

# CONSTITUTION OF ALPINE SPORTS CLUB INCORPORATED

**MARCH 2025**

## **NAME**

1. The name of the Club shall be the "Alpine Sports Club Incorporated".

## **INTERPRETATION**

2. In these Rules, unless a contrary intention appears,

"Club" means the "Alpine Sports Club Incorporated".

"Committee" means the Committee for the time being appointed under these Rules.

"Year" means the financial year of the Club, which shall extend from the first day of April in any year until the thirty-first day of March (both inclusively) in the succeeding year.

## **OBJECTS**

3. The objects of the Club shall be:
  - a) To encourage walking, tramping, mountaineering, mountain exploration, and a better knowledge of mountains and hills through literature, science and art.
  - b) To encourage alpine sports, snowboarding and skiing, and the development of snow and mountain craft and technical skill.
  - c) To arrange tramping, mountaineering, winter snow sports, kayaking, cycling, rock climbing, caving and other outdoor activities.
  - d) To protect native flora and fauna and the natural features of the country.
  - e) To promote good fellowship among trampers and other outdoor users.
  - f) To support activities which have as their aim the acquisition and preservation of land with high natural scenic, ecological, scientific and outdoor recreational value and to help in the further establishment of National Parks. To assist where possible in meeting, at a reasonable cost, facilities for trampers and campers at such places.
  - g) To publish and issue regular Club communications, which may be in a electronic format.
  - h) To maintain the Club's history in the form of archives and electronic storage, which shall be held in a safe location, agreed by the Committee.
  - i) To purchase, take on lease, hire, or otherwise acquire land or any interest therein, for the purpose of erecting huts for the furtherance of any of the above objects.

## COLOURS

4. The Club colours shall be old gold and bottle green and the Club badge shall be a bottle green tiki on an old gold background. The Club motto shall be "*Iter Montium Via Nostra*". The mountain journey is our way.

## MEMBERSHIP

### Categories

5. The membership of the Club consists of:
  - a) Life members elected in accordance with Clause 6;
  - b) Ordinary members, being members aged 22 years or older as at 1 April;
  - c) Junior members, being persons over the age of 13 years and under the age of 22 years as at 1 April.

### Life Members

6. The Committee shall have power to elect suitable persons to be Life Members of the Club, who shall be exempt from the payment of any entrance fee or subscription fee and shall have all privileges of ordinary members.

### Payment of Subscription by New Members

7. Every new ordinary or junior member of the Club shall tender the subscription fee for the balance for the current year as fixed by the Committee. Membership shall be on a prescribed form or via the Club website and shall include the consent of the applicant. This form may be submitted in an electronic format.

### Termination of Membership

8. Any member may resign their membership by giving the Secretary notice in writing to that effect, which may be sent electronically.
9. Every member whose subscription is unpaid after 31 May each year ceases to be a member of the Club. The Secretary shall notify each such member of the cessation of his or her membership. On payment of the overdue subscription, the Committee shall have the discretionary power to reinstate such a member.
10. a) If in the opinion of the Committee a member has wilfully infringed this constitution or any by-laws made under this constitution, or who is, in the opinion of the Committee, guilty of any other conduct rendering the member in the opinion of the Committee unfit to be a member of the Club, or conduct that is prejudicial to the Club and brings it into disrepute then if the Committee is of the view the member has acted in such a way that the member's membership may be terminated by expulsion, the matter will be a disciplinary matter to be determined by the Committee. The procedure to resolve the matter shall be determined by the Chairperson using the principles of natural justice, including giving the member full details of the act the subject of the complaint and giving the member the opportunity to be heard, whether in writing or orally, or both.
  - b) The Committee may, by a majority of two-thirds of its members present at a meeting, expel from membership, or by a simple majority suspend for any period of no more than 24 months, or reprimand the member, or dismiss the complaint.



- c) If the member is dissatisfied with the decision of the Committee, then the member may within 14 days of receiving notice of the Committee's decision, appeal to the club membership at a Special General meeting. The procedure to resolve the matter at the Special General meeting shall be determined by the Chairperson using the principles of natural justice, including giving the member full details of the act the subject of the complaint and giving the member the opportunity to be heard, whether in writing or orally, or both.

## **ANNUAL SUBSCRIPTION**

- 11. The annual subscription shall be fixed from time to time by the Committee after due consultation and is due and payable before 1 April in each year.
- 12. The Committee shall have the power to fix subscription rates or give discounts for such classes of membership as it may determine from time to time including but not limited to:
  - a) Members over the age of 65 as at 1 April in each year;
  - b) The aggregated subscriptions for couples;
  - c) For families being members of a family unit consisting of one or two adults and their dependent children under 22 as at 1 April in each year.
- 13. The Committee may determine from time to time the privileges that attach to each class of membership.
- 14. A member aged under 18 as at 1 April is not eligible for election as an Officer of the Club and shall be entitled to participate only in such activities as the Committee from time to time determines.
- 15. Except for Life Members, all members are liable for their subscriptions unless they have ceased to be members by resignation or otherwise before the commencement of the year at 1 April.

