Constitution for Manawatu Tramping and Skiing Club Incorporated

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Constitution of the Manawatu Tramping and Skiing Club Inc.

A Introductory rules

1) Name

The name of the society is Manawatu Tramping and Skiing Club Incorporated (in this **Constitution** referred to as the '**Society**') also known as MTSC.

2) Charitable Status

The **Society** 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:

a) **'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.

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

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

d) '**Complaint'** means a communication **In Writing** from a **Member**, an **Officer,** the **Secretary** on behalf of the **Society**, or the **Secretary** on behalf of an external person or organisation that is intended to initiate a dispute resolution process.

e) **'Constitution'** means the rules in this document.

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

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

h) **'Interests Register'** means the register of interests of **Officers**, kept under the **constitution** and as required by section 73 of the **Act.**

i) **In Writing** means a communication in the form of a hardcopy document, via email, or via any electronic form created by the Society for a special purpose, or (at the discretion of the **Committee),** other electronic means. It does not include communications received via text message.

j) **'Matter'** means the **Society'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 **Society.**

k) **'Member'** means a person who has consented to become a **Membe**r of the **Society** and has been properly admitted to the **Society** who has not ceased to be a **Member** of the **Society.**

l) **'Notice'** to **Members** includes any notice given by post, courier, email or other electronic means.

m) '**Officer**' means a natural person who is a member of the **Committee** or occupies a position in the **Society** that allows them to exercise significant influence over the management or administration of the **Society,** including any Chief Executive or **Treasurer.**

n) **'President'** means the **Officer** responsible for, among other things, providing leadership for the **society**, overseeing the governance and operations of the **Society,** and chairing **General Meetings.**

o) **'Register of Members'** means the register of **Members** kept under this **constitution** as required by section 79 of the **Act.**

p) **'Secretary'** means the **Officer** responsible for, matters specifically noted in this **constitution**, among other things, keeping the **Register of Interests,** and recording the minutes of **General Meetings** and **Committee** meetings.

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

r) **'Treasurer'** means the **Officer** responsible for, among other things, overseeing the finances of the **Society,** including preparing the financial reports for the **Society.**

s) **'Working Days'** mean as defined in the Legislation Act 2019. Examples of days that are not **Working Days** include, but are not limited to, a Saturday, a Sunday, and all New Zealand National Public Holidays

4) Purposes

The primary purposes of the **Society** are to encourage interest and participation in tramping, skiing and other outdoor activities. This includes:

a) providing and maintaining equipment for tramping, skiing and related activities,
b) conducting activities in an environmentally responsible manner**,**
c) promoting skills and safe practice in the outdoors,
d) assisting in the development and upkeep of tracks and routes,

e) providing and maintaining huts and facilities for tramping, skiing and related activities,
f) encouraging social activities among **Members,**
g) acquiring and disposing of property for **Society** purposes,
h) borrowing, lending and investing monies for **Society** purposes,
i) supporting other bodies having similar objectives to these, and
j) doing all such other things as, in the opinion of the Committee, are necessary or desirable for attaining the broad objective of the **Society.**

Any income benefit or advantage must be used to advance the purposes of the **Society**.

5) Act and Regulations

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

6) Restrictions on Society Powers

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

7) Registered Office

a) The Registered Office of the **Society** shall be at such place in New Zealand as the **Committee** from time to time determines.
b) Changes to the Registered Office shall immediately be notified to the Registrar of Incorporated Societies, at least 5 **Working Days** before the change of address for the registered office is due to take effect and
c) in a form and as required by the **Act**.

8) Contact Person

a) The **Society** shall have at least 1 but no more than 3 contact person(s) whom the **Registrar** can contact when needed.
b) The **Society's** contact person must be at least 18 years of age and ordinarily resident in New Zealand.
c) A contact person can be appointed by the **Committee** or elected by the **Members** at a **General Meeting.**
d) Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including a physical address or an electronic address, and a telephone number.
e) Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 **Working Days** of that change occurring, or the **Society** becoming aware of the change.

