



HUTT VALLEY TRAMPING CLUB INCORPORATED

CONSTITUTION

November 2025

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1 THE CLUB

1.1 Name

The name of the Club is Hutt Valley Tramping Club Incorporated (in this Constitution referred to as 'the Club').

1.2 Colours

The Club colours are royal blue and silver-grey.

1.3 Badge

The Club badge is a representation of a nīkau palm enclosed between two fern leaves, all silver-grey, surmounted on a scroll, in royal blue with a silver-grey border, bearing the initials HVTC in silver-grey.

2 CHARITABLE STATUS

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

3 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 Club held once a year which, among other things, will receive and consider reports on the Club's activities and finances.

'Constitution' means the rules in this document.

'General Committee' means the Club's governing body. The Club has two further standing committees (sub-committees under the jurisdiction of and reporting to the General Committee), which are the Ruapehu Committee, responsible for the day-to-day management and maintenance of the Club's lodge at Mount Ruapehu, and the Social Committee, responsible for the social functioning of the Club.

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

'Interested Member' means a Member who has an interest 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.

'Matter' means:

- the Club's performance of its activities or exercise of its powers, or
- an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the Club.

'Member' means a natural person who has consented in writing to become a Member of the Club and has been properly admitted to the Club and who has not ceased to be a Member of the Club.

'Notice' to Members includes any Notice given by email, post, or courier to their last advised contact address.

'Officer' means a natural person who is:

- a Member of the General Committee, or
- occupying a position in the Club that allows them to exercise significant influence over the management or administration of the Club, including the President, and two Vice-Presidents, one to be the Vice-President (Ruapehu), the Treasurer, the Secretary, and the Trip Co-ordinator.

'President' means the Officer responsible for chairing General Meetings and General Committee meetings, and who provides leadership for the Club.

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

'Secretary' means the Officer responsible for the matters specifically noted in this Constitution.

'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 the matters specifically noted in this Constitution.

'Vice-President' means the Officer elected or appointed to deputise in the absence of the President.

'Working Days' is defined in the Legislation Act 2019. Examples of days that are not Working Days include weekends and public holidays.

'Written' and **'In Writing'** include electronic forms.

4 PURPOSES

The purposes of the Club are:

- 4.1 To encourage and facilitate tramping, climbing, mountaineering, skiing, cycling, and similar outdoor sports in New Zealand and to assist in the general education and preparation of Members to safely participate in these sports.

- 4.2** To arrange trips in all areas of New Zealand so that Members can gain an appreciation of living and travelling in the bush, grasslands, mountains, and river valleys of New Zealand.
- 4.3** To support the setting aside for recreational use of places of scenic beauty and interest as national parks, forest parks, and reserves of all descriptions.
- 4.4** To protect native flora and fauna and the natural features of the country and to foster an awareness of and advocate for environmental issues affecting outdoor recreation.
- 4.5** To procure and assist in forming and maintaining tracks and routes after considering any relevant management plan for an area.
- 4.6** To procure and assist in maintaining huts and equipment for trampers, climbers, mountaineers, and skiers after considering any relevant management plan for an area.
- 4.7** To encourage and facilitate social interaction among Members and encourage a sense of community.
- 4.8** To establish a library of literature connected with the purposes of the Club and to publish a Club newsletter and other information concerning the Club, its activities and its purposes.
- 4.9** Subject to the consent of the Club at an Annual or Special General Meeting:
- To purchase or lease lands, buildings, and other property or to dispose of property or to build and alter any building erected on the land.
 - To sell, improve, maintain, manage, exchange, lease, mortgage, dispose of, turn to account, or deal with all or any part of the property assets and rights of the Club.
 - To borrow money on terms and conditions that the General Committee thinks fit, which may include granting security over any property or assets of the club.
 - To provide financial or performance guarantees or indemnities to members or any third party acting on behalf of the Club.
- 4.10** To contribute to the funds of any other body with purposes similar to the Club's purposes.
- 4.11** To co-operate with the Government or any other club, committee, society, or institution to promote the above purposes, or act to modify any policy of the Government or any other club, committee, society, or institution if it is not consistent with the above purposes.
- 4.12** To do any act, matter or thing which appears to the General Committee to be incidental to or conducive towards carrying into effect or attaining the purposes of the Club.

