

Manukau Tramping Club Incorporated

Constitution

Dated 1 September 2025

(The date of the General Meeting at which this Constitution was approved)



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1. Introductory rules

1.1 Name

The name of the society is Manukau Tramping Club Incorporated (in this **Constitution** referred to as the '**Society**').

1.2 Charitable status

The **Society** is not and does not intend to be registered as a charitable entity under the Charities Act 2005.

1.3 Commencement date of this constitution

This **Constitution** takes effect on the date it is registered with the Registrar of Incorporated Societies and thereafter shall be binding on the **Society**. It replaces the **Constitution** of Manukau Tramping Club Incorporated (Revised 2017).

1.4 Definitions

In this **Constitution**, unless the context requires otherwise, the following words and phrases have the following meanings:

'Act' means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

'Annual General Meeting' means a meeting of the **Members** of the **Society** held once per year which, among other things, will receive and consider reports on the **Society's** activities and finances.

'Bylaws' means the administrative regulations for the **Society** that are a subordinate document to this **Constitution**.

'Committee' means the **Society's** governing body.

'Complaint' means a communication **In Writing** from a **Member**, an **Officer**, or the **Secretary** on behalf of the **Society** that is intended to initiate a dispute resolution process. For a **Member** or **Officer** to make a **Complaint**, this can only be in relation to them being a **Member** of the **Society**.

'Constitution' means the rules in this document.

'General Meeting' means either an **Annual General Meeting** or a **Special General Meeting** of the **Members** of the **Society**.

'Interested Member' means a **Member** who is interested in a matter for any of the reasons set out in section 62 of the **Act**.

‘Interests Register’ means the register of interests of **Officers**, kept under this **Constitution** and as required by section 73 of the **Act**.

‘In Writing’ means a communication received in hardcopy form, via email, or via any special purpose electronic form created by the **Society** for a specific purpose. It does not include communications received via text message or via other electronic means.

‘Matter’ means—

1. the **Society’s** performance of its activities or exercise of its powers; or
2. an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the **Society**.

‘Member’ means a person who has consented to become a **Member** of the **Society** and has been properly admitted to the **Society** who has not ceased to be a **Member** of the **Society**.

‘Notice’ to **Members** includes any notice given by email, post, or courier.

‘Officer’ means a natural person who is a member of the **Committee**.

‘President’ means the **Officer** responsible for chairing **General Meetings** and **Committee** meetings, and who provides leadership for the **Society**.

‘Register of Members’ means the register of **Members** kept under this **Constitution** as required by section 79 of the **Act**.

‘Registrar’ means the Registrar of Incorporated Societies.

‘Secretary’ means the **Officer** responsible for the matters specifically noted in this **Constitution**.

‘Sent to Registered Address’ means for correspondence to be mailed or electronically transmitted to the latest updated postal or electronic address provided by the **Member**, with preferred method of communication indicated by the **Member**.

‘Special General Meeting’ means a meeting of the **Members**, other than an **Annual General Meeting**, called for a specific purpose or purposes.

‘Treasurer’ means the **Officer** responsible for managing the financial records and preparing financial reports for the **Society**.

‘Vice President’ means the **Officer** elected or appointed to deputise in the absence of the **President**.

‘Working Days’ mean as defined in the Legislation Act 2019. Examples of days that are not **Working Days** include, but are not limited to, the following — a Saturday, a Sunday, and all New Zealand national public holidays.

1.5 Purposes

The primary purposes of the **Society** are:

- (a) to encourage and foster tramping, mountaineering and other related outdoor recreational activities;
- (b) to arrange trips for the purpose of tramping, and other outdoor recreational activities;
- (c) to improve the skills and outdoor awareness of the **Members**;
- (d) to promote good fellowship and social interactions among participants;
- (e) to publish and issue a Club newsletter, with or without commercial advertisements;
- (f) to co-ordinate and present the opinions of the Club **Members** to the tramping and mountaineering bodies of New Zealand;
- (g) to protect and conserve the native fauna and flora and the natural features of the country;
- (h) to assist in maintaining and improving, financially or otherwise, tracks, facilities and accommodation for tramping;
- (i) to act in co-operation with government, local bodies or with any other club or society, for the promotion of the above purposes.

1.6 Act and Regulations

Nothing in this **Constitution** authorises the **Society** to do anything which contravenes or is inconsistent with the **Act**, any regulations made under the **Act**, or any other legislation.

1.7 Restrictions on society powers

The **Society** must not be carried on for the financial gain of any of its **Members**.

1.8 Registered office

The registered office of the **Society** shall be at such place in New Zealand as the **Committee** from time to time determines.

