



WAIKATO TRAMPING CLUB INCORPORATED

CONSTITUTION

7th May 2025

(Replacing the version dated 4th May 2022)

1. INTRODUCTORY RULES

1.1. NAME

The name of the club is Waikato Tramping Club Incorporated.

1.2. DEFINITIONS:

'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.

'Club' means the Waikato Tramping Club Incorporated.

'Committee' means the Society's governing body (which is the General Committee appointed under clause 3 of this constitution).

'Complaint' means a communication in writing from a member, a committee member, 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 as per section 2.8.

'In Writing' means a communication received in hardcopy form, via email, or via any special purpose electronic form created by the Society for a specific purpose. It does not include communications received via text message or via other electronic means.

'Registrar' means Registrar of Incorporated Societies.

'Year' means the financial year of the club.

1.3. CHARITABLE STATUS:

The club shall be registered as a charitable entity, with Charities registration number CC42146.

1.4. OBJECTIVES:

- 1.4.1. To encourage walking, tramping, climbing, mountaineering, skiing and other outdoor experiences.
- 1.4.2. To protect native flora and fauna and the natural features of the country.
- 1.4.3. To arrange trips in the Waikato and other places.

- 1.4.4. To assist in the formation and upkeep of new and existing tracks, routes and huts.
- 1.4.5. To own and maintain a club lodge at Whakapapa, Mt Ruapehu.
- 1.4.6. To acquire real and personal property for the purpose of the club and to dispose of property no longer required.
- 1.4.7. To act in co-operation with the Government or Local Bodies or with any other club, committee, society or institution for the promotion of the above objectives.
- 1.4.8. To improve the skills and outdoor awareness of the members.

1.5. RESTRICTIONS ON CLUB POWERS:

The Club must not act for the financial gain of any of its members.

1.6. REGISTERED OFFICE

The registered office of the Club shall be at such place as the General Committee from time to time determines. Changes to the registered office shall be notified to the Registrar at least 5 working days before the change of address is due to take effect.

1.7. CONTACT PERSON

The Club shall have two contact persons – President and Tramping Vice President – whom the Registrar can contact when necessary.

Each contact person's name is provided to the Registrar, along with their contact details: physical or electronic address and phone number.

Any change in a contact person or their contact details shall be advised to the Registrar within 20 working days of that change occurring, or the Club becoming aware of the change.

2. MEMBERS

2.1. MEMBERSHIP:

- 2.1.1. Any person over the age of 14 may join the club by completing the membership application form and sending it to the Membership Convenor along with proof of payment of the joining fee and subscription. Submission of an application by the person shall be taken as consent to become a member. Any person under the age of 14 years can be nominated by a parent or guardian.
- 2.1.2. The committee may accept or decline an application for membership at its sole discretion. The Committee must advise the applicant of its decision.
- 2.1.3. The Secretary shall send to each new member written notice of his or her acceptance, and upon payment of his or her entrance fee (if any) and first subscription, he or she shall become a member of the club.
- 2.1.4. The Membership Convenor shall maintain a register of that section's club members and report the names of new members and members resigning from the club to the appropriate subcommittee. The register shall contain the name, contact details and start date of each member.
- 2.1.5. All membership applications must be retained in electronic format in the Society's membership records.

2.2. CATEGORIES OF MEMBERSHIP:

Membership shall consist of the following categories:

- Senior Tramping Member – a person over the age of 18 years,
- Junior Tramping Member – a person who is 14 to 18 years old,
- Senior Ski Member – a person who is over the age of 18 years,
- Junior Ski Member – a person who is 14 to 18 years old,
- Child Member – a person under the age of 14 years old
- Combined Member – a person who has been accepted as a member of both Tramping and Ski sections of the club
- Associate member – a member who pays a reduced subscription rate and receives a bulletin only. This member pays non-member rates for trips and hut fees.
- Life Member – the General Committee by a unanimous vote in favour may elect to life membership a member who has made an outstanding contribution to the club. A life member and his or her partner shall not be liable for payment of the annual subscription.

