



# **New Zealand Alpine Club Incorporated Rules**

## **1. Name**

The name of the Club shall be the New Zealand Alpine Club (Incorporated).

## **2. Objects**

- a. The objects of the Club are to encourage mountaineering, rock climbing and allied activities and the enjoyment and conservation of mountain and rock climbing regions; and to bring together those interested in climbing.
- b. The Club aims to provide services for climbers, protect the interests and safety of climbers, and promote climbing activities.

## **MEMBERSHIP**

### **3. Classes and Entitlement**

- a. The Club shall consist of life, honorary and subscribing Members, all of whom are entitled to attend and vote at general meetings and take part in all Club activities.
- b. Subscribing Members shall be issued with a current Club membership card on payment of their annual Club subscription.

### **4. Applications for Membership**

- a. The Club shall have a standard form to be completed for membership application.
- b. The completed form and the accompanying payment for the annual subscription shall be forwarded to the National Office for processing at which point the applicant shall be deemed a Member of the Club.

### **5. Life and Honorary Members**

- a. Upon the recommendation of a committee of the President and not less than three past Presidents convened by the President, the Club Committee may elect to life membership any member who has made an outstanding contribution to mountaineering or rock climbing or to the Club; and to honorary membership any person distinguished in mountaineering or rock climbing or related activities.
- b. Life and honorary members shall be exempt from the payment of subscriptions but shall be issued with current Club membership cards and shall enjoy all rights of membership.

## **6. Resignations**

Any Member may resign from the Club by giving the National Office written or email notice.

## **7. Expulsion**

After first giving the person an opportunity of being heard, the Club Committee may reprimand, suspend for any period, or expel from the Club, any Member who in the Club Committee's judgment has wilfully infringed these Rules or any Regulation made thereunder or is guilty of conduct rendering that person unfit to be in the Club.

## SECTIONS

### **8. Formation of sections**

a. Geographically based Sections may be set up by the Club Committee, which shall have power to approve additional Sections or alter or disband existing Sections.

b. A Member who does not reside in New Zealand or Australia shall be deemed to be an overseas Member unless electing in writing to remain a Member of a section.

c. Each Section shall be managed by a Section Committee consisting of a Chairperson, Vice Chairperson, Honorary Secretary and/or Honorary Treasurer and a Committee of not less than three, elected at the Annual General Meeting of the Section.

### **9. Section Rules and Voting**

a. Sections shall hold Annual General Meetings at least one calendar month before the Club's Annual General Meeting, for the purpose of electing section officers. Annual reports and financial statements shall also be presented at section Annual General Meetings, and sent to National Office as soon as possible thereafter.

b. Sections may make their own rules, which shall not be inconsistent with these Rules.

c. Members shall have the right to vote at meetings of the Section to which they belong.

d. Section officers and committee members must be section Members.

## MANAGEMENT

### **10. Club Committee**

a. The power of overall management, direction and policy making for the Club shall be vested in the Club Committee.

b. The Club Committee shall comprise the President, Immediate Past President (for the year immediately following his/her last year of office as President), President Elect (once appointed), Honorary Secretary, Honorary Treasurer, conveners of standing subcommittees and section representatives. Club Committee

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meetings shall be chaired by the President, or in his/her absence by the President-Elect, or the Immediate Past President, or such other person as the meeting decides. The Chairperson shall have an original as well as a casting vote.

c. The Club Committee shall meet face to face at least twice a year, and may also meet as required by means of telephone or video conferencing.

e. Twelve members of the Club Committee shall form a quorum.

f. The agenda and papers for Club Committee meetings shall be sent to section representatives at least one calendar month before the meeting date.

