



**RUAPEHU SKI CLUB
CONSTITUTION
2022**

CONSTITUTION OF THE RUAPEHU SKI CLUB INCORPORATED

1 INTERPRETATION

1.1 Unless the context otherwise requires, the following expressions shall have the following meaning in these rules:

"Accommodation Rules"	means rules, by-laws or regulations made by and as amended from time to time by the Committee regulating the terms and conditions upon which any person may enter, occupy or use any building or facility operated by the Club
"Act"	means the Incorporated Societies Act 1908 and all amendments to that Act in force for the time being or any Act passed in substitution for that Act.
"Annual General Meeting"	means an Annual General Meeting described in rule 19.
"Building Officer"	means those members of the Committee who shall have the responsibility of maintaining and up keeping of a designated Club building.
"Club"	means the "Ruapehu Ski Club Incorporated".
"Committee"	means the Executive and a minimum of 6 or a maximum of 8 other General Committee Members
"Disciplinary Committee"	means the Executive acting in any disciplinary matter and any additional person, the President may, from time to time, appoint as a member of that committee.
"Executive"	means those members of the Committee holding the offices of President, Immediate Past President, Vice Presidents, Secretary, Treasurer and Captain.
"Financial Member"	means a member of the Club who has paid all moneys due by them to the Club and is under no liability to the Club.
"General Meeting"	means any Annual General Meeting or Special General Meeting.
"Guardians"	means the President, Immediate Past President and two elected Life Members.
"Heritage Fund"	means a fund for the purposes of funding significant maintenance and capital items which items have been determined by the Committee and approved by members in General Meeting from time to time.
"Special General Meeting"	means a Special General Meeting described in rule 19.2(b).
"Voting Member"	means a Senior Member, Veteran Member and Life Member.
"written" and "in writing"	includes any means of reproducing words, figures or symbols in a tangible and visible form.

- 1.2 The Committee is responsible for determining the proper meaning of these rules in the event of a dispute, and any such determination shall be final and binding.

2 NAME

- 2.1 The name of the Club shall be the "Ruapehu Ski Club Incorporated." Informally the Club may be known as "RSC".

3 OBJECTS

The objectives of the Club are:

- a. The encouragement of skiing and snowboarding in all forms, including racing and jumping, the promotion of touring on skis, the furtherance of technical skill, safety and of snow and mountain craft, and for these purposes, the holding of tests, competitions and carnivals.
- b. The encouragement of mountaineering, mountain exploration and pioneer work, alpine sports and tramping in New Zealand.
- c. To promote and develop individual capabilities, competencies, skills, understanding and community responsibility, having particular regard for developing the character of young people.
- d. The development and maintenance of facilities in connection with (a), (b) and (c), and in particular, the maintenance and development of The Tongariro National Park as an accessible recreational facility.
- e. The protection and conservation of native flora and fauna and the natural features of the country, and the encouragement of interest in such matters, particularly in Tongariro National Park.
- f. The provision of facilities and accommodation for skiers, snowboarders, mountaineers, trampers and other sporting and recreational users.
- g. The encouragement of social intercourse between members and the promotion of good fellowship with members of similar clubs in New Zealand and other countries.
- h. To contribute to the funds of, or acquire, whether in whole or in part, any other body having objects in whole or in part similar to this Club for the furtherance of the objects of this Club.
- i. The maintenance of a library of literature connected with the objects of the Club and other written publications from time to time.
- j. To maintain the history of the Club.
- k. To purchase, take on lease, or in exchange, or by gift, or hire, or otherwise acquire any real or personal property, and any rights or privileges which the Club shall think necessary or expedient for the purposes of attaining the objects of the Club or promoting the interests of the Club, or its members.
- l. To sell, exchange, mortgage, charge, lend, let on bail or lease with or without option of purchase, or in any manner dispose of or deal with any of those property rights or privileges.
- m. To construct, improve, alter or maintain any building or works necessary or convenient for the purposes of the Club.
- n. To solicit or accept donations and gifts, and the transfer or conveyance of real or personal property, whether subject to any trust or not, to better any one or more of the objects of the Club.
- o. To establish, promote, associate with, or assist in establishing and promoting and to subscribe to or become a member of, any other club within or outside of New Zealand whose objects are wholly or in part similar to those of the Club, or establishment or promotion which may be beneficial to the Club, or to form or establish any branch of this Club within or outside of New Zealand.

- p. In furtherance of any of these objects, to enter into contracts of any kind (but not including the underwriting of risks), to invest or lend moneys, to borrow moneys, to secure the payment of any moneys or the performance of any obligations by securities of any kind charging the Club's property present or future or in any other manner.
- q. To do all such things as are incidental or conducive to the attainment of any of the above objects, and to promote any other activity not repugnant to these objects.
- r. To further RSC's relationship with Iwi to protect the Tongariro National Park and to respect Tangata Whenua.

4 POWERS OF THE CLUB

- 4.1 The Club shall have the power to do all lawful things that a natural person is capable of doing, consistent with its objects.
- 4.2 Without limiting the generality of rule 4.1, the Club may carry on its activities for the accomplishment of its objects and may borrow money and give security over the Club property for that purpose.
- 4.3 The Club is not empowered to undertake any activity that would result in its members being deemed to be (or in fact being) associated for pecuniary gain as defined by the Act.
- 4.4 The Club's powers are exercised by and through its Committee and its officers elected and appointed in accordance with these rules.

5 COLOURS

- 5.1 The Club colours shall be hunting scarlet, yellow and black. The Club badge shall be in a form as approved from time to time by the Committee.