2.3. VOTING RIGHTS

Voting rights at any General Meeting are available to members in Senior, and Life categories only.

2.4. MEMBERSHIP FEES:

2.4.1. Joining Fee

The General Committee may at any General Meeting impose such entrance fee as they may from time to time determine.

A member of one section of the Club can apply for and join the other section without being liable for another joining fee.

2.4.2. Subscription

The annual subscription and any other fees for membership shall be set by resolution at a General Meeting.

2.5. RESIGNATION:

Any member may resign his or her membership by giving to the secretary notice in writing to that effect, but he or she shall remain liable for any subscription due.

2.6. CEASING TO BE A MEMBER

A Member ceases to be a member:

- by resignation by written notice to the Committee, or
- on termination of a member's membership following a dispute resolution process under this Constitution, or
- by resolution of the Committee where the member has failed to pay his or her annual subscription within 3 months of the subscription notice being sent.

2.7. EXPULSION:

The General Committee may expel from membership any member as a result of a dispute resolution process as described in this constitution. Grounds for undertaking the dispute resolution are; wilfully disobeying this constitution or the Code of Ethics of the club or being guilty of any conduct rendering him or her unfit, in their opinion, to be a member of the club, provided that, before expelling him or her, the General Committee follow the Disputes Resolution procedures set out in the following section.

2.8. DISPUTES RESOLUTION:

2.8.1. Meanings of dispute and complaint

A dispute is a disagreement or conflict as specified in a complaint received or initiated by the Society.

The disagreement or conflict relates to any of the following allegations:

- a member or committee member has engaged in misconduct;
- a member or committee member has breached, or is likely to breach, a duty under the Society's Constitution, Bylaws or the Act;
- the Society has breached, or is likely to breach, a duty under the Society's Constitution, Bylaws or the Act;
- a member's rights or interests as a member have been damaged or, member's rights or interests generally have been damaged as a result of engagement in an activity of the Society.
- 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.

2.8.2. How a complaint is made

2.8.2.1. A member or committee member may make a Complaint by giving to the Secretary a notice in writing that:

- states that the Member or committee member is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
- sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
- sets out any other information or allegations reasonably required by the Society.

2.8.2.2. The Society may make a Complaint involving an allegation against a member or committee member by giving to the member or committee member a notice in writing that:

- states that the Society is starting a procedure for resolving a dispute in accordance with the
- Society's Constitution; and
- sets out the allegation to which the dispute relates.

- 2.8.2.3.** An external person or organisation may make a Complaint involving an allegation against a member, a committee member, or the Society by giving to the Secretary a notice in writing that sets out the allegation to which the dispute relates.

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.

On receipt of a Complaint, the Secretary registers the Complaint and refers it to the complaints sub-committee for processing.

2.8.3. Complaints sub-committee

The complaints sub-committee consists of three people appointed by the General Committee. These people may be a committee member, a member, or any other person considered to be appropriate by the Committee.

When the Secretary receives a Complaint, if it is considered that a member of the complaints sub-committee has a direct interest in the Complaint or may not be impartial, then the Secretary will refer the Complaint to the General Committee requesting the appointment of an alternative person.

2.8.4. Complaint management

On receipt of a Complaint the complaints sub-committee or other people assigned to manage the Complaint should review the Complaint within two weeks, to classify it as:

- Not a valid Complaint under the Constitution; or
- A trivial Complaint; or
- A moderate severity Complaint where written material provided is sufficient to assess it; or
- A serious Complaint where a meeting will be required

- 2.8.4.1.** For an invalid Complaint, the complaints sub-committee will draft an email response to the originator of the Complaint for dispatch by the Secretary, advising the originator that the Complaint cannot be made under the Constitution.

