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Certificate - Alteration of rules

Section 21 Incorporated Societies Act 1908

1. Name of society

BALLOON AVIATION ASSOCIATION OF NEW ZEALAND INCORPORATED

2. Society number

475277

I certify that the alteration has been made in accordance with the rules of the society.

Name

S. CURSONS

Position

PRESIDENT

Signature

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30 / 04 / 2018

3. Complete this checklist before filing your application

- Checklist items: This certification has been completed by an officer of or a solicitor for the society. A copy of the rule alteration(s) is attached. NOTE | This can either be a complete copy of the updated rules with the alterations underlined or in bold type, or a copy of the particular rule(s) that were altered. The copy of the alteration to rules has been signed by three members of the society.

For society name changes --

- Checklist items: This rule alteration also includes a name change for the society, and We have checked that the new name of the society is available by conducting Register Searches at both www.societies.govt.nz and www.companies.govt.nz

What must be included in your rules?

Section 6 of the Incorporated Societies Act 1908 requires that a society's rules include the following:

- List of requirements: The name of the society (ending with the word Incorporated), The objects for which the society is established, How people become members of the society and cease being members of the society, How meetings of the society will be called and held and how voting will take place, How officers of the society will be appointed, Control and use of the common seal, How the society's funds will be controlled and invested, The powers (if any) that the society has to borrow money, How any property of the society will be distributed in the event of the society being wound up, How the rules of the society can be altered

COMPANIES OFFICE - 4 MAY 2018 RECEIVED

NPC# 09 - 4 MAY 2018

4. Your contact details

Name and postal address: S. CURSONS, 34 ABBOT ST, NGAIO, WELLINGTON



Email (optional)

**CONSTITUTION  
OF  
BALLOON AVIATION ASSOCIATION OF NEW ZEALAND INCORPORATED.**

**1. NAME**

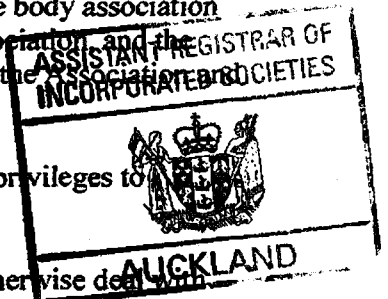
THE name of the Society shall be **BALLOON AVIATION ASSOCIATION OF NEW ZEALAND INCORPORATED** (hereinafter called "THE ASSOCIATION").

**2. OBJECTS**

THE objects of the Association are to encourage and promote hot air ballooning in New Zealand by the association of all interested parties.

To attain and further the general objects of the Association it shall be lawful for the Association:

- (a) To collect and supply information and to advise on all or any pertaining to aviation.
- (b) To represent generally the views of persons, associations, organisations and societies connected with hot air ballooning; to consider originate and promote reform of the law relating to aerostatics generally; and for the said purpose to petition Parliament or it's agent or take such other proceedings as may be deemed expedient.
- (c) To promote, undertake and exercise control of competitions, aviation events, sporting events and trials in connection with hot air ballooning in New Zealand.
- (d) To promote and hold, either alone or jointly with any other association, club or company or person, aviation events, aviation meetings, competitions, matches, exhibitions and trials; and to accept offer, give or contribute towards prizes, medals and awards; and to promote, organise or support fund raising events of all legal kinds.
- (e) To endorse or ensure persons connected with hot air ballooning and all things relating thereto as may be required; and to make reports and recommendations to clubs, authorities or persons concerning the same both national and international.
- (f) To establish, promote or assist in establishing or promoting and to subscribe to, amalgamate with or become a member of any corporate body association or club whose objects are similar to the objects of the Association and the establishment or promotion of which may be beneficial to the Association and in furtherance of the objects of the Association.
- (g) To raise money by subscription and to grant any rights or privileges to subscribers.
- (h) To buy, sell, lease, hire, mortgage, charge, exchange or otherwise deal with



*[Handwritten signatures and initials]*

any real or personal property.

