

6 June 2013

ANNUAL GENERAL MEETING -AGENDA

Notice is hereby given pursuant to Rule 29 of an intention to hold an Annual General Meeting of the members of the Aviation Industry Association of New Zealand (Inc) Friday 21 June 2013, Fullwood Room 11.30-12.30

1. **Present**
2. **Apologies**
3. **Consideration and adoption of the Minutes of the previous meeting dated 09 August 2012 Refer Annex 1**
4. **Passing of the Statement of Accounts and Balance Sheet for the Year March 2013. Refer Annex 2**
5. **Consideration and Acceptance of Presidents Report 2013 Annex 3**
6. **Appointment of Auditor for the Year 2013/14**

It is recommended that Miller Dean be reappointed the AIA auditors for the Financial Year 2013/14. The Governance Board after advice will determine whether a full audit or review is necessary

7 **Election of Officers for the Vacancy of Vice President**

Mr Ken McKenzie retires by virtue of rotation and being available for re-election and the only valid nomination received by the due date is duly re-appointed.

- 8 **Amendments to the constitution – Annex 4.** A series of constitutional changes are proposed. The proposal includes:
- The adoption of a trading name "Aviation New Zealand"
 - Amending the name of the Advisory Council to Aviation Council with an associated new defined function
 - The merger of a number of divisions and their renumbering
 - Clarification that the Governance Board will consist of two independent Directors; Four nominated representative so industry and One nominated representative of the RNZAF
 - Clearly defines a role of "Major User"

- Inserting a specific criteria whereby new members are accepted or members may be exited.

Recommendation

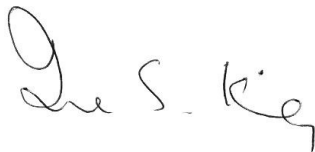
That the proposed constitutional amendments be accepted for consideration.

9. **AIA Subscriptions** – a proposal to increase AIA subscriptions by up to a maximum of 5% if considered appropriate by the Governance Board at the meeting prior to the end of the Financial Year March 2013. Note a 5% increase was approved at the last AGM however it was determined to provide a 5% rebate to all member subscriptions paid before 20 April 2013. Over 70% of subscriptions were paid by that date. The approved 5% increase applies to subscriptions received after that date.

10 **General Business**

10.1 Election of Life member

Irene King Chief Executive



Date:

September 02 2012

**MINUTES OF THE AVIATION INDUSTRY ASSOCIATION OF NZ (INC)
ANNUAL GENERAL MEETING HELD AT THE ROTORUA EVENTS CENTRE,
ROTORUA, THURSDAY 09 AUGUST 1700**

1. PRESENT:

J.Jones (President)

K MacKenzie (Vice President) MacKenzie Aviation Limited

Dale Webb (Vice President) Vinastra

Members:

G	Alexander	ASPEQ Ltd
G	Biel	Heliharvest Ltd
Q	Biel	Auckland Air Charter
A	Bennett	Director Governance Board
M	Benns	Eurocopter
B	Brownlie	
		<i>ASPEQ</i>
R	Burtenshaw	Air New Zealand
M	Bryant	FTM
R	Bennenbrook	CTC Aviation
G	Bermingham	Navigatus Consulting
T	Ciprian	Governance Board member elect
R	Crawford	Pilot member
R	Cruickshank	Waikato Aeroclub
D	Evans	ATTTO
M	Gordon	Asia Pacific Aerospace NZ
K	England	Air HB
B	Heesterman	ASPEQ
P	Kearney	Massey University
D	Laird	HNZ
I	Mackie	Air NZ
L	Matheson	Southern Lakes Helicopters
P	MacKenzie	MacKenzie Aviation Limited
D	Morgan	Air NZ
J	Manual	IAANZ
N	Mathieson	Aero Support
M	Newman	Ardmore Flying School
L	Patterson	Over the Top
M		Mainland Aviation
	<i>Paterson</i>	
D		Aerosafe Engineering Limited
	<i>McCracken</i>	
G	Martin	Superair
S	O'Niell	IAANZ

K	Mullett	HNZ
A	Poduval	Massey School of Aviation
B	Robertson	Avtek
M	Reynolds	Middle Earth Flying School
R	Small	Waikato aeroclub
O	Stewart	S3 systems
W	Sattler	Ardmore Flying School
J	Sinclair	Life member
W	Solomon	HBA Ltd
C	Thompson	Flight Interiors
P	Turnbull	NEST
J	Wilson	HNZ

Others:

I.	King	CEO
J	Nicholson	CEO Aviation New Zealand
D	York	HAI

2. APOLOGIES

Members:

D	Spary	Life Member
P	Stockwell	Governance Board member
R	Sowry	Chairman Governance Board
T	Michelle	Amuri Helicopters
O	Dodson	Marlborough Helicopters
G	Martin	Superair
B	Senn	Senn Consultants
I	Calvert	CTC
L	Klee	Aviation Safety Supplies
J	Funnell	Past President

It was moved that the above apologies be accepted.

MOVED : Dave Morgan
 SECONDED: Dale Webb
 CARRIED

3. MINUTES OF THE MEETING

It was moved that the Minutes of the Annual General Meeting held at the Amora Hotel, Wellington, Friday 8 July 2011 be accepted.

MOVED : Warren Sattler
 SECONDED : Bruce Heesterman
 CARRIED

4. MATTERS ARISING FROM THE MINUTES OF THE MEETING OF

There were no matters arising from the minutes of the previous meeting

5. THE 2011 ANNUAL REPORT

The Chairman spoke to his President's Report published in conjunction with the notice of AGM and as published in the 2012 Annual Report. The President noted that this was his last year in the role and was stepping down at this AGM It was moved that the Presidents report be accepted.

MOVED : Dale Webb
SECONDED : Ken MacKenzie
CARRIED

6. STATEMENT OF ACCOUNTS AND BALANCE SHEET FOR THE YEAR 20011/12

These accounts have been published in the 2012 annual report and circulated to members with the notice of AGM. The President spoke briefly to the accounts noting that the accounts noting an operating profit of \$83,000.

MOVED : Dale Webb
SECONDED : Grant Biel
CARRIED

7. APPOINTMENT OF AUDITOR FOR THE YEAR 2012/2013

The President advised that the Association's present auditors were available for re-appointment. It was proposed that Miller Dean be reappointed the Associations Auditors

MOVED: Grant Biel
SECONDED: Dale Webb
CARRIED

8. ELECTIONS President

As advised to members in accord with the constitution the President indicated that he was stepping down and nominations had been called for. There being one nomination Dale Webb is accordingly elected.

Dale Webb addressed the meeting thanking the President for his long service to AIA and noting that he would continue as a member of the Governance Group. Dale also expressed his thanks to the two proceeding Presidents John Sinclair and John Funnell noting "every Generation Stands on the Shoulders of its predecessors".

Vice President

With the appointment of Dale Webb as president a vacancy had arisen for the role of Vice President. Nominations were called for and one

nomination received. Kevin England is duly appointed as the second Vice President for the AIA Executive.

9. PROPOSAL FOR CONSTITUTIONAL CHANGE

As advised NZAAA has sought a change to its constitution regarding voting rights. These were detailed in Annex 5 of the AGM papers

Proposed Ken MacKenzie
Seconded John Sinclair
Carried

10 CONSIDERATION OF AN ADJUSTMENT TO SUBSCRIPTIONS FOR THE 2012/2013 FINANCIAL ROLE

After discussion it was agreed that if necessary the Governance Board be authorised to increase subscriptions for the next financial year by up to 5%

MOVED: Pam MacKenzie
SECONDED: Bruce Heesterman
CARRIED

11. GENERAL BUSINESS

11.1 AEANZ sought full financial transparency in respect of its income and expenditure. It was agreed this would be prepared in time for the next meeting of the AEANZ Executive

13 CLOSURE

The Meeting closed at 17.35

Certified as a true and accurate record of the meeting.

Chairman:

Date:

Annex 2 Financial statements

AVIATION INDUSTRY ASSOCIATION
OF NEW ZEALAND INCORPORATED

CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2013



Aviation Industry Association of New Zealand Incorporated

Directory

As at 31 March 2013

Society Number	216071
Date of Incorporation	22 August 1950
Nature of Business	Incorporated Society
Registered Office	Level 5, Aviation House 12 Johnston Street Wellington
Independent Reviewers	Moore Stephens Wellington Audit
Accountants	Long & Cowan PO Box 981 Wellington
Bankers	Westpac Banking Corporation

Aviation Industry Association of NZ Inc.(Group)
Consolidated Statement of Financial Performance
For the Year ended 31 March 2013

	Note	Consolidated		Parent Entity		Aviation NZ Limited	
		2013	2012	2013	2012	2013	2012
		\$	\$	\$	\$	\$	\$
REVENUE							
Trade Missions Fee Income		325,699	104,407	-	-	325,699	104,407
Conference Income	3	282,855	343,602	282,855	343,602	-	-
Dividends Received		60,000	60,000	60,000	60,000	-	-
Support Income		12,821	85,103	-	-	12,821	85,103
Interest Received		3,017	3,777	2,923	3,725	94	52
Member Subscription & Levies	4	414,540	508,112	414,540	508,112	-	-
Miscellaneous Income		-	-	-	-	-	-
Professional fees & Sponsorship	5	139,646	131,575	139,646	131,575	-	-
Seminars & Workshops		-	41,551	-	-	-	41,551
Sundry Income		9,360	23,317	1,115	23,317	8,245	-
Total Income		1,247,938	1,301,444	901,079	1,070,331	346,859	231,113
Less Expenses							
AAA Accreditation Expenses		1,587	1,445	1,587	1,445	-	-
Accident Compensation Levy		1,403	1,905	944	1,025	459	880
Accountancy Fees		19,229	6,943	14,140	4,430	5,089	2,513
Advertising		-	1,805	-	1,805	-	-
Aircare Expenses		16,237	53,095	16,237	53,095	-	-
Annual Report		-	1,445	-	1,445	-	-
Audit & Review Fees		7,100	6,740	7,100	6,740	-	-
Bad & Doubtful Debts		4,791	12,804	4,791	8,139	-	4,665
Bank Charges		3,516	7,048	3,194	5,805	322	1,243
Conference Expenses		234,423	206,577	234,423	206,577	-	-
Depreciation	9	1,858	2,197	1,762	1,957	96	240
Amortisation	10	3,462	4,060	3,462	4,060	-	-
Discount Allowed		-	1,310	-	1,310	-	-
Entertainment		5,390	3,886	5,360	3,886	30	-
General Expenses		136	1,814	136	1,814	-	-
Honorarium		13,564	12,000	13,564	12,000	-	-
Insurance		4,811	4,434	4,722	4,434	89	-
Interest		121	-	47	-	74	-
IT Support		9,664	2,538	9,664	2,538	-	-
Legal Expenses		6,663	15,141	6,663	15,141	-	-
Light Power & Heating		1,978	2,450	1,978	2,450	-	-
Meeting Expenses		658	9,324	573	9,324	85	-
Office Expenses		8,142	10,539	8,073	10,305	69	234
Other Divisional Expenses		8,440	8,667	8,440	8,667	-	-
Penalties - IRD		486	450	408	-	78	450
Postage		1,926	1,570	1,926	1,570	-	-
Printing & Stationery		3,816	3,525	3,816	3,525	-	-

This Statement is to be read in conjunction with the Notes to the Financial Statements, and the Independent Reviewer's Report.