B Members

9) Minimum Number of Members

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

10) Types of Members

Member: A **Member** is an individual admitted to membership under this **Constitution** and who has not ceased to be a **Member**

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

a) Adult - A person aged 20 years or older when they join or when they renew membership.
b) Junior - A person aged 16 to 19 years inclusive when they join or when they renew membership.
c) **Life Member** - A **Life Member** is a person honoured for highly valued services to the **Society** elected as a **Life Member** by resolution of a **General Meeting** passed by a two thirds majority of those **Members** present and voting. A **Life Member** shall have all the rights and privileges of a **Member** and shall be subject to all the same duties as a **Member** except those of paying subscriptions and levies.
d) **Life Member's** Associate – Partner of a L**ife Member** who shall have the same rights, privileges and obligations as a **Life Member.**

11) Becoming a Member: Consent

Every applicant for membership must consent in writing to becoming a **Member** by completing the **Society**'s online membership form and paying a subscription into the **Society**'s bank account.

Members who are current **Society Members** prior to the date of approval for this **Constitution** are deemed to have provided that consent.

12) Becoming a Member: Process

a) An applicant for membership must complete any application form, supply information, and pay any subscription fee, as required by the **Committee**.
b) Every Applicant for membership shall be proposed by one member and seconded by another **Member** of the **Society**, both of whom must be a member of the **Society** of at least one years standing.
c) An applicant will become a **Member** on payment of subscription fees and acceptance of the application by the **Committee**
d) The **Committee** may accept or decline an application for membership. The **Committee** must advise the applicant of its decision.
e) All membership applications will be retained in electronic form in the **Societies** membership records.

13) Obligations and Rights

a) Every **Member** shall provide the **Society** with that **Member**'s name and contact details in writing. This includes:
   (i) physical address,
   (ii) telephone number(s),
   (iii) email address, if possible,
   (iv) emergency contact (including physical address, any email address and phone details),
   (v) any other details necessary for the conduct of the **Society's** business.

b) Every **Member** should promptly advise the **Society** of any changes to their contact details.
c) All **Members** shall promote the interests and purposes of the **Society** and shall do nothing to bring the **Society** into disrepute.
d) A **Member** is only entitled to exercise the rights of membership (including attending and voting at **General Meetings**, accessing or using the **Society**'s premises, facilities, equipment and other property, and participating in **Society** activities) if all subscriptions and any other fees have been paid to the **Society** by their respective due dates.
e) **Members** will be entitled to use the **Society's** facilities and participate in activities, in a manner consistent with the **Society's** purposes. This also includes the children (up to the age of 20) of **Members.**
f) No **Member** or **Life Member** is liable for an obligation of the Society by reason of only being a **Member.**

14) Subscriptions and Fees

a) Fees including the annual subscription and any other fees for membership, for the next financial year shall be set by resolution of the **Committee.**
b) The subscription year shall be set by resolution of the **Committee.**

15) Ceasing to be a Member

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

a) by resignation from that **Member**'s class of membership by written notice by that **Member** to the **Committee,** with effect from the date of receipt of the **Member's** notice of resignation by the Committee (or any subsequent date stated in the notice of resignation),
b) on termination of a **Member's** membership following a dispute resolution process under this **Constitution** with effect from the date of termination of the **Member**'s membership under this **Constitution,**
c) on death, with effect from the date of death, or
d) by resolution of the **Committee** (with effect from the date of the resolution) where
    (i) the **Member** has failed to pay a subscription, levy or other amount due to the **Society** within 3 calendar months of the due date for payment,
    (ii) in the opinion of the **Committee** the **Member** has brought the **Society** into disrepute,
    (iii) firearms or dogs were taken on a **Society** trip without the permission and without meeting such conditions as the trip leader laid down.

16) Obligations once Membership has Ceased

A **Member** who resigns or whose membership is terminated under this **Constitution:**

a) shall cease to hold himself or herself out as a **Member** of the **Society**,
b) shall return to the **Society** all material provided to **Members** by the **Society** and
c) shall cease to be entitled to any of the rights of a **Society Member.**

17) Becoming a Member Again

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

If a former **Member**'s membership was terminated following a dispute resolution process, the applicant may be re-admitted only by resolution passed at a **General Meeting** on the recommendation of the **Committee.**

C General meetings

18) Procedures for all General Meetings

a) The **Committee** shall give all **Members** at least 20 W**orking Days**' written notice of any **General Meeting** and of the business to be conducted at that **General Meeting**.

