

**THE AIR TRAINING CORPS ASSOCIATION OF  
NEW ZEALAND**

**INCORPORATED**

**CONSTITUTION AND RULES**

As Adopted May 23, 2015

## TABLE OF CONTENTS

<u>Section</u>	<u>Description</u>	<u>Page Number</u>
1.	Interpretations .....	3
2.	Title .....	3
3.	Registered Office .....	4
4.	Purposes .....	4
5.	Powers.....	5
6.	Membership .....	5
7.	Organisation .....	6
8.	Meetings.....	8
9.	Management.....	11
10.	Control of Funds .....	13
11.	Winding Up.....	15
12.	Rules and By-Laws .....	15
13.	Cadet Forces Charter.....	16

## **1.0        Interpretations**

“Association” means The Air Training Corps Association of New Zealand Incorporated.

“ATC” means the Air Training Corps in New Zealand and constituent Squadrons and units formed pursuant to the New Zealand Defence Forces Act 1990 and any amendments thereto.

“The Act” means the New Zealand Defence Forces Act 1990 and any amendments thereto.

“Charities Act” means the The Charities Act 2005 and any amendments thereto.

“Branch” means the Parent Support Committee established by the National Council to administer the needs of an ATC Squadron or unit.

“Constitution” means these Constitution and Rules.

“District Council” means such Councils established by the National Council to provide a forum for representatives of Branches on a regional basis and for liaison between Branches and National Council.

“Cadet Forces” means Cadet Force units formed pursuant to the Act.

“Defence Forces” means the New Zealand Defence Forces.

“Management Committee” means a Committee appointed by National Council to manage the affairs and administer the policies of the Association.

“National Council” means the body appointed pursuant to this constitution to enact Rules and approve policies for the Association.

- 1.1     Marginal notes or headings shall not affect the construction of this Constitution.
- 1.2     Words importing the singular number shall include the plural number also and vice versa.
- 1.3     Words importing one gender shall include the other gender.

## **2.0        Title**

- 2.1     The name of the Association shall be “The Air Training Corps Association of New Zealand Incorporated”, hereinafter referred to as the Association.

### **3.0 Registered Office**

- 3.1 The Registered Office of the Association shall be situated at a place designated by the National Council. For the time being the Registered Office shall be located at the Headquarters of the New Zealand Cadet Forces.

### **4.0 Purposes**

- 4.1 The Association is established for the primary purpose of supporting and promoting the interests of the ATC movement in New Zealand and benefiting the community by:
- 4.1.1 Seeking to develop the character of the cadets enrolled with the ATC by:
- (a) assistance with the provision of facilities,
  - (b) teaching aviation skills,
  - (c) provision of a disciplined learning environment,
  - (d) personal development by progression through the ATC movement, and
  - (e) interaction with other cadet forces units and association with cadets from kindred overseas organisations.
- 4.1.2 Encouraging the ethic of community service with ATC cadets by fostering the availability of ATC cadets for assisting organisations, such as The Royal New Zealand Returned and Services Association Incorporated, with street day appeals and ANZAC Day and similar ceremonial observances.
- 4.1.3 Administering the civilian support organisation for the ATC in accordance with the provisions of the Act and the New Zealand Cadet Forces Charter of Support (hereinafter referred to as the Charter).
- 4.2 The Association is dedicated to the retention of the Cadet Forces, organized and administered within the statutory provisions of the Act.

## **5.0 Powers**

- 5.1 The Association will cooperate to the maximum extent possible with the Defence Force, the Royal New Zealand Air Force and other bodies formed by the Defence Force or with similar objectives to the Association, to promote the interests of the ATC in particular and the Cadet Forces in general. For the time being the Association will maintain an affiliation with The Royal New Zealand Returned and Services Association Incorporated on such terms and conditions as may be determined by that association.
- 5.2 The Association will liaise and cooperate with other Cadet Forces support organisations and with similar organisations in overseas countries.
- 5.3 The Association will promote and stimulate in the ATC an interest in aviation and the Royal New Zealand Air Force.
- 5.4 The Association will assist the ATC in the furtherance of the aims of the Cadet Forces and the policies of the Defence Force as determined from time to time and communicated to Cadet Forces units.
- 5.5 The Association may raise funds as necessary by whatever means deemed appropriate by the National Executive to carry out its Purposes.
- 5.6 The Association may do all such things as a body corporate may generally do in furtherance of its Purposes.
- 5.7 The Association may employ such staff as deemed necessary by the Management Committee to assist in the administration of the affairs of the Association on such terms and conditions as deemed appropriate by the Management Committee.
- 5.8 The Association shall regulate the affairs of Branches and District Councils to ensure the ongoing compliance of the Association with the requirements of the Charities Act.