Aviation Industry Association of NZ Inc.(Group)
Consolidated Statement of Financial Performance
For the Year ended 31 March 2013

Note	Consolidated		Parent Entity		Aviation NZ Limited	
	2013	2012	2013	2012	2013	2012
	\$	\$	\$	\$	\$	\$
Reimbursement Expenditure	1,600	3,527	1,600	3,527	-	-
Rent	50,200	50,200	50,200	50,200	-	-
Rent - Equipment	10,508	12,171	10,508	12,171	-	-
Research & Development	-	-	-	-	-	-
Seminar & Workshop Expenses	58,948	81,008	58,413	43,158	535	37,850
Sponsorship	8,551	1,587	8,551	1,587	-	-
Subscriptions	25,235	27,446	25,077	27,294	158	152
Sustainable Funding Expenses	61,214	79,251	61,214	79,251	-	-
Telephone, Tolls & Internet	8,138	7,967	8,138	7,847	-	120
Trade Mission Expenses	206,380	23,836	-	-	206,380	23,836
Travel - International	2,907	6,983	-	-	2,907	6,983
Travel - National	-	6,196	-	-	-	6,196
Travelling Expenses	45,698	35,363	45,698	35,363	-	-
Wages & Salaries	466,149	489,026	332,885	345,980	133,264	143,046
Website Expenses	3,758	7,320	3,463	7,228	295	92
WIPSPLUS Expenses	8,146	3,670	-	3,670	8,146	-
Total Expenses	1,316,833	1,219,261	958,757	990,760	358,076	228,500
SURPLUS/(DEFICIT) BEFORE TAX	(68,895)	82,183	(57,678)	79,570	(11,217)	2,613
Share of Results in ASPEQ Limited	(144,464)	39,847	(144,464)	39,847	-	-
NET SURPLUS/(DEFICIT)	(213,359)	122,030	(202,142)	119,417	(11,217)	2,613

Aviation Industry Association of NZ Inc. (Group)
Consolidated Statement of Movements in Equity
For the Year ended 31 March 2013

Note	Consolidated		Parent Entity		Aviation NZ Limited	
	2013	2012	2013	2012	2013	2012
	\$	\$	\$	\$	\$	\$
EQUITY AT 31 MARCH 2012	1,284,258	1,162,228	1,287,158	1,167,741	(2,900)	(5,513)
SURPLUS & REVALUATIONS						
Net (Deficit)/Surplus	(213,359)	122,030	(202,142)	119,417	(11,217)	2,613
Total recognised revenues & expenses	(213,359)	122,030	(202,142)	119,417	(11,217)	2,613
EQUITY AT 31 MARCH 2013	1,070,899	1,284,258	1,085,016	1,287,158	(14,117)	(2,900)

Aviation Industry Association of NZ Inc. (Group)

Consolidated Statement of Financial Position

As at 31 March 2013

	Note	Consolidated		Parent Entity		Aviation NZ Limited	
		2013 \$	2012 \$	2013 \$	2012 \$	2013 \$	2012 \$
CURRENT ASSETS							
Bank Accounts	8	238,865	119,236	238,948	103,167	(83)	16,069
Petty Cash		35	15	35	15	-	-
Accounts Receivable		247,439	59,775	237,318	33,488	10,121	26,287
Prepayments		6,598	2,877	6,598	2,877	-	-
Related Parties Balances	14	-	-	4,520	10,000	-	-
GST Receivable		17,775	-	17,670	-	105	-
Taxation	6	32	17	-	-	32	17
Total Current Assets		510,744	181,920	505,089	149,547	10,175	42,373
NON-CURRENT ASSETS							
Fixed Assets	9	759	2,617	695	2,457	64	160
Intangible Assets	10	1,813	5,275	1,813	5,275	-	-
Investments in Associates and Subsidiaries	12	1,114,636	1,259,100	1,114,636	1,259,100	-	-
Total Non-Current Assets		1,117,208	1,266,992	1,117,144	1,266,832	64	160
TOTAL ASSETS		1,627,952	1,448,912	1,622,233	1,416,379	10,239	42,533
CURRENT LIABILITIES							
GST Due for payment		-	10,444	-	4,313	-	6,131
Accounts Payable		44,062	40,367	24,226	11,065	19,836	29,302
Other Accrual and Payables		19,001	55,174	19,001	55,174	-	-
Related Parties Balances		-	-	-	-	4,520	10,000
Income in Advance		493,990	58,669	493,990	58,669	-	-
Total Current Liabilities		557,053	164,654	537,217	129,221	24,356	45,433
TOTAL LIABILITIES		557,053	164,654	537,217	129,221	24,356	45,433
NET ASSETS		1,070,899	1,284,258	1,085,016	1,287,158	(14,117)	(2,900)
Represented by:							
EQUITY							
Share Capital	11	-	-	-	-	-	-
Retained (Deficit)/Earnings	11	-	-	-	-	-	-
Reserves		1,897	1,897	1,897	1,897	-	-
Members' Funds		1,083,119	1,282,361	1,083,119	1,285,261	-	-
TOTAL EQUITY		1,070,899	1,284,258	1,085,016	1,287,158	-	-

President
Date

Dale Webb

Chief Executive
Date

De S. King

7-Jun-13

This Statement is to be read in conjunction with the Notes to the Financial Statements, and the Independent Reviewer's Report.

Aviation Industry Association of NZ Inc. (Group)

Notes to the Financial Statements For the Year ended 31 March 2013

1. STATEMENT OF ACCOUNTING POLICIES

Aviation Industry Association of New Zealand Incorporated ("the association" or "Parent") and its subsidiary (together "the Group") is an association of members who are involved in the aviation industry to co-ordinate aviation matters for the benefit of members and the industry as a whole. The Association is an incorporated society registered under the Incorporated Societies Act 1908. These consolidated financial statements are the group's financial statements.

These financial statements are general purpose statements which have been prepared in accordance with generally accepted accounting practice in New Zealand. The Association is able to take advantage of differential reporting exemptions as it is not considered to be publicly accountable or large under the External Reporting Board's Financial Reporting Standards. The Association has taken advantage of all applicable exemptions.

(a) Measurement Base

The measurement base adopted is that of historical cost, adjusted for revaluation of certain fixed assets.

Reliance is placed on the assumption that the Association is a going concern. Accrual accounting is used to match expenses and revenue.

(b) Changes in Accounting Policies

There have been no changes in accounting policies. All policies have been applied on bases consistent with those used in previous years.

(c) Revenue

Members' fees

Membership subscriptions income is recognised as income in the year to which it relates.

Revenue from providing other services

Recognised when the service is delivered. This includes revenue from professional fees and conferences.

Interest and dividend income

Interest is recognised in the statement of financial performance as it accrues. Dividend income is recognised in the statement of financial performance when the right to receive payments is established and are recorded net of imputation credits.

Grants and donations

Grant and donation income is recognised as income when it becomes receivable unless the Association has a liability to repay the grant if the requirements of the grant or donation are not fulfilled. A liability is recognised to the extent that such conditions are unfulfilled at the end of the reporting period.

Revenue from the sale of goods

Recognised when the goods are delivered to customers.

(d) Receivables

Receivables are stated at their estimated realisable value. Bad debts are written off in the year in which they are identified. Due allowance is made for impaired receivables (doubtful debts).

(e) Goods & Services Tax

These financial statements have been prepared on a GST exclusive basis, with the exception of Accounts Receivable and Accounts Payable which are recorded GST inclusive.

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(f) Income Tax

The Association is a non-profit organisation and incorporated under the Incorporated Societies Act 1908. Provision is made for income tax on non-member transactions only. Income tax is accounted for using the tax payable method, i.e., the income tax expense is based on the return to the Inland Revenue.

(g) Fixed Assets & Depreciation

The Association has the following classes of fixed assets:

Furniture & Fittings	9.6% - 12.0% SL
Office Equipment	18.6% - 48.0% SL
Computer Equipment	36% SL

All fixed assets are recorded at cost (adjusted for revaluation), less accumulated depreciation. Depreciation of the assets has been calculated on a straight line basis at the maximum rates permitted by the Income Tax Act 2007.

(h) Intangible Assets

Costs that are directly associated with the trade mark and the development of the website are recognised as intangible assets. Costs associated with maintaining the Website are recognised as an expense when incurred.

Intangible assets are carried at their cost less any accumulated amortisation. They are amortised on a straight-line basis over their estimated useful life.

(i) Investments in Associates and Subsidiaries

Associates are entities in which the Association has significant influence, but not control, over the operating and/or financial policies. Subsidiaries are entities in which the Association has significant influence and control, over the operating and/or financial policies.

Associates have been reflected in the financial statements on an equity accounting basis, which shows the Association's share of retained earnings in the statement of financial performance and its share of post acquisition movements in equity in the balance sheet.

(j) Principles of consolidation

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Aviation Industry Association of New Zealand Incorporated as at 31 March 2013 and the results of all subsidiaries for the year then ended. Aviation Industry Association of New Zealand Incorporated and its subsidiaries together are referred to in these financial statements as the Group or the consolidated entity.

The sole trading subsidiary, Aviation New Zealand Limited is the entity over which the Group has the power to govern the financial and operating policies, generally accompanying a shareholding of more than one-half of the voting rights.

The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Company controls another entity.

In the Society's financial statements, the investment is stated at cost.

Inter-company transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

2. **AUDIT**

These financial statements have been subject to limited review, please refer to the Independent Reviewers Report.

3. **CONFERENCE INCOME**

	Consolidated		Parent Entity		Aviation NZ Limited	
	2013 \$	2012 \$	2013 \$	2012 \$	2013 \$	2012 \$
AIA Conference Income	188,035	240,638	188,035	240,638		
AAA Conference Income	94,820	102,964	94,820	102,964		
	282,855	343,602	282,855	343,602	-	-

4. **MEMBER SUBSCRIPTION & LEVIES**

AAA Division	109,651	104,574	109,651	104,574		
Air Transport Division	38,555	41,957	38,555	41,957		
Noise Abatement course	12,438	61,789	12,438	61,789		
Air Rescue/Ambulance Division	9,145	11,206	9,145	11,206		
AAA Other Income	-	14	-	14		
Airports Division	4,251	4,631	4,251	4,631		
Associate Members	15,701	5,090	15,701	5,090		
Education & Research Division	-	795	-	795		
Engineering (AEANZ) Division	24,204	26,710	24,204	26,710		
Flight Training Division	24,712	26,922	24,712	26,922		
GSE Membership Income	23,000	22,380	23,000	22,380		
Helicopter Assoc Division	60,690	54,184	60,690	54,184		
Pilots Division	3,461	3,511	3,461	3,511		
Supply & Services Division	43,926	44,160	43,926	44,160		
Tourist Flight Operators	12,961	9,950	12,961	9,950		
Sundry Subscriptions	-	-	-	-		
NZAAA Sustainable Farming Fund	31,845	86,902	31,845	86,902		
EFTS Levy	-	3,337	-	3,337		
	414,540	508,112	414,540	508,112	-	-

5. **PROFESSIONAL FEES & SPONSORSHIP**

Accreditation	34,608	20,166	34,608	20,166		
Revalidation	13,750	9,300	13,750	9,300		
Seminar Fees	37,522	51,827	37,522	51,827		
Sponsorship of Seminars	-	3,000	-	3,000		
Sponsorship of Association	53,766	47,282	53,766	47,282		
	139,646	131,575	139,646	131,575	-	-

6. **TAXATION**

	Aviation New Zealand Limited				
(a)					
Operating (Deficit)/Surplus before Tax	(11,217)	2,613	-	-	(11,217) 2,613
Add back: Non Deductible Expenses	78	4,125	-	-	78 4,125
Less: Losses brought forward	(18,489)	(25,227)	-	-	(18,489) (25,227)
Total Taxable Income	(29,628)	(18,489)	-	-	(29,628) (18,489)
Taxation thereon at 28%	-	-	-	-	- -
Less					
Imputation Credits					
RWT credits	(32)	(17)	-	-	(32) (17)
Total tax payable/(refund)	(32)	(17)	-	-	(32) (17)

	Consolidated		Parent Entity		Aviation NZ Limited	
	2013	2012	2013	2012	2013	2012
	\$	\$	\$	\$	\$	\$
(b)						
Taxable Income (Interest, Dividend & non-member)	90,104	86,656	90,104	86,656	-	-
Less: Losses brought forward	(30,842)	-	(30,842)	-	-	-
Total Taxable Income	59,262	86,656	59,262	86,656	-	-
Taxation thereon at 28%	16,593	24,263	16,593	24,263	-	-
Less						
Imputation Credits (Usable)	(16,593)	(24,263)	(16,593)	(24,263)		
RWT credits & Provisional Tax Paid	-	-	-	-	-	-
Total tax payable/(refund)	-	-	-	-	-	-
Total tax payable/(refund) (a) + (b)	(32)	(17)	-	-	(32)	(17)
IMPUTATION CREDIT ACCOUNT						
Opening Balance	8,653	7,271	8,636	7,185	17	86
Imputation Credits Received	25,714	25,714	25,714	25,714	-	-
Net IRD (Refund)/Payment	(17)	(86)	-	-	(17)	(86)
Imputation Credits Utilised	(16,593)	(24,263)	(16,593)	(24,263)	-	-
RWT credits attached to Interest income received	32	17	-	-	32	17
Closing Balance	17,789	8,653	17,757	8,636	32	17
BANK ACCOUNTS						
Westpac Cheque A/c	31,855	28,800	31,938	18,254	(83)	10,546
Westpac Saving A/c	1,982	13,490	1,982	7,967	-	5,523
Westpac NZAAA A/c	4	4	4	4	-	-
Westpac 005 A/c	8,599	4,717	8,599	4,717	-	-
Westpac 090 Online A/c	196,425	72,225	196,425	72,225	-	-
	238,865	119,236	238,948	103,167	(83)	16,069
The Association has a bank overdraft facility secured by personal guarantees, up to a maximum of \$10,000. The interest rate at balance date was 11.95% p. a.						
FIXED ASSETS						
<i>Furniture & Fittings</i>						
At cost	13,672	13,672	13,672	13,672	-	-
Additions	-	-	-	-	-	-
Deduct Accumulated Depreciation	13,145	13,059	13,145	13,059	-	-
	527	613	527	613	-	-
<i>Office Equipment</i>						
At cost	7,986	7,986	7,986	7,986	-	-
Additions	-	-	-	-	-	-
Deduct Accumulated Depreciation	7,986	7,668	7,986	7,668	-	-
	-	318	-	318	-	-
<i>Computer Equipment</i>						
At cost	24,916	24,020	24,916	24,020	-	-
Additions	-	896	-	896	-	-
Deduct Accumulated Depreciation	24,748	23,390	24,748	23,390	-	-
	168	1,526	168	1,526	-	-