5 ACT AND REGULATIONS

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

6 RESTRICTIONS ON CLUB POWERS

The activities of the Club must not be conducted for the financial gain of any of its Members.

7 CONTACT PERSON

- 7.1** The Club will have two contact people (who will be Members of the General Committee) whom the Registrar of Incorporated Societies can contact when needed.
- 7.2** The Club's contacts must be at least 18 years of age and ordinarily resident in New Zealand.
- 7.3** Provided they meet the requirements of the Act, the Secretary and Treasurer will be the contact people.
- 7.4** The General Committee will ensure that each contact person's name is provided to the Registrar of Incorporated Societies, along with their contact details, including a physical address or an email address and a telephone number.
- 7.5** The General Committee must advise the Registrar of Incorporated Societies of any change in a contact person's details within 20 Working Days of the change or the Club becoming aware of the change.

8 MEMBERS AND MEMBERSHIP

8.1 Minimum number of Members

The Club will maintain the minimum number of Members required by the Act.

8.2 Types of Members

The classes of membership are:

- 8.2.1 Student Member** – in full-time attendance at a secondary or tertiary institute of education.
- 8.2.2 Ordinary Member** – an individual admitted to membership.
- 8.2.3 Veteran Member** – a Member of the Club for more than 21 years.
- 8.2.4 Senior Veteran Member** – a Member of the Club for more than 50 years.
- 8.2.5 Absentee Member** – a Member who lives far from the Hutt Valley or Wellington, is unable to attend the Club's physical activities, and is declared an Absentee Member by the General Committee.
- 8.2.6 Life Member** – on the recommendation of the General Committee, anyone who has given special service to the Club or helped to advance its purposes may be elected a Life Member at any General Meeting of the Club. The votes of at least two-thirds of Members present are needed. Subscriptions are waived for Life Members.

8.3 Membership requirements

Anyone applying for membership will meet requirements, such as outdoor experience, set by the General Committee.

8.4 Consent

- 8.4.1** Every applicant for membership must consent in writing to becoming a Member and pay their subscription.
- 8.4.2** Current Members are considered to have provided consent.

8.5 Becoming a Member

- 8.5.1** An applicant for membership must be proposed and seconded by two Members of the Club, and complete and sign an application form. They will become a Member when at least two-thirds of the General Committee accepts their application and they pay their subscription.
- 8.5.2** The General Committee can accept or decline an application for membership and will advise the applicant of its decision.
- 8.5.3** The signed written consent of every Member will be retained in the membership records.

8.6 Members' obligations and rights

- 8.6.1** Members will provide the Club in writing with their name and contact details and advise any changes.
- 8.6.2** Members will promote the interests and purposes of the Club and will do nothing to bring the Club into disrepute.
- 8.6.3** Members can enjoy the benefits of membership if all subscriptions and other fees have been paid by their due dates. No Member is liable for an obligation of the Club solely because they are a Member.

8.7 Subscriptions and fees

- 8.7.1** The annual subscription and any other fees for membership for the next financial year will be set by the General Committee and approval sought at the next General Meeting.
- 8.7.2** The annual subscription will be set for:
- Ordinary Members
 - Veteran Members
 - Senior Veteran Members
 - Absentee Members
 - Student Members at a tertiary institute. The annual subscription for Student Members at a secondary institute is zero.

Due date: The annual subscription is payable by the due date of the invoice.

Rebate: The annual subscription can be subject to a rebate, which will be fixed by the General Committee.

Reduced subscription: The first subscription of a Member can be discounted at the General Committee's discretion.

Default in payment: Any Member failing to pay the annual subscription by 1 September will be considered unfinancial and no longer be a Member. Once they have paid, the General Committee can reinstate their membership.