- (i) To accept any gift of property, whether subject to any special trust conditions encumbrances or not, for any one or more of the objects of the Association.
- (j) To enter into any contract or arrangement with any Government or local authority or any club, corporate body or person which may be conducive to the furtherance of the objects of the Association.
- (k) To borrow or raise money with or without security in such manner as the Association shall think fit, and in particular by mortgages, debentures or debenture stock, charged upon all or any other the Association undertaking, goodwill, property and assets (both present and future), and including future acquired property and to purchase, redeem or pay off such securities.
- (m) To draw, make, accept, endorse, discount, execute, issue and negotiate promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments and to guarantee or become surety for the contracts and obligations of any person, firm, club or corporation.
- (n) To invest, land, deal with the moneys of the Association upon such security or without security and in such manner as may from time to time be determined by the Association.
- (o) To appoints, remove or suspend any secretaries, treasurers, officers, clerks or servants and to direct and control them.
- (p) To do all or any of the things hereby authorized alone or in conjunction with another or others.
- (q) To do all such other things as are considered by the Association to be incidental or conducive to the attainment of the above objects.
- (r) To monitor and manage all hot air balloon pilot exams and Qualifications, to issue all licences and/or Certificates, keep accurate records of issuings, and represent all licences and/or Certificate holders in regard to CAA and the Act of Parliament.
- (s) To monitor, manage and issue BAANZ Balloon Pilot Certificates and keep an accurate register of issuings.
- (t) To hold Part 149 certification to enable above if required
- (u) To hold a Part 141 certification if required.
- (v) To monitor, manage and direct Ballooning in New Zealand via the BAANZ Operations Manual and Training Manual (and their latest versions).



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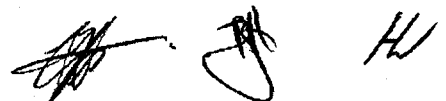
**3. MEMBERSHIP**

**(A) CLASSES OF MEMBERS**

- (a) **Full Membership:**  
Is open to any natural person who supports the objects of the Association and is entitled to one vote.
- Is required by any person to be able to fly a hot air balloon registered in New Zealand without a member and licence holder present in the basket.
- This membership is renewable annually.
- (b) **Associate Membership:**  
Is open to any natural person who supports the objects of the Association that does not wish to become a full member.  
This membership has no voting right.
- (c) **Life Membership:**  
Is open to any person for their natural lifetime and who supports the objects of the Association. This membership is entitled to one vote.
- (d) **Corporate Membership:**  
Is open to any person, club, organisation, corporate body or Association.  
This classification has no voting right.
- (e) **Honorary Membership:**  
Is open to any person, club organisation, corporate body or association and shall be elected to such membership by the Association in General Meeting, in recognition of their outstanding service to the Association or contribution to hot air ballooning generally. This classification does not carry voting rights.

**(B) APPLICATION FOR MEMBERSHIP**

- (a) Applications for all classes of membership (other than honorary membership) shall be in writing on the prescribed form signed by the applicant and two existing full members of the Association (proposer and seconder) and shall be lodged with the Secretary with the application fee (if any) from time to time prescribed by the Executive.



- (b) Membership applications will be received and accepted at the next meeting of the Executive or at the next Annual General Meeting whichever comes first.
- (c) If an application is accepted the applicant shall be advised as soon as practicable by the Secretary and the applicant shall thereupon immediately pay any prescribed entry fee and the appropriate subscription, and thereupon be enrolled as a member.

**(C) REGISTRATION OF MEMBERS**

A Register of members shall be kept by the Secretary and shall contain such details as may be subscribed from time to time by the Executive. The Register shall be kept up to date at all times and members shall communicate to the Secretary any change of such member's name or address as soon as practicable.

**(D) CESSATION OF MEMBERSHIP**

- (a) Resignation  
Any member may resign from the Association on giving written notice to the Secretary. No subscriptions will be refunded upon resignation.
- (b) Expulsion
  - (i) Any member that shall fail to observe the Rules of the Association or whose conduct in an respect is in the opinion of the Executive, prejudicial to the Association may be forthwith expelled from membership of the Association by resolution to that effect passed by a majority of not less than fifty-one per cents (51%) of all the full members of the Association entitled to vote (including if applicable the full member which is the subject of the resolution) and voting either at a General Meeting of the Association of which not less than twenty-eight (28) days previous notice has been given and which notice specifies that intent to propose such resolution or on a postal ballot of which the same notice and specified intent has been given.
  - (ii) Any member whose subscription is in arrears and the same remains unpaid for one (1) calendar month after written notice to that member from the Secretary for payment of such arrear has been give many be expelled from membership by resolution of the Executive.

