



SCFF By-Law 2 — Committee Code of Conduct

Sunshine Coast Free Flyers Association (SCFF)

Why this by-law exists

The SCFF Constitution is built on the Queensland model rules. It sets out who may stand for the management committee and how the committee is elected, but it says nothing about how committee members are expected to behave once elected, and it has no process for identifying or managing conflicts of interest.

The club's Code of Conduct is written for pilots. It covers flying sites, landholders, safety and the environment, but not committee work such as confidentiality, collective decision-making, speaking for the club, or the handling of members' information.

The Associations Incorporation Act 1981 (Qld) already imposes duties on every committee member, including duties of care and diligence, good faith, and not misusing position or information (sections 70E to 70H), and a requirement to disclose any material personal interest and to stay out of discussion and voting on that matter (sections 70B and 70C). These duties apply whether or not the club writes them down. SCFF has not previously done so.

The committee also exercises significant discretion over matters with a direct commercial impact. Under Clause 6 of the Constitution, commercial operations at SCFF-managed sites require the express written permission of the committee, at its complete discretion. Under the Complaints and Disciplinary Policy, the committee assesses and investigates complaints about pilots and commercial operators and decides consequences including site bans. These are exactly the decisions where perceived or actual conflicts most need a clear, pre-agreed process.

What this by-law does

Part A states the purpose and application. Part B sets out a short Committee Code of Conduct. Part C sets out how interests are declared, recorded and managed, consistent with sections 70B and 70C of the Act, including specific provisions for commercial operator matters and complaints. Part D covers acknowledgement, breaches and review. The schedules provide a Register of Interests form, a minute template, and an acknowledgement form.

Principle

This by-law does not restrict who may be nominated for or elected to the committee. Every eligible member keeps the right to stand under Rule 19. Having an interest is normal and is not wrongdoing; failing to declare or manage it is. The by-law applies identically to every committee member, whatever their background, and its purpose is to protect both the club and the individual committee member by making the process predictable and transparent.





Resolution: Adoption of By-Law 2

Item	Detail
Moved	Susy Goldner
Seconded	Rowan Gorringer
Outcome	Carried (7 for / 0 against / 0 abstained)
Date	7 / 10 /2026

Background

The Constitution sets out the membership of the management committee (Rule 18), its election (Rule 19), removal of members (Rule 20), its functions (Rule 22), its meetings and quorum (Rules 23 and 24), and its authority to make by-laws (Rule 41). It is silent on standards of conduct for committee members and on the declaration and management of conflicts of interest.

The committee, exercising its authority under Rule 41 to make by-laws for the internal management of the association, and noting its interpretive authority under Rule 22(2) in relation to matters on which the rules are silent, resolves to adopt the following by-law.

Resolution

That the committee adopts the following as By-Law 2 of the Sunshine Coast Free Flyers Association, effective immediately.

Part A — Purpose and application

Clause 1 — Purpose

(1) This by-law sets standards of conduct for members of the management committee and establishes a process for declaring, recording and managing interests that may conflict with a committee member's duty to act in the best interests of the association.

(2) It is intended to help committee members meet their obligations under the Associations Incorporation Act 1981 (Qld) (the Act), to protect the association's flying sites and relationships with landholders and stakeholders, and to give members confidence that committee decisions are made fairly.

Clause 2 — Application

(1) This by-law applies to:

(a) every member of the management committee, including office bearers;



(b) any secretary appointed under Rule 15(1)(b), whether or not they are a committee member; and

(c) every member of a subcommittee appointed under Rule 27, in relation to the work of that subcommittee.

(2) In this by-law, “committee member” includes each person mentioned in subclause (1), and “committee” includes a subcommittee where the context allows.

Clause 3 — Definitions

In this by-law:

Act means the Associations Incorporation Act 1981 (Qld).

associate, of a committee member, means a spouse or partner, parent, sibling, child, grandparent or grandchild of the member; a business partner, co-owner, employer or employee of the member; and any business, partnership, company or trust in which the member holds an ownership interest, is an officer, or is employed or contracted.

commercial operator means a person or business conducting commercial operations at a site for which SCFF is the site manager, or seeking permission to do so, as described in Clause 6 of the Constitution, and includes a flying school, tandem operator, instructor operating commercially, or equipment supplier.

commercial operator matter has the meaning given in Clause 14(2).

interest means any financial or non-financial interest, relationship, role or loyalty of a committee member or an associate that a reasonable person might consider could influence, or appear to influence, the member’s judgment on a matter. It includes, but is not limited to, a material personal interest within the meaning of sections 70B and 70C of the Act.

Register means the Register of Interests maintained under Clause 11.

