

## CONSTITUTION

### SERAC SKI CLUB (INCORPORATED)

#### TERMS

“Club” means Serac Ski Club.

“Member” means Ordinary Members and Special Members unless otherwise specified.

“Booking priority” means prior rights for booking into Club lodges.

“Guests” are non-members invited to stay at Club lodges accompanied by Members.

“General Meetings” are Annual General Meetings and Special General Meetings of the Club.

“Notice” other than “notice to the Secretary” means general notice by way of newsletter unless otherwise specified herein and members shall be deemed to have been given written notice on the date such notice was posted.

#### NAME

1. The name of the Club shall be the Serac Ski Club (Incorporated)

#### INCORPORATION

2. The Club shall be incorporated under the provisions of the Incorporated Societies Act 1908.

#### OBJECTS

3. The Objects of the Club shall be:
  - (a) To establish, maintain and conduct a Club for the promotion, encouragement and conduct of amateur alpine sports and recreation.  
  
*Removed:  
To provide and be concerned in the provision of facilities and amenities for the activities in Clause 3(a) and to be concerned in the provision of prizes and trophies therefore.*
  - (b) To establish, maintain and conduct mountain lodges, huts and other premises for the provision of accommodation, meals, shelter and other

facilities and amenities in connection with the purposes of the Club.

- (c) For the purposes of the Club to purchase, sell, lease, hire, take on lease or hire, erect and otherwise grant any right, privilege, licence, interest or estate in or over any real or personal property whatsoever.
- (d) To publish, in print or electronically; books, bulletins, papers and other information relating to amateur alpine sports and recreation and to other matters related to the Club's objects.

Previous wording:

*To publish books, bulletins, papers and other printed matter relating to amateur alpine sports and recreation and to other matters of interest to Members.*

- (e) To contribute to the alpine community at Mt Ruapehu through the Ruapehu Mountain Clubs Association – or other similar organisation relevant to the Club's objects. *New*
- (f) In case of emergency provide accommodation and facilities on Mt Ruapehu or environs where practicable to members of the public. *New*
- (g) To contribute towards and be associated with any charitable or other worthy object.
- (h) To make from time to time, regulations and by-laws concerning the use of the Club's property and facilities and such other matters as the Committee determine.

## MEMBERSHIP

- 4. There shall be two classes of Membership: Ordinary Membership and Special Membership.

- (a) Ordinary Membership

There shall be the following categories of Ordinary Membership:

- (i) Senior Members who shall be aged 18 years and over
- (ii) Junior Members who shall be at least 5 years of age and under the age of 18 years.
- (iii) Child Members who shall be under the age of 5 years

Ordinary Members have booking priority over Special Members, and have full voting rights at General Meetings of the Club, except as

specified under Clause 4(k).

(b) Special Membership

There shall be the following categories of Special Membership:

- (i) Veteran Members who are Members aged 60 years and over and have been accepted in accordance with Clause 4(l).
- (ii) Sleeping Members who are Members who have been accepted in accordance with Clause 4(m).

Special Members have no priority booking rights, and Sleeping Members are charged lodge fees at Guest rates. The voting rights of Special Members, and their rights to stand for election to the Committee are described in Clause 4(k).

(c) Right to apply for Special Membership

Ordinary Members over the age of 60 have the right to apply for Veteran Membership. Members of all classes and categories have the right to apply for Sleeping Membership.

(d) Maximum number of Club Members

The number of Ordinary Members of the Club shall not exceed 450 except at the discretion of the Committee. The number of Special Members of the Club shall be determined by the Committee.

(e) Application for Membership

Every applicant for Membership shall be proposed by one and seconded by another Ordinary or Special Member of the Club and shall be elected to Membership by a majority of the Committee. Normally an applicant for Child or Junior Membership shall in addition nominate a responsible person, acceptable to the Committee, who will maintain contact with the Club for the purpose of payment of fees and subscriptions, lodge bookings, and other administrative matters, for these categories of Membership.

(f) Acceptance of new Members

The Secretary shall send to newly elected Members written notice of their election and upon payment of joining fees, levies and

subscriptions appropriate to their category of membership they shall become Members of the Club

(g) Determining fees, levies and subscriptions

The joining fee, lodge fees, levies and annual subscriptions for Ordinary and Special Memberships shall be determined by the Annual General Meeting on the recommendation of the Committee in accordance with Clause 9(b)(viii).