8.8 Ceasing to be a Member

8.8.1 A Member ceases to be a Member:

- by resigning in writing
- if membership is terminated following a dispute resolution process under this Constitution
- on death
- by resolution of the General Committee when the Member has failed to pay a subscription or other amount by the due date
- if the General Committee considers the Member has brought the Club into disrepute.

8.8.2 A person ceases to be a Member with effect from:

- the date the General Committee receives the Member's resignation (or any subsequent date in the resignation)
- the date in a resolution of the General Committee to terminate the Member's Membership
- the date of death of the Member.

8.8.3 The General Committee will notify the former Member in writing if it terminates the membership.

8.9 Obligations once membership has ceased

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

- remains liable to pay all subscriptions and other fees until the Club's next balance date
- will no longer state they are a Member of the Club
- will return any Club resources
- will cease to be entitled to the rights of a Member.

8.10 Becoming a Member again

A former Member can apply to join in the same way as a new applicant. If a former Member's membership was terminated following a disciplinary process, the General Committee will decide if the applicant can be re-admitted.

9 GENERAL MEETINGS

9.1 Procedures for General Meetings

9.1.1 The General Committee will give all Members at least 10 Working Days' Written Notice of any General Meeting.

9.1.2 The Notice will be addressed to the Member at the contact address recorded in the Club'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.

9.1.3 Only financial Members can speak and vote at General Meetings in person.

9.1.4 A quorum of at least 20 financial Members is needed for the meeting to go ahead.

9.1.5 If the meeting was requested by Members, and a quorum is not present within half an hour after the scheduled meeting time, the meeting will be dissolved. In any other case, it will be adjourned to a day, time and place determined by the

General Committee. If a quorum is not present at the adjourned meeting, the Members present will constitute a quorum.

- 9.1.6** A Member will have one vote in person on any motion at a General Meeting. Voting will be by voices, or by show of hands or, if requested by the President or two or more Members present, by secret ballot.
- 9.1.7** All motions will be decided by a majority of votes, unless otherwise required by this Constitution.
- 9.1.8** The President will chair General Meetings. If the President or Vice-President is absent, the meeting will elect another Member of the General Committee to chair the meeting.
- 9.1.9** The chair of a General Meeting has a deliberative vote only. If a vote is tied, the chair will declare that the motion has not been approved.
- 9.1.10** The chair of a General Meeting may:
- adjourn the General Meeting to another time and place, with the consent of a majority of Members present. The adjourned General Meeting will only complete the business left unfinished at the original meeting.
 - direct that anyone not entitled to be at the General Meeting, or obstructing the business of the General Meeting, or behaving in a disorderly manner, or being abusive, or failing to follow the directions of the chair is removed from the General Meeting.
 - adjourn the General Meeting or declare it closed if there is no quorum or if there is an emergency.
- 9.1.11** The General Committee can propose motions for the Club to vote on, which will be notified to Members with the Notice of the General Meeting.
- 9.1.12** Any Member can request that a motion be voted on at a General Meeting by giving Notice to the Secretary or General Committee at least 10 Working Days before the meeting. The motion must be seconded and the Member can also provide information in support of the motion.

9.2 General Meeting minutes

The Club must keep minutes of all General Meetings.

9.3 Annual General Meetings: When they will be held

- 9.3.1** An Annual General Meeting will be held once a year, preferably in July, at a location and/or using any electronic communication determined by the General Committee. It will meet the requirements in the Act and this Constitution.
- 9.3.2** The Annual General Meeting must be held no later than six months after the balance date of the Club and no later than 15 months after the previous Annual General Meeting.