Part B — Committee Code of Conduct

Clause 4 — Statutory duties

(1) Every committee member must comply with the duties imposed on officers of an incorporated association by the Act. In plain terms, these are:

(a) to act with the care and diligence a reasonable person would exercise in the same role (section 70E);

(b) to act in good faith, in the best interests of the association as a whole, and for a proper purpose (section 70F);



- (c) not to improperly use their position to gain an advantage for themselves or anyone else, or to cause detriment to the association (section 70G);
- (d) not to improperly use information obtained as a committee member to gain an advantage for themselves or anyone else, or to cause detriment to the association (section 70H); and
- (e) to disclose any material personal interest and not to be present for, or vote on, that matter, except as permitted (sections 70B and 70C).

(2) If there is any inconsistency between this by-law and the Act or the Constitution, the Act and the Constitution prevail.

Explanatory note: the statutory duties carry penalties of up to 60 penalty units for individual committee members. This by-law summarises them so that new committee members know they exist; it does not replace them.

Clause 5 — Conduct at meetings

Committee members must:

- (a) prepare for meetings by reading papers circulated in advance;
- (b) attend meetings regularly and give apologies to the secretary in advance where unable to attend;
- (c) treat other committee members, members and stakeholders with courtesy and respect, including when disagreeing;
- (d) allow others to be heard, and follow the reasonable directions of the chairperson on the conduct of the meeting; and
- (e) base their contributions and votes on the interests of the association and its members as a whole, not on the interests of any individual, group, school or business.

Clause 6 — Collective responsibility

- (1) Committee members may debate a matter fully and freely before a decision is made, and may ask for their dissent to be recorded in the minutes.
- (2) Once the committee has made a decision, committee members must not misrepresent or act to undermine that decision, and must not present a personal view as the committee's position.
- (3) Nothing in this clause prevents a committee member from exercising their rights as a member, including proposing a motion or speaking at a general meeting, or from raising a genuine concern about unlawful conduct with an appropriate authority.



Clause 7 — Confidentiality

- (1) The committee may resolve that a matter, or part of a matter, is confidential. Matters relating to complaints and discipline, individual members' personal information, safety incidents under investigation, legal advice, and negotiations with landholders, land managers or other stakeholders are confidential unless the committee decides otherwise.
- (2) A committee member must not disclose confidential information, or the views expressed by individual committee members on a confidential matter, to any person who is not a committee member, except as authorised by the committee or required by law.
- (3) This obligation continues after a person stops being a committee member.
- (4) Nothing in this clause limits a member's right to view minutes under Rule 26(3), or the disclosures required by sections 70B(6) and 70C(4) of the Act. Where minutes contain personal or sensitive information, the committee may record that information in a separate confidential annexure and make it available in a manner that protects the privacy and safety of the people involved.

Clause 8 — Speaking for the club

- (1) The President, or a committee member authorised by the committee, is the spokesperson for the association with the media, landholders, land managers, SAFA, other clubs and government bodies.
- (2) A committee member who comments publicly, including on social media, about a club matter must make clear when they are speaking personally rather than for the committee, and must comply with Section 5 of the SCFF Code of Conduct.
- (3) A committee member who is also a commercial operator, or an associate of one, must not use their committee role, title or access in promoting a business, and must not represent a business's position as the club's position.

Clause 9 — Club information and resources

- (1) Committee members must use the register of members, member contact details, and club systems, accounts and correspondence only for the purposes of the association.
- (2) Without limiting Rule 14 of the Constitution or section 70H of the Act, a committee member must not use member information, or information obtained through the committee, for any commercial purpose, including marketing a school, course, tandem service or product, or gaining an advantage over a competitor.

Clause 10 — Gifts and benefits

- (1) A committee member must not seek or accept any gift, benefit, discount or hospitality that could reasonably be seen as intended to influence their decisions as a committee member.





(2) Any gift or benefit of more than token value offered in connection with the committee member's role must be declared to the committee and recorded in the minutes.

Part C — Conflicts of interest

Clause 11 — Register of Interests

- (1) The secretary must maintain a Register of Interests in the form set out in Schedule 1.
- (2) Each committee member must complete a Register entry within 14 days after being elected or appointed, and in any case before the second committee meeting they attend.
- (3) A committee member must update their Register entry within 14 days after any relevant change, and must confirm it is current at the first committee meeting after each annual general meeting.
- (4) A committee member with no interests to declare must record "nil".
- (5) The Register must be available to all committee members, and to any member of the association on request.
- (6) An entry in the Register is a standing disclosure. It does not remove the obligation to declare a specific interest at a meeting under Clause 12.