6 MEMBERSHIP CATEGORIES

- 6.1 There shall be the following categories of membership:
 - a. Ordinary Members which will comprise Senior members, Young Adult members and Junior members;
 - b. Associate Members;
 - c. Veteran Members
 - d. Life Members;
 - e. Honorary Members; and
 - f. Summer Members.
- 6.2 Each category of membership shall be constituted as follows:
 - a. Ordinary members: An Ordinary Member shall be classified as either:
 - I. a Senior Member who has attained the age of 22 years or over on the first day of the Club's subscription year in which his or her status is in question. A Senior Member shall be eligible for any position on the Committee and/or to nominate anyone for membership of the Committee and shall have full voting rights; or
 - II. a Young Adult Member if under the age of 22 years on the first day of the Club's subscription year in which his or her status is in question. Young Adult Member shall have all the rights of a senior member other than they shall have no voting rights or power. (This classification to take effect from 1 April 2023) A Young Adult Member on

- attaining 22 years of age may become a Senior Member upon paying the senior subscription amount; or
- III. a Junior Member if under the age of 18 years on the first day of the Club's subscription year in which his or her status is in question. A Junior Member shall not be eligible for any position on the Committee or to nominate anyone for membership of the Committee and shall have no voting rights or power. A Junior Member on attaining 18 years of age may become a Young Adult Member upon paying the Young Adult subscription amount.
- b. Associate members: An Associate Member must have been a member of not less than 5 consecutive years immediately preceding the date upon which they will become an Associate Member. An Associate Member shall not be entitled to vote, or be a member of the Committee. Associate Membership shall be for such term as the Committee shall determine and an Associate Member shall not be entitled to make use of any of the Club buildings or premises or facilities provided by the Club except for such use and on such terms as the Committee by resolution may permit.
 - c. Veteran members: A Veteran Member must have been a Senior Member of the Club for 25 years or more and be over the age of 60 years on the first day of the Club's subscription year in which his or her status is in question. A Veteran Member shall be eligible for any position on the Committee and/or to nominate anyone for membership of the Committee and shall have full voting rights.
 - d. Life members: On the recommendation of the Committee any person who has rendered special service to the Club, or to the furtherance of its objects, may be elected a Life Member at any General Meeting of the Club, and shall thereafter be entitled to all the privileges and rights of a Senior Member without paying the annual subscription or levy or entrance fee (if any) or any accommodation fees. A two-thirds majority of those present at any General Meeting and voting in favour of any such nomination shall be necessary for such election.
 - e. Honorary members: the Committee shall have power by a unanimous vote of those present at a meeting duly convened, to elect any person as an Honorary Member of the Club for and on such terms as the Committee considers appropriate. An Honorary Member shall not pay entrance fees, subscriptions, or levies, but subject to such exemptions as the Committee may permit, shall be liable for the same charges as an Ordinary Member for accommodation or use of facilities in Club buildings or premises. They shall be entitled to all the privileges of membership except that they shall not vote upon any question affecting the finances of the Club and shall not be eligible to stand for the Committee.
 - f. Summer members: A Summer Member shall be entitled to:
 - I. between 1 November and 30 April inclusive in a year to make use of any of the Club buildings or premises or facilities provided by the Club at Ordinary Member accommodation rates; and
 - II. between 1 May and 31 October inclusive in a year to make use of any of the Club buildings or premises or facilities provided by the Club at non-member accommodation rates;
 - III. however he or she shall not be eligible for any position on the Committee or to nominate anyone for membership of the Committee and shall have no voting rights or power.

A Summer member shall be classified as either:

- I. a senior summer member if over the age of 22 years or over on the first day of the Club's subscription year in which his or her status is in question; or
- II. a young adult summer member if under the age of 22 years on the first day of the Club's subscription year in which his or her status is in question.
- III. a junior summer member if under the age of 18 years on the first day of the Club's subscription year in which his or her status is in question.

A Summer Member shall pay such entrance fees, or levies as determined by the Committee from time to time but subject to such exemptions as the Committee may permit.

7 ADMISSION OF ORDINARY, ASSOCIATE, VETERAN AND SUMMER MEMBERS

- a. The admission of members, other than Life Members, shall be vested in the Committee.
- b. Any person who is of known good character and interested in the objects of the Club shall be eligible for membership, but subject to the right of the Committee to impose a limit to the number of members if they shall deem it necessary and to reject any candidate if they think unfit to be a member.
- c. Every candidate for admission as an Ordinary Member or Summer Member shall be nominated in the manner and on the form prescribed from time to time by the Committee and after being determined to be of appropriate character to be a member of the Club. The candidate may be elected at any duly convened meeting of the Committee by the votes of two-thirds of those members of the Committee present, and voting at such meeting and such election shall be valid despite any irregularity in the nomination.
- d. Except with the unanimous consent of the Committee members present at a meeting under rule 7(c) no candidate for Ordinary membership or Summer membership shall be admitted to membership at such Committee meeting unless he or she shall pay to the Club the entrance fee, first subscription, any compulsory debenture or levy and have completed such working parties requirements as determined by the Committee from time to time.
- e. The Committee shall send to each candidate elected as an Ordinary Member or Summer member written notice of election.
- f. The Committee shall send to any candidate not elected written notice to that effect together with a refund of any sum paid.
- g. By resolution of the Committee, passed by two-thirds of its members present and voting at a meeting duly convened, it may admit to Associate Membership or Veteran Membership any person who is, or has at any time been, a financial Ordinary Member.
- h. Any person who at the time of election to Associate membership is an Ordinary member shall at that time cease to be an Ordinary member. If that person wishes to become an Ordinary Member again he or she may do so, subject to the Committee's discretion.

8 ENTRANCE FEE AND SUBSCRIPTION

- 8.1 The Committee may by resolution, from time to time decide what entrance fee, if any, shall be paid by each category of membership and when such fee is payable and may rescind or amend any resolution. The Committee may, without notice, waive or abate in respect of any particular member the entrance fee fixed for the class to which he or she belongs.

