LEVIES**

11. The Council may at any time impose a levy on members. The amount of the levy shall be determined by the Council.
12. Notice shall be given to all members specifying the amount of a levy and the date (being not less than one calendar month after the giving of the notice) by which the same shall be paid provided however that such levy shall not be payable by any member who has given notice to withdraw pursuant to clause 14 hereof prior to the giving of the notice referred to in this clause.

**ANNUAL SUBSCRIPTION**

13. Each member may be required to pay an annual subscription of such amount as the Council shall from time to time determine, and the same shall be paid in such manner (whether by instalments *or* otherwise) and at such time *or* times as the Council may from time to time determine and notify to the members.
14. Any member may withdraw from the Club by giving one calendar months notice in writing to the Secretary and upon the expiration of such notice that member shall cease to be a member.

**CESSATION OF MEMBERSHIP**

15. Any member shall ipso facto cease to be a member if he shall have failed for a period of not less than three months after the same shall have become due and payable to pay any annual subscription *or* any instalment thereof *or* any levy imposed by the Council and the Council shall resolve that such member shall cease to be a member.

**15A**

- 1) Subject to giving a member the opportunity to be heard or to make a written submission, the Council may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Club.
- 2) Particulars of the charge shall be communicated to the member at least one month before the meeting of the Council at which the matter will be determined.
- 3) The determination of the Council shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to sub-clause 15A 4) below), cease to be a member 14 days after the Council has communicated its determination to the member.
- 4) It shall be open to the member to appeal the expulsion, to the Club at a general meeting. The intention to appeal shall be communicated to the secretary or public officer of the Club within 14 days after the determination of the Council has been communicated to the member.

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- 5) In the event of an appeal under sub-clause 15A 4) above, the appellant's membership of the Club shall not be terminated unless the determination of the Council has been upheld by the members of the Club in general meeting after the appellant has been heard by the members of the Club, and in such event membership will be terminated at the date of the general meeting at which the determination of the Council is upheld."

**MANAGEMENT OF THE CLUB**

16.

- 1) Except to the extent mentioned in Clause 17 the policies of the Club shall be determined and the affairs of the Club shall be managed by the Council which may exercise all such powers of the Club and do on behalf of the Club all such acts as may be exercised *or* done by the Club *or* this Constitution and Rules required to be exercised *or* done by the Club in general meeting subject nevertheless to the provisions of this Constitution and Rules, and to such regulations, not being inconsistent with the aforesaid provisions, as may be prescribed by the Club in general meeting; but no regulation made by the Club in general meeting shall invalidate any *prior* act of the Council which would have been valid if such regulation had not been made.
- 2) The Council may appoint, remunerate and dismiss such executive and other officers, employees and representatives as it shall from time to time deem necessary and may delegate to anyone *or* more of them such of its powers as it shall think fit.

17. The Council shall have power:

- a) to convene meetings of members;
- b) to recommend that an association, club or organisation become an affiliated organisation;
- c) to arrange and supervise activities of and assist the members;
- d) to administer any property of the Club;
- e) to expend moneys and operate a bank account in the name of the Club.

18.

- 1) The Council shall cause to be kept true accounts of the sums of money received and expended by it and the matters in respect of which such receipts and expenditures take place. Such accounts shall be open to inspection by any member of the Club.
- 2) The Council shall each year cause to be made up an income and expenditure account and balance sheet relating to its affairs and shall send a copy thereof to each member.

**COUNCIL**

19. The Council shall consist of not more than nine voting members of the Club.

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**RETIREMENT AND ELECTION OF COUNCILLORS**

20.