	Consolidated		Parent Entity		Aviation NZ Limited	
	2013 \$	2012 \$	2013 \$	2012 \$	2013 \$	2012 \$
Computer Software						
At cost	3,443	3,443	-	-	3,443	3,443
Additions	-	-	-	-	-	-
Deduct Accumulated Depreciation	3,379	3,283	-	-	3,379	3,283
	64	160	-	-	64	160
Total Fixed Assets	759	2,617	695	2,457	64	160
Depreciation Expense by asset class:						
Furniture & Fittings	86	93	86	93	-	-
Office Equipment	318	462	318	462	-	-
Computer Equipment	1,358	1,402	1,358	1,402	-	-
Computer Software	96	240	-	-	96	240
	1,858	2,197	1,762	1,957	96	240

INTANGIBLE ASSETS

Trade Mark						
At Cost	1,540	1,540	1,540	1,540	-	-
Deduct Accumulated Amortisation	924	847	924	847	-	-
	616	693	616	693	-	-
Website						
At Cost	13,542	13,542	13,542	13,542	-	-
Deduct Accumulated Amortisation	12,345	8,960	12,345	8,960	-	-
	1,197	4,582	1,197	4,582	-	-
Total Intangible Assets	1,813	5,275	1,813	5,275	-	-
Amortisation Expense details:						
Trade Mark	77	77	77	77	-	-
Website	3,385	3,983	3,385	3,983	-	-
	3,462	4,060	3,462	4,060	-	-

SHAREHOLDERS' EQUITY

Capital						
100 Ordinary Shares	100	100	-	-	100	100
Less						
Uncalled capital	100	100	-	-	100	100
Total Issued and Paid up Capital	-	-	-	-	-	-

12. INVESTMENTS IN ASSOCIATES AND SUBSIDIARIES

	Consolidated		Parent Entity			
	2013	2012	2013	2012		
<i>Investment in ASPEQ Group</i>						
Balance at the beginning of the year	1,259,100	1,219,253	1,259,100	1,219,253	-	-
Equity movements for the year	(144,464)	39,847	(144,464)	39,847	-	-
Balance at the end of the year	1,114,636	1,259,100	1,114,636	1,259,100	-	-
Total investments in Associate and Subsidiaries	1,114,636	1,259,100	1,114,636	1,259,100	-	-

13. WAGES & SALARY

Wages & Salaries of \$466,149 (2012 - \$489,026) - Parent Entity \$332,885 (2012 - \$345,980) included an allowance for annual leave accrual of \$0 (2012 - \$21,822) - Parent Entity - \$0 (2012 - \$16,812).

466149

460928

14. RELATED PARTIES

Aviation Industry Association has the following 100% owned subsidiaries:

- New Zealand Agricultural Aviation Association Limited
- Helicopter Association of New Zealand (HANZ) Limited
- New Zealand Agricultural Aviation (NZAAA) Limited
- Aviation New Zealand Limited

All subsidiaries except for Aviation New Zealand Limited are non-trading entities with no assets or liabilities at balance date.

As at balance date, balances with related parties are as follows:

	Consolidated		Parent Entity		Aviation NZ Limited	
	2013	2012	2013	2012	2013	2012
	\$	\$	\$	\$	\$	\$
Loans to Air Care Trust	-	8,838	-	8,838	-	-
Balance owed by other related parties	-	(8,838)	-	(8,838)	-	-
Loan - Aviation New Zealand Ltd	-	-	4,520	10,000	(4,520)	(10,000)
Total	-	-	4,520	10,000	-	-

15. CONTINGENT LIABILITIES

At balance date there are no known contingent liabilities (2012:\$0). Aviation Industry Association has not granted any securities in respect of liabilities payable by any other party whatsoever.

16. OPERATING LEASE COMMITMENTS

Aviation Industry Association rents its premises on the 5th Floor, Aviation House, 12 Johnston Street, Wellington. Current lease expires by 31 January 2017, with one right of renewal for a further term of 6 years. Current annual rent is \$49,000 plus GST.

Aviation Industry Association also had a non-cancellable operating lease commitment for a colour copier.

As at balance date, the operating commitments expire as follows:

	Consolidated		Parent Entity			
	2013	2012	2013	2012		
Within one year	67,983	67,983	67,983	67,983	-	-
Between one and five years	192,620	260,603	192,620	260,603	-	-
	260,603	328,586	260,603	328,586	-	-

Annex 3 PRESIDENT'S REPORT FOR 2013

Hi team, my first report as President of the AIA, a report which looks forward more than back; I believe that's what we currently need to do. As many of you will know, since the 2011 AGM the Aviation Industry Association has both a Governance Board and an Advisory Council. For those that have not caught up with the details the President chairs the Advisory Council, the Chair of the Governance Board is appointed member Mr Roger Sowry. More on what these two bodies do and how it all works further into this report.

The Board, which per the constitution is responsible for ".the entire government and management of the Association.." have in recent months been reviewing the structure, resources and responsibilities of the different parts of our organisation. That review is in response to both member input and the principle that it is always good practice to review the effectiveness of major change; we have undergone a major transformation as a result of the addition of the Governance Board and the adoption of *One Industry*.

At the AGM on the 21st June this year you will be asked to approve a number of changes to the constitution which relate to the structural review; the first of these is the composition of the Governance Board. NZTE are playing a major part in our aim to have a \$16billion industry by the close of 2016; as such back in 2011 it was felt NZTE should have a place on our Board. NZTE's support is essential if we are to achieve the \$16b goal and they are providing it but it is just as vital that MOT, TEC, CAA and other government agencies are equally supportive and they cannot and should not all be represented on our governing body. NZTE also believe they should not have a formal position on an industry board. It has also been decided to merge the activities of Aviation NZ Ltd with the Governance Board so the position filled by that company will also be disestablished. Finally there is a widely held view that if there is not a board place for the industry's major player then it is not truly representative of the industry of which we are all part. Providing a place for the "major user" resolves that omission. In simple terms it is proposed that your Governance Board be made up of seven members, one will be from the RNZAF and six appointed by the Council; of the six appointees at least two are to be from outside the industry. These changes have been extensively discussed by Board and Council and both bodies fully support them.

Another proposed change is to the name of the 'Advisory Council'. Advising the Governance Board is an important role of the Council but an even more important one is appointing the Board. For that and other reasons it is proposed to change the name from Advisory to Aviation Council but no change to the role. The Council is the body made up of your elected representatives; the President and Vice Presidents are elected by the full membership at the AGM; the other Council members are the Chair of each of the Divisions and clusters elected at the AGMs by their membership. So the Board is appointed by the Council, a Council that you as members directly elect.

One further very significant constitution amendment relates to the Divisions, the components that are the building blocks of this organisation. We currently have ten divisions and every ordinary AIA member belongs to one or more of them. In alphabetical order they are Agricultural, Airports, Air Transport, Education & Research, EMS, Engineering, Flight Training, Helicopter, Services & Supply and Tourist Flight Operators.

Every division should have at the very least a Chairman, an executive or committee, an active program to support members activities and they should hold an annual general meeting to elect the chair and executive/committee. Some do all that and more, others rather less. Those that do all and more are the Agricultural and Helicopter Divisions and there is a view that a significant factor in their success is both have an active and very effective Executive Officer. It could be debated endlessly which came first, the EO or the success but they certainly appear to be linked. It is the view of both Board and Council that we should have less and more effective divisions. To be effective though a division must have a clear purpose as to the requirements of, and therefore support from its members. Simply pushing divisions together to make them bigger will not automatically make them better.

On the well proven industry premise of "it's not broken so don't fix it"; it is proposed that the NZ Agricultural Aviation Association and the NZ Helicopter Association continue in their current form. The Engineering (AEANZ) and Supply & Services Divisions both represent significant parts of the industry with traditionally different roles. Over the years, though as the differences between engineering and supply have blurred, many aviation companies and militaries have merged these functions under the heading of Logistics. If the AIA were to do the same, this grouping would appear to provide the reasonably clear purpose that it:

- supports and serves those that provide the essential services the aviation industry requires
- provides the necessary mass for an active executive, and
- large enough to support an executive officer; the Engineering Division have in fact recently appointed an EO.

Airports is a division that has been inactive for some time after the major airports formed their own organisation. Airports are most definitely an essential service and our members that operate airports would naturally fit into this new division - the *Logistics Division*.

The Air Transport, Emergency Medical Services and Tourist Flight Operators are three divisions that have strong, sometimes ridiculously strong, commercial competition between their members. They are though all characterised by one other factor - the need to operate under an Air Operating Certificate issued in accordance with NZCAR 119. Ensuring appropriate content, updating, administration and interpretation of CAR119 and associated CARs 121, 125 and 135, crosses all competitive boundaries as does the forced relationship with the a number of other government regulators with rules and policies. It is proposed that these three divisions are merged to become the *Operational Division*. The new division to largely focus on technical issues and the regulatory environment in which its members operate.

The remaining divisions are Flight Training and Education & Research. The Flight Training division has been active and effective for many years as has been the E&R division which focuses on the academic side of training. As a side comment there are very few respected, mature industries that do not actively support research and development of topics that are applicable to them. New Zealand's primary industries are great examples of this and it is one of the reasons why NZ continues to be a world leader for the quality of much of our primary produce. There are many niche areas where our aviation industry could and should do the same; e.g. work has been done and continues into alternative fuels, that was recognised by us last year via the recipient of the Richard Pearse award. Our flight and ground training industry competes internationally but would clearly benefit from

advances and improvements in training methods and technology. All of our members benefit by being more competitive and applied research fits well into the One Industry, \$16b by 2016 concept. We must support research and development across every activity we do not just one or two areas but this is probably best done if it is the clear responsibility of one part of our organisation. For those and other reasons it is proposed that the Flight Training and E&R divisions are merged to become the *Training and Development Division*.

As well as the changes for Board, Council and Divisions there are also a number of largely editorial changes to the constitution.

Coming back to the present; there are many different reasons why you are members of this organisation. The day to day activities of the AIA office provide support for individual members in many different ways; I believe that is the primary reason why our smaller members belong, we provide strength through unity and access to specialist services. Our CEO Irene King spends a lot of time in this area. For medium sized members industry growth and promotion helping them increase their commercial activities are probably the more important things we provide. John Nicholson leads this area and has had notable success within NZ but particularly so outside the country generating new export opportunities. The top ten are self sufficient in both these areas and largely look after themselves. They though also benefit from being part of an organisation that represents the entire industry to government and the rest of the commercial world. There is always strength in unity; equally divide and conquer is as true as it always has been. The most important role of Board, Council, Divisions has to be to ensure you see benefits from and believe continued membership is worthwhile. That enables us to have a strong and credible organisation. To ensure that is the case we must have activities, programs and results that make you proud to belong; proud to be in the aviation industry and its industry association. We have achieved some good successes in the last 12 months but I know we can do more. Finally on that note I would be very remiss if I did not acknowledge the sterling efforts of the team at Level 5, 12 Johnston St, Wellington that have been responsible for so much of what we do. Our CEO Irene King plus her team of Sarah Fisher, John Nicholson, Troy Forsyth and Andrew Nicholson toil really hard for us and have achieved great results. John Sinclair the AAA and NZHA Executive Officer has done the same only he is all over the country rather than just in Wellington. Only Irene and the two Johns are fulltime so it is all done with a very small team. Our staff work for the Governance Board, a group of highly qualified individuals who like all the divisional chairs provide their time *gratis*. On your behalf I would like to thank Roger Sowry, Teresa Ciprian, Adam Bennett, Air Vice Marshall Peter Stockwell, John Jones and Graeme Martin who have served on the Governance Board for the last 12 months and have provided valuable service.

In conclusion everyone involved knows the only constant of aviation is change and the AIA is not immune from that. It is also said that countries get the government they deserve; the same is very probably true of industry organisations. I strongly believe that the change to the constitution of the Governance Board, the merging of divisions and other changes will lead to a far stronger and more effective organisation. It is all part of the ongoing journey to achieve ***One Industry, The Industry, Our Industry***.