- 8.2 The annual subscriptions for all categories of members shall be fixed from time to time by resolution of the members passed at a General Meeting upon the recommendation of the Committee. The notice calling any such General Meeting will set out the proposed new subscriptions. Any resolution fixing the amount of annual subscriptions may allow for such subscriptions to be paid in such manner and on such dates as determined from time to time by the Committee and annual subscriptions shall become due and payable on those dates as determined by the Committee. If no due date is determined then the due date for payment of annual subscriptions shall be 30 April in each year.
- 8.3 In addition, any levy payable by all categories of members, or any particular class to assist in funding any special project of the Club shall be fixed by resolution of the members passed at a General Meeting upon the recommendation of the Committee. The notice calling any such General Meeting will set out the proposed levy.
- 8.4 The Committee may by resolution, decide what levies or proportion of it made on the Club in respect of its members by any regional, national, or international ski association of which the Club is a member, shall be paid by Ordinary Members or other categories of members and when such levies or portion of it shall be payable.

9 FAILURE TO PAY SUBSCRIPTIONS OR LEVIES

- 9.1 If any subscription or levy payable under these rules by any member remains unpaid for a period exceeding three calendar months from due date; then, such member shall immediately cease to be entitled to any of the rights or privileges of his or her membership until payment of such subscription or levy or instalment.
- 9.2 If such member fails to pay such subscription or levy: he or she shall automatically cease to be a member and his or her name shall be removed from the register of members, but he or she shall still remain liable to pay such subscription or levy.
- 9.3 The Committee may in its sole and absolute discretion readmit to membership any person ceasing to be a member on such conditions as the Committee thinks fit.

10 RESIGNATION OF MEMBERSHIP

- 10.1 Any member may resign his or her membership at any time by notice in writing to the Secretary. Upon receipt he or she shall cease to be a member of the Club, but no such resignation shall relieve the member from payment of any moneys then due by him or her to the Club.

11 DISCIPLINARY ACTION

- 11.1 Any member who:
- a. is convicted of a serious criminal offence which could have been punishable by imprisonment for a term of 2 years or more; or
 - b. infringes this Constitution, or the Accommodation Rules; or
 - c. misconducts himself or herself within the Club premises; or
 - d. conducts himself or herself in a manner which may bring the Club into disrepute,

(each being referred to as an "Offence") may, if there is a written complaint by any person alleging that an Offence has occurred, be the subject of disciplinary action by the Disciplinary Committee,

- 11.2 Any person may complain to the Club in writing about any Club member that they reasonably believe has committed an Offence.
- 11.3 Details of any Offence received shall be referred to the Disciplinary Committee. The President must upon having had referred to him or her details of the Offence:
- a. cause to have sent a notice with details of the complaint to the member or members which are the subject of the complaint requesting that they respond to the details within the timeframe specified in such notice;
 - b. request from any other person that may reasonably be expected to have any knowledge or information relating to the Offence to provide that knowledge or information within the timeframe specified.
- 11.4 Meetings of the Disciplinary Committee shall be convened by the President or by a Vice President. At any meeting of the Disciplinary Committee the President, if present, shall preside. In the absence of the President from any meeting, a Vice-President shall preside. In the absence of the President and all Vice-Presidents, the members present shall elect one of their number to chair the meeting.
- 11.5 Each member of the Disciplinary Committee present in person or by proxy shall be entitled to exercise one vote.
- 11.6 Four members of the Disciplinary Committee personally present at the beginning of, and throughout the meeting shall form a quorum. The contemporaneous linking together by electronic means of not less than the quorum shall be deemed to constitute a Disciplinary Committee meeting. Any member of the Disciplinary Committee having an interest in an Offence before the Disciplinary Committee shall recuse himself or herself and shall not take part in any meetings or decisions of the Disciplinary Committee relating to that Offence. If as a consequence of any recusal there is not a quorum then the complaint shall be referred to the Committee which shall then sit as and with the same powers of the Disciplinary Committee provided that any member of the Committee having an interest in the complaint shall recuse himself or herself.
- 11.7 The Disciplinary Committee may make a decision by circulated and confirmed resolution in lieu of a meeting or teleconference, provided that:
- a. a copy of the proposed resolution is sent to every Disciplinary Committee member; and
 - b. subject to subclause 11.9 a majority of the Disciplinary Committee approves the resolution in writing.
- 11.8 Subject to subclause 11.16 all content and minutes of the meeting of the Disciplinary Committee relating to the complaint shall be confidential to the members of the Disciplinary Committee.
- 11.9 In respect of any Offence, the Disciplinary Committee shall have the powers to do any one or more of the following:
- a. to recommend to the Committee that a Club members membership be terminated and a Club member expelled from the Club;
 - b. to suspend the membership of a Club member;
 - c. reprimand, censure, or require an apology of a Club member;
 - d. impose conditions of continued membership of a Club member.

Any decision of the Disciplinary Committee to exercise a power under this subclause shall require a majority of 75% of the Disciplinary Committee present and eligible to vote. If the Offence is of a nature which the Disciplinary Committee are of a view may require a member's membership to be terminated

and for that member to be expelled from the Club then the Disciplinary Committee shall make a recommendation to the Committee and the Committee shall have the power to terminate that members membership and expel that member provided that a resolution to terminate membership and expel a member shall require a majority of 75% of the Committee present and eligible to vote.