## **6.0 Membership**

- 6.1 Membership of the Association shall consist of persons and Organisations approved from time to time by National Council.
- 6.2 Members of Branches, approved by National Council from time to time, shall be deemed to be members of the Association.

- 6.3 Membership of Branches shall consist of parents of cadets and all active and non-active members of the Association residing in the area served by the local ATC Squadron together with interested former ATC cadets, ex-service personnel or any citizens with an interest in the Cadet Forces movement.
- 6.4 Membership of the Association may be terminated either:
- (a) upon the death or resignation in writing of a member;
  - (b) at any time agreed by a majority of the National Council or its Management Committee; or
  - (c) at any time agreed by a majority of the Committee of a Branch in respect of a member of that Branch, or by a resolution approved by a majority of members of a Branch in general meeting.
- 6.5 The National Council shall have the power to determine conditions of membership and to create categories of membership as the need arises.

## **7.0 Organisation**

- 7.1 The affairs of the Association shall be managed by the National Council.
- 7.2 The National Council shall consist of a delegate from each District Council, a delegate from each Branch of the Association and the following officers elected annually:
- (a) President,
  - (b) two Vice-Presidents,
  - (c) General Secretary,
  - (d) a minimum of four and not more than six persons strongly interested in furthering the aims and objectives of the ATC movement and the Association, and
  - (e) at the discretion of the National Council, a Patron or any other Honorary officers it may deem necessary from time to time.
- 7.3 The Commandant, New Zealand Cadet Forces, or his nominee, shall be deemed to be a member of National Council. The Commandant may

nominate a serving ATC officer from any or all of the Northern, Central and Southern Training Regions to attend National Council meetings and a serving ATC officer to attend Management Committee meetings with rights to speak and vote.

- 7.4 The National Council shall elect annually a Management Committee which shall be responsible for the day to day management of the affairs of the Association and the implementation of policies approved from time to time by the National Council.
- 7.5 The Management Committee shall consist of the President, the two Vice-Presidents, the General Secretary, sufficient Committee members considered appropriate by National Council to carry out the business of the Committee and the Commandant of Cadet Forces, or his nominee.
- 7.6 Casual vacancies arising in any of the elected positions on the National Council or the Management Committee shall be filled by appointments made by the Management Committee and ratified at the next available meeting of the National Council. Where an appointment has not been made by the Management Committee, the vacancy shall be filled by an election at the next available National Council meeting.
- 7.7 The following organisations shall have the right to nominate a representative to attend and vote at National Council Meetings:
- (a) The Royal New Zealand Air Force.
  - (b) The Royal New Zealand Air Force Association (Inc).
  - (c) The New Zealand Federation of Brevet Clubs (Inc).
  - (d) The Royal New Zealand Returned and Services Association Incorporated.

National Council may, at its discretion, invite such other bodies as deemed appropriate to be represented on the National Council or the Management Committee.

7.8 District Councils:

7.8.1 District Councils may be established or dissolved and the territories administered by such Councils varied as may be deemed appropriate by the National Council.

