

AUSTRALIAN SPORT ROTORCRAFT ASSOCIATION

incorporated

BY – LAWS

The following By-Laws **must** be read in conjunction with the ASRA Inc. Constitution

INTRODUCTION

The By-Laws in Sections 1 - 17, have been approved by the ASRA Inc. Board - **Date of Approval 17th March 2015** under the authority of Section C.7 and C.8 of the ASRA Constitution for the purpose of further understanding and clarification of the Constitution.

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PART I - PRELIMINARY

B.1&2 Board Responsibilities

The Board shall be responsible to the CASA, for insuring that Gyroplanes are operated in accordance with the Regulations, Orders and Advisory information which governs the conduct of Civil Aviation in Australia.

- C. 4 The Board shall appoint an Operations Manager for the control of Gyroplane operations. Nominations for Operations Manager shall be called for as and when required.

Any non-routine decisions by the Operations Manager shall be valid, and will be ratified or otherwise by the Board, either by email or at the next Board Meeting”

The Board will appoint a delegate to other organisations as is necessary.

PART II - MEMBERSHIP

3.1 Nominations for Membership

A Club can become a member of the Association by Affiliation but does not have voting rights at ASRA Inc. Board Meetings.

Any member may vote at General Meetings.

3.2 Honorary and Life Members

- a. Life memberships may be awarded by the Board to members for exceptional voluntary service.
- b. Honorary Membership may be awarded by the Board to any person/s acting as appointees of the Board, for the duration of their appointment. Their privileges will be identical to ordinary members. The duration will be for such period as the Board shall determine.
- c. A nominee must not be present during any deliberations on this subject.

4.0 Membership entitlements.

Membership Applications – For

- a. Person - Shall be made on the Association's Application / Renewal Form.
- b. Affiliated Club - Shall be made on the Association's Application / Renewal Form.
- c. Indemnity – To be Signed by ALL Members including the authorised officer of an Affiliated Club.

5.5 Members expelled

- a. Any member divulging information from the ASRA's records without Board permission, may be expelled from the ASRA (except that Board members or appointees may use such information only as far as is necessary for them to fulfill the requirements of their job descriptions).
- b. Any member using the ASRA recorded information for his/her own political/private use without the ASRA Board's consent, may be expelled from the ASRA.

7.1 Fees, Subscriptions & Insurance

Due on or before December 31th each year.