Clause 12 — Declaring interests at meetings

- (1) "Declarations of interest" is a standing item at the start of every committee and subcommittee meeting agenda.
- (2) A committee member who has an interest in a matter being considered must declare the nature and extent of that interest, and how it relates to the activities of the association, as soon as they become aware of it, whether at the start of the meeting or when the matter arises.
- (3) The secretary must record each declaration in the minutes, in the form set out in Schedule 2, together with how the interest was managed.
- (4) Where a material personal interest has been declared at a committee meeting, the interest must also be disclosed at the next general meeting of the association, as required by section 70B(2) of the Act.
- (5) If a committee member is uncertain whether they have an interest, they should declare it and let the committee decide how it is to be managed.
- (6) Any committee member who reasonably believes another committee member has an undeclared interest in a matter may raise it with the chairperson, who must ask the committee to consider the matter before it proceeds.



Clause 13 — Managing a declared interest

- (1) Where a committee member has a material personal interest in a matter, they must not be present while the matter is considered and must not vote on it (section 70C(1) of the Act), unless the remaining committee members resolve under section 70C(3) that they may be present or vote.
- (2) Where the committee resolves under section 70C(3) to allow a conflicted member to be present or vote, the resolution and reasons must be recorded in the minutes and disclosed at the next general meeting.
- (3) Where an interest is not a material personal interest but could reasonably be perceived as affecting the member's judgment, the committee must decide, by resolution of the members without the interest, which of the following applies:
 - (a) the member may participate fully;
 - (b) the member may provide information or answer questions, then must leave the meeting before discussion and voting; or
 - (c) the member must not participate in or be present for the matter.
- (4) A committee member who must not participate in a matter must not receive the committee papers, correspondence or confidential information about that matter, except as the committee decides is necessary for them to respond to a matter concerning them.
- (5) Where two or more committee members share the same interest, including as co-owners, partners, or associates of the same business, each is treated as having that interest, and neither may act, speak, vote or receive information on behalf of the other on that matter.
- (6) If the chairperson has an interest in a matter, they must vacate the chair for that matter and the remaining members must choose one of their number to preside, consistent with Rule 23(10).
- (7) If, because of this clause, there are not enough committee members to form a quorum under Rule 24 to consider a matter, the committee may call a general meeting to deal with it, as provided by section 70C(5) of the Act.

Explanatory note: the exceptions in sections 70B(3) and 70C(2) of the Act, for interests held in common with all or a substantial proportion of members, will not usually apply to a business interest, because a business interest is not shared by members generally.

Clause 14 — Commercial operator matters

- (1) A committee member who is a commercial operator, or an associate of a commercial operator, is taken to have a material personal interest in every commercial operator matter, and Clause 13(1) applies to that member without the need for a separate declaration on each occasion.



(2) A commercial operator matter is any matter that concerns:

- (a) an application for, or the grant, variation, suspension, renewal or withdrawal of, permission to conduct commercial operations under Clause 6 of the Constitution;
- (b) the making, amendment or enforcement of the SCFF Pilot and Commercial Operator Rules, or of any site rule that materially affects instruction, students, tandem operations or commercial use of a site;
- (c) fees, levies, insurance requirements or other conditions imposed on commercial operators;
- (d) a complaint, incident or investigation involving a commercial operator, its instructors, staff or students, whether that operator is the member's own business or a competitor;
- (e) negotiations or correspondence with a landholder, land manager or permit authority about commercial use of a site; or
- (f) any proposal that would benefit or disadvantage one commercial operator relative to another.

(3) The committee may, by resolution of the members without the interest, invite a committee member to whom this clause applies to provide technical or operational information on a commercial operator matter. The member must then leave the meeting before discussion and voting, and the invitation must be recorded in the minutes.

(4) A committee member to whom this clause applies may not be appointed to a subcommittee, working group or delegated role whose responsibilities include commercial operator matters.

(5) This clause does not prevent a commercial operator, or an associate of one, from being nominated for, elected to, or holding any office on the committee.

Clause 15 — Complaints and disciplinary matters

(1) A committee member must not take part in the assessment, investigation or decision of a complaint under the Complaints and Disciplinary Policy if they:

- (a) are the complainant, the subject of the complaint, or a witness;
- (b) are an associate of the complainant or the subject;
- (c) have a business or commercial relationship with, or are in commercial competition with, the complainant or the subject; or
- (d) have previously expressed a concluded view on the merits of the complaint.

(2) A complaint about a committee member is to be handled by the other committee members, and the committee member concerned is to be given a full and fair opportunity to respond.