Changes to the registered office shall be notified to the Registrar of Incorporated Societies at least 5 **working days** before the change of address for the registered office is due to take effect, and in a form and as required by the **Act**.

1.9 Contact person

The **Society** shall have 2 contact persons whom the **Registrar** can contact when needed, those persons being the **Treasurer** and **Secretary**.

The **Society's** contact persons must be:

- at least 18 years of age, and
- ordinarily resident in New Zealand.

The contact persons' name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:

- a physical address and/or an electronic address, and
- a telephone number.

Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 **Working Days** of that change occurring, or the **Society** becoming aware of the change.

2. Members

2.1 Minimum number of members

The **Society** shall maintain the minimum number of **Members** required by the **Act**.

2.2 Types of members

The classes of membership and the method by which **Members** are admitted to different classes of membership are as follows:

- **Junior Member** - Any person between the ages of 14 and 17 years shall be classified as a Junior Member.
- **Ordinary Member** - Any person over the age of 18 shall be classified as an ordinary member unless otherwise determined by the **Committee**.
- **Long Service Member** - Long Service Membership shall be those individuals who have been financial members of the Club for 21 years or more. Every Long Service Member shall pay an annual subscription as recommended by the **Committee** and ratified by the AGM which shall be not less than the direct costs of this category. Long Service Members shall be entitled to the privileges of ordinary membership.
- **Life Member** - Life Membership may be granted in recognition and appreciation of outstanding service by a person. Any person may be nominated for Life Membership but must be nominated and seconded by current financial members of the Club, approved by the **Committee**, and ratified by the AGM. Every Life Member shall be exempt from subscription fees and shall enjoy the privileges and responsibilities of ordinary membership. The number of Life Members shall not exceed more than 5% of the total ordinary membership, at time of appointment. The Club shall not pay the annual membership levy to Federated Mountain Club (FMC) in respect of Life Members.
- **Honorary Member** - The **Committee** may appoint up to 3 people as Honorary members of the Club. These will generally be persons who perform agreed key roles for the Club for no, or limited charge. Honorary membership shall only continue as long as the person continues to carry out the agreed roles. Every Honorary Member

shall be exempt from joining and subscription fees and shall enjoy the privileges of ordinary membership except the right to vote or the right to hold Office in the Club. The Club shall not pay the annual membership levy to Federated Mountain Club (FMC) in respect of Honorary Members.

2.3 Becoming a member: consent

Every applicant for membership must consent in writing to becoming a **Member**.

Members who have been a **Member** of the **Society** prior to this **Constitution** are deemed to have provided that consent.

2.4 Becoming a member: process

An applicant for membership must complete and sign an application form and supply any information as may be reasonably required by the **Committee** regarding their application for membership.

The **Committee** may set qualifying conditions for membership as are deemed appropriate from time to time.

Each application for membership shall be considered by the **Committee**.

The **Committee** may accept or decline an application for membership at its sole discretion. The **Committee** must advise the applicant of its decision.

On acceptance of membership application, the candidate shall pay the joining fee of an amount the **Committee** shall from time to time determine; and until this fee is paid, no member shall be entitled to enjoy the privileges of membership.

The signed written consent of every **Member** to become a **Society Member** shall be retained in the **Society's** membership records.

2.5 Members' obligations and rights

Every **Member** shall provide the **Society** in writing with that **Member's** name and contact details (namely, physical and/or email address and a telephone number) and promptly advise the **Society** in writing of any changes to those details.

- (a) All **Members** shall promote the interests and purposes of the **Society** and shall do nothing to bring the **Society** into disrepute.
- (b) A **Member** is only entitled to exercise the rights of membership including attending and voting at **General Meetings** if all subscriptions and any other fees have been paid to the **Society** by their respective due dates.
- (c) No **Member** is liable for an obligation of the **Society** by reason only of being a **Member**.

Members acknowledge and agree that:

- (d) this **Constitution**, and the Club **bylaws** constitute a contract between each **Member** and the Club.
- (e) They will comply with and observe the **Constitution** and Club **bylaws**.
- (f) Firearms, animals, illegal substances, smoking or vaping are not permitted on Club activities.

2.6 Members' entitlements

Members are entitled to:

- (a) participate in all the activities of the Club, subject to meeting the conditions of those activities;
- (b) receive notices;
- (c) speak and vote at Club meetings in accordance with this **Constitution**;
- (d) receive copies of the Club newsletter.

2.7 Subscriptions and fees

The annual subscription and any other fees for membership for the following financial year shall be set by resolution of a **General Meeting**.