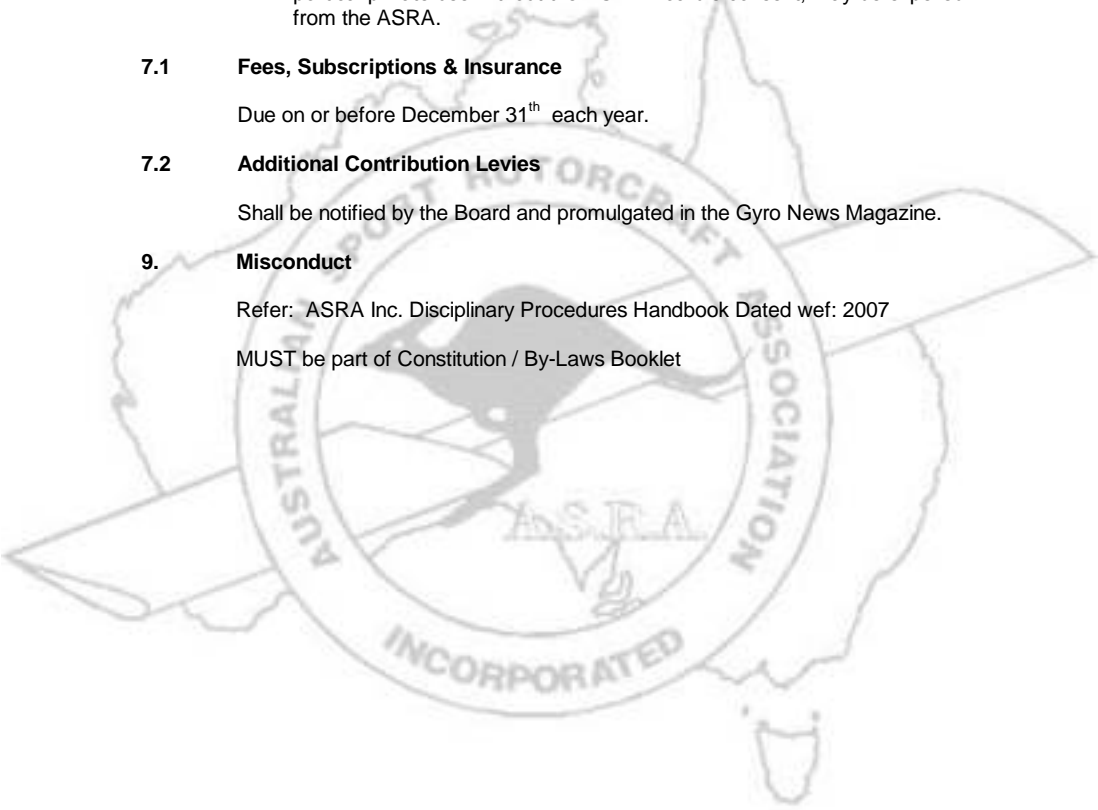
7.2 Additional Contribution Levies

Shall be notified by the Board and promulgated in the Gyro News Magazine.

9. Misconduct

Refer: ASRA Inc. Disciplinary Procedures Handbook Dated wef: 2007

MUST be part of Constitution / By-Laws Booklet



PART III – THE BOARD

11.4 Powers and Duties of the Executive

- a. The Executive shall superintend and conduct the day to day business of the Association.
- b. It shall be the duty of the Executive to carry into effect the directions of the Board and also to maintain the provisions of the Constitution and By-Laws.
- c. The Executive shall exercise such further powers as may from time to time be delegated to it by the Board.
- d. Notwithstanding anything hereinbefore contained the Executive shall be subject to any direction that may be given by a majority of the Board but no such direction shall invalidate any prior or otherwise valid action of the Board.

11.5 Appointment of Public Officer

- a. A copy of the letter appointing the ASRA Inc. Public Officer shall be held in trust by the ASRA Secretary.
- b. Where the appointed Public Officer is not an ASRA Inc. Member, he/she shall be appointed an Honorary Member in accordance with Part 2.-2 of the Constitution.

11.6 Board Member's Confirmation when arranging Transactions

All transaction details must be verified by the ASRA Board prior to arrangements for payment for any service or consultation fee.

13.1 Election of Board Members

- a. Cut off date for Nominations for Board positions shall be notified in the Gyro News Magazine.
- b. Voting forms will be distributed to all members by Australia Post or the Gyro News Magazine.
- c. Poll closure date shall be stated on the voting forms, published in the Gyro News Magazine and on the ASRA website at www.asra.org.au. Voting Forms received by the Returning Officer up to 14 days after the poll closure date, but postmarked on or before that date will be considered.
- d. Voting shall be conducted by ballot and returned directly to the Board nominated returning officer.
- e. Voting may be done electronically when the system makes provision for it.

14 Secretary's responsibilities (see Position Description - Secretary)

A copy of all ASRA correspondence that requires Board action or determination, must be immediately copied to the ASRA Board.

15. Treasurer's Responsibilities (see Position Description - Treasurer)

An Assets Register must be provided and held by the Treasurer for the location and trustees of the valuable and attractive items owned by ASRA Inc.

16. Vacancies

In the case of a vacancy, temporary or permanent, the Board may nominate a suitable alternative to fill the vacancy either temporary or until an election or the next annual election. When prior notice of the vacancy is given, the alternate member will immediately be included in all Board business, but will not have voting rights until he assumes office.