9.4 Annual General Meetings: Business

- 9.4.1** The business of an Annual General Meeting will be to:
- confirm the minutes of the last Annual General Meeting and any Special General Meeting(s) held since the last Annual General Meeting
 - adopt the Annual Report

- adopt the Treasurer's report on the finances of the Club, and the annual financial statements
 - approve subscriptions recommended by the General Committee for the next financial year
 - consider any motions given to Members with the Notice of the Meeting
 - consider any general business.
- 9.4.2** The General Committee must at each Annual General Meeting present:
- an Annual Report on the operation and affairs of the Club during the most recently completed accounting period
 - the annual financial statements for the period
 - disclosures of conflicts of interest made by Officers during the period (including a summary of the Matters, or types of Matters, to which the disclosures relate).
- 9.5 Special General Meetings**
- 9.5.1** Special General Meetings can be called at any time by the General Committee by resolution.
- 9.5.2** The General Committee must call a Special General Meeting within 28 days if it receives a written request signed by at least 20 percent of Members.
- 9.5.3** Any resolution or written request must state the business of the Special General Meeting.
- 9.5.4** A Special General Meeting will only consider and deal with the business specified in the General Committee's resolution or the written request by Members.
- 9.5.5** A Special General Meeting will follow the rules for General Meetings.
- 9.6 Written resolutions**
- 9.6.1** The Club may pass a written resolution instead of holding a General Meeting.
- 9.6.2** A written resolution must be approved by no less than 75 percent of the Members entitled to vote on the resolution.
- 9.6.3** A written resolution may consist of one or more documents in similar form (including letters, electronic mail, or other similar means of communication), each proposed by or on behalf of one or more Members and seconded.
- 9.6.4** A Member may give their approval to a written resolution by signing the resolution or giving approval to the resolution in any other manner permitted by this Constitution (for example, electronically).
- 10 COMMITTEES**
- 10.1 General Committee composition**
- 10.1.1** The General Committee will comprise the President, Vice-President, Vice-President (Ruapehu), Secretary, Treasurer, Trip Co-ordinator, and up to seven other Officers.
- 10.1.2** All Officers on the General Committee must be Members of the Club.

10.2 General Committee meetings

- 10.2.1** The General Committee will meet in each calendar month except January at times and places (including at a place, by audio, audio-visual, or electronic communication) as it may determine and convened by the President or Secretary. It will be called to meet within seven days after the Secretary receives a request signed by at least three members of the General Committee.
- 10.2.2** The Secretary or another General Committee Member will give all General Committee members at least seven days' Notice of General Committee meetings, or less in cases of urgency.

10.3 Functions of the General Committee

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

10.4 Powers of the General Committee

The General Committee has all the powers necessary for managing — and for directing and supervising the management of — the operation and affairs of the Club, subject to such modifications, exceptions, or limitations in the Act or in this Constitution.

10.5 Sub-committees

- 10.5.1** The General Committee can appoint people (whether or not Members of the Club) to sub-committees. Unless otherwise resolved by the General Committee:
- a sub-committee will be under the direction of the General Committee, which can appoint a convenor
 - the quorum of a sub-committee is half the members of the sub-committee but not less than two
 - no sub-committee will have power to co-opt additional members
 - a sub-committee must not commit the Club to any financial expenditure without authority from the General Committee
 - a sub-committee must not further delegate its powers.

10.6 General matters for all committees

- 10.6.1** The quorum for committee meetings is at least half the number of members of the Committee.
- 10.6.2** The committee must keep minutes of its meetings.
- 10.6.3** A meeting of the committee will be held by a quorum of the committee at the place, date and time appointed by audio or audio-visual communication so the members can simultaneously hear each other throughout the meeting.
- 10.6.4** The committee can act by resolution approved during an audio or audio-visual meeting or through a written ballot by email, electronic voting system, or post. The resolution will be recorded in the minutes of the next committee meeting.

10.6.5 A resolution of the committee is passed at any meeting of the committee if a majority of the votes cast are in favour. Every member on the committee will have one vote. The chair will have a deliberative vote only.