- 11.10 The Disciplinary Committee must, in performing and exercising its functions and powers, observe the principles of natural justice.
- 11.11 Every member in respect of whom a complaint has been referred to the Disciplinary Committee is entitled to appear and be heard at the meeting of the Disciplinary Committee and to be represented by counsel or otherwise. If a member is represented by counsel, any other party to the matters relating to the complaint may be represented by counsel.
- 11.12 Every hearing of the Disciplinary Committee must be held in private. The Disciplinary Committee shall deliberate in private as to its decision or as to any question arising in the course of a hearing.
- 11.13 The Disciplinary Committee may receive as evidence any statement, document, information, or matter that may, in its opinion, assist it to deal effectively with the matters before it, whether or not that statement, document, information or matter would be admissible in a court of law.
- 11.14 The Disciplinary Committee may:
- a. from time to time, make rules, not inconsistent with this Constitution, in respect of the making, hearing and determination of any applications, complaint, inquires and other matters which is before it; and
 - b. determine its own procedure.
- 11.15 Any decision of the Disciplinary Committee shall be final and conclusive and shall be binding upon all Club members.
- 11.16 The Disciplinary Committee may publicise its decision and the facts of an Offence.

12 LOSS OF RIGHTS

- 12.1 Every person having ceased to be a member of the Club whether by retirement, expulsion or death or by removal of his or her name from the register of members under rule 9.2 shall forfeit all rights to or claims upon the Club or its property which he or she might have by reason of his or her membership.

13 PATRON, PATRONESS, AUDITOR AND EXECUTIVE OFFICERS

- 13.1 The Club shall have a Patron and/or Patroness, and an Auditor.
- 13.2 The Club shall have the following executive officers: President, Immediate Past President, three Vice-Presidents, Secretary, Treasurer, Captain who shall rank for seniority in the above order, provided always that the offices of Secretary and Treasurer may be combined in one person.

14 COMMITTEE

- 14.1 The management of the Club shall be vested in a Committee consisting of the Executive Officers mentioned in rule 13.2 and a minimum of 6 or maximum of 8 other General Committee Members. The Committee may exercise any of the powers of the Club not required by these rules or by law to be exercised by a General Meeting.

- 14.2 The Executive Officers shall be subject to the control of the Committee save as to anything they are specifically required to do by law or by these rules.

15 NOMINATION AND ELECTION

15.1 Nomination and Election

- a. The Patron, the Patroness, the Auditor, the Executive Officers and the other members of the Committee shall be elected or appointed annually in the manner set out below and shall assume office as from the announcement of the election of officers by the Secretary at the Annual General Meeting.
- b. A Candidate shall not be eligible to be nominated or to become elected, appointed, or co-opted to the Committee if the Candidate:
 - I. at the time of nomination, is not a Financial Member; or
 - II. is an undischarged bankrupt; or
 - III. is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body; or
 - IV. is convicted of a criminal offence which could have been punishable by imprisonment for a term of 2 years or more, or who has been sentenced to imprisonment for any other offence, unless that person has obtained a pardon, served the sentence, or otherwise suffered the penalty imposed on the person.
- c. Candidates eligible in terms of rule 15.1(b) for election (an "eligible person") must be nominated in writing signed by two Senior Members and the candidate (which written nomination shall include a statement signed by the candidate that he or she is eligible for election and shall otherwise be in the form prescribed from time to time by the Committee and shall be lodged with the Secretary no later than two months before an Annual General Meeting). Nominees for the position of Patron and/or Patroness and Auditor need not be members of the Club or sign any nomination form. The Auditor shall not be a member of the Committee. No nomination is required for the position of Immediate Past President, which shall be filled by the immediate past president from time to time. A nomination shall be valid notwithstanding that the signatures of the nominators and candidate or any of them appear on separate writings. A candidate may at any time and without the consent of his or her nominators, withdraw.
- d. Nominations may be accepted after the two month deadline at the Committee's absolute discretion,
- e. Every retiring member of the Committee, the Patron and/or Patroness and the Auditor shall be eligible for re-election. The position of President shall only be filled by the same person once for a maximum of three years.
- f. The Committee or failing it, the Secretary, shall appoint no fewer than two scrutineers, being Voting Members, but not candidates, for the purposes of ensuring that all candidates nominated for a position on Committee are eligible persons and comply with 'the nomination requirements of these rules'. The scrutineers shall confirm in writing to the Secretary within two weeks after nominations close whether each candidate is an eligible person and complies with the nomination requirements of these rules. If a candidate fails to be an eligible person or comply with the nomination requirements of this rule 15 then that nomination shall be deemed to be invalid and the person the subject of the nomination shall not be capable of being elected to the office or position in the Club for which that nomination was made. Where elections are made from nominations made at

the AGM the elected candidates are elected subject to confirmation from the scrutineers that these persons comply with 'the nomination requirements of these rules'.

- g. If in any year candidates nominated and eligible for the respective positions within the Committee, Patron and/or Patroness and Auditor are not more than the number of vacancies, and the Secretary shall have received written confirmation from the scrutineers pursuant to rule 15.1(f) that each of the candidates is an eligible person and complies with the nomination requirements of these rules, then the persons so nominated and eligible shall, at the Annual General Meeting, be declared elected for the ensuing year. If in any year the Annual General Meeting is delayed beyond the end of June and the election has taken place then those candidates so elected are deemed elected as of the 1st of July or at the Annual General Meeting whichever comes soonest.
- h. If in any year candidates nominated and eligible for the respective positions within the Committee, Patron and/or Patroness and Auditor are fewer than the number of vacancies, and the Secretary shall have received written confirmation from the scrutineers pursuant to rule 15.1(f) that each of the candidates is an eligible person and complies with the nomination requirements of these rules then the candidates nominated and eligible shall be deemed elected and further nominations of eligible candidates shall be called for from the floor of the Annual General Meeting for the vacant positions and an election carried out, if necessary, by those Voting Members present. At any such election every Voting Member voting must vote for the same number of candidates as there are vacancies, otherwise their vote shall be invalid.
- i. If in any year candidates nominated and eligible for the respective positions within the Committee, the Patron and/or Patroness and the Auditor exceed the number of vacancies, the eligible candidates to be elected to each position shall be determined by a vote and the following provisions shall apply in respect of such vote.
- j. The Secretary shall as soon as practicable after receiving the scrutineers written confirmation pursuant to rule 15.1 (f), but in any event within one month after nominations close provide in writing to each Voting Member, a voting form containing in alphabetical order of surnames a list of all such candidates and also directions as to voting. Any member who satisfies the Secretary that he or she has not received or has lost or spoiled his or her voting form shall be entitled to receive a replacement at any time before the closing of the ballot. The voting form shall include such additions or modifications as may be deemed necessary by the Committee including if it so decides particulars of each candidate's club membership details, and qualifications as it prescribes.

