

# CONSTITUTION OF

## THE FEDERATED MOUNTAIN CLUBS OF NEW ZEALAND

(Incorporated)

The general purpose for which the Federation exists is to constitute an association of mountain clubs in New Zealand united together for the purpose of safeguarding and advancing their common interests while at the same time preserving to each individual club its own identity and right to conduct its own affairs independently of the Federation and the objects of the Federation shall be read, construed, and acted upon accordingly.

### 1. NAME

The name of this Association shall be "The Federated Mountain Clubs of New Zealand (Incorporated)".

### 2. DEFINITIONS

- (a) 'The Federation' means 'The Federated Mountain Clubs of New Zealand (Incorporated)'.
- (b) 'Clubs' means 'all mountain clubs' and shall include but not by way of limitation Mountaineering, Ski-ing, Winter Sports, Tramping, mountain-biking, canoeing, kayaking and Deerstalking Clubs or Clubs and Associations formed to promote any sport or recreation associated therewith.
- (c) 'The Executive' means 'the Executive Committee whose members are elected officers of the Federation'.

### 3. OBJECTS

The objects of the Federation are:

- (a) The promotion of climbing, mountaineering, ski-ing and winter sports, tramping, hunting, mountain-biking, canoeing and kayaking in the mountains and other wild lands of New Zealand and overseas and of the better knowledge of those mountains and other wild lands through literature, art and science.

The conservation and wise management of New Zealand's natural wild lands, mountains, lakes, rivers and coasts and the promotion of sound management of recreation and sport connected with those places in the interests of those actively involved in such recreation and sport and the public generally and to take such action joint or otherwise as may be necessary to carry out these objects and to maintain in perpetuity the quality of the environment necessarily implied by the objects.

- (b) To constitute a national association of Mountain Clubs in New Zealand.

- (c) To invest, control, and dispose of funds and property of the Federation and to raise money for the purpose of the Federation upon the security of its property.
- (d) To maintain effective liaison with Clubs.

#### **4. MEMBERSHIP**

- (a) Membership of the Federation shall be open to Clubs whose objects are akin to those of the Federation. Any Club applying for membership shall forward a copy of its constitution and rules to the Federation. Membership shall be open to Clubs which are duly incorporated under the Incorporated Societies Act 1908, but the Executive may admit unincorporated Clubs at its discretion.
- (b) Associate membership of the Federation shall be open to Clubs sponsored by or associated with Universities, Technical Institutes, Teachers Colleges, and Schools, whether incorporated or not, and Professional Associations duly incorporated under the Incorporated Societies Act 1908, and other organisations as determined from time to time, with objects which are akin to those of the Federation. Any organisation applying for Associate membership shall forward details of its membership and its constitution or, should it have no constitution, an outline of its activities and rules, to the Federation and shall undertake to observe the rules and constitution of the Federation. The Executive shall decide whether the organisation is eligible for Associate membership.
- (c) Associate organisations shall not have voting rights at General Meetings of the Federation.
- (d) Individuals may, upon payment of the prescribed fee, become supporters of the Federation and be entitled to a membership card and to receive the Bulletin, but shall not thereby be entitled to vote at general meetings or become officers of the Federation.
- (e) The Federation shall have the right to terminate membership of any Club for default in payment of subscriptions or any other reason deemed to justify removal from the Federation by the Executive. Any such Club, having given due notice, shall have the right of appeal before a General Meeting of the Federation.

#### **5. PATRON**

On the recommendation of the Executive any person who has rendered outstanding service to the Federation or to the furtherance of its objects may be elected a Patron at any General Meeting of the Federation. Such recommendation shall be posted to Member Clubs at least twenty-one (21) days before the date of such meeting and a two-thirds majority of delegates present and voting shall be necessary for such election.

## 6. EXECUTIVE

- (a) The officers of the Federation shall be:
- President
  - Immediate Past President
  - One Vice President
  - Up to thirteen Executive Members
- (b) During the year next succeeding his period of office as President each retiring President shall hold office as Immediate Past President of the Federation ex officio.
- (c) The terms of office for the President and Vice President and all Executive Members shall be for a period of one (1) year.
- (d) The President, Vice President and up to thirteen (13) Executive members shall be elected by a postal / electronic ballot of member clubs before 30 April each year
- (e) Any vacancy on the Executive may be filled by an appointment by the Executive for the balance of the term for which the office would normally have been held.
- (f) The Executive will, before the last day of January appoint a Returning Officer to conduct all elections in the following financial year.
- (g) The Returning Officer will , before the last day of February :
- (i) Call for nominations for President, Vice President and the Executive
  - (ii) Set the closing date for nominations which will be not earlier than 8 April
  - (iii) Advise member clubs of the closing date for polling associated with any elections to be held in the following financial year. The closing date for polling will be not earlier than 10th of May
- (h) Any Club which is a member of the Federation may propose candidates for any office or for membership of the Executive by giving the Returning Officer notice of such nomination not later than the closing date for nominations as announced by the Returning Officer. All nominations shall have the written consent of the nominee.
- (i) Candidates shall be financial members of Clubs which are members of the Federation.
- (j) The number of votes which a member Club may exercise in an election shall be determined on the basis of one (1) vote per hundred (100) or part of a hundred members as declared by the club as at the first day of March of the year of the election or, in the case of a club that has joined the Federation since that date, as declared upon joining.