Dale Webb
President
Aviation Industry Association of NZ Inc

Annex 4 Proposed Constitutional changes and explanation

Rules of the Aviation Industry Association of New Zealand (Incorporated)	
<p>1. NAME</p> <p>The name of the Association is the Aviation Industry Association of New Zealand (Incorporated) (the Association). <u>The Association operates under the trading name “Aviation New Zealand”.</u></p>	<p>Clarifies the proposed new trading name of the Association.</p>
<p>2. OBJECTS</p> <p>2.1 The objects for which the Association is established are:</p> <p>2.1.1 To encourage, promote, and protect New Zealand’s aviation industry and generally watch over and protect the general interest of companies and persons engaged in the aviation industry, but independently of the personal interest or interests of any such companies or persons.</p> <p>2.1.2. To cultivate and obtain reciprocal relations with kindred bodies or institutions in other places.</p> <p>2.1.3 To provide a centre of information and advice on all matters pertaining to aviation in New Zealand.</p> <p>2.1.4 To promote and encourage aviation and any act, craft, trade or profession connected therewith.</p> <p>2.1.5 To arrange and promote the adoption of equitable forms of contracts and other documents used in the aviation industry, to encourage the settlement of disputes by arbitration and to nominate arbitrators and umpires on such terms and in such cases as may seem expedient.</p> <p>2.1.6 To conduct, hold or promote, or assist in the conducting, holding and promoting of shows, exhibitions, competitions, races, trials, and matches connected with the aviation industry generally, and to give and contribute towards prizes, cups, stakes and other rewards.</p> <p>2.1.7 To adopt such means of making known any of the objects of the Association as may seem expedient, and in particular by circulars, by publication of books and periodicals, and by any other means.</p> <p>2.1.8 To establish, subsidise, promote and cooperate with, become a member of, act as, to appoint agents or</p>	<p>Grammar</p> <p>Deleted: in</p>

delegates for, control, manage, superintend, or otherwise assist any clubs, associations, and institutions, incorporated or not incorporated, with objects altogether or in part similar to those of the Association and to appoint, where required or deemed necessary, any person or persons to act as trustee or trustees of any fund established for any of the objects or purposes of the Association or for the benefit of any persons or the dependents of such persons who are or may have been associated with, engaged or employed in the aviation industry.

- 2.1.9 To establish, subsidise, promote or otherwise assist any kindred association, local committee or agency, and if necessary to register the same under the provisions of the Incorporated Societies Act 1908, or any amendment thereof, and to delegate to such association, committee or agency all or any of the power or functions of the Association.
- 2.1.10 To assist by united effort the redress of grievances under which members may labour, and to maintain, safeguard, and promote the legitimate rights or privileges of those engaged in the aviation industry in all or any of its branches.
- 2.1.11 To protect the interests of members of the Association in their dealings with their employees or with labour organisations acting on behalf of such employees.
- 2.1.12 To acquire by purchase, lease or grant, any property, easements and rights in any way connected with the objects of the Association and to improve the same in such and any way as the Governance Board shall, in its discretion, consider expedient or necessary for the objects of the Association.
- 2.1.13 To invest the moneys of the Association, not immediately required, upon such securities as may from time to time be determined.
- 2.1.14 To borrow or raise and give security for money in such manner as the Association shall think fit, and in particular, by the issue of or upon bonds, debentures, bills of exchange, promissory notes, or other obligations or securities of the Association, or by the mortgage or charge upon all or any part of the property of the Association both present and future.
- 2.1.15 To sell, improve, lease, mortgage, dispose of or otherwise deal with all or any part of the property of the Association.
- 2.1.16 To take any gift of property for any one or more of the objects of the Association.
- 2.1.17 To negotiate in all kinds of aircraft and all apparatus used in connection with aviation required or used by

<p>members of the Association or other persons engaged in the aviation industry.</p> <p>2.1.18 To represent the view of persons connected with aeronautics in general, and those engaged in the aviation industry in particular. To consider, originate and promote reform and improvements in the law, to consider proposed alterations and oppose or support the same; to effect improvements in the administration of the law. And, for the said purposes to petition Parliament or take such other proceedings as may be deemed expedient.</p> <p>2.1.19 To grant, issue, authorise, modify, cancel or revoke certificates and diplomas of the Association relating to aircraft, aerodromes, flying schools, loading and storage equipment, and to the skill and qualifications of pilots, navigators, engineers, drivers, mechanics and all persons managing, driving, constructing, repairing or otherwise connected with aircraft used, or intended to be used, in connection with commercial aircraft operations and to all things relating thereto as may be required, and to make reports and recommendations to other authorities or persons concerning same.</p> <p>2.1.20 To reimburse from the funds of the Association, as may be decided by the Governance Board, expenses which are incurred by its members, members of the <u>Aviation Council</u>, or officers in carrying out duties for the Association which, by reason of offices held by them under these Rules they are required to perform, or duties which they are specifically appointed by the <u>Aviation Council</u> or the Governance Board to perform for the Association, provided that this Rule shall not require the <u>Aviation Council</u> or the Governance Board to approve such reimbursements in respect of expenses incurred on behalf of Association branches.</p> <p>2.1.21 To enter into, do and perform all contracts, acts, matters and things in any way connected with the objects of the Association or appurtenant thereto.</p> <p>2.1.22 To employ the profits of the operations of the Association for furthering the objects of the Association in accordance with these Rules.</p> <p>2.1.23 To do all other things that are incidental or conducive to the attainment of any of the above objects.</p> <p>2.2 The income and property of the Association whensoever derived shall be applied solely towards the promotion of the objects of the Association as set forth herein, 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 persons who at any time are or have been members of the Association, or to any of them or to any persons claiming through any of them. Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers, members of the Governance Board, members of the <u>Aviation Council</u> or servants of the Association or to any member thereof, or any person in return for any service actually rendered to the Association. And</p>	<p>Association proposes to rename the former Advisory Council as the Aviation Council reflecting the new inclusive approach of the Council and its intent to have representation from the Aviation Industry.</p>
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provided further that no member of the Aviation Council or Governance Board shall receive any remuneration or payment for services rendered or goods supplied or be financially concerned or interested in any contract for engagement with the Association without first fully disclosing such interest to the Aviation Council or Governance Board (as the case may be), nor shall he be present at any deliberations or vote on any matter in which he is financially interested.

3. DIVISIONS

3.1 The Association shall comprise the following Divisions of the aviation industry and such others as may be determined from time to time by the Aviation Council.

3.1.1 Agricultural Aviation Division (also known as the New Zealand Agricultural Aviation Association).

3.1.2 Helicopter Division (also known as the New Zealand Helicopters' Association).

3.1.3 Logistics Division (which shall include the Aviation Engineers Association of New Zealand)

3.1.4 Operational Division

3.1.5 Training and Development Division"

3.2 The qualification for membership of each Division shall be as follows:

3.2.1 Agricultural Aviation Division: Ordinary Members:

Any person, firm, company or corporation being operators of commercially employed aircraft not being aircraft used exclusively in the transport of passengers or goods for hire or reward providing agricultural aviation services approved by the Civil Aviation Authority (or any successor or replacement entity). All members may become members of all other Divisions of the Association for which they are eligible at a membership fee for each such additional Division as may be determined by the Governance Board.

3.2.2 Logistics Division: Ordinary Members:

Any person, firm, company or corporation actively engaged in the maintenance of aircraft or aircraft parts holding a current approval by the Civil Aviation Authority (or any successor or replacement entity) or supplying aircraft, aircraft parts or services to commercial aviation. All members may become members of all other Divisions of the Association for which they are eligible at a membership fee for each such additional division as may be determined by the Governance Board.

3.2.3 Operational Division: Ordinary Members:

This change facilitates the merging of Engineering and Supply and Services into a group named "Logistics"; the merging of Transport, EMS and TFO into an Operational group and the merging of Flight Training, Education and Research into Training and Development.

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3.1.2 . Air Rescue/Air Ambulance Division¶
3.1.3 . Air Transport Division¶
3.1.4 . Airports Division¶
3.1.5 . Engineering Division (also known as the Aircraft Engineers Association of New Zealand)¶
3.1.6 . Education & Research Division¶
3.1.7 . Flight Training Division¶
3.1.8 . Helicopter Division (also known as the New Zealand Helicopters' Association)¶
3.1.9 . Supply & Services Division¶
3.1.10 . Tourist Flight Operators ¶

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<p><i>Any person, firm, company or corporation operating commercially employed aircraft or helicopters in the transport of passengers or goods in accordance with a current approval from the Civil Aviation Authority issued under CAR119. All members may become members of all other Divisions of the Association for which they are eligible at a membership fee for each such additional division as may be determined by the Governance Board.</i></p>		<p>Formatted: Indent: Left: 0 cm, First line: 0 cm</p>
<p>3.24 Training and Development Division: Ordinary Members:</p>		<p>Deleted: Air Rescue/Air Ambulance Division: Ordinary Members:¶</p>
<p><i>Any person, firm, company or corporation operating commercially employed aircraft or helicopters for the purpose of training persons to become pilots, flight instructors or flight attendants. Also any person, firm, company or institute engaged in the provision of research, development or related services in aviation. All members may become members of all other Divisions of the Association for which they are eligible at a membership fee for each such additional division as may be determined by the Governance Board."</i></p>	<p>Clarifies who may be ordinary members of new divisions</p>	<p>Any person, firm, company, trust or corporation operating commercially employed aircraft in the search for and recovery of casualties and in the transfer by air of patients. Rescue Trusts may also be ordinary members of the Division. All members may ... [1]</p>
<p>3.2.2</p>		<p>Deleted: Air Transport D ... [2]</p>
<p>3.2.3</p>		<p>Deleted: 3.2.5 . Engineer ... [3]</p>
<p>3.2.6</p>		<p>Deleted: .</p>
<p>3.2.5 Helicopter Division: Ordinary Members: Any person, firm, company or corporation operating commercially employed helicopters. All members may become members of all other Divisions of the Association for which they are eligible at a membership fee for each such additional Division as may be determined by the Governance Board.</p>		<p>Deleted: and actively en ... [4]</p> <p>Deleted: Education and ... [5]</p> <p>Deleted: -</p> <p>Deleted: Ordinary M</p> <p>Deleted: m</p>
<p>3.2.9</p>		<p>Deleted: embers:¶ ... [6]</p>
<p>3.3 Each Division of the Association shall be conducted under Bylaws made pursuant to Rule 18 hereof.</p>		<p>Deleted: 8</p>
<p>3.4 Divisions may determine from time to time to merge with other Divisions listed above, by way of a vote passed by a majority of members of both Divisions intending to merge, in which case this merger will be recognised by the Aviation Council at its next meeting and recorded in the notes of the Aviation Council meeting.</p>		<p>Deleted: . Supply & Ser ... [7]</p> <p>Deleted: m</p>
<p>3.5 Divisions can also determine from time to time whether they will form Branches, Sections or Sub-committees. Where a Division determines to form such bodies the Chief Executive of the Association shall be advised and any associated terms and conditions for the operation of the Divisions so documented and detailed in the Bylaws appended to this constitution.</p>		<p>Deleted: Members:¶ ... [8]</p> <p>Deleted: 20</p>
<p>3.6 The Aviation Council or a person appointed by the Aviation Council for the purposes of this Rule 3.6, shall have the power to resolve any dispute between members of any Division, between members of any Division and the office-holders of the Division, or within any Division executive.</p>		<p>Deleted: by way of vote</p> <p>Deleted: the</p> <p>Deleted: b</p> <p>Deleted: r</p> <p>Deleted: ir</p>
<p>4. REGIONAL CLUSTERS</p>	<p>Grammar</p>	<p>Deleted: ,</p>

<p>4.1 Members of any Division or Divisions may, with the prior written consent of the Governance Board, form regional clusters:</p> <p>4.1.1 which will be intended to enable local groups to network and to co-ordinate across <u>Divisions</u> and branches of the Association to promote a better understanding of the capability in New Zealand of the aviation industry, host visitors and potentially linking up and co-ordinating in order to provide a more comprehensive service offering to actual and potential customers.</p> <p>4.1.2 with the agreement of the Governance Board to carry out economic or commercial activities on a local basis.</p> <p>4.1.3 membership of which is only available to financial members of the Association.</p> <p>4.2 Each regional cluster must:</p> <p>4.2.1 Carry out such activities as are in furtherance of the Association's objectives, or any one or more objective, for that area.</p> <p>4.2.2 Comply with these rules so far as applicable.</p> <p>4.2.3 Not less than two months before the Association's Annual General Meeting in each year, send to the Chief Executive of the Association a return comprising:</p> <p>(a) The names and addresses of its Chairman, Deputy Chairman, Secretary and other officers, if any, elected for the ensuing year.</p> <p>(b) A certified list of its members as at the date of the return.</p> <p>(c) A copy of the regional cluster's Annual Report and where appropriate Balance Sheet.</p> <p>(d) A resume of its activities during the preceding year.</p> <p>4.3 The Association may, on terms and conditions to be determined by the Governance Board (such terms and conditions to be reasonable in the circumstances having regard to the nature of the commercial activities, if any, to be carried on by the regional cluster) provide administrative and management support to a regional cluster.</p>	<p>Grammar</p> <p>Grammar</p>	<p>Deleted: in</p> <p>Deleted: the</p>
<p>5. MEMBERSHIP</p> <p>5.1 Ordinary Members: All persons (except those excluded by Rule 5.3), firms, companies and trusts or corporations directly and actively engaged in business in New Zealand concerned with one or more <u>Divisions</u> of the Association shall, subject to Rule 3, be eligible for ordinary membership of the Association. Members will automatically become a member of one (1) <u>Division</u> for which they <u>are</u> eligible and may become members of any one (1) or more further Divisions or regional clusters of the Association for which they are eligible.</p> <p>5.2 In addition to ordinary members there may be admitted to membership of the Association: life members, associate members, honorary members and special members.</p> <p>5.2.1 Life Members: Life membership may hereafter be conferred on any person as a recognition of special services rendered to aviation. Life membership shall be confined to the individual, shall be free of subscription, and shall be conferred by the decision of the <u>Aviation Council</u> and</p>	<p>Clarifies that persons who are employees of the Association are ineligible for membership</p> <p>Grammar</p> <p>Consequential</p>	<p>Deleted: hereof</p> <p>Deleted: ,</p>

confirmed by a two-thirds majority in a ballot of members present and entitled to vote at a General Meeting of the Association, voting upon a Notice of Motion of which due notice shall have been given.