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

c) Only financial **Members** may speak and vote at **General Meetings**-
   (i) in person, or
   (ii) by a signed original written proxy (an email or copy not being acceptable) in favour of some individual entitled to be present at the meeting and received by, or handed to, the **Committee** before the commencement of the **General Meeting**, and no other proxy voting shall be permitted,
   (iii) or (at the discretion of the **Committee**) using any real-time audio, audio and visual, or electronic communication that gives each **Member** a reasonable opportunity to participate.

d) No **General Meeting** may be held unless at least 16 eligible financial **Members** attend throughout the meeting, and this will constitute a quorum.

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

f) A **Member** is entitled to exercise one vote on any motion at a **General Meeting** in person or by proxy, and voting at a **General Meeting** shall be by voices or by show of hands or, on demand of the **President** or of 2 or more **Members** present, by secret ballot.

g) Unless otherwise required by this **Constitution,** all questions shall be decided by a simple majority of those in attendance in person or by proxy and voting at a **General Meeting** or voting by remote ballot.

h) Any decisions made when a quorum is not present are not valid.

i) The **Society** may pass a written resolution in lieu of a **General Meeting**, and a written resolution is as valid for the purposes of the **Act** and this **Constitution** as if it had been passed at a **General Meeting** if it is approved by no less than 75 percent of the **Members** who are entitled to vote on the resolution.
   (i) A written resolution may consist or 1 or more documents in similar form (including letters, electronic mail, or other similar means of communication) each proposed or on behalf of 1 or more **Members.**

(ii) 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 the **Constitution** (for example, by electronic means).

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

k) All **General Meetings** shall be chaired by the **President.** If the **President** is absent, the meeting shall elect another **Member** of the **Committee** to chair the meeting. Any person chairing a **General Meeting** has a deliberative and, in the event of a tied vote, a casting vote.

l) Any person chairing a **General Meeting** may –

(i) with the consent of a simple majority of **Members** present at any **General** Meeting adjourn the **General Meeting** from time to time and from place to place but no business shall be transacted at any adjourned **General Meeting** other than the business left unfinished at the meeting from which the adjournment took place;

(ii) direct that any person obstructing the business of the **General Meeting**, or behaving in a disorderly manner, or being abusive, or failing to abide by directions of the Chairperson be removed from the **General Meeting**, and

(iii) in the absence of a quorum or in the case of emergency, adjourn the **General Meeting** or declare it closed.

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

n) Any **Membe**r may request that a motion be voted on ('Member's Motion') at a **General Meeting**, by giving notice to the **Secretary** or **Committee** at least 15 **Working Days** before that meeting. The **Member** may also provide information in support of the motion ('Member's Information'). If notice of the motion is given to the **Secretary** or **Committee** before written **Notice** of the **General Meeting** is given to **Members**, notice of the motion shall be provided to **Members** with the written Notice of the **General Meeting.**

19) Minutes

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

20) Annual General Meetings

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

b) The **Annual General Meeting** must be held no later than the earlier of the following-

(i) 6 months after the balance date of the **Society**

(ii) 15 months after the previous **Annual General Meeting**.

21) Annual General Meetings: Business

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

(i) confirm the minutes of the last **Annual General Meeting** and any **Special General Meeting(s)** held since the last **Annual General Meeting),**
(ii) adopt the annual report on the operations and affairs of the **Society,**
(iii) adopt the **Committee**'s report on the finances of the **Society**, and the annual financial statements,
(iv) elect any **Officer**s to the **Committee** as required by this **Constitution,**
(v) consider any motions of which prior notice has been given to **Members** with notice of the Meeting, and
(vi) consider any general business.

b) The Committee must, at each **Annual General Meeting**, present the following information:
(i) an annual report on the operation and affairs of the **Society** during the most recently completed accounting period,
(ii) the annual financial statements for that period, and
(iii) notice of any disclosures of conflicts of interest made by **Committee Members** during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate).

22) Special General Meetings

a) **Special General Meetings** may be called at any time by the **Committee** by resolution.
b) The **Committee** must call a **Special General Meeting** if the **Secretary** receives a written request signed by at least 5 per cent of **Members**.
c) Any resolution or written request must state the business that the **Special General Meeting** is to deal with.
d) The rules in this **Constitution** relating to the procedure to be followed at **General Meetings** shall apply to a **Annual General Meeting**, and a **Special General Meeting** shall only consider and deal with the business specified in the Committee's resolution or the written request by **Members** for the **Meeting**.