- 7.8.2 For the time being the National Council has established District - Councils and Branches within the Northern, Central and Southern areas designated by the Defence Forces.
- 7.8.3 Membership of District Councils shall consist of the Branch Chairperson and the Unit Commander, or their nominees, of each ATC Squadron situated in the District, together with a nominee from each of the organisations detailed in Clause 7.7 with Branches in the area and any other interested persons who may be appointed from time to time by the District. Council.
- 7.8.4 District Councils will ensure that there is a Branch committee appointed for each Squadron located within the District administered by the Council and shall make recommendations to National Council through the Management Committee concerning the formation or dissolution of Branches within the territory administered by the Council.
- 7.9 Branches:
- 7.9.1 Each Squadron formed pursuant to the Act shall be supported by a Branch of the Association.
- 7.9.2 Each Branch shall elect annually officers and a committee to manage the affairs of the Branch.
- 7.9.3 The ATC Squadron Commander of the squadron or unit administered by the Branch, or his nominee, shall be a member of the Branch Committee elected pursuant to Clause 7.9.2 but may not carry out the functions of an elected officer of the Branch nor be elected to any of the positions to be decided by election nor have voting rights of any meetings held by the Branch.
- 7.10 All appointments made pursuant to this Clause 7, with the exception of that of the General Secretary shall be honorary, unless otherwise determined by the National Council.
- 7.11 Appointments made at any General Meeting shall take effect from the conclusion of the meeting.
- 7.12 Any persons retiring from office, except where their membership has been terminated in terms of Clause 6, shall hold their appointment until the conclusion of the General Meeting at which the vacancy created by the retirement will be filled.



## **8.0 Meetings**

### **8.1 National Council:**

- 8.1.1 There shall be at least one meeting each year of the National Council on a date to be fixed by the Management Committee.
- 8.1.2 Special General Meetings of the National Council may be called by the National Council of its own volition, by the Management Committee, by any two District Councils or by at least six Branches.
- 8.1.3 The business of National Council Annual General Meetings shall be to elect National Council and Management Committee members to be elected pursuant to Clause 7.2 and to conclude such business as may be deemed appropriate by the President.
- 8.1.4 Nominations for officers to be elected shall be made by District Councils, Branches or the Management Committee and shall be in the hands of the General Secretary by the thirty first day of March each year.
- 8.1.5 The General Secretary shall notify all District Council and Branch Chairpersons and members of the National Council by the twentieth day of April each year, details of nominations received pursuant to Clause 8.1.4 and the time, date and place of the Annual General Meeting of the National Council determined pursuant to Clause 8.1.1.
- 8.1.6 The President shall act as Chairperson of all National Council and Management Committee meetings. In the event that the President is unable to be present at such meetings, the members present shall appoint either of the two Vice Presidents present at the meeting, or in the absence of both Vice Presidents, a member from those present to preside at the meeting.

### **8.2 District Council:**

- 8.2.1 There shall be at least one meeting each year of each District Council. Such meetings shall establish budgets appoint Officers and conduct such business considered necessary by the Council or as may be prescribed by National Council.

8.2.3 Special General Meetings of the District Council may be called by any two Branches within the territory of the District Council or by any two elected officers of the Council, at least one of which must be the Chairperson of the Council.

8.2.3 Each District Council shall appoint from its number a delegate to attend meetings of the National Council.

8.2.4 Each District Council shall establish its own rules and procedures for the conduct of meetings where not specifically provided for in this Constitution.

### 8.3 Branches

8.3.1. Except as provided for specifically in these Rules and Constitution, Branches shall determine their own rules and procedures for the conduct of meetings.

8.3.2 A Special General Meeting of a branch may be called to consider any business to be specified in a Notice of Meeting which shall be in writing, shall provide at least 14 days notice as to the time, date and place of the meeting. A Special General Meeting may be called by at least six members of the Branch or by the Branch committee.

8.3.3 There shall be at least one General Meeting each year of each Branch. Such meetings shall approve Financial Reports for the Branch, elect officers and conduct any other business considered necessary by the Branch chairperson or as may be prescribed by National Council.

### 8.4 Voting Rights and Conduct of Meetings

8.4.1 Every member of the Association attending meetings as appropriate shall have the right to vote at such meetings.

8.4.2 The Chairperson of the meeting shall have the discretion to determine any cases of dispute as to interpretation of this Constitution.

8.4.3 Questions to be decided by vote shall be determined by voice of those entitled to vote. If such a vote is inconclusive the Chairperson may declare a poll by show of hands or ballot.

- 8.4.4 Where there is an equality of votes arising from a poll or ballot, the Chairperson of the meeting shall have a second and casting vote.
- 8.4.5 The quorum for the National Council Meeting shall be twelve members or delegates. The quorum for meetings of the Management Committee shall be five members. The quorum for meetings of Districts and Branches shall be three eligible members.
- 8.4.6 At least 14 days written notice shall be given of any Annual General Meeting. At least 7 clear days notice shall be given of any regular or committee meetings.
- 8.4.7 No business other than that of which notice has been given shall be discussed at any Special General Meeting.