PROVIDED ALWAYS that expulsion shall not relieve that member from liability for payment of the subscription(s) and /or other monies due or payable to the Association by that member at the time of such expulsion.

**(E) PAYMENTS TO MEMBERS**



No member of the organization or any person associated with a member shall participate in or materially influence any decision made by the organization in respect of the payment to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever. "Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value). The provisions and effect of this clause shall not be removed from this document, and shall be included and implied into any document replacing this document (IRD letter 3 August 2015).

**(E) PERSONAL BENEFIT**

Notwithstanding anything expressed or implied the activities of the organization shall not be carried on for the personal pecuniary profit or benefit of any member or individual or associated person.

**4. SUBSCRIPTIONS**

- (a) The annual subscription of the Association shall be payable in advance and becomes due on the 1<sup>st</sup> day of May each year or as from on any other such day which may from time to time be prescribed by the Executive at the commencement of the financial year of the Association. The financial year is defined as that term between the dates of 1<sup>st</sup> April and 31<sup>st</sup> March of the following year (- twelve (12) months).

The amount of each subscription shall be the amount as may be fixed from time to time by the Association in General Meeting which shall be entitled to fix different amounts for different classes of members.

- (c) Where membership commences part way through the financial year of the Association, that member shall be required to pay a full year's subscription.

**5. EXECUTIVE OFFICERS**

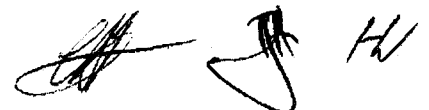
- (a) The Association shall have a Chairperson/President, Vice Chairperson/Vice-President, Secretary, Treasurer and up to five General Members on the board. Make up of the Committee shall be an odd number, should the Secretary and Treasurer become a single position then an extra Committee position may be provided. Such officers shall be elected annually, at the Annual General Meeting of the Association but shall not enter upon their office until the end of the Annual General Meeting following their election but shall be eligible for re-election.
- (b) Election of Officers:

A vote shall be held separately on each position beginning with Chairperson/President, Vice Chairperson/Vice-President, Secretary and committee in that order.

- (c) Any such vacancy of an executive member may be filled by the Chairperson/President until the next Annual General Meeting.
- (d) At the Annual General Meeting, each year an Auditor shall be appointed to examine the financial statements of the Association for the ensuing year.  
The Chairperson/President shall in the event of the Auditor so appointed being unable to act, appoint another instead. The annual financial statements shall not be passed unless duly audited.  
This position of Auditor must be undertaken by a qualified person.
- (e) Voting:
  - (i) Four (4) members of the Executive Officers present personally shall form a quorum.
  - (ii) Each member of the Executive shall be entitled to one vote at Executive meetings.
  - (iii) The Chairperson/President may exercise casting vote if required.
- (f) Procedure:
  - (i) The Executive shall have power to regulate its own procedure.
  - (ii) The Executive may co-opt additional persons as members of the Executive for such period as it may think fit but not beyond the next ensuing Annual General Meeting of the Association.
  - (iii) At all meetings of the Executive the Chairperson/President or in his/her absence the Vice-Chairperson/Vice-President present shall be the Chairperson.
  - (iv) If neither the Chairperson/President nor Vice-Chairperson/Vice-President shall be present the longest serving member of the Executive shall be Chairperson.
  - (v) Committee members will fulfill their job descriptions as per those specified in Appendix A
- (g) Subcommittees:  
The Executive shall have power to establish such subcommittees as it may deem necessary from time to time to assist in carrying out its duties and to delegate all or any of its powers to such subcommittees.