## **11. Subcommittees and Conveners**

a. There shall be four standing subcommittees of the Club Committee: Finance, Executive, Accommodation and Publications. The Convener of the Finance Subcommittee shall be the Honorary Treasurer. The Conveners of the other three standing subcommittees shall be elected officers of the Club, and ex officio members of the Club Committee.

b. The Finance Subcommittee shall oversee the Club's investments and financial position; ensure that Club Committee members receive timely, comprehensive and clear financial statements and projections at least on a quarterly basis; ensure the Club's compliance with all taxation requirements and any other legislation relating to financial matters; and advise the other subcommittees and the Executive Officer. The Finance Subcommittee shall, in addition to the Convener, be the President and three other Club Members appointed by the Club Committee on the recommendation of the Honorary Treasurer.

c. The Executive Subcommittee shall oversee the work of Club's Executive Officer; ensure that the National Office as a whole acts within these rules and the directives, policies, strategies, plans and budgets adopted by the Club Committee, and ensure the Club's compliance with all legal requirements relating to employment and workplace safety. The Executive Subcommittee shall, in addition to the Convener, be the President, the Immediate Past President or the President-Elect, the Honorary Treasurer, the Honorary Secretary and two other Club Members appointed by the Club Committee on the recommendation of the Executive Subcommittee Convener.

d. The Accommodation Subcommittee shall oversee the management of the Club's capital assets, and ensure that their integrity and value to the Club are enhanced by adequate short and long term plans for maintenance and repair; and plan for the construction of new buildings. With the Finance Subcommittee, the Accommodation Subcommittee shall develop long term financial strategies as part of these plans. The Accommodation Subcommittee shall, in addition to the Convener, be representatives of any sections which have buildings undergoing major works in their areas, and other Club Members (up to a total of seven) appointed by the Club Committee on the recommendation of the Accommodation Subcommittee Convener.

e. The Publications Subcommittee shall oversee the Club's publications, and ensure the timely production of quality books, guidebooks, magazines and journals relating to climbing. The Publications Subcommittee shall, in addition to the Convener, be four Club Members appointed by the Club Committee on the recommendation of the Publications Subcommittee Convener.

f. The Club Committee may specify tasks or responsibilities for the standing subcommittees in addition to those specified in these rules.

g. The Club Committee may set up other subcommittees for specified purposes, and appoint conveners and members for them. These conveners shall as far as possible be section representatives, and shall not otherwise be ex officio members of the Club Committee.

h. Conveners may co-opt other members to their subcommittees as required.

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i. Subcommittees may advise and make recommendations to the Club Committee within their areas of responsibility, and shall also advise the Executive Officer as required, but cannot make decisions which bind the Club outside of the directives, policies, strategies, plans and budgets adopted by the Club Committee.

j. Conveners of standing and other subcommittees may meet together as convened by the President to discuss and formulate recommendations to the Club Committee about the overall activities of the Club and the priority to be given to these activities, and the short and longer term financial implications of their recommendations.

## OFFICERS

### **12. President**

a. The Club shall have a President who shall serve for a two year term commencing immediately after the Annual General Meeting and ending at the close of the Annual General Meeting two years later.

b. Should the office of President fall vacant the Club Committee shall appoint the President Elect President for a term expiring at the close of the third Annual General Meeting after the appointment. If there is no President Elect the Club Committee shall appoint as President one of the Vice Presidents for a term expiring at the close of the third Annual General Meeting, or such shorter term as it may determine.

c. The President shall be a member ex officio of all Section Committees of the Club.

d. The President shall ensure that the Club fulfils the Objects in Rule 2 and acts within these Rules and the directives, policies, strategies, plans and budgets adopted by the Club Committee.

### **13. President Elect and Immediate Past President**

a. For the year prior to the termination of a President's term of office, the Club shall have a President-Elect, who shall become the President at the end of that year. For the year following the termination of a President's term of office, he/she will be Immediate Past President.

b. The President-Elect and the Immediate Past President shall ex officio be members of the Committee of the Section to which they belong.

### **14. Vice Presidents**

The Club shall have two Vice-Presidents, one for the North Island and one for the South Island, with special responsibilities for assisting and acting on behalf of the President as requested, maintaining contact and cooperation between sections in their areas, and supporting sections in need of assistance.

### **15. Section Representatives**

a. Each section shall have one representative on the Club Committee.

b. Section representatives must belong to the section they represent, and shall ex officio be members of their section committees.