D Committee

23) Composition

a) The **Committee** will consist of a minimum of 8 and not more than 14 **Officers**.
b) A majority of the **Officers** on the **Committee** must be **Members** of the **Society.**

24) Functions

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

25) Powers

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

26) Sub-Committees

a) The **Committee** may appoint sub-committees consisting of such persons (whether or not **Members** of the **Society**) and for such purposes as it thinks fit. Unless otherwise resolved by the **Committee**:
b) the quorum of every sub-committee is half the members of the sub-committee, but not less than 2,
c) no sub-committee shall have power to co-opt additional members,
d) a sub-committee must not commit the **Society** to any financial expenditure without express authority, and
e) a sub-committee must not further delegate any of its powers.

27) General Matters - Committee

a) The **Committee** and any sub-committee may act by resolution approved during a conference call using audio and/or visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next **Committee** or sub-committee meeting.
b) Other than as prescribed by the **Act** or these **Rules**, the **Committee** or any sub-committee may regulate its proceedings as it thinks fit.

E Committee meetings

28) Procedure

a) The quorum for **Committee** meetings is at least half the number of members of the Committee.
b) A meeting of the **Committee** may be held either –
   (i) by a number of the members of the **Committee** who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; and / or
   (ii) by means of audio, or audio and visual, communication by which all members of the **Committee** participating and constituting a quorum can simultaneously hear each other throughout the meeting.

c) A resolution of the **Committee i**s passed at any meeting of the **Committee** if a majority of the votes cast on it are in favour of the resolution. Every **Officer** on the **Committee** shall have one vote.
d) If at a meeting of the **Committee**, the **President** is not present, the members of the **Committee** present may choose one of their number to be Chairperson of the the meeting. The **President** or Chairperson have a casting vote in the event of a tied vote on any resolution of the **Committee.**

29) Frequency

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

b) The **Secretary**, or other **Committee** member nominated by the **Committee**, shall give to all **Committee** members not less than 5 **Working Days**' notice of **Committee** meetings, but in cases of urgency, a shorter period of notice shall suffice.

30) Officers: Qualifications of Officers

a) Every officer must be a natural person who –
   (i) has consented in writing to be an **Officer** of the **Society,** and
   (ii) certifies that they are not disqualified from being elected or appointed or otherwise holding office as an **Officer** of the **Society.**
b) **Officers** must not be disqualified under section 47(3) of the **Act** from being appointed or holding office as an **Officer** of the **Society.**
c) Prior to election or appointment as an **Officer** a person must:
   (i) consent in writing to be an **Officer** of the **Society,** and
   (ii) certify in writing that they are not disqualified from being elected or appointed as an **Officer** either by this **Constitution** or the **Act;**
d) each certificate shall be retained in the **Society's** records.

31) Officers' Duties

At all times each **Officer**:

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

32) Officers: Election or Appointment of Officers

a) **Officers** shall be elected during **Annual General Meetings**. However, if a vacancy in the position of any **Officer** occurs between **Annual General Meetings**, that vacancy shall be filled by resolution of the **Committee** (and any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an **Officer** as described in the 'Qualification of **Officers**' rule above). Any such appointments must be ratified at the next **Annual General Meeting**.

b) A candidate's written nomination, accompanied by the written consent of the nomination with a certificate that the nominee is not disqualified from being appointed or holding office as an **Officer** (as described in the 'Qualification of **Officers'** rule above) shall be received by the **Society** at least 5 Working Days before the date of the **Annual General Meeting**. If there are insufficient valid nominations received, further nominations may be received from the floor at the **Annual General Meeting.**

c) Votes shall be cast in such a manner as the person chairing the meeting determines. In the event of any vote being tied, the tie shall be resolved by the incoming **Committee** (excluding those in respect of whom the votes are tied).

d) Two **Members** (who are not nominees) or non-**Members** appointed by the **President** shall act as scrutineers for the counting of the votes and destruction of any voting papers.

e) The failure for any reason of any financial **Member** to receive such Notice of the **General Meeting** shall not invalidate the election.

f) In addition to **Officers** elected under the foregoing provision of this rule, the **Committee** may appoint other **Officers** for a specific purpose, or for a limited period, or generally until the next **Annual General Meeting**. Unless otherwise specified by the Committee any person so appointed shall have full speaking and voting rights as an **Officer** of the **Society.** Any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an **Officer** (as described in the 'Qualification of **Officers**' rule above).