## 6. MEETINGS OF THE ASSOCIATION

- (a) **THE ANNUAL GENERAL MEETING:**  
The Association shall meet annually in Annual General Meeting at such place and at such time as shall be decided by the Executive and such meeting shall be summoned by the Secretary who shall give twenty-eight



(28) days clear notice in writing to each member specifying the place, date, and hour of such meeting. The Chairperson shall submit to the AGM a report on the affairs of the Association for the preceding year and the Treasurer shall submit financial statements for the preceding year to the financial members present at the AGM. A copy of the report and financial statement may be sent to every full member at least 10 days before the AGM.

(b) **SPECIAL GENERAL MEETINGS:**

The Association shall meet at such other times and places as shall be decided by the Chairperson or by the Executive or if required by written notice from at least four (4) full member and the special business to be transacted there at shall be specified in the notice convening such meeting. Twenty-eight (28) clear days' notice in writing shall be given to each member specifying the place, date and hour of such meeting. At any meeting so convened, no other business shall be introduced and dealt with.

(c) **PROCEDURE;**

(i) The business at any meeting of the Association shall be dealt with and any resolutions shall be passed by the votes of the full members present. A quorum for an Annual or Special General Meeting of the Association shall be not less than 14 full members. All notices of motion to be introduced at meetings, must be submitted to the Chairperson/President or Secretary seven days prior to the meeting.

(ii) The Chairperson/President of the Association or in his/her absence, Vice-Chairperson/Vice-President shall be Chairperson of the meetings but when no such officer is present the full members present shall appoint a Chairperson from their number.

(iii) Proxy votes: Accepted by email from members own email address in common use with the President and Secretary, or in the members own signed hand writing, via the Secretary.

(iv) For those members not physically present at a meeting, participation will be able to occur via previously agreed online media or phone conference.

7. **COMMON SEAL**

The Common Seal of the Association shall consist of the words "The Balloon Association of N.Z. (Incorporated)" in the forms of a circle, with the words "Common Seal of" in the centre, and shall be kept in the custody of the Secretary who shall affix it to such documents as the Executive may from time to time direct. Every document to which the Seal is affixed shall be signed by two members of the Executive and the Secretary.

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**8. REGISTERED OFFICE**

The Registered Office of the Association shall be such place in the Dominion of New Zealand as shall from time to time be fixed by the Executive.

**9. ALTERATION OF RULES**

Subject to the requirements of Section 21 of the Incorporated Societies Act 1908 the Rules of the Association may be added to, altered or rescinded by resolution in that behalf passed by a simple majority of votes of the full members present at any General Meeting of the Association of which not less than one (1) month's previous notice has been give to all full members and which notice specifies the intent to propose such resolution.

No addition to or alteration of the amateur sports aims/objects, personal benefit clause, payments to members clause or the winding-up clause shall be approved without the approval of Inland Revenue (or its' statutory successor in the approval of amateur sports promoters). The provisions and effect of the clause shall not be removed from this document and shall be included and implied into any document replacing this document. (IRD letter 3 Aug 2015).

**10. WINDING UP**

The Association may be wound up voluntarily under and subject to the provisions following:

- (a) Such winding up shall be effected only upon a resolution of the Association made and passed by a simple majority of votes of the full members of the Association present at any General Meeting of the Association convened wholly or partly for that purpose, of which notice stating precisely the nature of the business shall have been given to every member not less than twenty-eight (28) clear days before the date of the intended meeting.
- (b) The said resolution, if carried as aforesaid, shall not take effect until it has been confirmed by a majority vote of the full members present. If the resolution is so confirmed at the same General Meeting the full members shall pursuant to Regulation 8 (2) of the Incorporated Societies Regulations 1979 appoint a liquidator or liquidators for the winding up of the Association and may fix the remuneration to be paid thereto.
- (c) Notice of such confirming resolution shall forthwith be sent to the Registrar of Incorporated Societies.
- (d) The winding -up of the Association shall be deemed to commence from the date on which the confirming resolution is passed.
- (e) From the date of commencement of the winding-up, the Association shall cease to carry on it's business and functions except so far as shall be required for the beneficial winding-up thereof but it's corporate state and all it's



corporate powers shall continue until the affairs of the Association are wound up.