Any **Member** failing to pay the annual subscription within 1 calendar month of the date the same was due for payment shall be considered as unfinancial and will forfeit their membership and the attached privileges until all the arrears are paid. If such arrears are not paid within 3 calendar months of the due date for payment of the subscription the **Committee** may terminate the **Member's** membership (without being required to give prior notice to that **Member**).

Subscriptions shall be due by the 20th day of August each year.

- (a) In the case of new members, the subscription shall be paid on confirmation of membership. Should such confirmation take place on or after the 1st day of February in each year, the subscription for the remaining period of that initial period shall be half of the prescribed amount and thereafter the appropriate annual subscription.
- (b) No refund of subscription or joining fee shall be made should membership be terminated by resignation, expulsion, death, or otherwise.

2.8 Ceasing to be a member

A **Member** ceases to be a **Member**:

- (a) by resignation as a **Member** by a notice **in writing** provided by that **Member** to the **Committee**, or
- (b) on termination of a **Member's** membership following a dispute resolution process under this **Constitution**, or

- (c) by resolution of the **Committee** where the **Member** has failed to pay a subscription, levy or other amount due to the **Society** within 65 **Working Days** of the due date for payment, or
- (d) on death.

with effect from (as applicable):

- (e) the date of receipt of the **Member's** notice of resignation by the **Committee** (or any subsequent date stated in the notice of resignation), or
- (f) the date of termination of the **Member's** membership under this **Constitution**, or
- (g) the date specified in a resolution of the **Committee** for terminating **Member's** with subscription payments overdue; or
- (h) the date of death of the **Member**.

2.9 Obligations once membership has ceased

A **Member** who has ceased to be a **Member** under this **Constitution**:

- shall cease to hold himself or herself out as a **Member** of the **Society**, and
- shall cease to be entitled to any of the rights of a **Society Member**.

2.10 Becoming a member again

Any former **Member** may apply for re-admission in the manner prescribed for new applicants and may be re-admitted only by resolution of the **Committee**.

3. General meetings

3.1 Procedures for all general meetings

The **Committee** shall give all **Members** at least 10 **Working Days'** written **Notice** of any **General Meeting** and of the business to be conducted at that **General Meeting**.

That **Notice** will be addressed to the **Member** at the contact address notified to the **Society** and recorded in the **Society's** register of members. The **General Meeting** and its business will not be invalidated simply because one or more **Members** do not receive the **Notice** of the **General Meeting**.

Only financial **Members** may speak and vote at **General Meetings** in person.

Quorum: No **General Meeting** may be held unless at least 10 eligible financial **Members** attend throughout the meeting and this will constitute a quorum.

Lack of quorum: If within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of **Members** – shall be dissolved. In any other case it shall stand adjourned to a day, time and place determined by the **Committee**, and if at such adjourned meeting a quorum is not present those **Members** present in person shall be deemed to constitute a sufficient quorum.

Voting: A **Member** is entitled to exercise one vote on any motion at a **General Meeting** in person, and voting at a **General Meeting** shall be by voices or by show of hands or, on demand of the chair of the meeting or of two or more **Members** present, by secret ballot.

In the event of a secret ballot, two **Members** (who are not nominees) appointed by the chair of the meeting shall act as scrutineers for the counting of the votes and destruction of any voting papers.

Unless otherwise required by this **Constitution**, all matters shall be decided by a simple majority of those in attendance in person and voting at a **General Meeting**.

Written resolutions may not be passed in lieu of a **General Meeting**.

Any person chairing a **General Meeting** has a deliberative and, in the event of a tied vote, a casting vote.

General Meetings may be held at one or more venues by **Members** present in person and/or using any real-time audio, audio and visual, or electronic communication that gives each **Member** a reasonable opportunity to participate.

Adjournment of Meeting: Any person chairing a **General Meeting** may:

- (a) With the consent of a simple majority of **Members** present at any **General Meeting** adjourn the **General Meeting** from time to time and from place to place but no business shall be transacted at any adjourned **General Meeting** other than the business left unfinished at the meeting from which the adjournment took place.
- (b) Direct that any person not entitled to be present at the **General Meeting**, or obstructing the business of the **General Meeting**, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the chair be removed from the **General Meeting**.
- (c) In the absence of a quorum or in the case of emergency, adjourn the **General Meeting** or declare it closed.

Motions: The **Committee** may propose motions for the **Society** to vote on ('**Committee Motions**'), which shall be notified to **Members** with the notice of the **General Meeting**.

Any **Member** may request that a motion be voted on ('**Member's Motion**') at a **General Meeting**, by giving notice to the **Secretary** or **Committee** at least 20 **Working Days** before that meeting. The **Member** may also provide information in support of the motion ('**Member's Information**'). If notice of the motion is given to the **Secretary** or **Committee** before written **Notice** of the **General Meeting** is given to **Members**, notice of the motion shall be provided to **Members** with the written **Notice** of the **General Meeting**.