33) Officers: Term

a) The term of office for all **Committee Members** shall be 1 year, expiring at the end of the **Annual General Meeting** in the year corresponding with the last year of each **Committee Member's** term of office.

b) No **President** shall serve for more than 3 consecutive years as **President.**

34) Officers: Removal

a) An **Officer** shall be removed as an **Office**r by resolution of the **Committee** or the **Society** (with effect from the date of the resolution) where in the opinion of the **Committee** or the **Society:**

(i) The **Officer** elected to the **Committee** has been absent from 4 committee meetings without leave of absence from the **Committee**.
(ii) The **Officer** has brought the **Society** into disrepute.
(iii) The **Officer** has failed to disclose a conflict of interest.
(iv) The **Committee** passes a vote of no confidence in the **Officer**.

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35) Officers: Ceasing to Hold Office

a) An **Officer** ceases to hold office when they:
   (i) resign (by notice in writing to the **Committee**),
   (ii) are removed,
   (iii) die, or
   (iv) otherwise vacate office in accordance with section 50(1) of the **Act.**
b) Each **Officer** shall within 30 Working Days of submitting a resignation or ceasing to hold office, deliver to the Committee all books, papers and other property of the **Society** held by such former **Officer.**

36) Officers: Conflicts of Interest

a) An **Officer** or member of a sub-committee who is an **Interested Member** in respect of any **Matter** being considered by the **Society**, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):
   (i) to the **Committee** and or sub-committee, and
   (ii) in an **Interests Register** kept by the **Committee.**
b) 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.**
c) An **Officer** or **member** of a sub-committee who is an **Interested Member** regarding a **Matter:**
   (i) must not vote or take part in the decision of the **Committee** and/or subcommittee relating to the **Matter** unless all members of the **Committee** who are not interested in the **Matter** consent; and
   (ii) must not sign any document relating to the entry into a transaction or the initiation of the **Matte**r unless all members of the **Committee** who are not interested in the **Matter** consent; but
   (iii) may take part in any discussion of the **Committee** and/or sub-committee relating to the **Matte**r 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).
d) However, an **Officer** or **member** of a sub-committee who is prevented from voting on a **Matter** may still be counted for the purpose of determining whether there is a quorum at any meeting in which the **Matter** is considered.
e) Where 50 percent of more of the members of a sub-committee are prevented from voting on a **Matter** because they are interested in that **Matter**, a **Special General Meeting** must be called to consider and determine the **Matter**, unless all non-interested Officers agree otherwise.
f) Where 50 percent of more of the members of a sub-committee are prevented from voting on a **Matter** because they are interested in that **Matter**, the **Committee** shall consider and determine the **Matter.**

g) No **officer** will be liable for the acts or defaults of any other **Officer,** or any loss occasioned by those acts or defaults, unless occasioned by their dishonesty, wilful misconduct or gross negligence.

h) The **Officers** must be indemnified by the **Society** for all liabilities and costs incurred by them in the proper performance of their functions and duties, other than as a result of their dishonesty, wilful misconduct or gross negligence.

F Records

37) Register of Members

a) The **Society** shall keep an up-to-date **Register of Members.** For each current **Member**, the information contained in the **Register of Members** shall include:
   (i) their name, and
   (ii) the date on which they became a **Member** (if there is no record of the date they joined, this date will be recorded as 'Unknown'), and
   (iii) a physical address,
   (iv) a telephone number,
   (v) an email address (if any),
   (vi) an emergency contact including name, address, phone number and email,
   (vii) whether the **Member** is financial or unfinancial, and
   (viii) a record of other details necessary for the conduct of the **Society's** business.

b) The **Society** shall also keep a record of the former **Members** of the **Society**. For each **Member** who ceased to be a **Member** within the previous 7 years, the **Society** will record:
   (i) the former **Member's** name, and
   (ii) the date the former **Membe**r ceased to be a **Member.**

38) Interests Register

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

39) Access to Information for Members

a) A **Member** may at any time make a written request to the **Society** for information held by the **Society**. The request must specify the information sought in sufficient detail to enable the information to be identified.