- 2.8.4.2.** For a trivial Complaint, the complaints sub-committee will draft an email response to the originator of the Complaint for despatch by the Secretary, advising the originator that the Complaint has been assessed as low impact and that no further action will be taken.

- 2.8.4.3.** For a moderate or serious Complaint, the member or committee member who is the target of the Complaint, or if the target is the Society, the Committee, are advised of the Complaint and requested to respond in writing within two weeks.

- 2.8.4.4.** For a moderate Complaint, once a response has been received and distributed to the originator of the Complaint, the complaints sub-committee will:
- Make a decision on how it is to be handled; and

- Write a complaint assessment; and
- Request the Secretary to distribute it to the originator and target of the Complaint.

2.8.4.5. For a serious Complaint, once a response has been received and distributed to the originator of the Complaint the complaints sub-committee will:

- Schedule an online or in-person meeting involving the complaints sub-committee, the originator, the target, and either the President or Secretary. In this meeting both the originator and target will have the opportunity to speak; and
- Immediately following the meeting, discuss the hearing with the President or Secretary; and
- Make a decision on how the Complaint should be handled; and
- Write a complaint assessment and request the Secretary to distribute it to the originator and target of the Complaint.

2.8.5. Complaint assessment appeal

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 in writing to the Secretary. This communication will be forwarded by the Secretary to the President.

The President will assess the Complaint and either make a final decision or refer the Complaint back to the complaints sub-committee for reassessment.

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-committee is to reassess the Complaint.

3. GENERAL COMMITTEE

3.1. OPERATION AND MANAGEMENT OF THE CLUB

The operation and affairs of the club shall be managed by, or under the direction or supervision of, the General Committee. The entire management of the Club and its assets shall be deputed to a General Committee consisting of a President, a Vice President representing Tramping subsection, a Vice President representing Ski subsection, Secretary, Treasurer, three (3) other members representing Tramping sub-committee, three (3) other members representing Ski sub-committee and immediate past President as per Clause 3.5.

3.2. FINANCIAL MANAGEMENT OF THE CLUB

The committee shall ensure that accounting records are kept at all times that:

- (a) correctly record the transactions of the society; and
- (b) allow the society to produce financial statements that comply with the requirements of this Act; and
- (c) would enable the financial statements to be readily and properly audited (if required under any legislation or the society's constitution).
- (d) The committee shall establish and maintain a satisfactory system of control of the society's accounting records.
- (e) The accounting records are to be kept for the current accounting period and for the last 7 completed accounting periods of the society.

3.2.1. Bank account:

The funds of the club shall be lodged with such bank or banks as the General Committee may determine and two or three members, including the treasurer, shall together be authorised to operate thereon. The bank account transaction printouts and statements, together with the club books of account shall be produced by him or her as required by the General Committee.

3.2.2. Financial Year:

The financial year of the club shall end on the thirty-first day of December, at which date, accounts shall be balanced.

3.2.3. Reviewing of accounts:

A suitably qualified person shall be elected at the annual general meeting to provide an assurance review of the accounts and any vacancy occurring in this position during the year shall be filled by another suitably qualified person appointed by the General Committee. The person so qualified may not simultaneously be a General Committee member.

3.2.4. Charge for special privileges:

The General Committee may make a charge to members using any club property or privilege in respect of that user.

3.2.5. Borrowing powers:

The General Committee shall have the power to borrow such amounts and on such terms including payment of interest as it thinks fit and to give as security therefore, such security as it may determine.

3.2.6. Investments

If the General Committee so determines, any part of the funds of the club may be invested in the manner provided in the Trustees Act, 1908 or any Act replacing or amending the same.

3.3. DELEGATION TO TWO SUBCOMMITTEES

The General Committee may delegate aspects of management of the club to two sub-committees, covering tramping activities and skiing activities respectively, with the latter sub-committee also managing Waikato Hut, the Club's Lodge on Mount Ruapehu. The General Committee shall in such case retain oversight of both sub-committees. The tramping sub-committee shall have a Chairperson and a tramping captain, both subject to Clause 3.6, and 5 more members seconded from the membership. The ski sub-committee shall have a Chairperson and a Ski captain, both subject to Clause 3.6, and 5 more members seconded from the membership.