18.1 President's Responsibilities (see Position Description - President)

The President will coordinate the efforts of all Board members to enable full utilisation of any resources available.

18.2 Vice-President's Responsibilities (see Position Description - Vice President)

The Vice-President shall be included in all deliberations of the executive, so that he can assume the President's role if required.

19 Appointment by Board to Committee or Special Project

- a. A member appointed to a Board appointed position shall hold that position for such time as the Board shall determine or until the Annual General Meeting of the ASRA Board.
- b. An appointee shall surrender all ASRA owned items pertaining to the specific task. eg. Equipment, hardware software and 'intellectual property', on completion of the term of appointment.

20.3 Voting

Shall be decided by a simple majority of the number of votes cast at a meeting, or in the case of email, the number of votes cast within seven days. In the case of emergency only, the Operations Manager may request an immediate resolution from the Board within 24 hours (If done by phone, a hard copy of the vote for the resolution must be emailed to the Board member and returned to the Operations Manager at the member's earliest convenience).

20.4 Board voting by electronic means – see “AP 006 Email Voting Protocol”

20.5 By-Laws Notification

To be sent out in the GYRO NEWS magazine.

20.6 Availability to Members

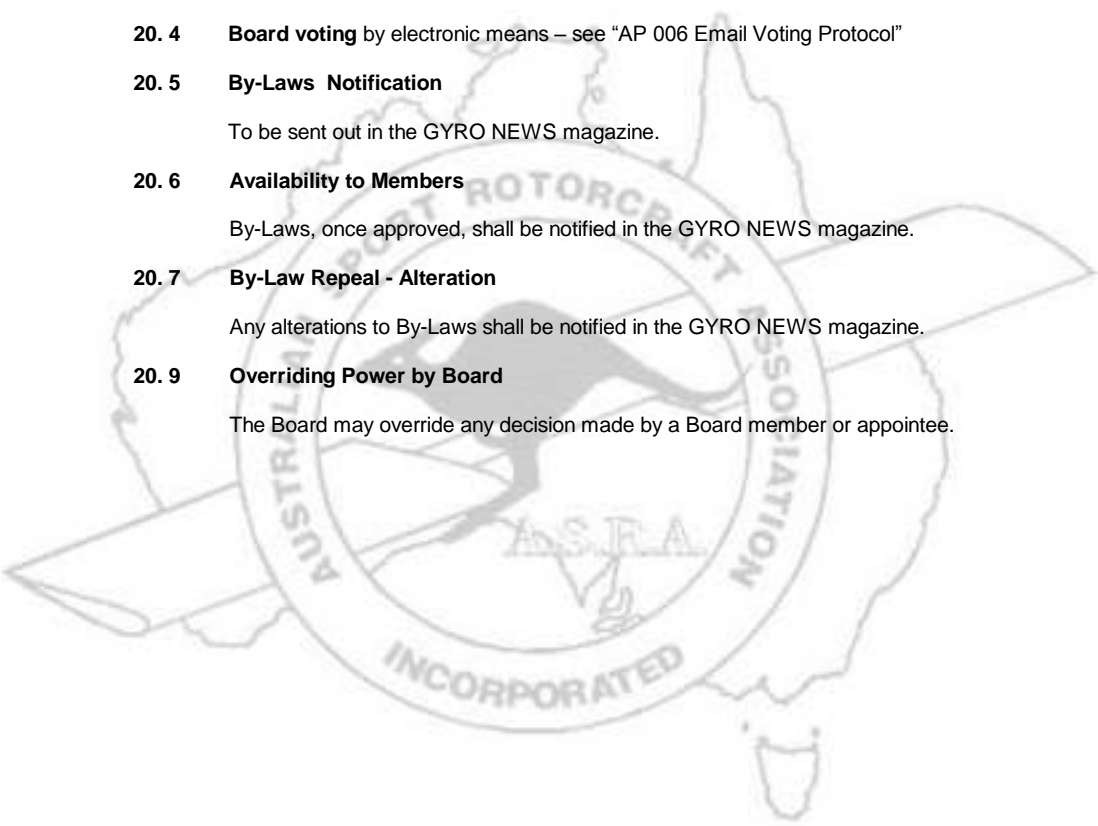
By-Laws, once approved, shall be notified in the GYRO NEWS magazine.