5.2.2 Associate Members:

All persons (except those excluded by Rule 5.3) firms, companies, trusts or corporations actively engaged in the aviation industry, not covered by a Division as provided in Rule 3, shall be eligible for membership as associate members.

5.2.3 Honorary Members:

Persons (except those excluded by Rule 5.3), firms, companies, trusts or corporations who are not eligible as ordinary members or associate members may be elected honorary members of the Association, if, in the opinion of the Aviation Council, they have interests in common with, or experience which may be of assistance, to the aviation industry.

5.2.4 Special Members:

Divisions may, with the prior approval of the Aviation Council, arrange for appropriate persons (except those excluded by Rule 5.3) to be special members of Divisions. Individual pilot members of the Agricultural Aviation, Helicopter, Operational and Training and Development, Divisions as well as individual members of the Logistics Division are examples of special members.

5.3 No person who is in the employ of a member of the Association shall be eligible for election as a member of the Association.

5.4 Any person, firm or corporation eligible for ordinary or associate membership who desires to become a member shall make written application to the Chief Executive of the Association in the prescribed form and all such applicants, if elected, shall be members of such Division or Divisions of the Association as the Aviation Council may in each case determine. The Aviation Council shall have sole discretion in making a decision whether to elect an applicant as a member and in making its decision the Aviation Council shall have regard to the reputation and integrity of the applicant and whether the applicant is fit and proper to become a member of the Association, and such other criteria as the Aviation Council shall, from time to time, resolve.

5.5 Such applicant shall, on the recommendation of the appropriate Divisional committee, or committees, and on election by a majority of the members of the Aviation Council, be admitted as a member and his or its name shall be entered on the Register of Members.

5.6 Representation:

Only one person may represent a member in any one Division or branch of the Association. A Director, General Manager or accredited representative may represent an ordinary member at Divisional committee or the Aviation Council or General Meetings of the Association. For the purpose of this Rule, an accredited representative is a person who is in the regular employ of a member firm or company and whose appointment as such representative has been duly notified in writing to the Chief Executive before the end of each financial year.

5.7 Members admitted under Rule 5.2 shall not have any vote in the management of the Association, nor have a vote at any General Meeting of the Association and all such members (other than life members) shall be members of such Division of the Association as the Aviation Council may in each case determine.

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Consequential

Provides for individual pilot and engineering members to become members of the renamed division

Clarifies the role of the Aviation Council in respect of the entry of a member to provide for this to be discretion of the Council but with reference to matters of reputation, integrity and the fit and proper status of the applicant.

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6. REGISTER OF MEMBERS

The Chief Executive of the Association shall keep a register of members and the same shall be open for the inspection of members at all reasonable hours during the daytime at the registered office of the Association. Such register shall contain the name and address of each member together with such other information as the Governance Board may direct, and shall be evidence as to all matters relating to the membership therein contained. The existing members of the Association are those enumerated in such register at the date hereof.

7. ENTRANCE FEES AND SUBSCRIPTIONS

7.1 Entrance fees for ordinary and associate members shall be as determined by the Governance Board after consultation with the Aviation Council. Entrance fees must be lodged with the Chief Executive at the time applications for membership are submitted.

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7.2 An annual subscription shall be payable by every member, except honorary or life members, according to such scale as shall be determined by the Governance Board after consultation with the Aviation Council . Different subscriptions may be fixed for members of each Division of the Association, and for each class of member described in Rule 5 above.

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7.3 The Governance Board shall have power to remit such portion of the subscription as it may decide, in cases of members elected to membership in the fourth quarter of any financial year, or in special circumstances.

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7.4 No newly elected member shall participate in any of the privileges or advantages of the Association until his subscription and/or entrance fee shall have been paid, and no member whose subscription or entrance fee is in arrears shall be entitled to vote at any meeting.

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7.5 A member shall remain continually liable as such until his membership is determined by resignation or otherwise and, notwithstanding any such determination of membership, shall continue to remain liable for all subscriptions, fees, levies or liabilities incurred by it or him prior to such determination.

7.6 Where membership of the Association is a necessary requisite to gain accreditation or to gain another pecuniary benefit associated with membership of the Association, if after three months from 1 April membership has not been renewed the Association shall write to the member concerned and give 28 days' of intention to terminate the accreditation or pecuniary benefit. If membership remains unpaid at the end of the 28 day period the pecuniary benefit shall cease or the accreditation terminated. All relevant parties shall be advised of the proposed action. The pecuniary benefit and or accreditation where possible shall be restored on payment of the membership subscription.

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8. MEMBERS BOUND BY RULES

Members shall be held to consent to and be bound by the Rules, and the Bylaws of the Association, and the decision of the Governance Board on the interpretation of the Rules, Bylaws, or in regard to anything done or suffered thereunder, shall be final and conclusive, and members shall not be entitled to appeal or apply to any Court because of anything done or purported or omitted to be done under such Rules or Bylaws.

9. CESSATION OF MEMBERSHIP

- 9.1 The rights and privileges of every member of the Association as such shall not be transferable either by his or its own act or by operation of law. When the ownership of the controlling interest in any member company is transferred, the Governance Board shall have the power to cancel its membership.
- 9.2 The Governance Board shall have the power to review the membership of any member at any time, and in the event of a member being, in the opinion of the Governance Board, no longer eligible for membership of one or more Divisions of the Association, then his or its membership of such Division or Divisions shall be cancelled and the Register of Members amended in such manner as may be necessary.
- 9.3 Any member may at any time resign from the Association by giving notice in writing to that effect to the Chief Executive, provided that he or it shall be liable and required to pay any subscription or other payment which may be due from him or it and unpaid at the date of his or its resignation.
- 9.4 Members liable for annual subscription for the class or classes of membership to which they belong are liable for the whole of such subscriptions for the financial year in which their resignations are lodged unless the Governance Board decides to remit any part of them.
- 9.5 Any member of the Association who shall fail in the observance of any of these Rules or any ruling or Bylaw made by the Governance Board, or whose conduct in any respect shall be, in the opinion of the Governance Board, derogatory to the character or prejudicial to the interests of the Association may, but only after being called upon to show cause why his or its membership should not be cancelled, be removed as a member of the Association. Any such former member shall remain liable to pay all fees, subscriptions and levies unpaid at the date on which his or its membership was cancelled.

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Clarification of liability for payment of fees. Presently provided for in clause 26.5

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10. CONSTITUTION, MEMBERSHIP AND ADMINISTRATION OF THE AVIATION COUNCIL

- 10.1 The Aviation Council of the Association shall consist of:
 - 10.1.1 The President – who shall be elected for a term of two years pursuant to Rule 13, at the Annual General Meeting in alternate years. The only persons eligible for nomination as President shall be persons:
 - (a) who hold office as Chairman or Deputy Chairman of any Division or who have held such office at any previous time for a period of not less than two years; and
 - (b) who are ordinary or associate members or who are either a director, general manager or accredited representative of an ordinary or associate member which is a firm, company or corporation. For the purposes of this Rule an accredited representative is a person who is in the regular employ of the firm, company or corporation which he represents and whose appointment as such representative has been duly notified in writing to the Chief Executive by the member or
 - (c) are life members.

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<p>10.1.2 Two Vice Presidents - who shall be elected pursuant to Rule 13, one such Vice-President to be elected or re-elected at each Annual General Meeting in place of the Vice President having the longer term of service on the <u>Aviation Council</u>, who shall have automatically retired. The only persons eligible for nomination as Vice-Presidents shall be persons who at or prior to nomination hold, or have held, office as Chairman, Chairmen, Deputy Chairman, or Deputy Chairmen, of any branch or <u>Division</u> of the Association.</p>	<p>Consequential</p>	<p>Deleted: 2,</p>
<p>10.1.3 Immediate Past President – who shall (subject to Rule 12.4) be the person who has most recently vacated the office of President.</p>	<p>Consequential</p>	
<p>10.1.4 Councillors – the Chairman of each Division shall be a member of the <u>Aviation Council</u>. Should any Chairman not be able to attend an <u>Aviation Council</u> meeting he is entitled to be represented by an alternate.</p>	<p>Consequential and clarification that the Aviation Council is intended to be inclusive</p>	<p>Deleted: they</p>
<p>10.1.5 Members – <u>Non-Aviation Council</u> members have a right to attend any <u>Aviation Council</u> meeting but are not entitled to vote. With the agreement of the Chairman, <u>such members</u> may take an active part in the meeting. Should the <u>Aviation Council</u> elect to go into committee to discuss sensitive issues members, other than the elected <u>Aviation Councillors</u> and <u>Association managers</u>, must withdraw from the meeting.</p>	<p>Consequential</p>	<p>Deleted: IA</p>
<p>10.1.6 The chairperson of each regional cluster.</p>	<p>Consequential</p>	
<p>10.1.7 A director from Aviation New Zealand Limited (nominated by Aviation New Zealand Limited).</p>	<p>Consequential</p>	
<p>10.1.8 The President, or in his absence one of the two Vice Presidents or <u>the Immediate</u> Past President shall act as Chairman of the <u>Aviation Council</u>.</p>	<p>Consequential</p>	
<p><u>10.1.9 A representative of the Major User.</u></p>	<p>Consequential</p>	
<p>10.2 Members of the <u>Aviation Council</u> shall, unless specified otherwise in these Rules, or in the <u>Bylaws</u> serve for a term of two (2) years, and shall be eligible for re-appointment, provided that no member other than one who is or has been <u>President</u> shall be eligible to serve a term of more than a total of <u>six (6) consecutive years</u>.</p>	<p>Consequential</p>	<p>Deleted: b</p> <p>Deleted: Chairperson</p>
<p>10.3 The term of appointment shall begin at the first <u>Aviation Council</u> meeting held after the Annual General Meeting of the Association in the year of the <u>Aviation Council</u> member's nomination and election, and end at the closure of the second subsequent Annual General Meeting of the Association.</p>	<p>Consequential</p>	<p>Deleted: [</p> <p>Deleted:]</p>
<p>10.4 In the event of an <u>Aviation Council</u> member being unable for any reason to attend an <u>Aviation Council</u> meeting or otherwise participate in <u>Aviation Council</u> business, that member or the person or body who appointed them to the <u>Aviation Council</u> may, by writing, appoint an alternate to act in their stead. Such alternate shall have all the powers and rights vested in the <u>Aviation Council</u> member for whom they act as alternate except to act as Chairperson of the meeting.</p>	<p>Consequential</p> <p>Repetition refer Rule 20.1</p>	<p>Deleted: 10. 5 In the event of a casual vacancy occurring in the , the vacancy shall be filled by the person or body making the original appointment which has become vacant, and the member so appointed shall hold office for the unexpired term for which the member's predecessor was appointed.[</p> <p>¶</p>
<p>10.5 The Chief Executive shall be responsible for ensuring services are provided to facilitate the operations of the <u>Aviation Council</u>. The Chief Executive shall ensure that minutes of every <u>Aviation Council</u> meeting are kept and that copies of the minutes are provided to every <u>Aviation Council member</u> and to each member of the Governance Board.</p>	<p>Consequential</p>	
<p>10.6 Meetings of the <u>Aviation Council</u> shall be held at such time and place as the President of the <u>Aviation Council</u> may decide or in</p>	<p>Consequential</p>	<p>Deleted: lor</p>