## **MEMBERSHIP REGISTER**

- 16. The Secretary shall keep current a register of members which shall include: their full name, the member's address, any electronic addresses, phone numbers, date of joining and date of termination and method of termination. This register may be kept in an electronic format.
- 17. Members have an obligation to notify the Secretary if they change their name and their contact details so the Club can update its register of members.

## **Request for Information Held by the Club**

- 18. Members may make a request to the Committee in writing for information the Club holds. The request needs to set out enough information for the Committee to identify the information requested. The Committee, within a reasonable time after receiving the request, shall either:
  - a) Provide the information, or
  - b) Agree to provide the information within a set timeframe, or
  - c) Provide a reason for refusing to provide the requested information.

## **Grounds for refusing request:**

- 19. The Committee may refuse to provide the information if: -



- a) Withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons; or
- b) The disclosure of the information would, or would be likely to, prejudice the commercial position of the Club or any of its members; or
- c) The disclosure of the information would, or would be likely to, prejudice the commercial position of any other person, whether or not that person supplied the information to the Club; or
- d) The information is not relevant to the operation or affairs of the Club; or
- e) The request for information is frivolous or vexatious.

20. Members may withdraw their request by notifying the Secretary in writing.

## **GENERAL MEETINGS**

### **Annual General Meeting**

21. An Annual General Meeting for the election of the Officers and the appointment of a Reviewer or Auditor for the year, and to fill all vacancies in the number of elective members of the Committee, shall be held not later than 30 June each year.

### **Special General Meeting**

22. A Special General Meeting may be called at the discretion of the Committee at any time, or shall be called by the Secretary within 14 days after the receipt of a requisition to that effect, signed by no fewer than 10 ordinary or life members of the Club, specifying the subject to be discussed at such meeting.

23. At least seven clear days' notice of the place and time of a General Meeting and of the business to be transacted at such meeting shall be notified to every member of the Club at the address which appears in the register of members.

24. Annual Statements of Account shall be prepared and either reviewed or audited as decided at the previous Annual General Meeting. A copy of the Accounts shall be sent to every Club member with the Club Journal, at least seven clear days before the Annual General Meeting.

25. Except by resolution of the meeting passed by a two-thirds majority of those present, no business shall be transacted at an Annual or Special General Meeting, except that of which notice shall have been given as aforesaid. If any general business, other than purely routine business, of which no notice shall have been given, shall be transacted, the resolution or resolutions shall not be effective until 14 days after the meeting. If, within that period, any 5 members not present at the meeting shall have forwarded to the Secretary an objection in writing to such resolution or resolutions, the Secretary shall call a further meeting at which such resolution or resolutions objected to shall not be effective until such further meeting is held.

### **Quorum at General or Special Meetings**

26. Ten members qualified to vote and personally present at a Special or General Meeting shall constitute a quorum and every such member shall have one vote.

27. The Chair, whether at a Special or General Meeting, or at a meeting of the Committee, shall be taken by the President of the Club, or in the absence of the President, by a Vice-President. In the absence of the President and Vice-Presidents, the meeting shall elect a chairperson from the members present.



### **Voting**

28. Voting shall be by show of hands, but any member may demand a secret poll. Proxies and postal votes are not allowed.

### **Chairperson to have a Casting Vote**

29. The Chairperson shall have a deliberative and in the case of an equality of votes, a casting vote.

### **Electronic Meetings**

30. At the discretion of the Chairperson, General Meetings of the Club and Committee meetings, and at the discretion of the Convenor, meetings of Interest Groups may be held in person or by audio, audio visual or electronic combination, or a combination of both.
31. At the discretion of the Committee, Annual and Special Meetings may be held in person or by audio, audio-visual, or electronic communication or a combination of both, provided members who participate by audio, audio-visual, or electronic communication have an equal opportunity to speak and vote at such meetings.

### **ALTERATION OF RULES**

32. These rules shall not be altered, added to or rescinded except by a resolution passed at a General Meeting of the Club by a majority of two-thirds of the members present and entitled to vote, notice of the proposed alteration having been given in the notice of the Meeting.
33. No addition to, or alteration of the non-profit aims, payments to members clause, or the liquidation clause shall be approved without the approval of the Inland Revenue Department. The provisions and effects of this clause shall not be removed from this constitution and shall be included and implied into any constitution replacing this constitution.

