

Constitution of the Wellington Tramping and Mountaineering Club

1. NAME

- a. The name of the Club shall be the “Wellington Tramping and Mountaineering Club Incorporated”.

2. INTERPRETATION

- a. It is assumed that:
 - i. Where a masculine is used, the feminine is included, and vice versa
 - ii. Where the singular is used, plural forms of the noun are also inferred
 - iii. Headings are a matter of reference and not part of the rules
- b. “Notice” means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.
- c. “Club” shall mean “Wellington Tramping and Mountaineering Club Incorporated”.
- d. “Committee” unless qualified to give a different meaning shall mean “General Committee” as defined in Section 15.
- e. “Member” unless qualified to give a different meaning, shall mean “member of the Club”.

3. OBJECTS

- a. To encourage and facilitate walking, climbing, mountaineering, and skiing, but always subject to (c) and (d).
- b. To encourage and facilitate such field interest as accord with object (a), such as botany, photography, etc, but always subject to (c) and (d).
- c. To preserve and protect the native fauna, except for such shooting of native game as may be permitted by the Government from time to time, such shooting to be subject to the rules of the club.
- d. To endeavour to achieve, maintain and to co-operate in the preservation of the Tararua mountain and forest areas as a natural, unspoiled reserve and to oppose further substantial development which appears to violate this object.
- e. To encourage and facilitate social intercourse between members.
- f. To build and maintain huts and resorts and to cut tracks; and to co-operate with other clubs and to invest funds, and to do other such acts as may

reasonably accord with the above objects, but always subject to (c) and (d).

4. COLOURS AND BADGE

- a. The Club colours and badge shall be as agreed to by a simple majority of eligible members at a General Meeting.

5. MEMBERSHIP

- a. The club shall include memberships for adults and minors; friends of the club as described in (6.h); life memberships as described in (7.a); and other membership types as agreed to by two thirds of the Committee.
- b. All persons declared to be members at a general meeting, Thursday, 11 December 1947, shall be deemed to be elected members of the Club.
- c. Persons interested in the objects of the Club shall be eligible for membership as the Committee may determine, and may be elected by a two-thirds majority of those present and voting at a meeting of the Committee: provided that the Committee may require such tests of tramping, mountaineering, climbing or other relevant outdoor interest as it may think fit; and provided that with respect to such applications the applicants meet such conditions as the Committee may from time to time determine.
- d. Members under the age of 18 years shall not be eligible to vote at General Meetings, nor to nominate for positions on the club's Committee, but shall in all other respects have full members' rights.
- e. Members may change from one type of membership to another by fulfilling such conditions as the Committee may from time to time determine.
- f. Membership shall be subject to the clauses relating to payment of subscriptions and may be qualified by the provision of Section 9.
- g. Notice shall be given or sent within 30 days advising each new member of his or her election.
- h. Persons who are 'Friends of the Club' shall receive Club publications and correspondence sent to all other members from the Club; but they are not elected members and shall not receive any other rights or benefits of members. Membership is and remains contingent on members abiding by any club policies and any other governance and related documents agreed to at an Annual General Meeting or Extraordinary General Meeting.

6. LIFE MEMBERSHIP

- a. On a motion of which previous notice has been given to the Committee or on the Committee's recommendation, any person who has rendered special service to the Club or to the furtherance of its objects may be elected to life membership by two thirds of those present and voting at a general meeting of the Club. Life membership shall have full privileges, but shall be exempt from payment of the subscription.

7. SUBSCRIPTION

- a. The subscription shall be annual, with the amount each year as to be determined by the Committee.
- b. The due date for payment of the subscription shall be the date upon which the notice is sent advising him/ her of his/ her election (in the case of a new member).
- c. The Committee may at its discretion require advance payment of subscriptions with applications for membership, subject to such later refund or rebate as may be necessary due to delay or failure to elect.
- d. The Committee may, at its discretion, remit all or part of the subscription in the case of hardship or in the case of outstanding service to the club.
- e. The Committee may, at its discretion, grant a discount in respect of subscriptions that are paid before the specified due (renewal) date. Where the subscription is paid in full but the discount could have been claimed the Club will not be bound to refund the discount.

8. FINANCIAL AND NONFINANCIAL MEMBERS

- a. New members whose subscriptions are paid and other members whose subscriptions are not more than two months overdue, shall be deemed to be financial members; except as provided in Section 7 and Section 8(d) all other members shall be deemed nonfinancial members.
- b. Members deemed to be nonfinancial members, except where a Life member or where the Committee agrees to a deferment or waiver of payment for that year, shall cease to be recognised as members or have any membership rights or claims until they become a financial member.

9. RESIGNATION

- a. Any member may resign his or her membership by giving notice to the Membership Officer in writing to that effect.

10. EXPULSION

- a. The Committee may expel any member disobeying the rules of the Club, or seriously disregarding the Constitution, or guilty in its opinion of gross misconduct; provided that before expelling him or her the Committee shall give him an opportunity to appear before it and make such explanation as he or she may reasonably wish in his or her own defence.