3.4. TERM OF OFFICE OF COMMITTEE MEMBERS

The term of office for all members elected to the Committee, except for the President shall be 1 year, expiring at the end of the Annual General Meeting.

3.4.1. Removal of committee members

A committee member shall be removed from a committee by resolution of the Committee where that member has been subject to a dispute or complaint as specified in Clause 2.8 and such action is deemed appropriate.

3.5. PRESIDENT

The office of president may be held by the one person for not more than three (3) consecutive years and after being out of such office for one (1) year, such person shall be eligible for re-election as president. If the retiring president is not re-elected as president, they shall automatically be immediate past president for one year and sit on the General Committee.

The President shall be an ex-officio member of club sub-committees with voting rights.

3.6. NOMINATIONS:

Nominations of candidates for General Committee, plus Chairpersons and Club Captains of both Tramping and Ski Sub-Committees shall be in writing, with the consent of the nominee, and shall be in the hands of the secretary at least twenty-one (21) days before the annual general meeting. The secretary shall post a list of such nominations to members with the notice calling the annual general meeting. In the case of no nomination being received for any office, the annual general meeting may elect a member to fill the office. Any unsuccessful candidate for a special office is eligible for nomination for all other offices. All retiring members shall be eligible for nomination for re-election, subject to the limitation imposed by **Clause 3.5**. The General Committee is empowered to fill any casual vacancy occurring during the year.

3.7. MEETING OF GENERAL COMMITTEE:

A meeting of the General Committee may be called at any time by the President or Secretary and shall be called within seven (7) days of the receipt by the Secretary of a requisition signed by not less than three (3) members of the General Committee.

3.7.1. Notice of General Committee Meeting:

Notice of any meeting shall be given to every member of the General Committee by posting or emailing to him or her at least forty-eight (48) hours before the time appointed for the meeting, a memorandum of the time and place of such meeting.

3.7.2. In an emergency, the president or secretary may call a meeting of the General Committee with such notice as is appropriate to the occasion but the resolutions of any such meeting shall be subject to ratification at the next meeting of the General Committee called as prescribed in Clause 3.7.

3.7.3. Quorum:

At each meeting of the General Committee, Tramping sub-committee and Ski sub-committee, five shall constitute a quorum and the chairman shall have a deliberative and casting vote. The President shall be entitled to be chairperson at meetings of the General Committee; if the President is not present, the meeting shall elect another chairperson.

3.8. DUTIES OF OFFICERS OF THE CLUB

3.8.1. Duties of the secretary:

The Secretary shall keep and have the custody of:

- 1) A minute book or electronic record containing full and correct minutes of all meetings.
- 2) A register showing the names and postal and or email addresses of members and the dates at which they became members.

3.8.2. Duties of the Treasurer:

The Treasurer shall keep such books of account as required by clause 3.2.

3.8.3. Deputes and Auxiliary officers:

The General Committee shall be empowered to depute any part of its authority to such members of the club as it may from time to time appoint to auxiliary office or a sub-committee.

4. GENERAL MEETINGS

4.1. ANNUAL GENERAL MEETING

The annual general meeting shall be held on some day in March, April or May, as fixed by the General Committee.

The Committee must, at each Annual General Meeting, present the following information:

- 1) an annual report on the operations and affairs of the society during the most recently completed accounting period:
- 2) A statement of income and expenditure and a balance sheet shall be prepared, reviewed and presented at the annual general meeting. A copy shall be made available for inspection by members at any time.
- 3) set the subscription fees for the following period

Minutes of the meeting must be kept.

4.2. SPECIAL GENERAL MEETINGS:

The General Committee may at any time and shall within fourteen (14) days after the requisition in writing of at least five (5) members (which requisition shall set out in form of resolutions the business proposed to be transacted at such meeting), convene an extraordinary general meeting for any specific purpose or purposes.