(h) Participation of applicants in Club activities

The Committee may at its discretion allow a nominated applicant for Membership to take part in any Club activities.

(i) Membership waiting list

Candidates for Membership excluded by the provisions of Clause 4(d) may have their names placed on a waiting list from where the order of consideration shall be determined by the Committee. (See clauses 4(l) and 4(n).)

(j) Responsibility for Junior and Child Members

Notwithstanding that Junior and Child Members are entitled to booking priority, such Members must be booked with, and accompanied in the Lodge by, a responsible Senior Member.

(k) Eligibility to vote and to stand for election

Senior Members may vote at General Meetings, and may stand for election to the Club Committee.

Notwithstanding that Junior and Child Members are not entitled to vote at General Meetings of the Club, Junior Members may stand for election to the Club Committee, and if elected shall have the right to vote at Committee and General Meetings.

Veteran Members are entitled to vote at General Meetings, and may stand for election to the Club Committee.

Sleeping Members are not entitled to vote at General Meetings of the Club, or stand for election to the Club Committee.

(l) Veteran Membership

A Senior Member aged 60 may apply to the Secretary in writing for Veteran Membership no later than 31 December for consideration by the Committee in the following year. A Veteran Member can be reinstated as a Senior Member subject to Clause 4(d). Preference shall be given to reinstating Veteran Members to Senior Membership over new applications for other classes of Membership.

(m) Sleeping Membership

An Ordinary Member, of any category, in good financial standing with the Club, may apply to the Secretary in writing for Sleeping Membership no later than 31 December for consideration by the Committee in the following year. The number of Members permitted to transfer to Sleeping status shall be at the discretion of the Committee. Sleeping Members may use Club lodges only as the guests of Senior Members. Sleeping Members are welcome to attend Club social functions and Club meetings.

(n) Reinstatement of Sleeping Members to Ordinary Membership

A Sleeping Member may apply to be reinstated to Ordinary Membership subject to Clause 4(d) and provided that:

- (i) At least two years have elapsed since that Member last became a Sleeping Member.
- (ii) The applicant pays any fees or levies (excluding annual subscriptions) that would have been payable had the applicant not sought Sleeping Membership and remained an Ordinary Member.
- (iii) The applicant pays all unpaid Sleeping Membership subscriptions that fell due during the term of the applicant's Sleeping Membership and any other monies owed to the Club.

Preference will be given to reinstating Sleeping Members to Ordinary Membership over new applications for Ordinary Membership.

## TERMINATION OF MEMBERSHIP

5. Any Member shall cease to be a Member if:
- (a) The Member resigns from the Club giving the Secretary written notice to that effect.
  - (b) The Committee so determines, on the following grounds:
    - (i) That such Member has failed to pay any subscription or levy or any other payment by 31 July in the year of the first mailing of a subscription notice or other account to that Member.
    - (ii) That the Member has wilfully breached any of the rules of the Club or has been guilty of any conduct which in the opinion of the Committee is prejudicial to the interests of the Club.

The Committee's determination is subject to a right of appeal by the Member at a General Meeting of the Club.

## OFFICERS:

6. The Officers of the Club shall be: President, Secretary, Treasurer, and two Maintenance Officers.

## COMMITTEE:

7. (a) The Committee shall consist of the President, Secretary, Treasurer, two Maintenance Officers and six other persons one of whom shall be, during the one year following his/her term of office, the Immediate Past President.
- (b) The Committee shall be elected by General Meeting of the Club as hereinafter provided and such Committee shall be responsible for the management and administration of the affairs of the Club and may exercise the powers of borrowing and investment hereinafter mentioned.
- (c) The Committee from within itself may elect the following Officers should the need arise: Club Captain, Social Controller, Publicity Officer.

## DUTIES OF OFFICERS:

8. (a) President: The President shall chair all meetings of the Club and of the Committee and shall have a casting and deliberative vote at all meetings. In the event of the President not being present at a validly

called meeting of the Committee or validly called General Meeting then such person as the Committee or the General Meeting as the case may be elect, shall be Chairman for the purposes of that Meeting. Any such person so elected Chairman shall have all the powers the President would have if s/he were present.