The wording of a motion as presented to a **General Meeting** may not be modified in that **General Meeting**.

3.2 Minutes

The **Society** must keep minutes of all **General Meetings**.

3.3 Annual General Meetings: when they will be held

An **Annual General Meeting** shall be held once a year on a date and at a location and/or using any electronic communication determined by the **Committee** and consistent with any requirements in the **Act**, and the **Constitution** relating to the procedure to be followed at **General Meetings** shall apply.

The **Annual General Meeting of Members** will be held no later than the last day of September each year, unless delayed by unforeseen circumstances or force majeure.

In such cases, the **Annual General Meeting** must be held by the earlier of:

- 6 months after the balance date of the **Society**;
- 15 months after the previous annual meeting.

3.4 Annual General Meetings: business

The business of an **Annual General Meeting** shall be to:

- (a) confirm the minutes of the last **Annual General Meeting** and any **Special General Meeting(s)** held since the last **Annual General Meeting**
- (b) adopt the annual report on the operations and affairs of the **Society**
- (c) adopt the **Treasurer's** report on the finances of the **Society**, and the annual financial statements
- (d) approve subscriptions recommended by the **Committee** for the following financial year
- (e) approve any Life Membership nominations
- (f) elect (or appoint) nominated **Officers**
- (g) appoint the Reviewer of financial accounts
- (h) consider any motions of which prior notice has been given to **Members** with notice of the **Meeting**
- (i) consider any motions proposing alteration of this **Constitution**
- (j) consider any general business that has been properly submitted or approved by resolution of the Meeting.

The **Committee** must, at each **Annual General Meeting**, present the following information:

- (a) an annual report on the operation and affairs of the **Society** during the most recently completed accounting period,
- (b) the annual financial statements for that period, and
- (c) notice of any disclosures of conflicts of interest made by **Officers** during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

3.5 Special General Meetings

Special General Meetings may be called at any time by the **Committee** by resolution.

The **Committee** must call a **Special General Meeting** if it receives a written request signed by at least 10% of **Members**.

Any resolution or written request must state the business that the **Special General Meeting** is to deal with.

The rules in this **Constitution** relating to the procedure to be followed at **General Meetings** shall apply to a **Special General Meeting**, and a **Special General Meeting** shall only consider and deal with the business specified in the **Committee's** resolution or the written request by **Members** for the **Meeting**.

4. Committee

4.1 Committee composition

The **Committee** will consist of at least 7 **Officers** and no more than 12 **Officers**.

The **Committee** will include the following: a **President, Vice President, Secretary, Treasurer, Trips Officer, Newsletter Editor and Membership Officer**.

All **Officers** on the **Committee** must be **Members** of the **Society**.

4.2 Functions of the committee

From the end of each **Annual General Meeting** until the end of the next, the **Society** shall be managed by, or under the direction or supervision of, the **Committee**, in accordance with the Incorporated Societies Act 2022, any Regulations made under that **Act**, and this **Constitution**.

4.3 Powers of the committee

The **Committee** has all the powers necessary for managing the operation and affairs of the **Society**, subject to such modifications, exceptions, or limitations as are contained in the **Act** or in this **Constitution**.

The **Committee** shall refer to a **General Meeting** of the Club any decisions that:

- (a) require amendment to this **Constitution**
- (b) would require the Club to borrow money
- (c) are a matter of strategic significance that the **Committee** consider appropriate to call a **General Meeting** of the Club.

4.4 Sub-committees

The **Committee** may appoint sub-committees consisting of such persons (whether or not **Members** of the **Society**) and for such purposes as it thinks fit. Unless otherwise resolved by the **Committee**:

- (a) the quorum of every sub-committee is half the members of the sub-committee but not less than two
- (b) no sub-committee shall have power to co-opt additional members
- (c) a sub-committee must not commit the Society to any financial expenditure without express authority from the **Committee**.

5. Committee meetings

5.1 Procedure

The quorum for **Committee** meetings is at least half the number of members of the **Committee**.

A meeting of the **Committee** may be held either:

- (a) by a number of the members of the **Committee** who constitute a quorum being assembled together at the place, date and time appointed for the meeting; or
- (b) by means of audio, or audio and visual, communication by which all members of the **Committee** participating and constituting a quorum can simultaneously hear each other throughout the meeting.

A resolution of the **Committee** is passed at any meeting of the **Committee** if a majority of the votes cast on it are in favour of the resolution. Every **Officer** on the **Committee** shall have one vote.