### **OFFICERS AND MANAGEMENT**

34. The management of the Club shall be vested in a Committee of up to eleven Officers consisting of a President, two Vice-Presidents, an Honorary Treasurer and Honorary Secretary, a Tours Officers, a Ruapehu Officer and four others.
35. The Officers of the Club shall be elected at the Annual General Meeting and shall hold office until the next Annual General Meeting. They shall be eligible for re-election. Any unsuccessful candidate for the position of Tours Officer or Ruapehu Officer shall be eligible for election as one of the four other officers.
36. No person may be nominated for election to the Committee unless they have been a member of the Club for at least one year and during that time have been reasonably involved in the activities of the Club.
37. The President, on vacating the office of President, will for the period of twelve months until the next Annual General Meeting, be ex officio a member of the Committee and remain an Officer of the Club.
38. An Officer of the Club, namely the President, Vice-President, Secretary and Treasurer or other members of the Committee, will cease to be a member of the Committee if:



- a) they resign, giving notice in writing to the Secretary; or
- b) they resign their membership of the Club; or
- c) their membership is terminated under the provisions of this constitution; or
- d) they are disqualified under s 47(3) of the Incorporated Societies Act 2022.

39. An Officer of the Club may be removed by the Committee using the disciplinary procedures set out in this constitution if the grounds for expulsion exist, although expulsion may not be considered necessary by the Committee.

### **ELECTION OF OFFICERS**

40. Subject to the following clause, no person other than one already holding the position who has given 48 hours' notice to the Secretary of their intention to seek re-election, shall be elected as an Officer of the Club or elective member of the Committee, unless 48 hours before the time fixed for the Annual General Meeting a notice nominating that member for such office or as an elective member of the Committee shall have been delivered to the Secretary signed by a proposer and a seconder. Every member shall provide their written consent and certification that they are not disqualified.
41. If at the Annual General Meeting the number of candidates duly proposed for the Committee does not exceed the number of vacancies, the Chairperson shall declare the candidates elected; otherwise the election shall be by ballot. In the event of there being no person, or an insufficient number of persons, to make the full number of Officers and elective members of Committee seeking election who have either given notice of their intention to seek re-election or been nominated as provided in these Rules, then an additional person or sufficient additional persons shall be elected at the Annual General Meeting to make up the full number of Officers and elective members of the Committee, notwithstanding that such additional person or persons may not have given notice or been nominated as aforesaid. Every member shall provide their written consent and certification that they are not disqualified.

### **POWER TO CO-OPT TO COMMITTEE**

42. If during the year there shall occur a vacancy on Committee or in the office of Secretary, Treasurer, Tours Officer or Ruapehu Officer, the Committee shall fill the vacancy and may in addition from time to time co-opt additional members, not exceeding three members in total, to act on the Committee. Any person so appointed shall provide their written consent and certify that they are not disqualified.

### **CONTACT PERSON**

43. The Secretary shall be the contact person for the purposes of the Incorporated Societies Act 2022 provided that the Committee may appoint another from the Committee in place of the Secretary to act as the contact person. The Secretary shall advise the Registrar of Incorporated Societies of such an appointment.

### **COMMITTEE MEETINGS**

44. At least three days' clear notice shall be given of any Committee meeting.
45. The Committee may delegate its powers and duties to such sub-committees as it may appoint, but shall be responsible to the Club for the acts and defaults of such sub-committees.



46. The Committee and any sub-committees may regulate their meetings and proceedings as they see fit, subject to these Rules. Five shall constitute a quorum at Committee meetings.

### **POWERS OF THE COMMITTEE**

47. The Committee shall have the power to acquire or dispose of land on behalf of and in the name of the Club and to erect buildings on any land so acquired. Provided that the power to acquire or dispose of land (including any leasehold interest or licence to occupy) shall only be exercised pursuant to a resolution of the Club passed at a General Meeting.
48. The Committee shall have the power to borrow up to \$20,000 on such terms, including security, as are necessary, only to meet the Club's immediate expenses.
49. The Committee shall have the power to borrow in excess of \$20,000, or give security for the repayment of sums borrowed and interest thereon, as the Committee deems expedient, provided that the power to borrow or give security shall only be exercised pursuant to a resolution of the Club passed at a General Meeting.
50. The Committee shall have the power to cause the Club to become a member of any club or association having objects similar to those of the Club, or to become affiliated to any such club or association and shall have the power also to allow any other such club or association to become affiliated to the Club on such terms and conditions as it thinks fit.
51. The Committee may from time to time for marketing purposes, (notwithstanding Clause 4), establish other club logos, colours or slogans in keeping with the objects of the Club.

### **DISPUTE RESOLUTION PROCEDURES**

52. If a dispute or complaint between any member or Officer of the Club arises, which in the opinion of the Committee is not a disciplinary matter, then the Committee may resolve the dispute or complaint. The Committee's decision shall be final, or at its discretion with the consent of the parties involved, it may refer the dispute or complainant to a consensual dispute-based resolution process such as mediation or restorative justice, provided that such dispute-based resolution observes the principles of natural justice.