- (f) For the purpose of the voluntary winding-up of the Association the Liquidator(s) shall, out the monies of the Association, pay the costs and expenses of such winding-up and shall pay and satisfy the debts and liabilities of the Association and if the ready money of the Association in his or their hands shall be insufficient for the purpose, the liquidator(s) shall sell and convert into money all or any of the assets and property real or personal, of the Association and shall apply the proceeds of such sale, or so much thereof as shall be required, first in payment of the costs and expenses of such winding –up and secondly in satisfaction and discharge of the debts and liabilities of the Association, either wholly or in so far as such assets and property, when so realised with extend.
- (g) **Winding-up**  
If upon the winding up or dissolution of the organisation 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 organisation but shall be given or transferred to some other organisation or body having objectives similar to the objectives of the first organization, or to some other charitable organization or purpose, within New Zealand (IRD letter 3 Aug 2015).
- (h) **Payments to Members**  
No member of the organization or any person associated with a member shall participate in or materially influence any decision made by the organization in respect of the payment to or on behalf of the member or associate person of an income, benefit, or advantage whatsoever. Any such payment made shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value). The provisions and effect of this clause shall not be removed from this document, and shall be included and implied in any document replacing this document. (IRD).
- (i) **Personal Benefit**  
Notwithstanding anything expressed or implied in these rules, the activities of the organization shall not be carried on for the personal pecuniary profit or benefit of a member or individual or associated person. (IRD).

## 11. INDEMNITY

The members of the Executive shall at all times be held indemnified by the Association from and against all claims acts proceedings and damages made suffered or sustained by such member as a result of bonafide carrying out the requirements of the Executive or the Association.



**12. REGULATIONS OR BY-LAWS (RULES OF THE ASSOCIATION)**

The Executive may, subject to these Rules, from time to time make alter or repeal Regulations or By-Laws prescribing:

- (a) Rules for competitions, contests, trials, exhibitions and other events in which hot-air balloons may take part and conditions under which such competition, contests, trials, exhibitions or events may take place.
- (b) Rules and Standing Orders for the conduct of meeting of the Association the Executive and any subcommittee appointed within these Rules.
- (c) The rights, powers, and duties of officers of the Association (See Appendix A for Job Descriptions).
- (d) Rules for the administration of the affairs of the Association and for regulating all matters coming within the general scope of the object and purpose of the Association (including but not limited to BAANZ Operations Manual and BAANZ Training Manual, BAANZ Memorandums, BAANZ Online Etiquette, and BAANZ Code of Conduct).

Dated this 30 March 2018.

Signed in duplicate by three (3) members)  
Of the Association pursuant to Section 21)  
(2) of the Incorporated Societies Act 1908.)

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## Appendix A

### Job Description

#### President

- A1 The President is elected by the members at the General Meeting and is responsible to those members for the following tasks;
- A1.1 As Chairperson of the Association, ensure all General Meetings are run according to the Rules and accepted meeting procedure.
  - A1.2 Committee, hold regular Committee meetings to enable the affairs of the Association to be run effectively and efficiently.
  - A1.3 To be an ex-officio member of any sub committee as the full committee may from time to time establish.
  - A1.4 To be able to communicate with media on any matter related to the Association as required.
  - A1.5 To assist the Committee formulates policy for the running of the Association, including the addition to, repeal of, or change to the current rules.
  - A1.6 To Communicate to the members regularly regarding the business affairs and activities of the Association.
  - A1.7 To act as Liaison person between the Check Pilot and the Committee.
  - A1.8 At all times the President will remain an enthusiastic supporter of the Association, and do reasonable things to further its interests.

#### Vice President

- A2 The Vice President is elected by the members at the Annual General Meeting and is responsible to those members for the following tasks;
- A2.1 To be familiar with and assist the President to carry out his/her tasks, and deputise for him/her as required.
  - A2.2 To Advise and assist the Committee in formulating safe and efficient operational practices, and help implement agreed policy.
  - A2.3 To Liaise with other Ballooning Organisations, both Nationally and Internationally as required, and ensure relevant information gained is disseminated to members.
  - A2.4 As Social director, arrange suitable functions for members to attend, and ensure regular Balloon orientated events are planned and held.
  - A2.5 To attend Committee meetings and carry out such other tasks as the Committee may require from time to time.