Where appropriate, the **Committee** may elect to deal with **Committee** business by way of email or written correspondence rather than by meeting.

Except as otherwise provided in this **Constitution**, the **Committee** may regulate its own procedure.

5.2 Frequency

The **Committee** shall meet at least quarterly at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the **President** or **Secretary**.

The **Secretary**, or **President** shall give to all **Committee** members not less than 3 **Working Days**' notice of **Committee** meetings, but in cases of urgency a shorter period of notice shall suffice.

6. Officers

6.1 Qualifications of officers

Every **Officer** must be a natural person who:

- (a) has consented in writing to be an **Officer** of the **Society**, and
- (b) certifies that they are not disqualified from being elected or appointed or otherwise holding office as an **Officer** of the **Society**.

Officers must not be disqualified under section 47(3) of the **Act** from being appointed or holding office as an **Officer** of the **Society**.

Each certificate shall be retained in the **Society's** records.

6.2 Officers' duties

The **President** shall:

- (a) take the chair at all **General Meetings, Special General Meetings** and **Committee Meetings**
- (b) shall have both a deliberative and a casting vote

Should the **President** be absent the **Vice President** shall take the chair; should the **Vice President** be also absent the Meeting shall elect a chair from among the members present.

The **Secretary** shall:

- (a) take a record of the Minutes of all Club **Committee** meetings and **General Meetings** in a form approved by the **Committee**
- (b) keep and maintain the permanent record of the Club's Minutes
- (c) establish and maintain such other records as the **Committee** may from time to time require

The **Treasurer** shall:

- (a) keep and have custody of:
 - records of Account as the **Committee** may require them to keep
 - such other financial records as the **Committee** may from time to time require
- (b) forward to the **Registrar** of Incorporated Societies such returns as the **Registrar** may from time to time require

The Trips **Officer** shall:

- (a) manage the Tramping Programme for the **Society** in conjunction with **Members** and appointed trip co-ordinators
- (b) arrange and chair trip planning meetings
- (c) liaise with **Members** and trip co-ordinators to collaborate on developing an interesting and varied tramping schedule

The Editor shall:

- (a) prepare an interesting and informative monthly newsletter that includes:
 - the correct and complete Tramping Programme for the following month
 - regular items
 - trip reports, photos, and other articles of interest to **Members**
 - advertisements (both club and external)
- (b) liaise with the Club **President** regarding newsletter content, including any new or contentious material

The Membership **Officer** shall:

- (a) establish and maintain the **Register of Members**
- (b) facilitate relationships with **Members**, particularly new and prospective members

At all times each **Officer**:

- (a) shall act in good faith and in what he or she believes to be the best interests of the **Society**,
- (b) must exercise all powers for a proper purpose,
- (c) must not act, or agree to the **Society** acting, in a manner that contravenes the **Act** or this **Constitution**,
- (d) when exercising powers or performing duties as an **Officer**, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation:
 - the nature of the **Society**,
 - the nature of the decision, and
 - the position of the **Officer** and the nature of the responsibilities undertaken by him or her
- (e) must not agree to the activities of the **Society** being carried on in a manner likely to create a risk of serious loss to the **Society** or to the **Society's** creditors, or cause or allow the activities of the **Society** to be carried on in a manner likely to create a risk of serious loss to the **Society** or to the **Society's** creditors, and
- (f) must not agree to the **Society** incurring an obligation unless he or she believes at that time on reasonable grounds that the **Society** will be able to perform the obligation when it is required to do so.

6.3 Election or appointment of officers

The election of **Officers** shall be conducted as follows.

- (a) **Officers** shall be elected during **Annual General Meetings**.
- (b) If a vacancy in the position of any **Officer** occurs between **Annual General Meetings**, that vacancy may be filled by resolution of the **Committee**. Any such appointee must qualify as an **Officer** (as described in the 'Qualification of **Officers**' rule above).
- (c) A candidate's written nomination, accompanied by the information as described in the 'Qualification of **Officers**' rule above, shall be received by the **Society** at least 15 **Working Days** before the date of the **Annual General Meeting**.

- (d) If there are insufficient valid nominations received, further nominations may be received from the floor at the **Annual General Meeting**.
- (e) Votes shall be cast in such a manner as the person chairing the meeting determines. In the event of any vote being tied, the tie shall be resolved by the casting vote of the chair of the meeting.
- (f) Two **Members** (who are not nominees) or non-Members appointed by the Chair shall act as scrutineers for the counting of the votes and destruction of any voting papers.
- (g) The failure for any reason of any financial **Member** to receive such **Notice** of the general meeting shall not invalidate the election.