## **9.0 Management**

- 9.1 The General Secretary shall be responsible for the administration of the affairs of the Association subject to the directions of the National Council and the Management Committee.
- 9.2 The General Secretary shall be responsible for the custody and affixation of the Common Seal of the Association as directed by the National Council or Management Committee.
- 9.3 The Management Committee shall fix the remuneration of the General Secretary.
- 9.4 The Management Committee, subject to any directions from the National Executive, shall have the following obligations in accordance with the Charter:
- (a) national promotion of the ATC;
  - (b) approval of ATC training and activities which complement the training programme provided by NZDF;
  - (c) sponsorship for funding purposes for units they support;
  - (d) support of inter-unit activities between units and ATC;
  - (e) assistance in finding unit accommodation and the provision of suitable training and activity equipment;

- (f) informing HQ NZCF of any Association policies which affect their responsibilities under the Charter;
  - (g) regular consultation with the Commandant NZCF on NZDF policy issues affecting Cadet Force Units;
  - (h) liaison with other organisations which support cadet units or Corps;
  - (i) attendance of a representative at the annual Cadet Advisory Council (CAC) meeting to represent the views and issues of individual Corps national support organizations,
  - (j) provision of a representative for the of the Cadet Advisory Council Standing Committee (CACSC), and
  - (k) liaison with overseas cadet organisations or units for international cadet exchanges,
  - (l) administration of national resources and assets acquired for the benefit of the ATC,
  - (m) in consultation with the Commandant, provision of a disputes resolution process for Unit Support Committees.
- 9.5 The General Secretary shall maintain records and minute books of National Council and Management Committee meetings and such records shall be available for inspection by members on application to the President.
- 9.6 District Councils and Branches shall cause to have maintained minutes and records of meetings, shall annually notify the Management Committee the names and addresses office bearers and of any changes as they occur, shall provide annually a Statement of Financial Affairs in such form as may be determined by the Management Committee, and shall carry out such other administrative procedures deemed to be appropriate.
- 9.7 District Councils shall maintain a close liaison at all times with Branches in the District and support all approved activities of their constituent ATC Squadrons, pursuant to directives from National Council.
- 9.8 Activities of Branches shall be directly related to the Purposes and Powers of the Association. Any Rules specifically determined by Branches shall

not conflict with and must be complementary to this Constitution and Rules. The activities carried out by Branches shall include:

- (a) assisting the Unit Commander with the preparation and support of the annual programme of local unit training activities which require community funding and support,
- (b) supporting cadet activities planned by the Unit Commander which are additional to New Zealand Defence Force (NZDF) provided training and activities,
- (c) providing and administering funds for the unit's local training, activities, equipment and clothing,
- (d) assistance with the provision of unit accommodation and accommodation maintenance,
- (e) promotion of the unit within the region,
- (f) assistance to the Unit Commander with Cadet Force officer recruitment from within the community,
- (g) liaison with the Unit Commander on budgetary matters which may affect the unit operation,
- (h) fostering links with other cadet units in conjunction with the Unit Commander,
- (i) regular liaison with the local branch of the RNZRSA and similar organisation,
- (j) promotion of the participation of cadets in community service.
- (k) assistance to the Unit Commander in the supervision of unit events to ensure the activities meet with the aims and objectives of the NZCF,
- (l) assistance to the Unit Commander with managing risks associated with unit (NZCF) activities,
- (m) assistance to the Unit Commander with the recruitment and retention of Cadets including the publicity and public relations of the unit and the ATC generally,

- (n) promotion of social and recreational activities for the benefit of the ATC,
- (o) assistance with providing accommodation for visiting cadets, and
- (p) providing support for cadets selected for overseas visits or in attending camps, excursions, exercises or authorized activities.