### **BY-LAWS**

53. The Committee shall have the power to make from time to time such by-laws not being inconsistent with this constitution as they may deem to be necessary for the well-being of the Club and may vary or rescind such by-laws. Such by-laws shall be binding on every member until rescinded or set aside at a General Meeting.

### **SECRETARY**

54. The Secretary shall keep and have custody of full and correct Minutes of all meetings, which shall be held in electronic format and appropriately archived.
55. The Secretary shall carry out such duties as are normally carried out by a Secretary or are required of the Secretary by the Committee.

## **TREASURER**

56. The Treasurer shall keep and have the custody of such accounting records as the Committee may from time to time require the Treasurer to keep, in accordance with accounting standards as required by the Incorporated Societies Act 2022. Records shall be held in digital format and appropriately archived. All entries shall be kept properly up to date.
57. The Treasurer shall carry out such duties as are normally carried out by a treasurer or are required of the Treasurer by the Committee.

## **BANK ACCOUNT**

58. A bank account shall be kept at such bank or banks as the Committee may from time to time determine. Payments shall be authorised jointly by two of three designated committee members, one of whom shall be the Treasurer, provided that payments up to and including \$500.00 may be authorised by any one of the designated committee members.

## **CLUB FUNDS**

59. All funds of the Club shall be paid into the Club Bank Account or Accounts and any part thereof may, if the Committee so determines, be invested.

## **PAYMENTS TO MEMBERS**

60. No member of the Club or any person associated with a member, shall participate in, or materially influence any decision made by the Club in respect of the payment to, or on behalf of that member or associated person of any income, benefit or advantage whatsoever. Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value).

## **NOTICES**

61. Every notice which is required to be given under this constitution shall:
- a) be delivered personally, or
  - b) be posted, in which case shall be deemed to have been received by the person to whom it was addressed, within 5 days from the day it was posted to the member's last known address, or
  - c) be emailed, sent by text or other electronic means in which case shall be deemed to have been received by the person to whom it was addressed, within 1 (one) day after the day it was emailed, sent by text or other electronic means to the member's last known electronic address.

## **OFFICE**

62. The registered office of the Club shall be the home of the Secretary or such office as the Committee may from time to time determine. The Registrar of Incorporated Societies shall be notified whenever the location of the office changes.



## REVIEWER OR AUDITOR

63. A reviewer or auditor shall be appointed at the Annual General Meeting and shall hold office until the next Annual General Meeting. The reviewer or auditor shall not be a member of the Committee. A vacancy occurring in the office of reviewer or auditor shall be filled by the Committee until the next Annual General Meeting.

## INTERPRETATION

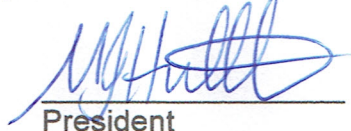
64. The decision of the Committee on the interpretation of this Constitution or any matter or thing not contained in this Constitution and which pertains to the Club, its property or interest shall be conclusive and binding on all members of the Club until revoked at a General Meeting.

## LIQUIDATION

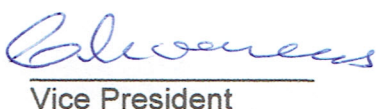
- 65.
- a) any resolution to liquidate the Club or to remove the Club from registration under the Incorporated Societies Act 2022.
  - b) shall specify that once debts and liabilities of the Club have been discharged, any excess funds shall be transferred equally to Auckland Council (or its successor) for the purposes of its Parks and Reserves Division in the Auckland Centennial Memorial Park and the Department of Conservation (or its successor) for use on the Tongariro National Park.
  - c) A simple majority of members present at a Special General Meeting convened for the purpose may resolve that the Club be liquidated and shall appoint one or more liquidators to wind up the Club's affairs. Notice of such resolution shall be sent to the Registrar of Incorporated Societies.
  - d) If the Club is liquidated by Court order, then should there be any excess funds these shall be transferred at the discretion of the liquidator equally to Auckland Council (or its successor) for the purposes of its Parks and Reserves Division in the Auckland Centennial Memorial Park and the Department of Conservation (or its successor) for use on the Tongariro National Park.

*These are the amended Rules of the Alpine Sports Club Incorporated, adopted at the Club Annual General Meeting on 4 June 2024 and amended at the Club Special General Meeting on 4 March 2025.*

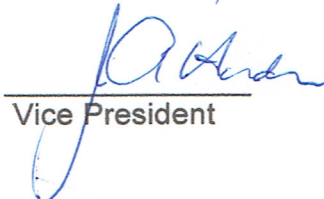
MIRANDA HUTTON

  
President

Johann Schoonees

  
Vice President

Jenny Hudson

  
Vice President