4.3. NOTICE OF GENERAL MEETING:

The Secretary shall at least 10 working days before any general meeting, send to every member at his or her email or postal address in the club books, a notice stating the purpose of the meeting and the time when and the place where it will be held within 10 km of Hamilton's CBD.

4.4. PROCEDURE AT GENERAL MEETINGS:

At all general meetings the chair shall be taken by the President if present; failing him by one of the vice presidents if present chosen by the meeting; failing them by any member of the General Committee chosen by the meeting; and failing them by any member chosen by the meeting. Every member shall have one vote and in the case of equality of votes, the chairman shall have a second or casting vote. Voting shall be by voice, but if any member present desires, the chairman shall call for a division which shall be indicated by a show of hands; or, if the meeting so desires, by ballot, in which case two scrutineers shall be appointed.

With the consent of a simple majority of members present the General Meeting may be adjourned to another date but no business shall be transacted other than the business left unfinished on the agenda of the meeting from which the adjournment took place.

4.5. QUORUM and VOTING:

The quorum at a general meeting shall be a number equal to 10% of the paid members of the total Club at the date of the general meeting. Only financial members may speak and vote at General Meetings.

General Meetings may be held at one or more venues by members present in person and/or using any real-time audio, audio and visual, or electronic communication that gives each member a reasonable opportunity to participate.

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 Committee, and if at such adjourned meeting a quorum is not present those Members present in person shall be deemed to constitute a sufficient quorum.

Unless otherwise required by this Constitution, all questions shall be decided by a simple majority of those in attendance in person and voting at a General Meeting.

4.5.1. Resolution in lieu of meeting

A proposed resolution circulated to members in writing is as valid as a motion at a general meeting.

The General Committee is responsible for sending out the proposed resolution with supporting documents and advising the manner in which members cast their vote.

The resolution is passed if it is approved in writing by at least 75% of members within the specified time limit for voting.

The General Committee must send a copy of a passed resolution to all members within 20 working days of it being passed.

4.6. ALTERATION OF CONSTITUTION:

This constitution may be repealed, replaced, altered or added to by a resolution at a General Meeting, the notice of which shall have specified the details of the proposed repeal, alteration or addition, but nothing in this clause shall prohibit the amendment by the general meeting of any proposal, which has been specified in the notice.

5. DUTIES OF MEMBERS:

It shall be the duty of all members to assist in carrying out the objects of the club.

Every member shall from time to time communicate to the Membership Convenor and / or Secretary his or her email and or postal address and all notices posted or emailed to such address shall be considered as having been duly given.

6. PREVENTION OF PRIVATE PECUNIARY PROFIT:

Any income, benefit, or advantage obtained by the club must be used to advance the charitable purposes of the club.

No member of the club, or anyone associated with a member, shall be allowed to take part in, or influence any decision made by the club in respect of payments to, or on behalf of, that member or associated person, of any income, benefit, or advantage.

Any payments made to a member of the club, or person associated with a member of the club, must be for goods or services that advance the charitable purpose of the club and must be reasonable and relative to payments that would be made between unrelated parties.

7. WINDING UP:

Upon winding up of the club, its assets, after payment of all debts, shall be distributed to such other kindred clubs or institutions that are charitable under New Zealand law as a general meeting of the club may decide.

8. DISPOSAL OF WAIKATO HUT:

Disposal of Waikato Hut, the society's Lodge on Mount Ruapehu, may only be done with;

- (a) the approval of both the Tramping and Skiing Sub-committees, these approvals to be confirmed by a majority vote of the members of each sub-committee and;
- (b) the subsequent confirmation of the society's General Committee, this to be confirmed by a majority vote of the General Committee Members and;
- (c) the subsequent confirmation of the society's members by a majority vote of the society's members at a General Meeting.