10.6.6 The committee can regulate its own proceedings, so long as it follows the Act and this Constitution.

10.7 The Ruapehu Committee

10.7.1 The Ruapehu Committee is a sub-committee of the General Committee and consists of the Vice-President (Ruapehu), Ruapehu Secretary, Ruapehu Treasurer and up to eight Ruapehu Committee Members. The Ruapehu Committee will be chaired by the Vice-President (Ruapehu) or another delegated member.

10.7.2 The Ruapehu Committee maintains, manages, promotes, and organises the activities of the club lodge at Mount Ruapehu.

10.7.3 The Ruapehu Committee acts under the direction of and reports regularly to the General Committee on its decisions and actions. It can spend funds up to the amount set by the General Committee in an annual delegation.

10.7.4 The Ruapehu Committee will meet at least quarterly at the times and places it determines or by audio, audio-visual, or electronic communication.

10.7.5 The Vice-President (Ruapehu) or Ruapehu Secretary will convene meetings. The Ruapehu Committee will be called to meet within seven days after the Secretary receives a request signed by at least three members of the Ruapehu or General committees.

10.7.6 The Ruapehu Secretary or other Ruapehu Committee member will give all committee members at least seven days' Notice of committee meetings, or less in cases of urgency.

10.8 The Social Committee

10.8.1 The Social Committee is a sub-committee of the General Committee and consists of up to eight Social Committee members elected at the Annual General Meeting. One member will be the convenor of the Social Committee.

10.8.2 The Social Committee organises social activities for the Club. It will meet as arranged by the convenor and will liaise with the General Committee.

11 OFFICERS

11.1 Qualifications of Officers

11.1.1 Every Officer must be a person who is a Member, has consented in writing to be an Officer, and certifies that they are not disqualified from being elected or appointed or otherwise being an Officer under section 47(3) of the Act.

11.1.2 Officers must not be disqualified under section 47(3) of the Act from being appointed or holding office as an Officer of the Club, but the following are disqualified:

- a person who is under 16 years of age
- a person who is an undischarged bankrupt

- a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation
- a person who is disqualified from being a member of the governing body of a charitable entity under the Charities Act 2005
- a person who has been convicted of any of the following, and has been sentenced for the offence, within the last seven years:
 - an offence under subpart 6 of Part 4 of the Act
 - a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
 - an offence under section 143B of the Tax Administration Act 1994
 - an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs above
 - a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere.
- a person subject to:
 - a banning order under subpart 7 of Part 4 of the Act
 - an order under section 108 of the Credit Contracts and Consumer Finance Act 2003
 - a forfeiture order under the Criminal Proceeds (Recovery) Act 2009
 - a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.
- a person who is subject to an order that is substantially similar to an order referred to in paragraph (6) under a law of a country, state, or territory outside New Zealand that is a country, state, or territory prescribed by the regulations (if any) of the Act.

11.1.3 Prior to election or appointment as an Officer a person must:

- consent in writing to be an Officer; and
- certify in writing that they are not disqualified from being elected or appointed as an Officer either by this Constitution or the Act.

11.1.4 The Secretary will keep a record of the written consent.

11.2 Officers' duties

11.2.1 Officers will:

- act in good faith and in what they believe to be the best interests of the Club
- exercise all powers for a proper purpose
- not act, or agree to the Club acting, in a manner that contravenes the Act or this Constitution
- exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances, taking into account the nature of the Club, the decision, and the position of the Officer and the responsibilities undertaken by him or her

- not agree to, cause, or allow the activities of the Club to be carried out in a manner likely to create a substantial risk of serious loss to the Club or to the Club's creditors
- not agree to the Club incurring an obligation unless they believe at that time on reasonable grounds that the Club will be able to perform the obligation when it is required to do so.

11.2.2 The duties for the President, Vice-President, Vice-President (Ruapehu), Secretary, Treasurer, Trip Co-ordinator, Ruapehu Secretary, and Ruapehu Treasurer are recorded in a bylaw.

11.3 Election or appointment of Officers and members of the Ruapehu Committee and Social Committee

11.3.1 Officers and members of the Ruapehu Committee and Social Committee will be elected during Annual General Meetings. If an Officer vacancy occurs between Annual General Meetings, the General Committee can by resolution appoint a suitable person to the position until the next Annual General Meeting.