<p>accordance with a written request addressed to the Chief Executive by three (3) <u>Aviation Council</u> members who are entitled to vote, provided that there shall be not less than two meetings in each calendar year and at intervals of not more than seven (7) months.</p>	<p>Consequential</p>	<p>Deleted: [Deleted:]</p>
<p>10.7 The <u>President</u> of the <u>Aviation Council</u> shall cause notice of the time and place of every <u>Aviation Council</u> meeting and of the business to be transacted at that meeting (other than formal business) to be delivered to or given to every member not less than seven (7) days before the date of the meeting, provided that in the case of urgency such lesser period of notice may be given as the <u>President</u> shall decide. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member shall not invalidate the proceedings at any <u>Aviation Council</u> meeting.</p>	<p>Consequential</p>	<p>Deleted: Chairperson Deleted: Chairperson</p>
<p>10.8 No business shall be transacted at any <u>Aviation Council</u> meeting unless there be present a majority of the members duly appointed at that time. A member shall be regarded as present at a meeting if the member is linked by telephone with other members, whether attending as a group at a meeting, or being members, each alone or as groups, at several locations whether in New Zealand or not, provided that:</p> <ul style="list-style-type: none"> (a) all members <u>who</u> are entitled to receive notice of the meeting shall have been given proper notice of the meeting in accordance with Rule 10.8, and of the opportunity to participate in the telephone link to the meeting if they wish. (b) each of the members taking part in the meeting and the person appointed to keep the minutes are able to hear each of those participating in the meeting at the commencement of the meeting. (c) at the commencement of the meeting each member who is participating must acknowledge their presence for the purpose of the meeting to all others taking part. For the purposes of this Rule 10.8, no member shall be entitled to receive notice if he or she is absent from New Zealand at the time the notice is given. 	<p>Consequential Grammar</p>	<p>Deleted: 10</p>
<p>10.9 Subject to the provisions of Rule 10.8 above, the <u>Aviation Council</u> may exercise any of its powers and functions despite the fact that any appointments to its membership may not at any time have been made and despite any vacancy amongst its members.</p>	<p>Consequential</p>	
<p>10.10 Questions, motions and resolutions arising at any <u>Aviation Council</u> meeting shall be decided by a majority of votes exercised by those entitled to vote, and in the case of an equality of votes the <u>President</u> of the meeting may exercise a casting as well as a deliberative vote.</p>	<p>Consequential</p>	<p>Deleted: and Deleted: Chairperson</p>
<p>10.11 A resolution in writing signed by three quarters of the members entitled to vote shall be as valid and effectual as if it had been passed at a meeting of the <u>Aviation Council</u> duly called and constituted.</p>	<p>Consequential</p>	
<p>10.12 The <u>Aviation Council</u> may establish committees and delegate to any such committees such powers and duties as the <u>Aviation Council</u> thinks fit.</p>	<p>Consequential Consequential</p>	
<p>10.13 Unless otherwise decided by the <u>Aviation Council</u>, the meetings and proceedings of every such committee shall be governed by the provisions contained in these Rules for regulating the meetings and proceedings of the <u>Aviation Council</u>.</p>	<p>Consequential</p>	

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<p>11 POWERS AND FUNCTIONS OF THE AVIATION COUNCIL</p> <p>11.1 <u>The role of the Aviation Council shall be:</u></p> <p>(a) <u>To exercise the rights and carry out the obligations as set out in this Constitution.</u></p> <p>(b) <u>To encourage, promote, establish and generally watch over the systems, processes and procedures that promote and enhance safety in aviation</u></p> <p>(c) <u>Advise the Chief Executive of the Association in relation to the implementation of strategy and in any technical or operational area in which the Aviation Council or its members may have expertise.</u></p> <p>(d) <u>Provide a conduit for the exchange of information between members of the aviation industry and the Association and a forum for discussion around key issues and research topics.</u></p> <p>(e) <u>To provide advice to the Governance Board on the issues affecting the aviation industry and the implications these carry.</u></p> <p>(f) <u>Through the establishment and support of appropriate Divisions or Committees to encourage, promote, and generally watch over and protect the general interest of companies and persons who are members of the Association engaged in the New Zealand aviation industry, but independently of the personal interest or interests of any such companies or persons</u></p> <p>(g) <u>To collect nominations for election to the Governance Board and any other bodies corporate and to work with the Governance Board to identify individuals with the right mix of competencies needed for effective governance of the organisation and those other bodies corporate.</u></p> <p>(h) <u>To elect the Governance Board. No person may hold at the same time the role of President of the Aviation Council and Chairperson of the Governance Board, and if a person holding the role of President of the Aviation Council is elected as the Chairperson of the Governance Board they shall relinquish their role as President of the Aviation Council. The Chief Executive or any other employee or contractor to the Association shall not be eligible for election to the Governance Board.</u></p> <p>(i) <u>To consider, originate and promote reform and improvements in the law as it affects the aviation industry, to consider proposed alterations and oppose or support the same; to effect improvements in the administration of the law as it affects aviation.</u></p> <p>(j) <u>To provide a mechanism through which views regarding issues facing the aviation sector can be shared including advice on dissemination of the outputs of the organisation's investments.</u></p> <p>(k) Exercise the rights and carry out the obligations as are set out in these Rules.</p> <p>(l) Advise the Chief Executive of the Association in relation to the implementation of its strategy.</p>	<p>Clarifies and defines the function of the Aviation Council</p>	<p>Deleted: e</p> <p>Deleted:</p> <p>Deleted: A</p> <p>Deleted: community</p> <p>Deleted:</p> <p>Deleted: 11.</p> <p>Deleted: 1</p> <p>Deleted: 2.2</p> <p>Deleted: 11.12.3 Provide a conduit for the exchange of information between industry and the Association and a forum for discussion around key issues and research topics.¶</p> <p>Deleted: 11.2 The Advisory Council shall provide advice to the Governance Board on the issues affecting the aviation industry and the implications these carry.¶</p> <p>¶ 11.3 The Advisory Council shall act as a sounding board for discussion on strategic issues that impact on the aviation sector.¶</p> <p>¶ 11.4 The Advisory Council shall provide a mechanism through which the Association's views regarding issues facing the industry can be shared with industry, including advice on dissemination of the outputs of the Association's investments.¶</p> <p>¶ 11.5 The Advisory Council shall collect nominations for elec ... [9]</p>
<p>12. AVIATION COUNCIL AND GOVERNANCE BOARD APPOINTMENTS AND OFFICE BEARERS (See also Rule 28)</p> <p>12.1 The affairs of the Association shall be governed by the Governance Board.</p> <p>12.2 The Chief Executive shall be appointed by the Governance Board, and will hold office until his or her successor is appointed. In the</p>	<p>Consequential</p>	<p>Deleted: ,</p>

<p>event of incapacity of the Chief Executive, the Executive Committee shall have power to appoint a person to fulfil the functions of the Chief Executive until the next meeting of the Governance Board.</p>	
<p>12.3 The election and appointment of the President and two Vice-Presidents of the Aviation Council shall be conducted in the manner hereinafter contained.</p>	<p>Consequential</p> <p>Deleted: [</p> <p>Deleted:]</p> <p>Deleted: c</p>
<p>12.4 The Immediate Past President of the Aviation Council shall hold office automatically, unless by a resolution, carried by a majority in Annual General Meeting it is decided that the outgoing President shall not be the person to fill the office of Immediate Past President. In that event, the Annual General Meeting may elect some other person who has held the office of President to be Immediate Past President.</p>	
<p>13. ELECTIONS</p>	
<p>13.1 The Chief Executive shall notify members of pending vacancies within the Executive Committee of the Aviation Council, in accordance with the Rules of the Association 28 days prior to the period of notice prescribed in clause 13.2</p>	<p>Consequential</p> <p>Deleted: c</p>
<p>13.2 Nominations of candidates for election for the office of President and Vice Presidents must be received by the Chief Executive not less than twenty eight (28) days before the Annual General Meeting with a consent in writing signed by each member nominated that he is willing to serve.</p>	<p>Deleted:</p> <p>Deleted: r</p>
<p>13.3 Nominations shall be signed by two but not more than two (2) ordinary members.</p>	
<p>13.4 If no valid nominations are received by the Chief Executive pursuant to Rule 13.2 for the office of President, or if no or insufficient valid nominations are received for the offices of Vice-Presidents, then the officers holding those offices respectively immediately prior to the Annual General Meeting shall be deemed to have been elected to such office at the Annual General Meeting. Otherwise, such officers shall be elected by ballot in the manner hereinafter appearing.</p>	<p>Numbering</p> <p>Deleted: 1</p>
<p>13.5 The ballot paper shall contain the names of the members nominated for the offices of President and Vice-Presidents in the form of alphabetical lists. One list shall be clearly marked "President" and the other "Vice-President".</p>	
<p>13.6 No ballot paper which is signed or on which the number of candidates voted for on each list is more than that required to be elected shall be valid</p>	
<p>13.7 The ballot papers shall be sent by the Chief Executive by ordinary post in sealed envelopes, to the last address of each ordinary member recorded at the office of the Association, not less than ten (10) days before the Annual General Meeting.</p>	
<p>13.8 Names of voters will be shown, on envelopes containing ballot-papers, in the form in which they appear in the Register of Members kept by the Chief Executive. In the case of registered companies, they will be addressed to the company.</p>	
<p>13.9 Votes will be recorded by striking out the names of candidates for whom it is NOT desired to vote.</p>	
<p>13.10 Voting papers will be delivered to the Chief Executive prior to the commencement of the Annual General Meeting.</p>	
<p>13.11 Voting papers shall be sealed and returned to the Chief Executive, enclosed in an envelope, the inner side of the flat thereof being signed by the member so voting.</p>	

<p>Governance Board.</p> <p>14.5 The Governance Board may establish committees and delegate to any such committees such powers and duties as the Governance Board thinks fit (except the power of giving security over the property of the Association). The Chairperson shall ex-officio be a member of every committee established by the Governance Board. Unless otherwise decided by the Governance Board the meetings and proceedings of every such committee shall be governed by the provisions contained in these Rules for regulating the meetings and proceedings of the Governance Board. A standing committee termed the Finance Committee shall always be appointed. This committee may be supplemented by a member of the <u>Aviation Council</u>.</p> <p>14.6 No business shall be transacted at any Governance Board meeting unless there is present at the meeting not less than 60% of the members of the Governance Board who are entitled to vote. A member shall be regarded as present at a meeting if the member is linked by telephone with other Governance Board members, whether attending as a group at a meeting, or being members, each alone or as groups, at several locations whether in New Zealand or not, provided that all Governance Board members entitled to receive notice of the meeting shall have been given proper notice of the meeting and of the opportunity to participate in the telephone link to the meeting if they wish; and each of the members taking part in the meeting and the person appointed to take the minutes are able to hear each of those participating in the meeting at the commencement of the meeting; and that at the commencement of the meeting each member who is participating must acknowledge their presence for the purpose of the meeting to all other members taking part. For the purposes of this Rule 14.6, no Governance Board member shall be entitled to receive notice if he or she is absent from New Zealand at the time the notice is given.</p> <p>14.7 Subject to the provisions of Rule 14.6 above, the Governance Board may exercise any of its powers despite the fact that any appointments to its membership may not at any time have been made and notwithstanding any vacancy amongst its members.</p> <p>14.8 Questions arising at any Governance Board Meeting except a motion in respect of which these Rules provide otherwise shall be decided by a majority of votes exercised by those entitled to vote, and in the case of an equality of votes the Chairperson of the meeting may exercise a casting as well as a deliberate vote.</p> <p>14.9 A resolution in writing signed by three quarters of the members of the Governance Board entitled to vote shall be as valid and effectual as if it had been passed at a meeting of the Governance Board duly called and constituted.</p> <p>14.10 The Governance Board may make regulations for its guidance or to facilitate the transactions of business of the Association provided that such regulations are not inconsistent with these Rules.</p>	<p>Grammar</p> <p>Deleted: Audit and</p> <p>Deleted: Subc</p> <p>Consequential</p> <p>Delete reference to Audit as Board has determined it will establish an Audit and Risk Committee</p>
<p>15 POWERS AND FUNCTIONS OF THE GOVERNANCE BOARD</p> <p>15.1 In addition to the powers expressly conferred upon the Governance Board by these Rules, the Governance Board may exercise any or all of the following powers:</p>	

- (a) Power to acquire, purchase, hold or otherwise deal in any property real or personal or any estate, right, licence or interest for the purposes of furthering or carrying out the objects of the Association.
- (b) Power to sell, lease or otherwise turn to account and whether for valuable consideration or gratuitously any real or personal property and to grant any estate, right, licence or interest therein or in respect thereof.
- (c) Power to grant subsidies subventions and payments whether for valuable consideration or gratuitously to any person for any of the purposes of the Association and in particular to grant funds for research at any University or Institution.
- (d) Power to borrow or raise money for any of the objects of the Association and to contract for repayment of money so borrowed and to give security over any of the property of the Association for such repayment.
- (e) Power to accept and hold property real and personal upon trust for any purpose general or special within the scope of the purposes hereinbefore set out.
- (f) Power to employ professional staff and other servants and agents.
- (g) Power to use the funds of the Association as the Governance Board may consider necessary or proper in payment of the costs and expenses in furthering or carrying out the objects of the Association or any of them.
- (h) Power to establish and maintain and to contract for the establishment and maintenance of and otherwise to assist funds and schemes to provide pensions, life insurance and other benefits for servants and former servants of the Association.
- (i) Power to institute, conduct, defend, compound or abandon any legal proceedings by or against the Association or its officers, or otherwise concerning the affairs of the Association and also to compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Association.
- (j) Power to do such other lawful things as may be necessary convenient or incidental to the carrying out of the purposes of the Association.
- (k) All such powers shall be exercisable either solely or jointly with any other person or corporate body.

15.2 The Governance Board shall be solely responsible for exercising all rights of the Association as shareholder in bodies corporate partly or wholly owned by the Association, including appointing the boards of such bodies in accordance with the constitution of the relevant body. The Governance Board shall ensure that the appointees as directors of wholly owned bodies corporate shall include two members of the Governance Board. Neither the Chairperson nor the Deputy Chairperson of the Governance Board shall be eligible for appointment as directors of wholly-owned bodies corporate.