Any change in **Officers** shall be advised to the **Registrar** of Incorporated Societies within 20 **Working Days** of that change occurring, or the **Society** becoming aware of the change.

6.4 Term

The term of office for all **Officers** elected to the **Committee** shall be one year, expiring at the end of the **Annual General Meeting** in the year corresponding with the last year of each **Officer's** term of office.

Any person who has held the office of **President** for a period of two consecutive years shall not be eligible for re-election as **President**. However, such a person may seek election to this Office in a subsequent year, provided there has been an intervening period of at least one year from the end of the previous term.

6.5 Removal of officers

An **Officer** shall be removed as an **Officer** by resolution of the **Committee** or the **Society** where in the opinion of the **Committee** or the **Society**:

- The **Officer** elected to the **Committee** has been absent from 3 committee meetings without leave of absence from the **Committee**
- The **Officer** has brought the **Society** into disrepute
- The **Committee** passes a vote of no confidence in the **Officer**

with effect from (as applicable) the date specified in a resolution of the **Committee** or **Society**.

6.6 Ceasing to hold office

An **Officer** ceases to hold office when they resign (by notice in writing to the **Committee**), are removed, die, or otherwise vacate office in accordance with section 50(1) of the **Act**.

Each **Officer** shall within 20 **Working Days** of submitting a resignation or ceasing to hold office, deliver to the **Committee** all books, papers and other property of the **Society** held by such former **Officer**.

6.7 Conflicts of interest

An **Officer** or member of a sub-committee who is an **Interested Member** in respect of any **Matter** being considered by the **Society**, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):

- to the **Committee** and or sub-committee, and
- in an **Interests Register** kept by the **Committee**.

Disclosure must be made as soon as practicable after the **Officer** or member of a sub-committee becomes aware that they are interested in the **Matter**.

An **Officer** or member of a sub-committee who is an **Interested Member** regarding a **Matter**:

- must not vote or take part in the decision of the **Committee** and/or sub-committee relating to the **Matter** unless all members of the **Committee** who are not interested in the **Matter** consent; and
- must not sign any document relating to the entry into a transaction or the initiation of the **Matter** unless all members of the **Committee** who are not interested in the **Matter** consent; but
- may take part in any discussion of the **Committee** and/or sub-committee relating to the **Matter** and be present at the time of the decision of the **Committee** and/or sub-committee (unless the **Committee** and/or sub-committee decides otherwise).

However, an **Officer** or member of a sub-committee who is prevented from voting on a **Matter** may still be counted for the purpose of determining whether there is a quorum at any meeting at which the **Matter** is considered.

Where 50% or more of **Officers** are prevented from voting on a **Matter** because they are interested in that **Matter**, a **Special General Meeting** must be called to consider and determine the **Matter**, unless all non-interested **Officers** agree otherwise.

Where 50% or more of the members of a sub-committee are prevented from voting on a **Matter** because they are interested in that **Matter**, the **Committee** shall consider and determine the **Matter**.

6.8 Indemnity for Officers

No member of the **Committee** shall be liable for the acts or defaults of any other member of the **Committee** or any loss occasioned thereby, unless occasioned by their wilful default or by their wilful acquiescence.

The members of the **Committee** shall be indemnified by the **Society** for all liabilities and costs incurred by them in the proper performance of the functions and duties, other than as a result of their wilful default.

7. Records

7.1 Register of Members

The **Society** shall keep an up-to-date **Register of Members**.

For each current **Member**, the information contained in the **Register of Members** shall include:

- their name
- the date on which they became a **Member**
- a physical address and/or an electronic address
- a telephone number
- whether the **Member** is financial or unfinancial.

Every current **Member** shall promptly advise the **Society** of any change of the **Member's** contact details.

The **Society** shall also keep a record of the former **Members** of the **Society**. For each **Member** who ceased to be a **Member** within the previous 7 years, the **Society** will record:

- the former **Member's** name
- the date the former **Member** ceased to be a **Member**.

7.2 Interests Register

The **Committee** shall at all times maintain an up-to-date register of the interests disclosed by **Officers** and by members of any sub-committee.

7.3 Access to information for members

A **Member** may at any time make a written request to the **Society** for information held by the **Society**.

The request must specify the information sought in sufficient detail to enable the information to be identified.

The **Society** must, within a reasonable time after receiving a request:

- (a) provide the information, or
- (b) agree to provide the information within a specified period, or
- (c) agree to provide the information within a specified period if the **Member** pays a reasonable charge to the **Society** (which must be specified and explained) to meet the cost of providing the information, or
- (d) refuse to provide the information, specifying the reasons for the refusal.