20.7 By-Law Repeal - Alteration

Any alterations to By-Laws shall be notified in the GYRO NEWS magazine.

20.9 Overriding Power by Board

The Board may override any decision made by a Board member or appointee.



PART IV - MEETINGS

22.2 Board Meetings after AGMs

- a. After closing the AGM, the first Board Meeting of the “new” Board may be conducted to negotiate the ASRA Inc. administrative strategy.

22.2 Appointment Communication

- b. (i) Communication of Board Appointments shall be made on an official letter head by the Secretary, detailing responsibilities and appointment date.

(ii) The Secretary shall send the names, email addresses and phone numbers of the President, Secretary and Operations Manager to CASA, Air Safety or any other body that has a legal standing in the operation of the association.

25.5 Signing of Minutes

Prior to publication, (unless objections are raised) the Board members shall verify that the minutes as presented are a true and correct record.

25.6 Recording of Minutes

Hard copy shall be in Secretary's Minutes Book and reprinted in Gyro News Magazine.

29. Voting (member's voting, plebiscites or referenda)

Plebiscites may be issued to all financial members either by inclusion in the magazine, mail or by electronic communication methods. Results are returnable to ASRA Inc. Secretary or a Board nominated person. The first received affirmative reply shall be accepted as the seconder of the motion put. Amendments, seconded and lodged in respect of the motion shall be considered by the Board and may subsequently be issued as aforesaid to the membership for consideration and decision prior to declaring the original motion. The final result shall become part of the ASRA Inc. Minutes and appropriate action taken.

30. Voting by PROXY

May be made at any Board meeting except where otherwise required by the Constitution. Proxy votes are not acceptable for election of Board members. The proxy shall be hand written on the prescribed Pro-forma – (see Appendix 1).

PART V - MISCELLANEOUS

32. Funds Management of

- a. All Board members and Board appointees shall submit to the Treasurer of the ASRA a reasonably accurate forecast of their held positions expenditure for the following twelve (12) month period by the 30th June each year.
- b. The Association shall account and record all transactions accurately.
- c. Statement of account must be made on demand.
- d. Audited accounts must be presented at the AGM.
- e. All records must be retained for 7 years.
- f. All records must be stored on hard copy and disc, and regular backups of disc copies must be held by the Treasurer and Secretary.
- g. Funds management shall be in accordance with Civil Aviation Safety Authority contract.

32.4 Signatures on Cheques

The Treasurer to Co-ordinate the signing of all Cheques and each cheque to be signed by any two approved persons.

32.5 Board Member Expenses

- a. Expenses tendered for reimbursement involving bona fide ASRA business shall be forwarded to the Treasurer or a Board nominated representative with all genuine receipts.
- b. Failure to supply receipts may result in rejection of claim/s

34. The Common Seal

Shall be surrendered at the AGM or on demand from the Board.

The ASRA Inc. name or logo must not be used on any ASRA correspondence without the express permission of the Board, other than when a Board Officer or appointee is acting in an official capacity as dictated by his office.