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<p>16 CASUAL VACANCIES</p>	<p>Consequential</p>	
<p>16.1 Casual vacancies in the offices of President, <u>Immediate Past President</u> or <u>Vice-Presidents</u>, shall be filled by appointment by the <u>Aviation Council</u> without undue delay, and, if expedient, at the first meeting of the <u>Aviation Council</u> after such vacancy has occurred. The member of the <u>Aviation Council</u> so appointed shall hold office only for the remainder of the period of the office of the member he replaces.</p>	<p>Consequential</p>	<p>Deleted: r</p>
<p>16.2 Casual vacancies on the <u>Aviation Council</u> shall be filled by the <u>Aviation Council</u> on nominations obtained from the <u>Divisions</u> concerned. If the <u>Divisions</u> fail to submit nominations within the time specified by the <u>Aviation Council</u>, the <u>Aviation Council</u> itself may fill the casual vacancies. <u>The member of the Aviation Council so appointed shall hold office only for the remainder of the period of the office of the member he replaces.</u></p>	<p>Consequential</p>	
<p>16.3 Casual vacancies on the Governance Board shall be filled by the Governance Board on nominations obtained from the <u>Aviation Council</u>. If the <u>Aviation Council</u> fails to submit nominations within the time specified by the Governance Board, the Governance Board itself may fill the casual vacancies. <u>The member of the Governance Board so appointed shall hold office only for the remainder of the period of the office of the member he replaces.</u></p>		
<p>17. MANAGEMENT</p>		
<p>17.1 The Governance Board shall have the entire government and management of the Association and the control of its property and funds, and is empowered on behalf of the Association to do, execute and carry out all matters and things which the Association is authorised to do, execute and carry out, save such as are expressly by these Rules or by any Statute for the time being in force required to be exercised or done by the Association in General Meeting.</p>	<p>Renumbering</p>	
<p>17.2 At all meetings of the Governance Board, fifty percent of those entitled to attend per clause <u>14</u> shall be a quorum present in person. One of them shall be the Chairman or Deputy Chairman.</p>	<p>Consequential</p>	<p>Deleted: 1</p>
<p>17.3 The Chairman of the Governance Board shall have a casting as well as a deliberative vote.</p>		
<p>17.4 The President of the <u>Aviation Council</u>, the two Vice-Presidents and the Immediate Past President shall be an Executive Committee with power to act for the <u>Aviation Council</u> between meetings of the <u>Aviation Council</u>. Members of the Executive Committee may not appoint deputies to act for them in that capacity. The <u>Aviation Council</u> may, by resolution, limit the power of the Executive Committee to act. Three shall be a quorum at Executive Committee meetings.</p>	<p>Consequential</p>	
<p>17.5 The <u>Aviation Council</u> and the Executive Committee may take decisions by correspondence, instead of by meeting personally, on matters submitted to each member of the <u>Aviation Council</u> or Executive Committee by the Chief Executive, provided that if there is less than 75 percent agreement on written submissions to the <u>Aviation Council</u>, or the Executive Committee, the matter concerned will be deemed undecided and deferred for decision at a meeting of the <u>Aviation Council</u> or Executive Committee.</p>	<p>Consequential</p>	
<p>18. BYLAWS</p>	<p>Consequential</p>	
<p>18.1 Subject always to these Rules, the <u>Aviation Council</u> shall have power from time to time to make, alter and rescind Bylaws for</p>		

<p>conducting the business, of Divisions.</p> <p>18.2 The <u>Aviation Council</u> shall consult <u>Divisions</u> with reference to the Bylaws thereof and advise the Governance Board of the changes.</p> <p>19. REMOVAL FROM OFFICE ETC</p> <p>The Association at any Special General Meeting, by a majority of two-thirds of the members present at the meeting, may remove any President, Vice-President, Immediate Past President or member of the <u>Aviation Council</u> or Governance Board, before the expiration of his period of office.</p>	<p>Consequential</p>
<p>20. VACANCIES</p> <p>20.1 The office of any member of the <u>Aviation Council</u> shall become vacated:</p> <p>(a) If he ceases to be an ordinary member of the Association, or a duly appointed representative of an ordinary member of the Association.</p> <p>(b) In the case of a Chairman or Deputy Chairman of a <u>Division</u> if he ceases to hold that office in the <u>Division</u>.</p> <p>(c) If he resigns by notice in writing addressed to the Chief Executive.</p> <p>(d) If he is removed from office by resolution of a Special General Meeting.</p> <p>(e) If he absents himself from more than two consecutive meetings of the <u>Aviation Council</u>, or its Executive Committee without leave of absence from the President</p> <p>(f) If he completes his term of office.</p> <p>20.2 The office of any member of the Governance Board shall become vacated:</p> <p>(a) <u>If he resigns by notice in writing addressed to the Chief Executive.</u></p> <p>(b) <u>If he is removed from office by resolution of a Special General Meeting.</u></p> <p>(c) <u>If he completes his term of office.</u></p>	<p>Consequential</p> <p>Consequential</p> <p>Consequential</p> <p>New clause to reflect how vacancies arise in respect of the Governance Board.</p>
<p>21. ACCOUNTS</p> <p>The Chief Executive shall arrange for the keeping of accounts of the Association and for the preparation of Annual Accounts to be submitted to the Annual General Meeting.</p> <p>22. CHIEF EXECUTIVE</p> <p>The Chief Executive shall be appointed under Rule <u>12.2</u>, and be the person solely responsible for the keeping of accurate and correct minutes of the Association, including meeting of any Sub_committees and the Executive Committee so designated by the <u>Aviation</u></p>	<p>Consequential amendments</p> <p>Deleted: or Chairman of the Board.</p> <p>Deleted: ¶ . If he commits a breach of the second proviso to Rule 2.24.¶ Avacancy arises on the Governance Board by way of written resignation or rotation. ¶</p> <p>Deleted: 13.1.7</p>

<p><u>Council</u> and the Governance Board. The Chief Executive will conduct all external correspondence of the <u>Aviation Council</u>, the Governance Board and the Executive Committee, and shall act as Returning Officer for ballots. If the <u>Aviation Council</u> so determines the President shall also have the ability to undertake external correspondence.</p>	<p>Correct numbering</p>
<p>23. SUB_COMMITTEES</p>	
<p>23.1 Appointment: The <u>Aviation Council</u> and Divisional Committees may appoint sub-committees and may delegate to them such powers as it may think fit. Such sub-committees may include persons who are not members of the <u>Aviation Council</u> of the Association, or who are not members of the Association.</p>	<p>Consequential</p>
<p>23.2 Reports: Sub-committees shall report to the <u>Aviation Council</u> or the Divisional Committee whichever appointed the Committee so reporting.</p>	<p>Consequential</p>
<p>24.3 Chairman: Each sub-committee shall appoint its own Chairman.</p>	
<p>25.4 Quorum: The Quorum of each sub-committee shall be at least one half of its number.</p>	<p>Consequential</p>
<p>26.5 Vacancies: The <u>Aviation Council</u> or the Divisional Committee concerned may appoint additional members to, or fill vacancies on, any sub-committee.</p>	
<p>24. COMMITTEE MEMBERS</p>	
<p>Committee Members: The President, two Vice-Presidents, and Immediate Past President shall be entitled to attend at meetings of every Divisional committee or sub-committee meetings. The Chief Executive shall be advised of such meetings and be entitled to attend.</p>	
<p>25. FINANCIAL YEAR</p>	
<p>The Financial Year shall end on the last day of March in each year.</p>	
<p>26. PAYMENT OF ANNUAL SUBSCRIPTIONS</p>	
<p>26.1 Annual subscriptions shall be payable on election and subsequent annual subscriptions on April 1 each year.</p>	<p>Consequential</p>
<p>26.2 In the case of the annual subscription not being paid within one calendar month of notification of election, and failing an explanation satisfactory to the <u>Aviation Council</u>, the election may be cancelled by the <u>Aviation Council</u> and the candidate's name erased from the Register of Members.</p>	
<p>26.3 In the case of a member whose annual subscription remains unpaid for three months, the Chief Executive shall notify him by letter that unless he makes himself financial he shall cease to be a member of the Association, but shall remain legally liable for his subscription then due.</p>	
<p>26.4 The <u>Aviation Council</u> may reinstate a member on satisfactory grounds being shown for the failure of payment.</p>	
<p>27. POSTAL CORRESPONDENCE TO MEMBERS</p>	<p>Delete as repeat of amended clause</p>

Deleted: 26.5 . A member on paying his or its subscription and entrance fee is thereby considered to have submitted himself or itself to these Rules and on these conditions alone is entitled to enjoy the advantages and privileges of membership of the Association.¶

<p>27.1 All communications to members shall be sent to the address recorded in the Register of Members unless the Chief Executive is otherwise directed in writing by the member, and any notice sent by post to such address shall be deemed to have been duly delivered. In proving service by post, it shall be sufficient to satisfy the Governance Board that the letter containing the communication was properly addressed and put into a post office or postal letter-box.</p> <p>27.2 Communications to members may also be sent by email and if addressed to a members' email address shall be deemed to have been duly delivered.</p>	
<p>28. AVIATION COUNCIL AND EXECUTIVE COMMITTEE MEETINGS (See also Rule 12)</p>	Consequential
<p>28.1 The <u>Aviation Council</u> shall meet at intervals of not longer than six months and all meetings of the <u>Aviation Council</u> or the Executive Committee of the Association shall be called by the Chief Executive, or in his absence, or in special circumstances by someone deputed to do so by the President or one of the Vice-Presidents. The Chief Executive shall call a meeting of the <u>Aviation Council</u> whenever requested to do so by the President or the <u>Aviation Council</u> or on the written requisition of at least three members of the <u>Aviation Council</u>.</p> <p>28.2 The Chief Executive shall call a meeting of the Executive Committee whenever requested to do so by the President or by a member of the Executive Committee.</p>	Consequential
<p>28.3 All meetings and decisions of the <u>Aviation Council</u> and the various sub-committees including the Executive Committee shall be recorded and properly documented and be available on request for review by members.</p>	Consequential
<p>29. ANNUAL GENERAL MEETING</p>	
<p>29.1 Annual General Meetings shall be held annually at such time and place as the Governance Board may determine. Not less than 10 clear days before the Annual General Meeting the Chief Executive shall post to every member:</p>	
<p>29.1.1 Notice of the time and place of such meeting.</p>	
<p>29.1.2 A statement of account showing all moneys received and expended during the financial year and a balance sheet showing the financial position of the Association both duly certified by the Auditor.</p>	
<p>29.1.3 An Agenda Paper of the business to be transacted at the meeting.</p>	
<p>29.14 Notices of Motion for the Annual General Meeting must be received by the Chief Executive not less than twenty-one days prior to the meeting, and must be signed by at least two financial ordinary members.</p>	<p>Deleted: 2</p>
<p>29.15 The Chief Executive will also when necessary post to every financial ordinary member a ballot paper in accordance with Rules 13.7 and 13.8.</p>	<p>Deleted: .</p> <p>Deleted: 3</p>
<p>30. BUSINESS AT ANNUAL MEETING The following business shall be transacted at the Annual <u>General</u> Meeting:</p>	Clarification of reference to meeting

- 30.1 The consideration and adoption of the Annual Report.
- 30.2 The passing of the statement of accounts for the preceding year.
- 30.3 Consideration of motions of which due notice has been given under Rule 29.1.4.
- 30.4 The election of Auditor for the ensuing year.
- 30.5 The appointment of Scrutineers.
- 30.6 The counting of votes by Scrutineers and announcement of the results of the ballot for election of officers pursuant to Rule 134.
- 30.7 Such general business of which notice may not have been given as the meeting may unanimously decide to consider.

31. SPECIAL GENERAL MEETING

A Special General Meeting of the Association shall be held only by direction of the Governance Board or a two thirds majority of the Aviation Council, or on a written request to the Chief Executive signed by not fewer than one-third of the members of the Association. Such direction or written request shall state the purpose for which such meeting is to be held, and at such Special General Meeting (which shall be held within one calendar month after receipt by the Chief Executive of such direction or request) no matters shall be taken into consideration except those specified in the notice convening the same. The Chief Executive shall send to every member notice of the date, place and object of such Special General Meeting not less than 10 clear days prior to the date of the meeting.

32. PROCEDURE AT GENERAL MEETINGS, ETC

- 32.1 If within half an hour from the time appointed for a meeting a quorum is not present, the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the following week at the same place and time: and if at such adjourned meeting a quorum is not present, it shall be adjourned sine die.
- 32.2 The quorum at an Annual or Special General Meeting shall be 30 or 10% of the financial members which ever is the lesser number. At an Annual or Special General Meeting and at meetings of the Aviation Council, the President, or in his absence one of the Vice-Presidents, or in the absence of both President and Vice-Presidents, the Immediate Past President, shall act as Chairman. In the absence of the President, the Vice-Presidents and the Immediate Past President the meeting shall elect some other member of the Aviation Council to preside. The Chairman, if a member entitled to vote, shall have a second or casting vote except at elections.
- 32.3 The Chairman may, with the consent of any General Meeting, adjourn the same 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.
- 32.4 At every General Meeting a resolution put to the vote of the meeting shall be decided on the show of hands by a bare majority upon the declaration of the result of the show of hands unless a secret ballot be demanded by any five persons present entitled to vote, and unless a ballot be so demanded a declaration by the Chairman of the meeting that a resolution has been carried or negative thereat shall be conclusive; and an entry to that effect in the Minutes of the Association shall be sufficient evidence without proof of the number or proportion of the votes recorded in favour of or against such resolution. A secret ballot shall be taken in such manner as

Renumbering

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may be directed by the Chairman.