If the **Society** requires the **Member** to pay a charge for the information, the **Member** may withdraw the request, and must be treated as having done so unless, within 10 **Working Days** after receiving notification of the charge, the **Member** informs the **Society** —

- that the **Member** will pay the charge; or
- that the **Member** considers the charge to be unreasonable.

Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

8. Finances

8.1 Control and management

The funds and property of the **Society** shall be:

- (a) controlled, invested and disposed of by the **Committee**, subject to this **Constitution**, and
- (b) devoted solely to the promotion of the purposes of the **Society**.

The **Committee** shall maintain bank accounts in the name of the **Society**.

All money received on account of the **Society** shall be banked within 20 **Working Days** of receipt.

All accounts paid or for payment shall be submitted to the **Committee** for approval of payment.

All trips shall, where practicable, be self-funding. Estimated costs for trips incurring expenses (such as bus hire, accommodation and entry fees) are to be paid in advance. This fund is to be handled by the **Treasurer** or Leader and any surpluses refunded afterwards if applicable.

The **Committee** must ensure accounting records are kept at all times that:

- (a) correctly record the transactions of the **Society**, and
- (b) allow the **Society** to produce financial records that comply with the requirements of the **Act**, and
- (c) would enable the financial statements to be readily and properly reviewed (or audited if required under any legislation).

The **Committee** must establish and maintain a satisfactory system of control of the **Society's** accounting records.

The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. The accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the **Society**.

8.2 Review of Accounts

A statement of Income and Expenditure and a Balance Sheet shall be prepared and reviewed by the Reviewer(s) and a copy shall be available on request from the **Treasurer** 14 days before the **Annual General Meeting**.

The Reviewer(s) shall not be a member of the **Committee**. If the Reviewer(s) is no longer able to fulfil their duties the **committee** shall appoint replacement(s) until the following **General Meeting**.

8.3 Balance date

The **Society's** financial year shall commence on 1st August of each year and end on 31st July of the following year (the latter date being the **Society's** balance date).

9. Dispute resolution

9.1 Meanings of dispute and complaint

A dispute is a disagreement or conflict involving the **Society** and/or its **Members** in relation to specific allegations set out below.

The disagreement or conflict may be between any of **Members, Officers** or the **Society**.

The disagreement or conflict relates to any of the following allegations:

- (a) a **Member** or an **Officer** has engaged in misconduct
- (b) a **Member** or an **Officer** has breached, or is likely to breach, a duty under the **Society's Constitution** or **bylaws** or the **Act**
- (c) the **Society** has breached, or is likely to breach, a duty under the **Society's Constitution** or **bylaws** or the **Act**
- (d) a **Member's** rights or interests as a **Member** have been damaged or **Member's** rights or interests generally have been damaged
- (e) a person or organisation that is not a **Member** has property, rights or interests that have been damaged as a result of an activity of the **Society**.

9.2 How complaint is made

A **Member** or an **Officer** may make a complaint by giving to the **Committee** (or a complaints subcommittee) a notice in writing that:

- (a) states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
- (b) sets out the allegation(s) to which the dispute relates and who the allegation(s) is/are against; and
- (c) sets out any other information reasonably required by the **Society**.

The **Society** may make a complaint involving an allegation against a **Member** or an **Officer** by giving to the **Member** or **Officer** a notice in writing that:

- (a) states that the **Society** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
- (b) sets out the allegation to which the dispute relates.

The information given must be sufficient to ensure that a person against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.

A **complaint** may be made in any other reasonable manner permitted by the **Society's Constitution**.

9.3 Person who makes complaint has right to be heard

A **Member** or an **Officer** who makes a **complaint** has a right to be heard before the **complaint** is resolved or any outcome is determined.

If the **Society** makes a **complaint**:

- (a) the **Society** has a right to be heard before the complaint is resolved or any outcome is determined; and
- (b) an **Officer** may exercise that right on behalf of the **Society**.

Without limiting the manner in which the **Member**, **Officer**, or **Society** may be given the right to be heard, they must be taken to have been given the right if:

- (a) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- (b) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- (c) an oral hearing (if any) is held before the decision maker; and
- (d) the **Member's**, **Officer's**, or **Society's** written or verbal statement or submissions (if any) are considered by the decision maker.

9.4 Person who is subject of complaint has right to be heard

This clause applies if a complaint involves an allegation that a **Member**, an **Officer**, or the **Society** (the 'respondent'):

- (a) has engaged in misconduct; or
- (b) has breached, or is likely to breach, a duty under the **Society's Constitution** or **bylaws** or this **Act**; or
- (c) has damaged the rights or interests of a **Member** or the rights or interests of **Members** generally.