The voter must:

- I. vote for the same number of candidates as there are vacancies;
 - II. delete the name of any candidate for whom he or she does not wish to vote;
 - III. return whether by post or by electronic transmission, his or her voting form so as to reach the Secretary not later than the date specified at which time the voting shall close.
- k. A voting form shall be invalid if the voter has not followed these directions.
 - l. The Committee or failing it, the Secretary, shall appoint no fewer than two scrutineers, being Voting Members, but not candidates for the purposes of counting votes.
 - m. After the closing of the voting, electronic copies of votes shall be printed and the envelopes containing original voting forms shall be opened in the presence of the Secretary and at least two of the appointed scrutineers. The votes shall be recorded for each candidate as counted by the scrutineers, who shall, if they so request, be provided by the Secretary with a list of members. The

voting forms shall, after counting has been completed, be retained by the Secretary for at least two calendar months after the Annual General Meeting, and shall then be destroyed.

- n. The scrutineers present shall sign and hand to the Secretary a certificate showing the number of valid votes cast for each candidate which the Secretary shall deliver to the Chairperson of the ensuing Annual General Meeting who shall declare the result at such meeting. If by reason of an equality of votes given for two or more candidates the election is not complete the Chairperson, (or if such certificate is not available before the meeting, the Committee) shall decide by lot which of such candidates shall be elected.
- o. Failure to forward a voting form to any member or any other omission or irregularity in the course of an election shall not invalidate the same unless the Committee is satisfied that the result might have been different but for such omission or irregularity and declares such election invalid. If such declaration is made before the said Annual General Meeting a fresh election shall take place at the Annual General Meeting in the same manner as if no candidate had prior to such Annual General Meeting been nominated for the office or position in question, and such a fresh election shall be conducted in such manner as the Committee shall direct.
- p. The dates which are fixed for the closing of nominations or voting by these rules may be changed by the Committee upon due notice to members.
- q. Subject to these rules, each existing member of the Committee shall be eligible for re-election and shall retain office until their successors assume office pursuant to rule 15.1 (a) above.
- r. No person shall be eligible for election to the office of President or Vice President until he or she has first served a minimum of two years on the Committee, one of which is immediately prior to nomination for these positions. Nothing in this rule or in rules 17 or 18.1(i) shall apply to the Immediate Past President, Upon any person vacating the office of President he or she shall automatically continue to be an officer of the Club with the title "Immediate Past President" until he or she ceases to be a member or until the office of President is next vacated otherwise than by cessation of membership, death or incapacity.
- s. The Committee may make provision for any matter relating to the elections not covered by this rule and to decide any question arising thereunder.

15.2 Vacancies on Committee

- a. Only if the Committee shall comprise of 6 or fewer General Committee Members and if a vacancy shall occur on the Committee between one Annual General Meeting of the Club and the next then the vacancy may be filled by the Committee appointing an eligible person. A person appointed to fill such vacancy shall retire at the next Annual General Meeting.
- b. Before a person is elected, appointed or co-opted on Committee, the person must confirm to the Committee that he or she is eligible to be a member of Committee, having regard to the grounds of ineligibility set out in these rules.

15.3 Subcommittees

- a. The Committee may from time to time establish subcommittees for any purpose within the Committee's authority and may appoint Committee members (and/or members of the Club who are not members of the Committee provided they are an eligible person) to serve on those subcommittees. The Committee may delegate any of its functions to the subcommittees, except this power of delegation. The Committee shall determine the procedures to be followed by those subcommittees and may:

- I. fix the quorum of a subcommittee;
 - II. delegate any of its powers to a subcommittee but only those powers necessary for the subcommittee to undertake the activity it has been established for (other than the power of delegation); and
 - III. make rules for regulating the proceedings of a subcommittees.
- b. Each subcommittee shall have the right to co-opt, with the approval of the Committee, such member or members of the Club not exceeding three to be a member or members of such subcommittee. A co-opted member shall have the same rights as an ordinary member of a subcommittee.
- c. The President shall be an ex-officio member of all subcommittees. A member of the Committee shall be chairperson of a sub-committee.

16 APPOINTMENT OF BUILDING OFFICERS

- 16.1 The Committee shall appoint Building Officers for each Club building.

17 CASUAL VACANCIES

- 17.1 Any casual vacancy in the position of Patron, Patroness or Auditor may be filled by the Committee.