32.5 Only ordinary members of the Association whose entrance fees are paid, and whose annual subscriptions are not in arrears, shall be entitled to vote at Association meetings, or at any postal ballot for election of officers.

33. PROXIES

33.1 Votes at meetings of members may be given either personally or by proxy. Proxy votes will also be counted for the purposes of forming a quorum.

33.2 The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney. No person shall be appointed a proxy who is not a member of the Association. Proxies shall be lodged with the Chief Executive before the time of commencement of the meeting at which they are to be used.

33.3 A corporation, being a member, may appoint any one of its officers to represent it at General Meetings without the necessity of formally appointing a proxy.

34. BANKING

34.1 The Governance Board shall cause one or more banking accounts to be opened and kept in the name of the Association with such Bank or Banks in Wellington and in such other places as they may think proper.

34.2 All cheques drawn upon the Bankers of the Association shall be signed by two persons authorised by Governance Board, these being ~~two of: the Chairperson, a Governance Board member, the Chief Executive and a member of the Association's office staff.~~

34.3 No securities deposited with the Bankers shall be delivered by them without the order of two at least of the cheque signatories.

34.4 All moneys payable to the Association shall be received by the Chief Executive or some other person authorised by the Governance Board and shall be paid into the banking account of the Association. The Chief Executive shall have the power to endorse cheques or bank drafts for presentation and payment into the banking account of the Association.

34.5 The Governance Board shall cause true accounts to be kept of the moneys received and expended by the Association, and matters in respect of which such receipt and expenditure takes place, and of the assets, credits and liabilities of the Association.

34.6 The accounts shall be closed annually on 31 March in each year, and a balance sheet containing a summary of the property and liabilities of the Association on that day shall be made out and submitted to the next Annual General Meeting.

35. INSPECTION OF ACCOUNTS AND BOOKS

The Governance Board shall from time to time determine where and to what extent, and at what time and places, and under what conditions and regulations the accounts and books of the Association, or any of them, shall be open to the inspection of members; and no member shall have the right of inspecting any account book or document of the Association except as conferred by Statute or authorised by the Governance Board or by resolution of a General Meeting of the Association.

36. AUDIT

Consequential and grammar

Grammar

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36.1 At each Annual General Meeting of the Association, a member of the New Zealand Society of Accountants (who shall not be an officer or member of the Governance Board) shall be appointed Auditor, to hold office until the next Annual General Meeting. Any casual vacancy in the appointment of Auditor subsequent to any Annual General Meeting of the Association shall be filled by the Governance Board.

36.2 Every account of the Governance Board, when audited, and approved by a General Meeting, shall be conclusive except as regards an error discovered within three months next after the approval thereof. Whenever an error is discovered within the period, the account shall forthwith be corrected and thenceforth shall be conclusive.

37. COMMON SEAL AND EXECUTION OF DOCUMENTS

37.1 The Governance Board shall have power to provide a Common Seal for the purpose of the Association, and from time to time to destroy the same and substitute a new Seal in lieu thereof: and the Seal for the time being of the Association shall be kept under such custody and control as the Governance Board or Members in General Meeting shall from time to time prescribe, and in the absence of any prescription in that behalf, shall be kept in the custody of the Chief Executive and unless otherwise determined by the resolution of the General Meeting, the said Common Seal shall not be used except under and by virtue of a minute of the Governance Board.

37.2 Any deed or document, debenture or security which the Governance Board may by any resolution determine on executing, shall be executed under the Common Seal of the Association signed by two members of the Governance Board and the Chief Executive.

38. INDEMNITY OF OFFICERS

38.1 All members of the [Aviation Council](#) and the Governance Board may be indemnified by the Association, if the [Aviation Council](#), in the case of members of the [Aviation Council](#), or the Governance Board, in the case of members of the Governance Board, so decides, against all losses and expenses incurred by them in or about the discharge of their respective duties except such as happen through their own wilful act or default.

38.2 No officer of the Association shall be liable for any other officer, or for joining in any receipt or other act for the sake of conformity or for any loss or expense happening to the Association, unless the same happen through his own wilful act or default.


39. DISSOLUTION

The Association shall not be dissolved except by "Special Resolution" passed in accordance with the provisions of Section 24 of "The Incorporated Societies Act 1908", and if upon winding up or dissolution of the Association 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 Association, but shall be given or transferred to such other organisations, having objects similar to the objects of the Association as may be decided at or before the time of dissolution by the members of the Association.

40. RULES

40.1 These Rules shall be construed with reference to the "Incorporated Societies Act 1908", and its amendments and any regulation made

Consequential

<p>there-under, and the terms used shall be taken as having the same respective meaning as they have when used in that Act.</p> <p>40.2 Should any doubt arise concerning the interpretation of any <u>Bylaw</u>, or <u>Rule for the time being in force</u>, the decision of the Governance Board shall be conclusive and binding on all members of the Association provided that such decision shall be by way of resolution and recorded in the Minutes.</p> <p>40.3 These Rules may be altered, amended, added to or rescinded only at an Annual General Meeting or a Special General Meeting of the Association convened for that purpose, and notice of the intention to move such alteration, amendment, addition or rescission shall be given in the notice convening such Annual or Special General Meetings.</p> <p style="text-align: right;">(Signed) <u>Dale Webb</u>, President</p>  <p>.....</p> <p>.....</p> <p style="text-align: right;">Chief Executive <u>21 June 2013, Dunedin</u></p>	<p>Reference to present President</p> <p>Deleted: b</p> <p>Deleted: r</p> <p>Deleted: John Jones</p> <p>Date of changes</p> <p>Deleted: 8 July 2011</p> <p>Deleted: Wellington</p>
<p style="text-align: center;">BYLAWS</p> <p style="text-align: center;"><i>Made by the <u>Aviation Council</u> pursuant to the Rules of the Aviation Industry Association of New Zealand (Incorporated) Rule 1&</i></p> <p>SECTION I: DIVISIONS except NZAAA and NZHA</p> <p>1 Each Division, shall elect a Committee at its Annual Meeting consisting of not less than four nor more than sixteen members except where a Division decides at its annual meeting to comprise a committee of the whole. A Chairman and Deputy Chairman is also to be elected.</p> <p>2 The constitution of the Committee shall be determined by the Division at the Annual Meeting.</p> <p>3 Each committee shall have power to co-opt members to serve on the committee and to appoint members to fill vacancies on the Divisional committee.</p> <p>4 Divisional committee members, elected or co-opted, shall hold office until the conclusion of the next Divisional Annual General</p>	<p>Consequential Correct rule reference</p> <p>Deleted: 6</p>

Meeting. Nothing in this clause will preclude a member resigning from a committee or ceasing to be a member under Association Rules (9.3).

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Grammar

Correct reference

Consequential

SECTION II: NZAAA and NZHA

1. The Executive shall be made up of Chairman, Vice Chairman, Immediate Past Chairman, Pilot representative, and 5 committee members
2. The Chairman, Vice Chairman, Pilot representative and committee members are elected for terms of 2 years
3. The Chairman can serve a maximum of 2 consecutive terms
4. Nominations for office and committee must be received in writing prior to the AGM
5. The immediate past chairman sits on the committee for 1 year post retirement from the position of chairman

SECTION III: CONDUCT OF BUSINESS:

- A. Notice of Committee meetings shall be issued not less than seven days before the date of such meeting except in cases of emergency where a lesser period of notice will suffice if acceptable to a majority of Committee members.
- B. Not less than one third the members of a committee shall constitute a quorum or 5 whichever is the lesser number.
- C. The Chairman shall have a casting vote as well as a deliberative vote except in the case of elections.

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SECTION IV: TERMS OF REFERENCE:

- A Divisional Committee:
- A. Shall act upon such matters as are referred to it by the Aviation Council and may on its own initiative examine, investigate and take action on matters within its specialist sphere. Major issues are to be advised to the Aviation Council.
 - B. Shall refer matters affecting Association policy or constitution to the Aviation Council.
 - C. May act and communicate through the Chief Executive with other authorities and agencies on matters of routine within its area of interest but will be guided by the need for co-ordination of overall Association interests at the Aviation Council level and by the added authority and status that can be attached to action by the Aviation Council.

Page 27: [1] Deleted **Irene King** **25/05/2013 11:02:00**

Air Rescue/Air Ambulance Division: Ordinary Members:

Any person, firm, company, trust or corporation operating commercially employed aircraft in the search for and recovery of casualties and in the transfer by air of patients. Rescue Trusts may also be ordinary members of the Division. All members may become members of all other Divisions of the Association for which they are eligible at a membership fee for each such additional Division as may be determined by the Governance Board.

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Air Transport Division: Ordinary Members:

Any person, firm, company or corporation operating commercially employed aircraft exclusively in the transport of passengers or goods, or unmanned aerial vehicles, for hire or reward (but excluding all forms of agricultural work). All members may become members of all other Division of the Association for which they are eligible at a membership fee for each such additional Division as may be determined by the Governance Board.

3.2.4 Airports Division: Ordinary Members:

Any person, firm, company or corporation operating an airport or aerodrome. All members may become members of all other Divisions of the Association for which they are eligible at a membership fee for each such additional Division as may be determined by the Governance Board.

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3.2.5 Engineering Division: Ordinary Members:

Any person, firm, company or corporation operating a repair and maintenance organisation holding a current approval from the Civil Aviation Authority (or any successor or replacement entity)

Page 27: [4] Deleted **Irene King** **25/05/2013 11:09:00**

and actively engaged in the repair, assembly or maintenance of aircraft. Members of the Agricultural Aviation Division or the Air Transport Division or the Flight Training Division or the Helicopter Division, who employ licensed aircraft maintenance engineers solely for work upon their own aircraft, may become members of this Division. In addition, any person, firm, company or organisation involved in aviation engineering education or aviation engineering training may become members of this Division. All members may become members of all other Divisions of the Association for which they are eligible at a membership fee for each such additional Division as may be determined by the Governance Board.

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Education and Research Division:

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embers:

Any person, firm, company, education institute, or education training provider engaged in the provision of education and research in aviation or related services. All members may become members of all other Divisions of the Association for which they are eligible at a membership fee for each such additional Division as may be determined by the Governance Board from time to time.

3.2.7 Flight Training Division: Ordinary Members:

Any person, firm, company or corporation operating commercially employed aircraft for the purpose of training persons to be pilots or flight attendants or educational instructors who provide tertiary education for pilots or flight attendants. All members may become members of all other Divisions of the Association for which they are eligible at a membership fee for each additional Division as may be determined by the Governance Board.

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Supply & Services Division: Ordinary Members:

Any person, firm, company or corporation, actively engaged in the supply of aircraft, aircraft parts or aircraft materials or in the supply of services to commercial aviation. All members may become members of all other Divisions of the Association for which they are eligible at a membership fee for each such additional Division as may be determined by the Governance Board from time to time.

3.2.10 Tourist Flight Operators Division – Ordinary

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Members:

Any person, firm, company or corporation holding an approval from the Civil Aviation Authority (or any successor or replacement entity) being an operator or operators of commercially employed aircraft used for hire and reward for the purpose of providing scenic and tourist flight operations, may be members of this Division. All members may become members of all other Divisions of the Association for which they are eligible at a membership fee for each such additional Division as may be determined by the Governance Board from time to time

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11.2 The Advisory Council shall provide advice to the Governance Board on the issues affecting the aviation industry and the implications these carry.

11.3 The Advisory Council shall act as a sounding board for discussion on strategic issues that impact on the aviation sector.

11.4 The Advisory Council shall provide a mechanism through which the Association's views regarding issues facing the industry can be shared with industry, including advice on dissemination of the outputs of the Association's investments.

11.5 The Advisory Council shall collect nominations for election to the Governance Board and work with the Governance Board to identify individuals with the right mix of competencies needed for effective governance of the Association. Nominations shall be made formally by members of the Advisory Council or by the existing Governance Board, except in the first instance of convening the Governance Board, to the Chief Executive of the Association no later than twenty-eight (28) days prior to the date on which the election is to occur.

11.6 The Advisory Council shall elect the Governance Board. No person may hold at the same time the role of the Chairperson of the Advisory Council and Chairmanship of the Governance Board, and if a person holding the role of Chairman of the Advisory Council is elected as the Chairman of the Governance Board they shall relinquish their Advisory Council Chair role. The Chief Executive shall not be eligible for election to the Governance Board.

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Governance Board of the Association, which shall comprise:

14.1.1A Chairperson, who must be elected from the Governance Board.

14.1.1.2 Three members elected or appointed by the Advisory Council of whom up to two may be independent of the Association.

14.1.1.3 One representative of Aviation New Zealand Limited, appointed by Aviation New Zealand Limited.

14.1.1.4. One (1) member to be appointed by the Advisory Council who must be a representative of a government agency.

14.1.1.5 One (1) member to be appointed by the Advisory Council who must be a representative of the Royal New Zealand Air Force.