The respondent has a right to be heard before the complaint is resolved or any outcome is determined.

If the respondent is the **Society**, an **Officer** may exercise the right on behalf of the **Society**.

Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if—

- (a) the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
- (b) the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- (c) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- (d) an oral hearing (if any) is held before the decision maker; and
- (e) the respondent's written statement or submissions (if any) are considered by the decision maker.

9.5 Investigating and determining dispute

The **Society** must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its **Constitution**, ensure that the dispute is investigated and determined.

Disputes must be dealt with under the **Constitution** in a fair, efficient, and effective manner and in accordance with the provisions of the **Act**.

9.6 Society may decide not to proceed further with complaint

Despite the 'Investigating and determining dispute' rule above, the **Society** may decide not to proceed further with a complaint if—

- (a) the complaint is considered to be trivial or vexatious; or
- (b) the complaint does not appear to disclose or involve any allegation of the following kind:
 - that a **Member** or an **Officer** has engaged in material misconduct
 - that a **Member**, an **Officer**, or the **Society** has materially breached, or is likely to materially breach, a duty under the **Society's Constitution** or **bylaws** or the **Act**
 - that a **Member's** rights or interests or **Members'** rights or interests generally have been materially damaged
- (c) the complaint appears to be without foundation or there is no apparent evidence to support it; or
- (d) the person who makes the complaint has an insignificant interest in the matter; or
- (e) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the **Constitution**; or
- (f) there has been an undue delay in making the complaint.

9.7 Society may refer complaint

The **Society** may refer a complaint to:

- (a) a sub-committee or an external person to investigate and report; or
- (b) a sub-committee, an arbitral tribunal, or an external person to investigate and make a decision.

The **Society** may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

A person may not act as a decision maker in relation to a complaint if two or more members of the **Committee** or a complaints sub-committee consider that there are reasonable grounds to believe that the person may not be:

- impartial; or
- able to consider the matter without a predetermined view.

10. Liquidation and removal from the register

10.1 Resolving to put society into liquidation

The **Society** may be liquidated in accordance with the provisions of Part 5 of the **Act**.

The **Committee** shall give 30 **Working Days** written **Notice** to all **Members** of the proposed resolution to put the **Society** into liquidation.

The **Committee** shall also give written **Notice** to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.

Any resolution to put the **Society** into liquidation must be passed by a simple majority of all **Members** present and voting.

10.2 Resolving to apply for removal from the register

The **Society** may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the **Act**.

The **Committee** shall give 30 **Working Days** written **Notice** to all **Members** of the proposed resolution to remove the **Society** from the Register of Incorporated Societies.

The **Committee** shall also give written **Notice** to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.

Any resolution to remove the **Society** from the Register of Incorporated Societies must be passed by a simple majority of all **Members** present and voting.

10.3 Surplus assets

If the **Society** is liquidated or removed from the Register of Incorporated Societies, no distribution shall be made to any **Member**.

On the liquidation or removal from the Register of Incorporated Societies of the **Society**, its surplus assets — after payment of all debts, costs and liabilities — shall be vested in Backcountry Trust (Aotearoa/New Zealand) for a charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005. In the event that the Backcountry Trust is not in a position to accept the assets, then the Federated Mountain Clubs of New Zealand.

However, in any resolution under this rule, the **Society** may approve a different distribution to a different not-for-profit entity from that specified above, so long as the **Society** complies with this **Constitution** and the **Act** in all other respects.

11. Alterations to the constitution

11.1 Amending this constitution

All amendments must be made in accordance with this **Constitution**. Any minor or technical amendments shall be notified to **Members** as required by section 31 of the **Act**.

The **Society** may amend or replace this **Constitution** at a **General Meeting** by a resolution passed by a two-thirds of majority of those **Members** present and voting.

Any proposed resolution instigated by **Members** to amend or replace this **Constitution** shall be signed by at least 10% of eligible **Members** and given in writing to the **Committee** at least 45 **Working Days** before the **General Meeting** at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal.

At least 10 **Working Days** before the **General Meeting** at which any amendment is to be considered the **Committee** shall give to all **Members** notice of the proposed resolution, the reasons for the proposal, and any recommendations the **Committee** has.

When an amendment is approved by a **General Meeting** it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the **Act** for registration and shall take effect from the date of registration.

12. Other

12.1 Bylaws

The **Committee** from time to time may make and amend **bylaws** and policies for the conduct and control of **Society** activities and codes of conduct applicable to **Members**, but no such **bylaws**, policies or codes of conduct applicable to **Members** shall be inconsistent with this **Constitution**, the **Act**, regulations made under the **Act**, or any other legislation.