18 POWERS AND PROCEEDINGS OF COMMITTEE

- 18.1 Meetings:
- a. The Committee shall meet monthly except that a meeting need not be held in the month of January.
 - b. The day and time of each monthly meeting shall be determined by the Committee which may meet, adjourn and otherwise regulate its meetings as it thinks fit.
 - c. At any meeting of the Committee the President, if present, shall preside. In the absence of the President from any meeting, the immediate past President shall preside and in their absence a Vice-President shall preside. In the absence of the President, immediate past President and all Vice-Presidents, the members present shall elect one of their number to chair the meeting.
 - d. Subject to approval in advance of the Chairperson, an individual Committee member may attend a meeting of the Committee by telephone or any electronic visual means, in which case his or her participation in the meeting will be otherwise subject to these rules.
 - e. Any member of the Committee may appoint another to vote as his or her proxy either in a particular manner or as the appointee thinks best at any Committee meeting provided that such appointment is (i) in writing delivered to the Secretary; (ii) applies to one particular meeting; and (iii) specifies the particular item or items on the agenda on which the proxy is to vote.
 - f. Each member of the Committee present in person or by proxy or by telephone or electronic visual means shall be entitled to exercise one vote. Questions arising at any meeting shall be decided by a majority of votes except where stated otherwise in this Constitution. The Chairperson of the meeting shall have a deliberative vote and, in the event of an equality of votes, a casting vote also.
 - g. Five members personally present in person or by telephone or electronic visual means at the beginning of, and throughout the meeting shall form a quorum. The contemporaneous linking together by electronic means of not less than the quorum shall be deemed to constitute a Committee meeting.

- h. The Committee may make a decision by circulated and signed resolution in lieu of a meeting or teleconference, provided that:
 - I. a copy of the proposed resolution is first sent to every Committee member;
 - II. a majority of the Committee approves the resolution in writing.
- i. Any member of the Committee failing to attend three consecutive meetings of the Committee, without having obtained leave of absence, shall, at the discretion of the Committee, cease to be a member of the Committee. This rule shall not apply to Committee members resident more than 50 kilometres from the Committee meeting place however such Committee members must attend not fewer than 2 meetings in any six month period.

18.2 Committee powers: Without prejudice to the general powers conferred by these rules, the Committee shall have the following powers:

- a. it is empowered to make decisions and direct the implementation of its decisions consistently with the powers of the Club described in rule 4.
- b. it shall be responsible for the management of the affairs of the Club including the control and investment of the Club's funds.
- c. it may make by-laws and regulations for the conduct of the Club, its members and guests and engage and pay such staff as may be necessary for the conduct of the Club.
- d. it may repeal, amend or vary any by-law or regulation as it may from time to time consider necessary or convenient for the management of the affairs of the Club not being inconsistent with these rules.
- e. it may lease, rent, hold and/or furnish any building or premises or any real or personal property for the use of members of the Club.
- f. it may make and give receipts, releases and other discharges for moneys payable to the Club and for the claims and demands of the Club.
- g. it shall make provision for the opening and operation of such bank account or accounts as may be deemed necessary for the purposes of the Club.
- h. it may invest and deal with any money of the Club upon such security and in such manner as it thinks fit, and it may from time to time vary such investments.
- i. It may make payments related to the proper operation of the Club, which shall be submitted to the Committee for approval either prior to or after payment.
- j. it may borrow or otherwise raise money in such manner as it thinks fit and to secure repayment by the issue of debentures or by mortgages or charges upon the whole or part of the real or personal property or assets of the Club (whether present or future) and to purchase, redeem or pay off any such securities.
- k. it shall keep minutes of all meetings of the Committee and subcommittees and of all General Meetings of members.
- l. it shall ensure that proper books of account are kept by the Treasurer in accordance with New Zealand generally accepted accounting practice and shall review the Treasurer's monthly financial statements to the Committee.
- m. it shall ensure that all inward and outward correspondence of the Club is tabled and approved at the next Committee meeting after such correspondence is either sent or received.
- n. it may terminate a Club member's membership and expel a member from the Club provided that a resolution to terminate a membership and expel a member shall require a majority of 75% of the Committee present and eligible to vote.

- o. it shall exercise all the rights, powers and duties which under these rules are required to be performed by the Committee.

18.3 Removal of a Committee member

- a. If an elected, appointed, or co-opted member of the Committee:
 - I. dies; or
 - II. resigns by written notice to the Committee; or
 - III. without the prior leave of the Committee, is in breach of rule 18.1(i); or
 - IV. ceases to be a Financial Member;
 - V. at any time becomes a person who (in terms of rule 15.1(b) if there were to be an election) would be ineligible to an elected, appointed, or co-opted as a member of the Committee,

then that Committee member's position on the Committee shall be deemed to have become vacant and the Committee member shall be deemed to have been removed and shall cease to hold office.

19 GENERAL MEETINGS

- 19.1 Business: An Annual General Meeting of the members of the Club shall be held once each calendar year at a time and place determined by the Committee, provided that not more than 15 months shall elapse from one Annual General Meeting to the next. The standard business of the Annual General Meeting shall be to receive and consider:

- a. the report of the Committee on the affairs of the Club for the past financial year;
- b. the accounts made up to the previous 31st day of December, such accounts to be audited by the Club's Auditor;
- c. the election of the Patron and/or Patroness and Committee in accordance with rule 15;
- d. the appointment of an Auditor for the ensuing year;
- e. the election of the Guardians of the Heritage Fund.
- f. the setting of annual subscriptions for the ensuing year.

19.2 Motions and special meetings

- a. A Voting Member wishing to bring any motion before a General Meeting shall give written notice to the Secretary of the Club at least 6 weeks before the meeting. The Secretary shall then send a copy of the motion with the proposer's name to each Voting Member, or may send a summary of the motion with a reference to the full text of the motion on the Club's website. No motion shall come before the meeting unless notice thereof has been so given, except with the leave of the Chairperson. No other business shall be considered unless the same is specified in the notice convening the meeting, except it be deemed a matter of extreme urgency by a majority of the members assembled, or be expressly authorised by the rules.
- b. A Special General Meeting of members may be called by the Committee at any time and shall be called upon receipt of a written motion signed by 25 Voting Members of the Club who are also Financial Members. Such a meeting shall have the same powers as an Annual General Meeting.