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c. Section representatives shall have one or more votes, in accordance with the following formula:

Up to 200 section members	1 vote
200 and up to 400 section members	2 votes
400 or more members	3 votes

d. Section representatives shall ascertain their sections' views on significant matters to be discussed at the Club Committee Meeting and convey those views to the Meeting, and report on the meeting to their sections; and shall, at all other times, act as liaison between their sections and the National Office.

e. Section representatives as members of the Club Committee shall act in a manner which they believe is in the best interests of the Club.

## **16. Election and Appointment of Officers**

a. The President-Elect shall be elected at the Club Committee meeting held in conjunction with the Annual General Meeting one year prior to end of the President's term of office.

b. The Honorary Secretary, the Honorary Treasurer and the Executive, Accommodation and Publications Conveners shall be elected for the ensuing year at the Annual General Meeting, and may be re-elected annually, for a maximum period of five years.

c. Any Member may nominate a candidate for the positions in 16.b by sending, with the candidate's prior consent, a nomination to the National Office at least one calendar month prior to the Meeting at which the election is to take place, but no Member may be nominated for or elected to more than one of these positions.

d. The Club Committee may fill until the next Annual General Meeting a vacancy occurring for any of the positions in 16.b.

e. Section representatives shall be elected by their sections, at the section Annual General Meeting. The Section Committee may fill until the next section Annual General Meeting a vacancy occurring in this position. Section representatives shall hold office for a minimum of two and a maximum of five years.

f. Vice-presidents shall be appointed by the Club Committee on the recommendation of the President, and must be section representatives at the time of their appointment

g. Conveners of subcommittees that are not standing subcommittees shall be appointed by the Club Committee, and shall as far as possible be section representatives at the time of their appointment, but will not otherwise be members of the Club Committee.

h. All officers under this Rule must be Club Members when nominated and while holding office.

## **17. The Executive Officer and National Office**

a. The Executive Subcommittee may, after consultation with the Club Committee, appoint an Executive Officer to be responsible, under the Executive Subcommittee's supervision, for the day to day operation of the Club within these rules and the directives, policies, strategies, plans and budgets adopted by the Club Committee.

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b. The Executive Subcommittee shall, subject to consultation with the Club Committee, develop and maintain a schedule of duties, delegations and performance criteria for the Executive Officer.

c. The Executive Subcommittee shall review the performance of the Executive Officer at least annually, and shall, subject to consultation with the Club Committee, make any salary adjustment or take any other action (including disciplinary action) that may be necessary arising from this review, or any other performance-related matter or work misconduct.

d. The Executive Officer shall review the performance of National Office staff at least annually and shall, subject to consultation with the Executive Subcommittee, have the authority to make any salary adjustment within the year's budget, or take any other action (including disciplinary action) which may be necessary arising from these reviews, or any other performance-related matter or work misconduct.

## **18. General meetings**

a. The Club shall hold an Annual General Meeting as soon as possible after the end of its financial year for the election of officers for the ensuing year, the presentation of the annual report and financial statements and other business.

b. The Club Committee may at any time call a General Meeting of the Club.

c. A General Meeting shall be called upon a requisition to the National Office signed by 25 Members specifying the resolutions to be moved at the meeting requisitioned. Notices of the meeting shall be posted within 21 days of the National Office receiving the requisition. The General Meeting shall be held within 60 days of the receipt of the requisition.

## **19. General Meeting Notice and Quorum**

a. At least one calendar month's notice of a General Meeting (including an Annual General Meeting) shall be sent by mail, fax or email to every Member stating the time and place, and the business to be transacted at, the meeting.

b. Three Members present at a General Meeting may elect a Chairperson and adjourn the meeting but no business shall be transacted unless 25 Members are present.

## **20. General Meeting Chairperson**

a. At all General Meetings of the Club the chair shall be taken by the President or, in the President's absence by the President-Elect or by one of the Vice Presidents. If within 15 minutes of the time the meeting was notified to begin neither the President, the President-Elect, nor any of the Vice Presidents are present, the meeting shall elect a chairperson from Members present.

b. The Chairperson shall have an original as well as a casting vote.