(3) If there are not enough committee members without an interest to handle a complaint fairly, the committee may refer the matter to the SAFA Operations Manager or Safety Manager for independent guidance, appoint an independent person to assist, or call a general meeting.

(4) A committee member who has declared an interest in a complaint must not sign or execute any decision document relating to that complaint.

Clause 16 — Reporting to members

At each annual general meeting, the committee must present:

- (a) a summary of material personal interests disclosed during the year and any resolutions made under section 70C(3) of the Act, as required by sections 70B(2) and 70C(4); and
- (b) the details of any remuneration or other benefits given to committee members and their relatives, as required by section 70D of the Act.

Part D — Acknowledgement, breaches and review

Clause 17 — Acknowledgement

- (1) Each committee member is to sign the acknowledgement in Schedule 3 at or before the first committee meeting they attend after being elected or appointed.
- (2) If a committee member does not sign the acknowledgement, that fact must be recorded in the minutes. The by-law applies to the member whether or not they sign.

Clause 18 — Breaches

- (1) A concern that a committee member has breached this by-law may be raised with the President or, if the concern involves the President, with the secretary or another office bearer.
- (2) The committee, excluding the member concerned and any member with an interest, must consider the concern and give the member a full and fair opportunity to respond before reaching any view.
- (3) If the committee finds a breach, it may do one or more of the following:
 - (a) take no further action, or provide guidance;
 - (b) request a correction, apology or updated Register entry;
 - (c) record the finding in the minutes;
 - (d) remove the member from any subcommittee, delegated role or office of spokesperson; or



(e) recommend to a general meeting that the member be removed from office under Rule 20(3), in which case the member must be given an opportunity to show cause under Rule 20(4).

(4) A possible breach of the Act may also be reported to the Office of Fair Trading (Queensland).

Clause 19 — Relationship to other documents

(1) This by-law operates alongside the Constitution, the Act, the SCFF Code of Conduct, the Complaints and Disciplinary Policy, and the SCFF Pilot and Commercial Operator Rules.

(2) Under Rule 41(2), this by-law may be set aside by a vote of members at a general meeting.

Clause 20 — Review

The committee must review this by-law at its first meeting after each annual general meeting, and may amend it by resolution under Rule 41.

Schedule 1 — Register of Interests

Committee member: _____ Position: _____

Date: _____

Category	Details (or “nil”)	Relationship to SCFF activities
Commercial operations — any flying school, tandem, instruction or equipment business you own, co-own, work for, or are contracted to		
Instructor, tandem or other SAFA ratings used commercially		
Associates who are commercial operators (spouse, partner, family, business partner, employer, employee)		
Roles in other clubs, SAFA, or land manager / landholder bodies		
Relationships with landholders, land managers		



Category	Details (or “nil”)	Relationship to SCFF activities
or councils relevant to SCFF sites		
Any other interest a reasonable person might think could influence your judgement		

I declare that the information above is complete and correct, and I will update it within 14 days of any change.

Signed: _____ Date: _____

Schedule 2 — Minute template for declarations

Committee member	Agenda item	Nature and extent of interest	How managed (Clause 13 / 14)
			Left meeting / provided information then left / participated by resolution of non-conflicted members (s70C(3)) / no action required

Where a resolution is made under section 70C(3), record: mover, seconder, members voting (excluding conflicted members), outcome and reasons. Flag for disclosure at the next general meeting.

Schedule 3 — Committee member acknowledgement

I, _____, a member of the Sunshine Coast Free Flyers management committee, acknowledge that:

- I have read SCFF By-Law 2 — Committee Code of Conduct and Conflicts of Interest, the SCFF Code of Conduct, and the Complaints and Disciplinary Policy;
- I understand my duties under sections 70B to 70H of the Associations Incorporation Act 1981 (Qld);
- I will complete and keep current my entry in the Register of Interests;
- I will declare any interest at the start of each meeting or as soon as I become aware of it, and will follow the process in Clauses 13 to 15; and



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- I will keep confidential committee information confidential, including after I leave the committee.

Signed: _____ Date: _____

References

- SCFF Constitution, Final Ratified 29/08/2024 — Clauses 5, 6 and 7(4); Rules 14, 15, 18–24, 26, 27, 41 and 42.
- Associations Incorporation Act 1981 (Qld), sections 61A and 70B–70H:
<https://www.legislation.qld.gov.au/view/whole/html/inforce/current/act-1981-074>
- SCFF Code of Conduct: <https://freeflyers.com.au/code-of-conduct/>
- SCFF Complaints and Disciplinary Policy: <https://freeflyers.com.au/complaints-disciplinary-policy/>
- SCFF Pilot and Commercial Operator Rules (committee document).