- 19.3 Notice: Notice of a General Meeting shall be given to members in writing at least 14 clear days before the date of such meeting. Such notice shall specify the date, time and place of such meeting, the type of meeting and the business to be discussed at the meeting. The accidental failure to give any member the required notice shall not invalidate any resolution passed at such meeting.

19.4 Procedure

- a. 25 Voting Members present personally at a General Meeting shall form a quorum. There must be a quorum present at the start of, and throughout the meeting.
- b. The President, and in his or her absence, a Vice-President, shall be chairperson of a General Meeting. In the absence of both the President and all Vice-Presidents, the meeting shall elect a Chairperson for that meeting.
- c. Voting shall be on the voices unless a show of hands or a poll is called for. The Chairperson shall have a second or casting vote in addition to his or her deliberative vote. Absent Voting Members may vote by proxy. A proxy form must reach the Secretary at least 48 hours before the General Meeting.
- d. Resolutions passed at any Members Meeting shall be conclusive and binding on all Members of the Club whether present at the meeting or not.

19.5 Irregularity of Meeting

- a. If any irregularity occurs in the convening or holding of any General Meeting or in any proceedings at or ancillary to any such meeting, and it is not noticed and objected to at the time, all proceedings at that meeting shall be of the same force and effect as if no such irregularity has occurred.
- b. If any irregularity is noticed and objected to at the meeting, the meeting shall decide whether to uphold that objection and the decision of the meeting shall be final and conclusive.

19.6 Heritage Fund

- a. The Club shall maintain a fund to be known as the "Heritage Fund", for the purposes of funding significant maintenance and capital items which items have been determined by the Committee and approved by Voting Members in General Meeting from time to time.
- b. The Heritage Fund shall be administered and controlled by 4 Guardians and only the Committee shall have the right to apply to the Guardians for the release of funds for the purposes of paying for previously approved significant maintenance and capital items.
- c. That the Guardians of the "Heritage Fund" shall be the President, Immediate Past President and two Life Members of the Club to be elected each year at the Annual General Meeting.

20 FINANCES

- 20.1 All moneys received on account of the Club shall be paid into the account of the Club with its bankers and shall be recorded in the books of the Club by an officer or a paid employee of the Club.
- 20.2 Internet banking facilities may be operated by the Club. All payments from the Club's bank account shall be approved in such manner and by such persons as the Committee shall from time to time determine.
- 20.3 All receipts paid or payable to the Club's bankers for collection requiring the endorsement of the Club may be endorsed by such person or persons as the Committee shall from time to time appoint.
- 20.4 The Treasurer shall keep, or cause to be kept, a proper account of the income and expenditure of the Club, and of the matters in respect of which such income and expenditure arises and takes place respectively and of the assets and liabilities of the Club, in books to be provided for that purpose, and shall produce the account books, and electronic records properly written up and recorded when required by the Committee.

- 20.5 The financial year of the Club shall be from 1 January in one year to 31 December in the same year.
- 20.6 Once at least in every year the accounts of the Club made up to 31 December preceding in accordance with New Zealand generally accepted accounting principles shall be duly audited by the Auditor of the Club, and an abstract of the accounts shall be printed and issued to every member, together with the notice of the Annual General Meeting. The Auditor shall be appointed at the Annual General Meeting and shall be a member of the New Zealand Institute of Chartered Accountants of New Zealand. The remuneration of the Auditor shall be determined by the Committee which shall have power to fill any casual vacancy in the office of Auditor.
- 20.7 The Treasurer shall file , or cause to be filed with the Registrar of Incorporated Societies within seven days after the Annual General Meeting, the financial statements required to be filed under section 23 of the Incorporated Societies Act 1908.
- 20.8 Except as expressly provided for by these rules the funds of the Club shall be deposited or invested in such manner as the Committee directs.

21 DUTIES OF OFFICERS

- 21.1 Secretary: The duties of the Secretary shall include keeping or overseeing: the keeping of correct minutes of all meetings; and a register of members showing their names, addresses and occupations, the date of election and, in the case of ex-members, the date of cessation of membership. Such minutes and register shall be deemed correct until the contrary is proved.
- 21.2 Treasurer: The duties of the Treasurer shall include the collection and banking of moneys payable to the Club, the disbursement of moneys as authorised by the Committee and the preparation and presentation to the Annual General Meeting of duly audited statements prepared in accordance with New Zealand generally accepted accounting practice showing the income and expenditure of the Club during the financial year immediately preceding such meeting and of the financial position of the Club at the end of such year. The Treasurer shall also furnish to the Registrar of Incorporated Societies, the Inland Revenue Department and other government agencies the prescribed notices, returns or statements. The Treasurer shall also prepare and present to the Committee appropriate monthly financial statements. Where the Treasurer has assistance in these matters they are responsible in ensuring that they occur in a timely manner.
- 21.3 Building Officers: The Building Officer for each Club building shall supervise the regulation of duties of occupants and the maintenance and use of facilities and supplies and generally administer the building and its contents, subject, to the regulations made or directions given by the Committee.
- 21.4 Disclosures of interest:
- a. The Club shall keep and maintain an interests register. A Committee member must, immediately after becoming aware of the fact that he or she is interested in a transaction or proposed transaction with the Club, cause to be entered in the interests register of the Club and disclose to the Committee:

- I. if the monetary value of that Committee member's interest is able to be quantified, the nature and monetary value of that interest; or
 - II. if the monetary value of the Committee member's interest cannot be quantified, the nature and extent of that interest.
- b. For the purposes of subclause 21.4(a), a general notice entered in the interests register and disclosed to the Committee to the effect that a Committee member is a member, or an officer or trustee of another organisation or other person and is to be regarded as interested in any transaction which may, after the date of the entry or disclosure, be entered into with that organisation or person, is a sufficient disclosure of interest in relation to that transaction.
- c. A failure by a Committee member to comply with subclause 21.4(a) does not affect the validity of a transaction entered into by the Club or the Committee member.