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## **Secretary**

- A3 The Secretary is elected by the members at the Annual General Meeting and is responsible to those members for the following tasks;**
- A3.1 Keeping (or delegating responsibility thereof) accurate minutes of all General meetings of the Association, and each Committee meeting.**
  - A3.2 Receiving, writing and sending correspondence and providing a record of this for each Committee meeting.**
  - A3.3 Maintaining a register of members, in accordance with Section 2.2 of the Incorporated Societies Act, 1908.**
  - A3.4 An updated list of members with their membership status, name, address and telephone number is to be made available to members annually or as required by the committee.**
  - A3.5 Clearing the Association's mailbox regularly, and actioning correspondence as required, and passing on bills to the Treasurer to action.**
  - A3.6 Clearing the Club Voice Mailbox and email Inbox regularly and actioning any messages.**
  - A3.7 Retaining custody of the Common Seal for application to official papers as required by the Committee.**
  - A3.8 Arranging storage of the Associations Archives.**
  - A3.9 Giving Application forms to potential new members, acknowledging receipt of the same, once confirmed advise the new member within fourteen (14) days.**
  - A3.10 Holding Association stationary, and ensuring all members have copies of the current rules.**
  - A3.11 Arranging sympathy cards, congratulatory cards, and/or gifts as may be required by the Committee.**
  - A3.12 A petty cash float may be held by the Secretary and accounted for annually, or more often as required by the Committee.**
  - A3.13 For production of a suitable newsletter and posting out to members on a regular basis.**
  - A3.14 To attend Committee meetings and carry out such other tasks as may be required by the committee from time to time.**

## **Treasurer.**

- A4 The Treasurer is elected by the members at the Annual General Meeting and is responsible to those members for the following tasks;**
- A4.1 For keeping full and accurate records of the Associations financial affairs, and providing reports both to the committee and the Registrar of Incorporated Societies as required.**
  - A4.2 For receiving subscriptions from members, for keeping an up-to-date list of Members subscription status, for receiving all other monies, collating flying times, billing members and receiving payments, and for banking all funds promptly.**
  - A4.3 For paying all the Associations accounts from the Associations Bank Accounts, and preparing a record of income and expenditure for each Committee meeting.**

- A4.4 For preparing a statement of the Club's income and expenditure for the preceding financial year. These are to be audited for presentation to the membership at the Annual General Meeting, along with a list of assets and liabilities as at the end of the financial year, in accordance with the Incorporated Societies Act, 1908.
- A4.5 In Liaison with the committee, preparing an annual budget for the forthcoming year to be presented at the Annual General Meeting, along with a recommendation for the Annual subscription rate for all categories of membership. This to be completed in time for the committee's final scheduled meeting prior to the Annual General meeting.
- A4.6 To recommend to the Annual General Meeting the name of an auditor for the coming year.
- A4.7 To assist the Committee in a fund-raising activities.
- A4.8 To make recommendations to the Committee on accountancy practices, and investment decisions, and at all time to strive for cost efficiencies within the Association.
- A4.9 To attend Committee meetings and carry out such other tasks as may be required by the committee from time to time.

**Committee Member**

- A5 The Committee members are elected by the members at the Annual General Meeting and is responsible to those members for the following tasks;
  - A5.1 To be familiar with and assist all Committee members tasks.
  - A5.2 An indication of some of the jobs that are likely to require effort on the part committee members are as follows;
    - A Publicity
    - B Newsletter Production
    - C Crowd control at public functions
    - D Roster Liaison for event Flying
    - E Scoring at Fiestas
    - F Club Inventory Control
  - A5.3 To attend Committee meetings and carry out such other tasks as may be required by the committee from time to time.

30/03/18. Howard Watson.

30/03/2018 JOHN HOLDENBERG.

30/03/2018 D. Brownrigg.

*H. Holden*  
*[Signature]*  
*[Signature]*

*Vic. President*  
*SECRETARY.*  
*Committee*

*[Signature]* *[Signature]* *HW*