11. MANAGEMENT

- a. Subject to anything elsewhere laid down in the Constitution or to any instructions from a General Meeting, the entire management of the Club, and its property, including the control and investment of its funds, shall rest in the hands of the Committee except that other committees or subcommittees shall have control in their own particular fields, subject to instructions from the Committee and provided always that the committee in its actions shall aim to actively encourage the attainment of the Club's objects, ensure the wellbeing of the Club as a whole, and both further and protect the interests of individual

members.

- b. The Committee shall, from time to time appoint three trustees, one of whom shall be Treasurer, to operate bank accounts and other financial accounts as relevant (for example, fuel cards) on behalf of the Club.

12. RIGHTS OF RESTRICTION

- a. The General Committee, or other committees or subcommittees or appointed Officers subject to instructions from the General Committee, may limit the privileges of certain members or classes of members in reasonable ways as in the exclusion of certain trips of those considered unfit, exclusion from clubroom for a period after commencement of a function, hiring out of equipment only to those who need it or will look after it, or to financial members and so on.

13. COMMITTEE

- a. The Committee shall consist of a President, a Vice President, a Chief Guide, a Secretary, a Treasurer, a Ruapehu Lodge Convenor/Maintenance Officer, and other Officers and/or further Committee members as may be elected at a General Meeting or later appointed by the Committee itself, provided that no person shall hold the office of Treasurer unless he or she be qualified to do so, either by examination or experience. One member may hold two or more offices aside from the President, Chief Guide, Secretary and Treasurer.
- b. The Committee may appoint any member to fill any vacancy until the next General Meeting.

14. SUBCOMMITTEES

- a. Subcommittees may be established by the President or the Chief Guide, or by any other role as agreed to by two thirds of the General Committee; and other sub committees may be established by the General Committee. Any Club member may be appointed to these committees whether members of the General Committee or not.
- b. No appointments by the convenors shall be valid unless approved by the Committee.
- c. The Committee may reform any sub-committee except that if the convenor of such committee is an Officer elected at a General Meeting he or she will cease to be convenor only by his or her resignation from the post or as determined by a General meeting.

15. MEETING OF COMMITTEE

- a. A meeting of the Committee may be called at any time by the President or Secretary and shall be called within 14 days of the receipt of a requisition signed or sent by email by two members of the Committee. There shall be held not less than nine Committee meetings in each year.

16. ANNUAL GENERAL MEETING

- a. The Annual General Meeting shall be held where practical in early April, the date to be decided by the Committee. The business shall be the election of Officers and other such business as may properly be put before the meeting.
- b. Nomination for office shall be subject to three weeks notice in writing and shall be with the consent of the nominee. Out-going Officers must be re-nominated. All nominations to be posted on the Club website two weeks before the Annual General Meeting. An out-going President unless he or she declines shall be ex-officio Vice President for the year.
- c. No person shall be nominated unless he or she has been duly elected a member of the Club.
- d. Other Club business except motions as provided in Section 26 shall be subject to such notice of motion as the Committee may require.

17. EXTRAORDINARY GENERAL MEETING

- a. The Committee may at any time convene an Extraordinary General Meeting and shall do so within one calendar month of a request to the Secretary in writing, specifying the proposed business and signed by six financial members.

18. NOTICE OF MEETINGS

- a. Notice of any meeting of the Committee shall be given to each member of the Committee at least forty eight hours beforehand. Notice of General Meeting shall be given to all members of the Club at least seven days beforehand.

19. QUORUM

- a. The quorum at a meeting of the Committee shall be a simple majority of the Committee. Committee members are not able to substitute other members for Committee voting purposes or to achieve a quorum.
- b. The quorum at a General Meeting shall be fifteen members eligible to vote or five per cent of the membership eligible to vote, whichever is the smaller

20. METHOD OF VOTING AND PROXIES

- a. The method of voting at General Meeting and Committee meetings shall in all cases be at the discretion of the Chair. b. Except where otherwise laid down in the Constitution any motion shall be deemed to be carried by a bare majority vote.

Members may nominate a proxy to vote on their behalf.

21. CHAIR AND RULING AGAINST THE CHAIR

- a. The President shall be Chair at all meetings if he or she is present. In the President's absence, the Vice President shall be Chair.
- b. Any member may demand a vote which shall thereupon be taken against any

ruling of the Chair. The decision of the meeting shall stand.

- c. The Chair shall at all times have an ordinary and a casting vote.

22. FUNDS

- a. The funds and property of and belonging to the Club, may be applied in the manner and for the purposes following, that is to say:-
 - i. In payment of all expenses of and incidental to the carrying out of the objects of the Club, or any of them, including in particular, (but without prejudice to the generality of this present clause), rent and upkeep or improvement of buildings and rooms and interest on money lent to the Club on bank overdrafts or otherwise, and salaries, wages or honorarium to the officers of the Club, or persons employed by the Club.
 - ii. In the purchase and improvement of real and personal property, to be used for and in connection with all or any of the objects of the Club.
 - iii. In investment upon any security hereby authorised.
 - iv. In any other manner which may from time to time be authorised by the members of the Club in General Meeting.
 - v. The income and property of the Club shall be applied solely towards the promotion of the objects set forth above, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, as profits to members of the Club.