- (b) Secretary: S/he shall be responsible for all secretarial work within the Club including correspondence and the keeping of minutes at all meetings.
- (c) Club Captain: S/he shall be responsible for the organisation of all official Club competitions, sporting activities, expeditions and entry in any competitions which the Club may enter. S/he may form a subcommittee to assist him/her in his/her duties.
- (d) Treasurer: S/he shall be responsible for all financial matters of the Club and shall present an Annual Statement of Accounts at the Annual General Meeting.
- (e) Maintenance Officer: Each Maintenance Officer shall be responsible for general oversight of the condition of the Club lodge(s) and for making recommendations to the Committee with respect to work and/or expenditure required to maintain the lodge in good condition. S/he shall also be responsible for the organisation of work parties as required. S/he may delegate her/his duties and powers for individual trips. S/he may form a subcommittee to assist her/him in her/his duties.

#### MEETINGS:

- 9. (a) Committee Meetings:
  - (i) The Committee shall meet whenever necessary.
  - (ii) All Club Officers shall be responsible to the Committee. The Committee shall be responsible to the Members in General Meeting.
  - (iii) Decisions of the Committee shall be upon a majority of votes. Each Committee Member, excluding the Chairman, shall have one vote. The Chairman shall have a casting and deliberative vote.
  - (iv) A quorum at Committee meetings shall be at least six Members of the Committee.
  - (v) In the event of a duly elected Committee Member resigning or otherwise ceasing to hold office the remaining Members of the

Committee may call upon any other Member of the Club to take the place of such Committee Member until the next general election of officers in General Meeting. Such person shall have all the powers the Committee Member s/he replaces would have had if not replaced. A Committee Member shall be deemed to have ceased to hold office under this Clause if s/he fails to attend three consecutive validly called Committee meetings.

- (vi) The Secretary shall at the request of any Member of the Committee call a meeting by giving seven clear day's notice to each Committee Member. It shall be sufficient notice under this Clause if the Secretary telephones seven clear days before the proposed meeting, each Member of the Committee.
  - (vii) The Committee shall have the power to set up subcommittees consisting of Members of the Club and to delegate any of its powers to such subcommittees.
- (b) Annual General Meeting:
- (i) The Annual General Meeting of the Club shall be held between the 1st April and 30th June each year, the date to be decided upon by the Committee.
  - (ii) Written notice of the Annual General Meeting shall be given to each Member at least ten clear days in advance.
  - (iii) At the Annual General Meeting the outgoing President shall submit a report and the Treasurer shall present in respect of the last financial period, financial statements which comply with generally accepted accounting practice and which have been subject to review by the auditor.
  - (iv) The President, Secretary, Treasurer, two Maintenance Officers and Committee shall be elected at the Annual General Meeting. The above mentioned Officers and Committee Members shall hold their office until either the next Annual General Meeting of the Club or they resign their office by a written notice to that effect to the Committee.
  - (v) Nominations for the positions of President, Secretary, Treasurer, two Maintenance Officers and Committee Members may be given in writing to the Secretary up until the time of opening of the Annual General Meeting. Nominations may also be received at the Annual General Meeting until such time as the Chairman declares nominations closed.



- (vi) Any such nominations must be signed by a proposer and a seconder and signed by the nominee.
- (vii) General Meetings of the Members of the Club shall be either Special General Meetings or the Annual General Meeting.

The quorum at General Meetings shall be twenty Members.

At General Meetings each Member eligible to vote under the provisions of Clause 4(k) shall have one (1) vote.

Any Member may, by notice in writing received by the Secretary not later than the commencement of the General Meeting, nominate a Member present at the meeting as his/her proxy in respect of any vote to be taken and the absent Member's vote shall be counted at the General Meeting accordingly.

Subject to the provisions of Clause 10(c) resolutions of General Meetings shall be on a majority of votes. All voting shall be on voices or by a show of hands unless a poll is demanded by at least five Members. Any poll shall be taken in such manner as the Chairperson decides.

- (viii) All subscriptions, levies and fees for the ensuing year shall be recommended by the Committee and confirmed by the Members at the Annual General Meeting.