35. Custody of ASRA Inc. documents

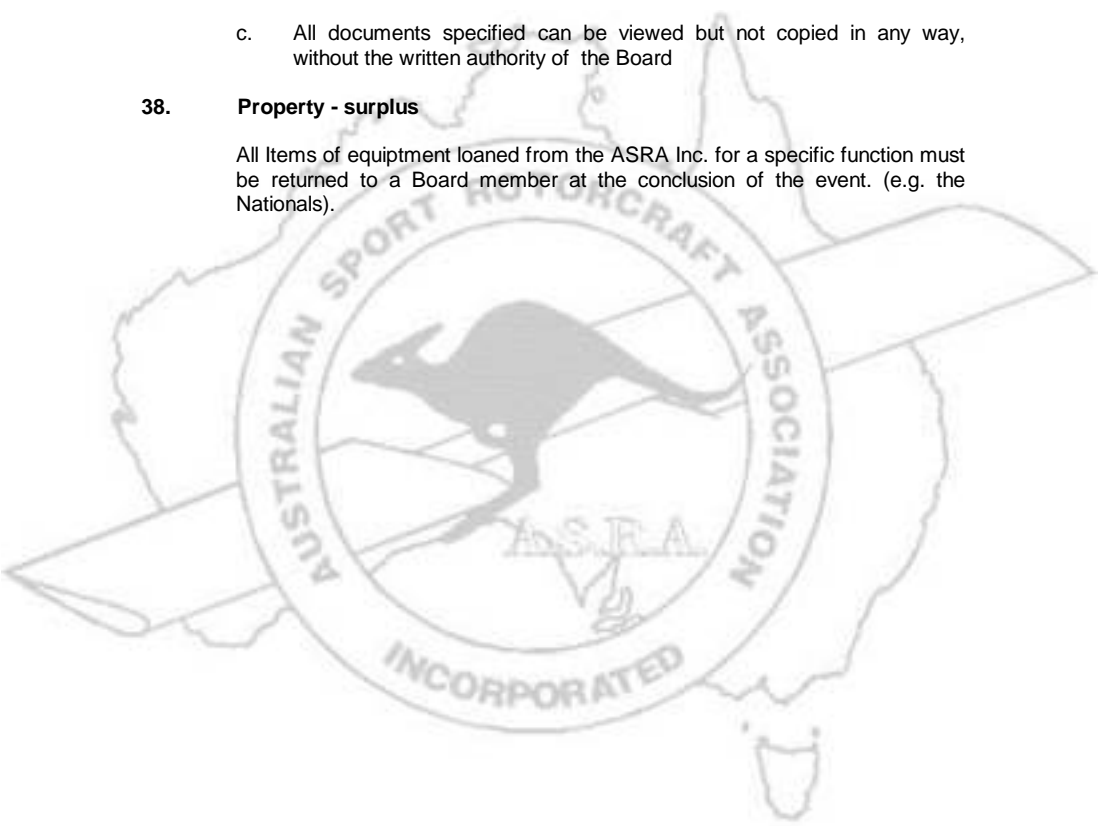
Custody of all ASRA Inc. documents must be surrendered upon standing down from the Board or on termination of appointment.

36. Books - Inspection of

- a. Members requiring Inspection of any documentation shall give prior notice of specific documents required to be viewed.
- b. Inspection is to be arranged at the earliest time that is mutually agreeable to both parties, in any case, within 14 days of receipt of written notification.
- c. All documents specified can be viewed but not copied in any way, without the written authority of the Board

38. Property - surplus

All Items of equipment loaned from the ASRA Inc. for a specific function must be returned to a Board member at the conclusion of the event. (e.g. the Nationals).





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Appendix 1 (rule 30)

Australian Sport Rotorcraft Association Incorporated

Form of Appointment of Proxy

I,
(full name)

Of
(address)

being a member of The Australian Sport Rotorcraft Association Inc., hereby
appoint

.....
(full name of proxy)

of
(address)

being a member of that incorporated association, as my proxy to vote for me
on my behalf at the general meeting of the association (annual general
meeting or special general meeting, as the case may be) to be held on the
.....day of20 and at any adjournment of that meeting.

- My proxy is authorised to vote in favour of/against (delete as appropriate) the
resolution (insert details).

- *(to be inserted if desired)*

-

.....
Signature of member appointing proxy

Date

NOTE: A proxy may not be given to a person who is not a member of the
association.