## **21. Voting and Proxies**

a. Voting at a general meeting shall be by a show of hands or, if either the Chairperson thinks it necessary or it is requested from the floor, by a secret ballot.

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b. Any Member unable to attend a general meeting may vote by proxy, written notice of which must be received in the National Office by post or fax by the day before the meeting.

c. A proxy vote must nominate another Club Member attending the meeting to act on that person's behalf.

## **22. Postal Voting**

a. On receiving a written requisition for a postal ballot signed by 25 Members and identifying the issue to be voted on at least 21 days before a General Meeting, National Office shall immediately send out ballot papers to all Members.

b. Ballot papers sent to Members shall clearly indicate the question to be voted on, the manner of voting and the date by which votes must be received by the National Office. Votes may be sent by post or fax.

c. The Club Committee shall appoint 3 Members to be scrutineers, and at the voting deadline the National Office shall hand the ballot papers to the scrutineers.

d. The validity of any vote shall be in the absolute discretion of the scrutineers and they shall count the votes and report the result to the Club Committee in time for the general meeting.

## **FINANCIAL**

### **23. Financial Year**

The Club's financial year shall, subject to obtaining any approval required, run from the first day of July to the last day of the following June, commencing on the first day of July 2008 or the next practicable year after that. Until that commencement date the Club's financial year shall continue to run from the first day of March to the last day of the following February, adjusted as necessary to enable the transition to the changed financial year.

### **24. Auditor**

The Club's annual financial statements shall be subject to either audit or review by a member of the New Zealand Institute of Chartered Accountants elected at the Annual General meeting whose report shall be included in the annual report.

### **25. Financial Statements**

a. Copies of the Club's annual financial statements shall be included with the annual report sent to Members with the notice of the Annual General Meeting. If the statements are unaudited when sent the auditor's report shall be presented at the Annual General Meeting.

b. Accounts shall be prepared in accordance with New Zealand Institute of Chartered Accountants standards from time to time.

## **26. Subscriptions**

- a. The Club Committee shall in each financial year fix the annual subscription rates for Members, due and payable at the start of the next subscription year for each Member.
- b. A Member whose subscription is not paid 2 months after the start of the subscription year for that Member shall be deemed to have resigned at the end of the previous subscription year.
- c. The Club Committee may fix reduced subscriptions for the following Members:
  - i. full-time primary, secondary or tertiary students who can produce evidence of their student status;
  - ii. those under 25 years of age;
  - iii. seniors over 65 years of age;
  - iv. veterans who have been Members of the Club for more than 35 consecutive years.
- d. Subscriptions may be waived for veterans who have been Members for more than 50 consecutive years, without loss of their membership rights.
- e. Overseas Members' subscriptions may be increased to include an extra postage charge.
- f. Members who are part of the same family, and who reside at the same address, may pay a group subscription and receive a single copy of the New Zealand Alpine Journal and other Club publications. When choosing the family option, the primary Member in the family shall pay the appropriate subscription fixed under this rule. Other family members may pay half the appropriate subscription fixed under this rule. Club correspondence and publications will be addressed to the primary Member.
- g. The Club Committee may in appropriate circumstances refund in whole or in part the subscription of any Member.

## **27. Section Levy**

- a. In order to finance Section activities the Club Committee shall in each financial year fix the annual Section levy for Members.
- b. The annual Section levy shall be uniform across all Sections and shall form part of, and be due for payment at the same time, as the Club Subscription.
- c. The National Office on receipt of the Members' subscription shall forward this levy to the Sections on a regular basis.
- d. Section Committees may utilise or refund any part of this levy as their finances allow.

## **28. Club Funds and Bank Accounts**

- a. The Club Committee shall control all Club funds, except those held by Sections in their own right, and shall open or authorise the opening of such bank accounts as it deems necessary.

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b. All the Club's funds, except those held by Sections in their own right, shall be paid into the Club's bank accounts, and shall be accessible only by authorised signatories following procedures set down by the Finance Subcommittee.