(c) Special General Meetings:

- (i) These shall be called at any time by the Committee at the requisition of:
  - (aa) Three Committee Members.
  - (bb) Ten Members of the Club. Such requisition must be accompanied by a copy of the notice of motion to be brought before the meeting.
- (ii) The Secretary shall within fifteen days of receipt of such requisition and copy of notice of motion give written notice to Members of such requisition and the motion proposed, and giving notice of the date on which the meeting is to be held, which date shall not be sooner than seven days nor later than twenty-one days from giving of the written notice to Members.

ALTERATIONS TO THE CONSTITUTION:

10.
  - (a) The Constitution may only be altered, added to or rescinded at General Meetings.
  - (b) Notice of proposed alterations to the Constitution must be given by the Secretary in the case of an Annual General Meeting in accordance with Clause 9(b)(ii) hereof, and in the case of a Special General Meeting in accordance with Clause 9(c)(ii) hereof.
  - (c) An alteration to the Constitution may only be carried if two-thirds of those Members present at the meeting in person or by proxy, and eligible to vote under the provisions of Clause 4(k), and voting on the alteration, vote in favour of the alteration.

MATTERS RAISED BY MEMBERS:

11. The procedure for matters raised by Members other than amendments to the Constitution shall be as follows:
  - (a) Annual General Meetings - At Annual General Meetings, Members may raise any matters they so wish without any formal prior notice of such matters having being given.
  - (b) Special General Meetings - Matters other than those for which the General Meeting has been called may be raised by Members only if notice of motion of such further matters has been delivered to the Secretary in writing three days prior to the General Meeting.

SEAL:

12. The Common Seal of the Club shall be kept by the Treasurer and shall only be used under the authority of a resolution to that effect of the Committee. Every document and other instrument to which the seal is affixed shall be signed by the Treasurer and shall be countersigned by two other Members of the Committee.

BORROWING POWERS:

13. The Club shall have the power to borrow such amounts on such terms and with such security as is thought fit. This power to borrow shall be exercised by the Committee after having received approval of the Members by way of a resolution duly passed at a General Meeting.

INVESTMENT:

14. Any funds of the Club which shall not be required for the immediate purposes of the Club may from time to time be invested and reinvested in such forms of investment and upon such terms as the Committee shall determine.

FINANCE:

15. The Trustees of any bank accounts set up in the name of the Club shall be the Treasurer and two other Committee Members to be elected by the Committee. Cheques may be validly signed by any two of such Trustees.

REVIEW:

16. An auditor, who shall not be a Member of the Committee shall be elected at the Annual General Meeting, and failing such election be appointed by the Committee. A vacancy occurring in the office of Auditor during the year, shall be filled by the Committee.

WINDING UP:

17. The Club may be wound up by a Resolution passed at a Special General Meeting called for that purpose, providing that a subsequent Special General Meeting held not less than thirty days later confirms that Resolution.
  - (a) If at the initial SGM, the proposal to wind up the Club is carried by not less than seventy-five percent of Members present in person or by proxy, and eligible to vote under the provisions of Clause 4(k), and becomes the Resolution, three Winding-up Trustees (the Trustees) shall be elected at that SGM.
  - (b) The Trustees shall propose to the subsequent SGM:
    - (i) One or more Incorporated Societies and or Charitable Entities in New Zealand, having charitable purposes which are analogous to the Objects of the Club ("the Beneficiaries") under the provisions of Clause 3, and
    - (ii) The proportions to be paid or applied to those Beneficiaries of any assets of the Club, after discharging all of the outstanding liabilities ("the Apportionments").
  - (c) Notwithstanding Clause 9(c)(ii), the Secretary shall give to Members written notice of the motions proposed by the Trustees, and the date of the subsequent SGM which date shall be no less than twenty days from the date of giving the notice.

- (d) For the avoidance of doubt, each Trustee who is a Member shall have the voting rights of an ordinary member, subject to the provisions of Clause 4(k).
- (e) If at the subsequent SGM, not less than seventy five percent of Members present in person or by proxy, and eligible to vote under the provisions of Clause 4(k):
  - (i) confirm the Resolution to wind up the Club, and
  - (ii) accept the proposed Beneficiaries and the respective Apportionments to be paid;

then the Trustees shall assume the duties and powers of the President, Treasurer and Secretary of the Club and shall implement this winding up of the Club and report back to Members on the completion of the wind up, including the Financial Statements.

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