23. INVESTMENT OF FUNDS

- a. The funds of the Club, not immediately required for carrying out the objects of the Club, may be invested in or upon mortgage or real estate in New Zealand, or upon deposit in any bank, savings bank, any member of the New Zealand Law Society, or deposit company, carrying on business in New Zealand, in or upon Government Securities in New Zealand or any security approved by law, for the investment of Trust Funds, or any company or undertaking whose primary object shall be the development of any facility upon or about Mount Ruapehu, and who shall be selected and nominated for the purpose by a General Meeting of the Club, but no investment of any kind shall be made until the same has been approved and confirmed by the Committee. The Club may retain as an investment, any fully paid shares that are given or bequeathed to the Club.
- b. An imprest account may be opened and maintained at call by the Committee, in any branch of any Trading Bank in New Zealand.
- c. The Club shall, in addition to the powers vested in it, have power to borrow or raise money, from time to time, by the issue of debentures, bonds, mortgages or any other security founded or based on all or any of the property and for rights of the Club or without any such security, and upon such terms as to priority and otherwise.

24. ALTERATION OF THE CONSTITUTION

- a. The Constitution may be repealed, altered, or added to by resolution at a general meeting. Any motion or motions to repeal, alter or add to the Constitution shall be given to the Secretary in writing three weeks beforehand and published with notice of meeting.

25. DUTIES OF SECRETARY AND TREASURER

- a. The Secretary and Treasurer shall keep such records, including financial records, as may from time to time be required by the Committee.

26. FINANCIAL YEAR

- a. The financial year shall begin on the first day in February each year.

27. STATEMENT

- a. A Statement of Income and Expenditure and Balance Sheet together with an Annual Report shall be prepared and a copy of these documents shall be forwarded to each member with notice calling the Annual General Meeting.

28. ASSURANCE ON THE FINANCIAL STATEMENTS

- a. The Committee shall appoint an accountant to review the annual financial statements of the Club (“the Reviewer”). The Reviewer shall conduct an examination with the objective of providing a report that nothing has come to the Reviewer’s attention to cause the Reviewer to believe that the financial information is not presented in accordance with the Club’s accounting policies. The Reviewer must be a suitably qualified person, preferably a member of the New Zealand Institute of Chartered Accountants, and must not be a member of the Committee. If the Committee appoints a Reviewer who is unable to act for some reason, the Committee shall appoint another Reviewer as a replacement.
- b. The Committee is responsible to provide the Reviewer with:
 - i. Access to all information of which the Committee is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters;
 - ii. Additional information that the reviewer may request from the Committee for the purpose of the audit; and
 - iii. Reasonable access to persons within the Club from whom the reviewer determines it necessary to obtain evidence.

29. DUTIES OF MEMBERS AND SOME PROVISION RE ATTENDANCE ON TRIPS

- a. Members must act in accordance with the club values, behaviours, and policies.
- b. Dogs or guns must not be taken on Club trips except with the permission of

the Chief Guide.

- c. Gates must be left as found, unless there is good reason to believe the owner wishes the contrary.
- d. All property, including huts and private property, must be respected.
- e. Fire must always be left safe and must never be lit where it is likely to spread. Fire must not be lit when or where there are official fire bans in place.
- f. Sub-sections (c) and (d) of Section 3 must be observed at all times.
- g. Leaders must have complete authority on trips subject only to the Chief Guide or his or her appointed deputy.
- h. Except where it is not reasonably possible or where considerable service is already being rendered to the Club, all members shall be expected to do their bit in the way of Club duties, and duties at other Club functions.

30. ADDRESS OF MEMBERS

- a. Every member shall, on joining, supply the Membership Officer with his or her email and/or physical address and shall give notice of later changes of any addresses given.
- b. All notices sent to the latest address obtained from members shall be considered duly sent.

31. DISCLAIMER OF LIABILITY

- a. The Club shall not be responsible for acts of its members which may lead to death, disablement, or injury and/or damage to or loss of property either of members or others.

32. DISPOSAL OF PROPERTY ON WINDING UP

- a. Upon the winding up of the Club, its property and funds shall be disposed of as decided by a General Meeting of members, which shall be convened (if not otherwise held) for the purpose, or failing any such resolution, the Committee may act in the matter.

33. COMMON SEAL

- a. The Common Seal of the Club shall be affixed to any document only by special resolution of the Committee and shall be attested by the President and one other Committee member.
- b. The Secretary shall have custody of the Common Seal.

This constitution was last updated on the 7/04/2021.

M. Stewart
7/7/2021

Tony Stephens
7-7-21

Jon Rabe
7/7/21