11.3.2 Every Member of the Club is eligible for nomination for any office of the Club. Each nomination must be made in writing by at least two Members other than the nominee.

11.3.3 The nomination must be received by the Secretary at least 15 Working Days before the Annual General Meeting. Further seconded nominations may be accepted from the floor at the meeting. All nominees must give their written consent and, where nominated to be an Officer, certify that they are not disqualified from being an Officer. If insufficient nominations are received to fill all positions, the General Committee can appoint suitable people.

11.3.4 No Member of the Club will hold more than one position on the General Committee, nor more than one position on the Ruapehu Committee. A named officer of the General Committee may not hold the position of the Ruapehu Secretary or the Ruapehu Treasurer.

11.3.5 Any unsuccessful candidate for the office of President is eligible for election to the office of Vice-President.

11.3.6 Any unsuccessful candidate for the positions of President, Vice-President, Secretary, Treasurer, or Trip Co-ordinator is eligible for election to the General Committee. Any unsuccessful candidate for the positions of Vice-President (Ruapehu), Ruapehu Secretary or Ruapehu Treasurer is eligible for election to the Ruapehu Committee.

11.3.7 The chair of the meeting will determine how votes for candidates will be cast.

11.3.8 If any vote is tied, the tie will be resolved by the incoming General Committee (excluding those in respect of whom the votes are tied).

11.3.9 The chair will appoint two Members (who are not nominees) or non-Members to be scrutineers to count the votes and destroy any voting papers.

11.3.10 If any financial Member fails to receive a Notice of the General Meeting, this will not invalidate the election.

11.3.11 The General Committee can appoint other members to the General Committee or a sub-committee for a specific purpose, or for a limited period, or until the next Annual General Meeting. Unless otherwise specified by the

committee, they will have full speaking and voting rights. They must, before appointment, consent in writing and certify that they are not disqualified from being an Officer.

11.3.12 The term for all Officers and members of sub-committees will be one year, expiring at the end of the Annual General Meeting in the next succeeding year.

11.4 Removal of Officers and members of any sub-committee

11.4.1 A member will be removed from the General Committee or a sub-committee by resolution of the General Committee or the Club at a General Meeting if:

- the member has been absent from four committee meetings without leave of absence from the committee
- the member has brought the Club into disrepute
- the member has failed to disclose a conflict of interest
- the General Committee has passed a vote of no confidence in the member.

11.4.2 The removal of a member will take effect from the date in a resolution of the General Committee or the Club.

11.5 Ceasing membership of the General Committee or a sub-committee

A member ceases their membership of any committee or sub-committee when they resign (by Notice in writing to the committee), are removed, die, or otherwise vacate the position. A member will within 10 Working Days of resigning or ceasing to hold office, return all Club property.

11.6 Conflicts of interest

11.6.1 An Officer or member of a sub-committee who is an Interested member in any Matter being considered by the Club must disclose details of the nature and extent of the interest, including any monetary value of the interest, to the General Committee and/or sub-committee and in an Interests Register kept by the General Committee.

11.6.2 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.

11.6.3 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
- 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
- can 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).

11.6.4 An Officer or member of a sub-committee who cannot vote on a Matter can still be counted as part of a quorum at any meeting at which the Matter is considered.

- 11.6.5** Where 50 percent or more of Officers cannot vote on a Matter because they are interested in the Matter, a Special General Meeting must be called to consider and determine the Matter, unless all non-interested Officers agree otherwise.
- 11.6.6** Where 50 percent or more of the members of a sub-committee are prevented from voting on a Matter because they are interested in the Matter, the General Committee will consider and determine the Matter.

12 RECORDS

12.1 Register of Members

12.1.1 The Club will keep an up-to-date Register of Members.

12.1.2 For each current Member, the information contained in the Register of Members will include:

- their name
- the date on which they became a Member
- their contact details, including a physical address or an email address, and a telephone number
- whether the Member is financial or unfinancial.