## **10.0 Control of Funds**

- 10.1 The management and financial affairs of the Association shall be entrusted to the Management Committee who may appoint a National Treasurer if deemed appropriate, on such terms and conditions as it may determine. The Management Committee shall cause proper books of account to be kept and accounting reports prepared as required throughout the year.
- 10.2 The Management Committee shall prepare budgets as appropriate and determine any levies necessary to maintain the funding of the Association. Such levies shall be notified to Districts and Branches at the end of each calendar year so that Districts and Branches can arrange their finances accordingly.
- 10.3 The National Council, through the Management Committee, may raise funds, borrow money and invest, lend or otherwise dispose of such funds to the best advantage of the Association. Such funds may not be returned to members.
- 10.4 District Councils and Branches shall be responsible for their own financial management and may raise and administer funds by whatever means considered to be appropriate, subject where necessary to matters of policy decided by the Association. Such funds may not be returned to members.
- 10.5 The financial year of the Association and its constituent District Councils and Branches shall be determined by National Council. For the time being the financial year shall commence on the first day of January and conclude on the thirty first day of December each year.
- 10.6 The accounts of the organisation shall be maintained in a manner that enables annual reports to be prepared to the standards specified by the External Reporting Board. The accounts shall be audited or reviewed before the first day of May each year, by a Chartered Accountant in public practice, who shall be appointed each year by the National Council. The remuneration for this review shall be determined by the Management Committee.

10.7 None of the assets or income of or in connection with the Association's property shall at any time go or be distributed between or among or paid to any person, other than the General Secretary and National Treasurer, who is an office holder of the Association or member or office holder of any Branch of the Association or associated persons of any of them, provided however:

- (a) that any such office holder or member or associated person may be paid out-of-pocket expenses etc incurred by them on provision of receipts/invoices in connection with the administration of the Association's property,
- (b) that the Association may pay to any person lending money to it, in accordance with rules of the Association, interest at a reasonable rate on the money so lent,
- (c) that any person engaged in any profession, business or trade, shall be entitled to be paid all usual professional business and trade charges for business transacted, time expended and all acts by them or any employee or partner of theirs in connection with the Association,
- (d) that any income, benefit, or advantage must be used to advance the charitable purposes of the organisation,
- (e) that no member of the Association, or anyone associated with a member, is allowed to take part in, or influence any decision made by the Association in respect of payments to, or on behalf of, the member or associated person of any income, benefit or advantage, and
- (f) That any payments made to a member of the organisation, or person associated with a member, must be for goods or services that advance the charitable purposes and must be reasonable and relative to payments that would be made between unrelated parties.

## **11.0 Winding Up**

11.1 The National Council, at its discretion, may require a Branch or a District Council to be wound up where circumstances arise such that it is no longer viable or feasible to maintain the operation of such Branches or Districts. The National Council, through the Management Committee, shall determine the procedures to followed in winding up a Branch or District

Council, having regard for the circumstances and the grounds for winding up the Branch or District Council.

- 11.2 Where a Branch or District has not made constitutional provisions for the disposal of any property or resources owned by the Branch or District, the National Council may make orders as to the disposal of such resources and property. In any event such disposals may not be made to the benefit of the members of that Branch or District.
- 11.3 In the event of the winding up or dissolution of the Association, any residual property or resources shall be transferred to such charitable organisations as the National Council may decide or to such charities as a Judge of the High Court of New Zealand may direct.

## **12.0 Rules and By-Laws**

- 12.1 This Constitution may be amended from time to time as necessary by resolution of the National Council in general meeting. A majority of at least 75% of the votes cast at such meetings shall be required to approve any amendments.
- 12.2 District Councils and Branches may make by-laws or develop rules or constitutions to govern the operations of such Districts or Branches. Such by-laws rules or constitutions shall be deemed to include this Constitution, shall be approved by the Management Committee before coming into force and shall not be inconsistent with this Constitution. Should any conflicts arise, this Constitution shall take precedence.
- 12.3 Proposed amendments to this Constitution shall be circulated to members entitled to vote on such amendments at least 28 days prior to the meeting to consider the amendments.
- 12.4 No alterations may be made to this Constitution, or to any rules or by-laws made by Districts or Branches, which would in any way alter the charitable nature of the Association or which would result in the application of funds for other than charitable purposes.

## **13.0 New Zealand Cadet Forces Charter of Support**

- 13.1 The Association acknowledges the support received through the New Zealand Defence Force and the obligations imposed on the Association and its Branches through the NZ Cadet Forces Charter of Support.