b) The **Society** must, within a reasonable time after receiving a request:
   (i) provide the information, or agree to provide the information within a specified period, or
   (ii) agree to provide the information within a specified period if the **Member** pays a reasonable charge to the **Society** (which must be specified and explained) to meet the cost of providing the information, or
   (iii) refuse to provide the information, specifying the reasons for the refusal.

c) Without limiting the reasons for which the **Society** may refuse to provide the information, the **Society** may refuse to provide the information if:
   (i) withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural person, or

(ii) the disclosure of the information would, or would be likely to, prejudice the commercial position of the **Society** or of any of its **Members,** or
(iii) the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the **Societ**y, or
(iv) the information is not relevant to the operation or affairs of the **Society**, or
(v) withholding the information is necessary to maintain legal professional privilege, or
(vi) the disclosure of the information would, or would be likely to, breach an enactment, or
(vii) the burden to the **Society** in responding to the request is substantially disproportionate to any benefit that the **Member** (or any other person) will or may receive from the disclosure of the information, or
(viii) the request for information is frivolous or vexatious, or
(ix) the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this **Constitution** and the **Act**.

d) If the **Society** requires the **Member** to pay a charge for the information, the **Member** may withdraw the request, and must be treated as having done so unless, within 10 Working Days after receiving notification of the charge, the **Member** informs the **Society**:
(i) that the **Member** will pay the charge; or
(ii) that the **Member** considers the charge to be unreasonable.

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

G Finances

40) Control and Management

a) The funds and property of the **Society** shall be:
(i) controlled, invested, and disposed of by the **Committee,** subject to the **Constitution,** and
(ii) devoted solely to the promotion of the purposes of the **Society**.

b) The **Treasurer** shall maintain bank accounts in the name of the **Society.**

c) The **Committee** will nominate up to four **Committee Members,** one of whom is the **Treasurer,** who are signatories for payments by the **Society.** Two signatories are required to authorise any payments.

d) All of the money received on account of the **Societ**y shall be banked within 10 Working Days of receipt.

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

f) The Committee must ensure that there are kept at all times accounting records that:
(i) correctly record the transactions of the **Society**, and
(ii) allow the **Society** to produce financial statements that comply with the requirements of the Act, and
(iii) would enable the financial statements to be readily and properly audited (if required under any legislation or the **Society's Constitution**).

g) A Financial Reviewer, who shall not be a member of the committee, shall be appointed by the **Committee**.
h) The **Committee** must establish and maintain a satisfactory system of control of the **Society**'s accounting records.
i) The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form
j) The accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the **Society.**

41) Balance Date

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

H Dispute Resolution

42) Meanings of Dispute

a) A dispute is a disagreement or conflict specified in '**Complaint**' received or initiated by the Society and involving the **Society** and/or its **Members** in relation to specific allegations set out below:
   (i) **a Member** or an **Officer** has engaged in misconduct,
   (ii) a **Member** or an **Officer** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the **Act**,
   (iii) the **Society** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the **Act,**
   (iv) a **Member's** rights or interests as a **Member** have been damaged or **Member's** rights or interests generally have been damaged,
   (v) a person or organisation that is not a **Member** has property, rights or interests that have been damaged as a result of an activity of the **Society**.

43) How a Complaint is Made

a) A **Member** or an **Officer** may make a **Complaint** by giving to the **Secretary** a notice in writing that:
   (i) states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
   (ii) sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
   (iii) sets out any other information or allegations reasonably required by the **Society**.
b) The **Society** may make a **Complaint** involving an allegation against a **Member** or an **Officer** by giving to the **Member** or **Officer** a notice in writing that:
   (i) states that the **Society** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
   (ii) sets out the allegation to which the dispute relates.
c) An external person or organisation may make a **Complaint** involving an allegation against a **Member**, an **Officer,** or the **Society** by giving to the

Secretary a notice **In Writing** that sets out the allegation to which the dispute relates.