12.1.3 The Club will keep a record of former Club Members who ceased to be a Member within the previous seven years, including the former Member's name and the date the former Member ceased to be a Member.

12.2 Interests Register

The General Committee will maintain an up-to-date register of the interests disclosed by Officers and by members of any sub-committee.

12.3 Members' access to information

12.3.1 A Member can at any time make a written request to the Secretary for information held by the Club. The request must specify the information in sufficient detail to enable the information to be identified.

12.3.2 The Club must, within a reasonable time after receiving a request:

- provide the information, or
- agree to provide the information within a specified period, or
- agree to provide the information within a specified period if the Member pays a reasonable charge to the Club (which must be specified and explained) to meet the cost of providing the information, or
- refuse to provide the information, giving the reasons for the refusal under section 81 of the Act.

12.3.3 If the Club requires the Member to pay a charge for the information, the Member may withdraw the request or, within 10 Working Days after receiving notification of the charge, the Member can inform the Club that he or she will pay the charge or that he or she considers the charge to be unreasonable.

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

13 FINANCES

13.1 Control and management

13.1.1 The funds and property of the Club will be:

- controlled, invested, and disposed of by the General Committee, subject to this Constitution
- devoted solely to the promotion of the purposes of the Club.

13.1.2 The General Committee will maintain bank accounts in the name of the Club and determine who is authorised to operate the accounts. All payments will be authorised by two committee members, one of whom must be the Treasurer or the Ruapehu Treasurer.

13.1.3 All money received on account of the Club will be banked within 15 Working Days of receipt.

13.1.4 All accounts paid or for payment will be submitted to the General Committee, or to the Ruapehu Committee, for Ruapehu payments. The General Committee can authorise prior payment of accounts within certain categories and up to specified limits. The payments must be reported to the General Committee or Ruapehu Committee at the first opportunity.

13.1.5 The General Committee and Ruapehu Committee must ensure that accounting records are kept that:

- correctly record the transactions of the Club
- allow the Club to produce financial statements that comply with the Act
- enable the financial statements to be readily and properly reviewed or audited.

13.1.6 The General Committee requires the Ruapehu Committee to follow a satisfactory system of control of the Club's accounting records.

13.1.7 The accounting records must be kept in written form or in a way that is easily accessible and convertible into written form.

13.1.8 The accounting records must be kept for the current accounting period and for the last seven completed accounting periods of the Club.

13.1.9 The Club can retain as an investment any fully paid shares in any public company received as a gift from any person or from the estate of any deceased person.

13.2 Balance date

The Club's financial year will commence on 1 June of each year and end on 31 May in the following year. The Club's balance date is 31 May.

14 DISPUTE RESOLUTION

14.1 Meanings of dispute and complaint

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

14.1.2 The disagreement or conflict may be between Members and/or Officers, and/or the Club.

14.1.3 The disagreement or conflict relates to allegations that:

- a Member or an Officer has engaged in misconduct.
- a Member or an Officer has breached, or is likely to breach, a duty under the Club's Constitution or bylaws or the Act.

- the Club has breached, or is likely to breach, a duty under the Club's Constitution or bylaws or the Act.
- a Member's rights or interests as a Member have been damaged or Members' rights or interests generally have been damaged.

14.2 How a complaint is made

14.2.1 A Member or an Officer or an external person may make a complaint by giving the Secretary a Notice in writing that:

- states that the Member or Officer or other person is starting a procedure for resolving a dispute under the Club's Constitution
- sets out the allegation(s) to which the dispute relates and to whom the allegation is against
- sets out any other information the Club reasonably requires.

14.2.2 The Club may make a complaint involving an allegation against a Member or an Officer by giving the Member or Officer a Notice in writing that:

- states that the Club is starting a procedure for resolving a dispute under the Club's Constitution
- sets out the allegation(s) to which the dispute relates.