- 1) The following provisions shall apply to Councillors:
  - a) At each annual general meeting all Councillors shall retire from office but shall be eligible for re-election. A retiring Councillor shall retain office until the conclusion of the meeting at which he retires.
  - b) At each annual general meeting the members present in person or by proxy may elect not more than nine voting Councillors and not less than five voting Councillors.
  - c) No person (not being a retiring Councillor) shall be eligible for election to the Council unless a member has nominated him for election and has at least fourteen clear days before the date of the annual general meeting at which the election is to be held given written notice to the Secretary of the intention to propose such person for election or unless such person has been recommended by the Council for election and notice in writing of such recommendation has been given to the Secretary.
- 2) If at any annual general meeting at which an election of Councillors ought to take place the places of retiring Councillors are not filled up the places shall be filled firstly by:
  - a) nominations from the floor of members who have been financial members of the Club for a minimum of 12 months.
  - b) if there are no nominations from (a) then by
  - c) the retiring Councillors or such of them as have not had their places filled up and are willing to act shall be deemed to have been re-elected.
21. The members may by resolution at a general meeting remove any Councillor before the expiration of his period of office and may elect another member in his place.
22. If a casual vacancy shall occur amongst Councillors, the remaining Councillors may resolve to appoint a member to fill the vacancy.

**PROCEEDINGS OF THE COUNCIL**

23. The Council may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Four Councillors shall form a quorum.
24. The Council shall appoint a Secretary and a Treasurer who need not be Councillors.
25. The Council shall elect one of its number to be President until the conclusion of the next ensuing annual general meeting.
26. The Council may meet at any time and the Secretary shall upon the request of a Councillor convene a meeting of the Council
27. Questions arising at any meeting of the Council shall be decided by a majority of votes. In the event of an equality of votes the President shall have a second or casting vote.

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28. The Council may act notwithstanding any vacancy in the number of Councillors but if and so long as that number is reduced below the minimum number necessary to form a quorum at a meeting of the Council the remaining Councillors may act for the purpose of summoning a general meeting but for no other purpose.
29. The President shall be entitled to be chairman of meetings of the Council but if he shall not be present or being present shall not be willing to take the chair at a meeting those Councillors who are present shall choose one of their number to be chairman of such meeting.
30. The Council shall cause proper minutes to be made of the proceedings of all meetings and of all Council meetings and all business transacted at such meetings, and any such minutes of such meetings signed by the chairman thereof or by the chairman of the next succeeding meeting, shall be prima facie evidence without further proof of the facts therein stated.

**GENERAL MEETING**

31. The Club shall in each year hold its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it. Not more than fifteen months shall elapse between the date of one annual general meeting of the Club and that of the next. The annual general meeting shall be held at such time and place as the Council shall appoint.
32. All meetings other than annual general meetings shall be called general meetings.
33. The Council may, whenever it thinks fit, convene a general meeting.
34. In the case of an annual general meeting or of a meeting convened to pass a special resolution, twenty-one clear days' notice in writing at the least and in other cases fourteen clear days' notice in writing at the least (exclusive of the day on which the notice is served or deemed to be served, and of the day for which the notice is given) specifying the date, time and place of meeting and in the case of special business the general nature of such business, shall be given to the members in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Club in general meeting.
35. The accidental omission to give notice to, or the non-receipt of notice by, any member shall not invalidate the proceedings of any general meeting.
36. All business shall be deemed special that is transacted at a general meeting, and also all business that is transacted at an annual general meeting, with the exception of the reading and consideration of the income and expenditure account and balance sheet and the reports of the Council and election of a President.
37. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Ten members present in person or by proxy or attorney shall be a quorum for all purposes.