## **29. Investments**

a. The Finance Subcommittee may, subject to any directives, policies, strategies, plans and budgets adopted by the Club Committee, invest any of the Club's funds for such terms as it may think fit and, in doing so, it shall act prudently to:

- i. optimise investment returns while balancing risk and return considerations;
- ii. ensure investments are liquid;
- iii. preserve capital invested and, where possible, achieve capital growth.

b. The Finance Subcommittee shall furnish activity reports on any investments and reserve funds held to the Club Committee meetings.

d. A statement detailing investments and reserve funds held shall be included in the notes to the financial statements.

## **30. Borrowing Powers**

The Club Committee may borrow for and in the name of the Club such sums and upon such terms as it deems necessary and may give as security for the repayment of the sums borrowed and interest thereon such security as it deems appropriate.

## **31. Assistance to Members**

The Club Committee in its discretion and upon such terms as it sees fit shall have the power to provide assistance to Members in distress or otherwise requiring such assistance, in connection with mountaineering or rock climbing activities in New Zealand or overseas, provided that no part of the income and other funds of the Club is used or available to be used for the private pecuniary profit of any Member.

## **GENERAL**

### **32. Execution of Contracts**

a, Contracts and other enforceable obligations in writing shall be executed by the Club:

- i. by affixing the common seal of the Club to the document pursuant to a resolution of the Club Committee in the presence of the Honorary Secretary and two members of the Club Committee, all of whom shall sign the document to which the seal is affixed; or

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ii. where the document is not required to be executed under common seal, by the Executive Officer signing on behalf of the Club pursuant to authorisations and delegations approved by the Club Committee.

b. The common seal of the Club shall be held in the National Office.

### **33. Minutes**

a. The Honorary Secretary shall record the minutes of General and Club Committee meetings, but in his/her absence the meeting shall appoint a Member present as a minute secretary.

b. The Conveners of subcommittees shall ensure that minutes of their meetings are kept.

c. Minutes of General Meetings shall be sent to all Club Members for confirmation at the next General meeting. Minutes of other meetings listed above shall be sent to respective committee and subcommittee members for confirmation at their next meetings. Subcommittee minutes shall also be sent to all members of the Club Committee.

### **34. Notice**

a. Where notice under these rules is sent by post, service shall be deemed to have been effected on the day after the date of posting.

b. Notice periods specified in these Rules exclude the day on which the notice is served or deemed to be served, and the day of the meeting.

### **35. Rule Changes**

a. Any Member or Section desiring to change the Club's Rules shall submit in writing the proposed rule change to the National Office for consideration at the next meeting of the Club Committee.

b. The National Office, following the meeting of the Club Committee, shall send the proposal together with the Club Committee's comments and/or recommendations on it to Sections.

c. At the discretion of the Club Committee or upon a requisition to the National Office signed by 25 Members, a postal vote of Members shall be held to decide upon the proposed rule change.

d. If a postal vote is not required the proposed rule change shall then be included in the business to be transacted at the next Annual General Meeting, or at a Special General Meeting, and notice of the proposed rule change given accordingly.

e. No rule may be made, altered or deleted except by a majority of two thirds of the votes cast in a postal vote or of Members present or represented by proxy at a General Meeting.

f. No rule alteration, deletion or addition to the rules shall have the effect of altering the amateur sports promotion status of the Club.

### **36. Liquidation**

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a. Provided all its liabilities have been discharged the Club may be put into liquidation if the Club, at a general meeting of Members, passes a resolution appointing a liquidator, and the resolution is confirmed at a subsequent general meeting called for that purpose and held not earlier than 30 days after the date on which the resolution to be confirmed was passed and the provisions of the Incorporated Societies Act 1908 shall apply to such resolutions and the liquidation of the Club.

b. After being put into liquidation the funds and property of the Club shall be paid or transferred to an incorporated society or societies which have objects similar to those of the Club, as set out in the resolution referred to in Rule 36.a.

c. No resolution to put the Club into liquidation shall be valid unless it determines to which incorporated societies the Club's funds and property are to be paid or transferred.

26 May 2007