22 DUTIES OF MEMBERS

- 22.1 All members shall assist in protecting the flora, animal life and bird life, tracks, buildings and all natural features of The Tongariro National Park, and in keeping clean and tidy the precincts of buildings and facilities, and shall report to the Secretary any damage done.
- 22.2 Members shall conduct themselves at all times in a manner so as to bring no discredit to the Club.
- 22.3 All members when staying in, or otherwise using Club facilities, shall diligently perform to their best ability such duties as may be assigned to them by the Committee, Building Officers or Building Leaders.
- 22.4 All members shall comply at all times with the Accommodation Rules.

23 COMMON SEAL

- 23.1 The Common Seal shall be kept by the Secretary and shall not be affixed to any document except by order of the Committee and in the presence of the Secretary and one other member of the Committee, the two of whom shall attest such affixing.

24 CLUB BUILDINGS

- 24.1 The Committee may do all or any of the following things in relation to the Accommodation Rules or any Club building or premises, or Club facilities or contents:
 - a. make regulations, rulings or decisions in connection with entry upon, occupation, use, maintenance, cleanliness or preservation of any Club building, premises or facility or payment for use of any Club building, premises or facility or the rights duties or conduct of occupants of it or visitors to any Club building, premises or facility or any matters whatsoever pertaining to any Club building, premises or facility.
 - b. restrict or prevent any Club member from having access to any Club building or having the ability to make any accommodation booking.
 - c. rescind or vary waive or suspend for any period the operation of any such regulation ruling or decision either generally or in any particular case.
 - d. delegate its power or any of them to a sub-committee.
 - e. delegate its power for the day to day management of any Club building to a Committee member, Club member or paid employee of the Club.

- 24.2 No member shall enter any Club building or premises or use any Club building or premises or the facilities or contents except with the authority of the regulations rulings or decisions of the Committee for the time being affecting such entry or use or with the permission of the Committee or of some body or officer authorised to give such permission, and subject to such conditions as may be imposed by or with the sanction of the Committee.

25 NOTICES

- 25.1 Notices may be given to members in writing by:
- a. providing it to them in person; or
 - b. sending it by post to a member's address notified in his or her membership application or renewal or booking form; or
 - c. sending it by facsimile transmission to the member's facsimile number notified by the member; or
 - d. sending it by electronic transmission to the electronic address notified by the member;
 - e. sending it to the person by other electronic means notified by the member; or
 - f. notifying the person (using an electronic notification means notified by a member and by which the member may be notified that notices of meeting or other documents are available):
 - I. that the notice or other documents are available; and
 - II. how the member may use electronic means to access notices of meeting or other documents.
- 25.2 Any notice to be given other than in writing may also be given by:
- a. telephone to the member himself or herself; or
 - b. any other method authorised in writing by the member.
- 25.3 Any Notice or other document shall be deemed to be given:
- a. in the case of hand delivery, at the time of actual delivery to the member or member's address;
 - b. in the case of delivery by pre-paid post, 3 working days after posting;
 - c. in the case of facsimile transmission, electronic transmission or electronic notification, on the day it is sent,
- in each case if it is given to an address (including an electronic address) given by the member in his/her membership application or any updated notice of that members contact details or any address given from time to time in any accommodation booking form.
- 25.4 The accidental omission to give notice of a General Meeting or Special General Meeting or postal vote or the non-receipt of notice of a General Meeting or Special General Meeting or postal vote by any member shall not invalidate the proceedings at the General Meeting or Special General Meeting or the result of any postal vote.

26 WINDING UP

- 26.1 If any property remains after the winding up or dissolution of the Club and the settlement of all the Club's debts and liabilities, that property must be given or transferred to another organisation that is charitable under New Zealand law and has purposes similar to those of the Club.

27 ALTERATION OF RULES

- 27.1 These rules may be repealed, altered, or added to and new rules adopted by a resolution at a General Meeting the notice of which shall have specified or referred to some written document specifying the proposed repeal, alteration, addition or new rules, but nothing in this rule shall prohibit the amendment by the General Meeting of any proposal which has been specified in the notice. Two months' notice shall be given to the Secretary of any proposed repeal, alteration or addition to the rules or new rules proposed to be adopted.

28 MATTERS NOT COVERED

- 28.1 All matters not specifically provided for by these rules shall be decided by the Committee.

29 INDEMNITY

- 29.1 The members of the Committee, the Patron, the Patroness and the Auditor and other officers and subcommittee members shall be indemnified by the Club for all liabilities, losses, costs and expenses incurred by them in or about the discharge and performance of their respective duties except such as shall result from their own respective wilful default.
- 29.2 No member of the Committee, the Patron, the Patroness or the Auditor and other officers and subcommittee members shall be liable for the acts or defaults of any other officer or member of the Committee or any loss or expense happening to the Club unless occasioned by their wilful default.

30 REPLACEMENT CONSTITUTION

- 30.1 This Constitution replaces the existing rules of the Club, which are hereby revoked.

SIGNED by: JOHN ALEXANDER PAYNE

Signature of John Alexander Payne - Senior Club Member

Date:

31/10/22

SIGNED by: PHILLIP LINDSEY THOMASS

Signature of Phillip Lindsey Thomass - Senior Club Member

Date:

13/10/2022

SIGNED by: CATHERINE ANNE GAFA

Signature of Catherine Anne Gafa - Senior Club Member

Date:

7/11/2022



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