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38. If within half an hour from the time appointed for the holding of a general meeting a quorum is not present the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.
39. The President shall be entitled to be Chairman at every general meeting, but if there be no President or if at any meeting the President shall not be present within fifteen minutes after the time appointed for holding the same or if being present shall be unwilling to take the chair, the members present shall choose some person present at the meeting and entitled to vote thereat to be Chairman of the meeting.
40. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
41. At any general meeting unless a poll be taken a resolution put to the vote of a meeting shall be decided on a show of hands and a declaration by the Chairman that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minute book shall be conclusive evidence of the fact without further proof of the number or proportion of votes recorded in favour of or against such resolution. A poll may be directed by the Chairman or demanded by any member present at the meeting and entitled to vote and unless the meeting at which such poll is so directed or demanded unanimously resolves that the poll shall be taken immediately the poll shall be taken at an adjournment of the meeting to be held at such time (not being earlier than six days after the meeting at which such poll was directed or demanded) as the Chairman shall direct. No adjournment for the purpose of taking a poll shall prevent the transaction of any other business which is capable of being transacted at the meeting at which the poll is directed or demanded.
42. If any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the resolution unless it be pointed out at the same meeting, or at an adjournment thereof, nor unless it shall in the opinion of the Chairman of the meeting be of sufficient magnitude to vitiate the resolution.
43. In the case of an equality of votes, the Chairman shall be entitled to a second or casting vote.

**VOTES OF MEMBERS**

44. Each member present at a general meeting shall be entitled to one vote and for the purposes of this Constitution a member shall be present at a meeting if represented thereat by a proxy or attorney, provided that on a show of hands no person present at the meeting shall have more than one vote but on a poll each person present at the meeting shall be entitled to one vote for each member for whom he is proxy or attorney in addition to the vote (if any) to which he may be entitled as a member.

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45. The instrument appointing a proxy shall be in writing in the usual common form or in such other form as the Council may determine and shall be under the hand of the appointor, or of his attorney duly authorised in writing. A proxy need not be a member of the Club.
46. The instrument appointing a proxy, and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power or authority shall be lodged with the Secretary not less than eight hours before the time fixed for holding the meeting or adjourned meeting at which the person named in such instrument of proxy proposes to vote and if not so lodged shall be treated as invalid.
47. A vote given in accordance with the terms of an instrument appointing a proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy, unless previous intimation in writing of the death or revocation shall have been received by the Secretary.
48. Any member may by power of attorney duly executed appoint an attorney to act on his behalf at all meetings of the Club and such power of attorney or proof thereof to the satisfaction of the Council shall be produced for inspection to the Secretary together with such evidence of the due execution thereof as the Council may require before the attorney shall be entitled to act thereunder and such attorney may be authorised to appoint a proxy for the member granting the power of attorney.

**NOTICES**

49. A notice may be given by the Club or the Council to any member either personally, by email, or by sending it by post addressed to the member at his or her registered address. Notices sent by email shall be deemed to have been served on the date on which the email is successfully transmitted. Where a notice is sent by post, service of the notice shall be effected by properly addressing, prepaying and posting a letter containing the notice, and shall be deemed to have been served at the expiration of the Australia Post delivery service standard applicable at the time of mailing.

**COMMON SEAL**

50. The Council shall obtain a Common Seal for the use of the Club and shall provide for the safe custody thereof. The Seal shall never be used except by the authority of a resolution of the Council and every instrument to which the Seal is affixed shall be signed by two Councillors.

**CHEQUES. BILL. ETC.**

51. All cheques, bills of exchange and promissory notes shall be signed, drawn, made, accepted or endorsed (as the case may be) for and on behalf of the Club by two Councillors. Payments can be made by the electronic transfer of funds, provided such transfers are electronically authorised by two councillors.

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**RULES OF DEBATE**

52. All meetings provided in this Constitution and Rules shall be conducted in accordance with the following rules of debate:

- 1) Every member desiring to speak shall rise in his place and address the Presiding Officer. The Presiding Officer may remain seated.
- 2) Members speaking shall confine themselves to the questions under debate, and avoid all personalities or indecorous language, as well as any reflection upon the Club or its members, and no member shall speak until he has been recognised by the chair. No member may impugn the motives of previous speakers.
- 3) When two or more members rise to speak the Presiding Officer shall call upon the person who in his opinion first rose.
- 4) Every member shall give his attention to the debate.
- 5) A motion may be heard that a person who has risen to speak "be now heard".
- 6) No question shall be discussed until a motion on the subject has been proposed and seconded. In the absence of a seconder, any motion, amendment, or further amendment lapses.
- 7) An amendment may be moved on the original motion (provided it is not a direct negative), and may be discussed after being seconded, and the vote on the motion shall not take place until the amendment has been disposed of.
- 8) Until the amendment before the chair has been carried or lost, no other amendment shall be received; i.e. only one amendment shall be dealt with at a time.
- 9) No amendment shall be received which is identical with one previously considered.
- 10) Every amendment shall be framed so as to form either by itself or with the motion upon which it is moved an intelligible and consistent sentence.
- 11) If all the amendments are negative, the original motion shall be put to the meeting, but if an amendment be carried it shall displace the original motion and become the motion, whereupon it may be altered by amendment, in accordance with the above rules.
- 12) The mover or seconder merely of any motion or amendment shall be held to have spoken to the same, and in the discussion of either no member shall be allowed to speak more than once (except strictly in explanation, or in contradiction of a misstatement) excepting the mover of the original motion, who shall have the right to reply.
- 13) No speaker shall be interrupted unless on a point of order, when he shall sit down until the point of order is settled by the Presiding Officer, whose decision shall be considered [mal, unless at once challenged by a motion dissenting from the same, which motion must be carried by a majority of those present.
- 14) Amendments may be withdrawn by the joint consent of the mover and seconder. Motions may be withdrawn by the mover and seconder unless the meeting dissents.
- 15) Any member wishing for a division of any motion may move a resolution to that effect, which, if seconded and carried, shall be actioned upon.

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16) The closure may be applied by the carrying of either of the following resolutions:

- a) That the amendment be now put;
- b) That the mover be now heard in reply.

When either of these motions is moved and seconded, it shall without discussion, be put to the meeting, and if carried, then acted upon. If the first motion be carried, the discussion may, after disposal of the amendment, be resumed in accordance with the foregoing rules. If the second motion be carried, all discussion on the question shall cease after the reply of the mover.

17) In the event of a motion for the closure being lost, no motion of like character shall be moved until after two members have spoken on the question.

18) No member who has spoken on a question can move the closure of the same.

19) Any motion of which notice has been given may be altered or amended by the meeting, provided that the spirit of the resolution carried be not inconsistent with the formal notice.

20) Any subject that has been settled by vote or division cannot be again entertained at the same meeting, or at any subsequent meeting unless due notice be given at a previous meeting of the Council or General Meeting.

21) Any meeting may pass a resolution to fix a time limit for speeches.

22) All motions or amendments shall be handed to the Presiding Officer in writing, if demanded, before being put to the meeting.

23) Formal motions (as for adjournments, division or closure) shall be put without discussion, and take priority over the business under consideration. Such motions shall however, not be moved while a member has the floor.

24) The Presiding Officer may accede to the request of a member to have the names of members voting on a question taken down in the minutes.

25) Any member has the right to protest, and have his protest entered on the minutes.

26) Any or all of the standing orders can be suspended by a majority of the members present carrying a resolution stating the object wished for, and upon settlement of the question for which suspension was granted, such suspensions shall lapse.

27) In all cases not herein or otherwise provided for, resort shall be made to the rules, forms and usages of parliament, which shall be followed so far as the same is applicable to the proceedings of the Club.

**ALTERATION OF RULES**

53. These rules may be altered (including the Club's name) by special resolution of the members of the Club. This includes rescision or replacement by substitute rules.

The alteration shall be registered with Consumer and Business Services, Corporate Affairs Commission as required by the Act.

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The registered rules shall bind the Association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

The Act provides that an alteration to a rule may be made by special resolution of the association unless other provision is made in the rules.

Subject to any condition in the rules or a resolution to the contrary, an alteration to the rules comes into force at the time that the alteration is passed. This does not apply to an alteration to the name of the Club which does not come into force until registered by Consumer and Business Service, Corporate Affairs Commission.