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

44) Dispute and Complaints Procedures

a) On receipt of a **Complaint** the **Committee** or other people assigned to manage the complaint should review the complaint within two weeks, to classify it:
   (i) not a valid **Complaint** under the **Constitution**; or
   (ii) a trivial **Complain**t; or
   (iii) a moderate **Complain**t where written material provided is sufficient to assess it; or
   (iv) a serious **Complaint** where a meeting will be required.

b) For an invalid, or trivial **Complaint**, the **Secretary** will respond **In Writing** to the originator of the **Complaint** and, if relevant, the target of the **Complaint**.

c) If a **Complaint** is classified moderate or serious the **Committee** will select 3 people to form a sub**c**ommittee to process the **Complaint.**

45) Sub Committee: Processing a Complaint

a) The sub-committee will consist of 3 people chosen by the **Committee** to process moderate or serious complaints.

b) For a moderate or serious **Complaint,** the **Member** or **Officer** who is the target of the **Complaint**, will be advised of the complaint **In Writing** within two weeks.

c) For a moderate **Complaint,** once a response has been received and distributed to the originator of the **Complaint,** the **Complaint**s subcommittee will:
   (i) make a decision on how it is to be handled; and
   (ii) write a **Complaint** assessment; and
   (iii) request the **Secretary** distribute it to the originator and, if relevant, the **target** of the **Complaint.**

d) For a serious **Complaint,** once a response has been received and distributed to the originator of the **Complaint** the complaints sub-committee will:
   (i) schedule an online or in person meeting involving the **Complaint**s subcommittee, the originator, the target, and the **President** and / or **Secretary.**
   (ii) in this meeting both the originator and target will have the opportunity to speak; and
   (iii) immediately following the meeting, the sub-committee will discuss the hearing with the **President** and or **Secretary**; and
      (1) make a decision on how the **Complaint** should be handled; and
      (2) write a complaint assessment and request the Secretary to distribute it to the originator and, if relevant, the target of the **Complaint.**

46) Complaint Assessment Appeal

a) On receipt of a complaint assessment, should the originator object to the decision, within no more than four weeks from the despatch of the assessment, the originator should explain their reasons:

(i) **In Writing** to the **Secretary**. This communication will be forwarded by the **Secretary** to the **President**.
(ii) The **President** will assess the **Complaint** and either make a final decision or refer the **Complaint** back to the complaints sub-committee for reassessment.
(iii) The decision of the **President** is final, and no further correspondence in relation to the **Complaint** will then be accepted, unless the direction to the complaints sub-**c**ommittee is to reassess the **Complaint**.

I Liquidation and Removal from the Register

47) Resolving to Put Society into Liquidation

a) The **Society** may be liquidated in accordance with the provision of Part 5 of the **Act**.
b) The **Committee** shall give 20 Working Days written **Notice** to all **Members** of the proposed resolution to put the **Society** into liquidation.
c) The **Committee** shall also give written **Notice** to all **Members** at the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act.**
d) Any resolution to put the **Society** into liquidation must be passed by a two-thirds majority of all **Members** present and voting.

48) Resolving to Apply for Removal from the Register

a) The **Society** may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the **Act.**
b) The **Committee** shall give 20 **Working Days** written **Notice** to all **Members** of the proposed resolution to remove the **Society** from the Register of Incorporated Societies.
c) The **Committee** shall also give written **Notice** to all **Members** at the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.
d) Any resolution to remove the **Society** from the Register of Incorporated Societies must be passed by a two-thirds majority of all present and voting.

49) Surplus Assets

a) If the **Society** is liquidated or removed from the Register of Incorporated Societies**,** no distribution shall be made to any **Member**.
b) On the liquidation or removal from the Register of Incorporated Societies of the **Society**, its surplus assets — after payment of all debts, costs and liabilities — shall be vested in Backcountry Trust (Aotearoa/ New Zealand) and/or Greater Wellington Backcountry Network Incorporated and/or Federated Mountain Clubs of NZ Incorporated
c) However, in any resolution under this rule, the **Society** may approve a different distribution to a different not-for-profit entity from that specified above, so long as the **Society** complies with this **Constitution** and the **Act** in all other respects.

J Alterations to this Constitution

50) Amending this Constitution

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

b) The **Society** may amend or replace this **Constitution:**
   (i) at a **General Meeting** by a resolution passed by a two-thirds majority of those **Members** present and voting.
   (ii) That amendment may be approved by a resolution passed in lieu of a meeting as authorised by this **Constitution**.

c) Any proposed resolution to amend or replace this **Constitution** shall be signed by at least 5 per cent of eligible **Members** and given in writing to the **Committee** 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.

d) At least 20 **Working Days** before the **General Meeting** at which any amendment is to be considered the **Committee** shall give to all **Members** notice of the proposed resolution, the reasons for the proposal, and any recommendations the **Committee** has.

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

K Other

51) Bylaws

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