14.2.3 The information must have sufficient detail so that a person against whom an allegation is made can prepare a response.

14.3 Investigating and determining a dispute

14.3.1 The Club must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made under the Constitution, ensure that the dispute is investigated and determined.

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

14.3.3 A Member, external person, or an Officer who makes a complaint or is the subject of a complaint has a right to be heard before the complaint is resolved or any outcome is determined.

14.3.4 All Members will cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Club's activities.

14.3.5 The General Committee can decide not to proceed further with a complaint if:

- the complaint is trivial
- the complaint does not appear to involve any allegation of material misconduct, breach of a duty under the Club's Constitution, bylaws, or the Act, or that a Member's rights or interests have been materially damaged
- the complaint appears to be without foundation or there is no apparent evidence to support it
- the person who makes the complaint has an insignificant interest in the matter
- the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution
- there has been an undue delay in making the complaint.

14.3.6 The General Committee can refer a complaint to a sub-committee or an external person to investigate, report, and make a decision on the General Committee's behalf.

14.3.7 The General Committee can, 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.

14.3.8 A person cannot be a decision maker in relation to a complaint if two or more members of the General Committee or a complaints sub-committee consider the person may not be impartial.

15 LIQUIDATION AND REMOVAL FROM THE REGISTER

15.1 Resolving to put the Club into liquidation

15.1.1 The Club can be liquidated in accordance with the provisions of Part 5 of the Act.

15.1.2 The General Committee will give 20 Working Days' written Notice to all Members of the proposed resolution to put the Club into liquidation.

15.1.3 The General Committee will also give written Notice to all Members of a General Meeting at which a proposed resolution will be considered. The Notice will include all information required by section 228(4) of the Act.

15.1.4 Any resolution to put the Club into liquidation must be passed by a two-thirds majority of Members present and voting.

15.2 Resolving to apply for removal from the Register

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

15.2.2 The General Committee will give 30 Working Days' written Notice to all Members of the proposed resolution to remove the Club from the Register of Incorporated Societies.

15.2.3 The General Committee will also give written Notice to all Members of a General Meeting at which a proposed resolution will be considered. The Notice will include all information required by section 228(4) of the Act.

15.2.4 Any resolution to remove the Club from the Register of Incorporated Societies must be passed by a two-thirds majority of Members present and voting.

15.3 Surplus assets

15.3.1 If the Club is liquidated or removed from the Register of Incorporated Societies, no distribution will be made to any Member.

15.3.2 Surplus assets, after payment of all debts, costs, and liabilities, will be given or transferred to another organisation or society with purposes similar to, or in sympathy with, those of the Club, such as another tramping club, the Greater Wellington Backcountry Network, the Backcountry Trust (Aotearoa/New Zealand) or Federated Mountain Clubs of New Zealand.

16 ALTERATIONS TO THE CONSTITUTION

16.1 All amendments to this Constitution must be made in accordance with this Constitution. Any minor or technical amendments may be made by the General Committee after being notified to Members as required by section 31 of the Act.

- 16.2** The Club may amend or replace this Constitution at a General Meeting by a resolution passed by a two-thirds majority of Members present and voting.
- 16.3** Any proposed resolution to amend or replace this Constitution will either be recommended by the General Committee or be signed by at least 10 percent of eligible Members and given in writing to the Secretary at least 20 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.
- 16.4** The General Committee will give all Members Notice of the proposed resolution, the reasons for the proposal, and any recommendations from the Committee, at least 10 Working Days before the General Meeting to consider any amendment.
- 16.5** An approved amendment will be notified to the Registrar of Incorporated Societies in the form and manner specified in the Act for registration and will take effect from the date of registration.

17 OTHER

- 17.1** The General Committee and Ruapehu Committee can make and amend bylaws and policies so long as they are consistent with the Constitution, the Act, regulations made under the Act, or any other legislation.
- 17.2** If unforeseen events prevent the Club operating normally, current memberships and the committees will continue until normal processes can resume and an Annual General Meeting can be held.