- (k) The offices of President and Vice President may not be held by any one person for more than three (3) consecutive terms. Where a person is appointed to the position of President or Vice President under Rule 6(e) then the period from the date of appointment to the close of polling for the next election of President / Vice President shall not count as part of the 3 consecutive terms.
- (l) The returning officer will announce the results of polling not later than 31st May
- (m) The elected office holders and executive will take office from the day after the Returning Officer announces the results of the polling

## **7. MANAGEMENT**

- (a) The management of the Federation shall be vested in the officers.
- (b) The financial year of the Federation shall be from 1st March in each year to the last day of February in the next following year.
- (c) At any meeting of the Executive five (5) shall be a quorum provided that due notice of the meeting has been given. Absent members may vote in writing.
- (d) Fourteen (14) days notice of Executive meetings shall be given to each member of the Executive.
- (e) Each year the Executive may delegate to such Sub-Committees, Local Committees, or persons, such of its powers and functions as it thinks fit. Names of members and functions of all Sub-Committees, Local Committees, or persons, shall be circulated to all Clubs annually.
- (f) The Executive may appoint annually such special Vice Presidents as it considers necessary. Special Vice Presidents shall be persons who agree to work on behalf of the Federation and shall be entitled to attend Executive meetings, but shall not be entitled to vote.
- (g) The Executive may employ such persons as may be necessary to achieve the Federation's objectives.
- (h) The Executive will prepare, no later than 30 April, a report covering the activities of the Federation in the previous financial year and this report will be made available to all members
- (i) The Federation may publish a Bulletin, and to that end may appoint and remunerate an editor, who shall be responsible to the Executive. The Executive may appoint a publications committee, which, while respecting the role of the editor, may supervise the publication of the Bulletin (and of any other publications the Executive considers appropriate or desirable) and may resolve questions arising out of the Bulletin's publication.

## 8. GENERAL MEETINGS

- (a) General Meetings may be convened from time to time as the Executive sees fit, or shall be convened on a requisition in writing, stating particulars of business to be brought forward, from not fewer than three (3) Member Clubs, not less than one (1) month after receipt of such requisition. Notice of such meeting giving particulars of business shall be given to Member Clubs and Associate organisations within ten days of the receipt of the requisition. At any such meeting the business to be transacted shall be consideration of, and if necessary taking action with reference to, the matters referred to expressly or by necessary implication in any such requisition as aforesaid.
- (b) Each Member Club may be represented at all general meetings of the Federation. Member Clubs may be represented by one (1) or more delegates and Associate organisations may be represented by one (1) or more observers.
- (c) (i) For any General Meeting held between 1 March and the 31 May the number of votes which a member club may exercise shall be determined on the basis of one (1) vote per hundred (100) or part of a hundred members as declared by the club as at 1 March of the year of the meeting or, in the case of a club that has joined the Federation since that date, as declared upon joining.
- (ii) For any General Meeting held on or after 1 June and before the last day of February of the following year the number of votes which a member club may exercise shall be determined on the basis of one (1) vote per hundred (100) or part of a hundred members as declared by the club in the current year
- (iii) At any General Meeting no delegate shall be permitted to exercise more than three(3) votes of the clubs he or she represents. Proxy votes are also permitted, and a delegate may in addition also exercise up to two (2) proxy votes for club(s) that they are not themselves a member of.
- (d) Member Clubs shall be given notice in writing of the number of votes available to them prior to the meeting and must inform the Secretary of the name of the delegate or delegates appointed to represent that Club and the number of votes each delegate will exercise prior to the start of any meeting of the Federation. Delegates need not be a member of the Club which they represent, but must be members of a Member Club.
- (e) The quorum at any General Meeting of the Federation shall consist of delegates representing not less than thirty (30) votes or voting representing ten percent (10%) of the total membership of all clubs, whichever is the lesser. Provided that those delegates must also represent not less than eight (8) clubs or represent at least 10 percent (10%) of the number of member clubs, whichever is the lesser.

## 9. ANNUAL SUBSCRIPTIONS

### 9.1 Club Subscriptions

- (a) Every club shall pay an annual subscription to be determined by the Executive.
  - (i) Different classes of clubs may have varied subscription rates set.
- (b) The classes of club membership may include but not be limited to:
  - (i) Full declaration Clubs
  - (ii) Partial declaration Clubs
- (c) The Annual Subscription will be based on the number of members in the club as at the 1st of April each year.
  - (i) Full declaration clubs shall pay an annual subscription based on the total number of members of any category within that club at the rate set by the Executive.
  - (ii) Partial declaration clubs shall pay an annual subscription based on the number of members that the club chooses to declare at the rate set by the Executive.
- (d) The minimum subscription for all classes of club membership shall be determined by the executive.
- (e) The Annual Subscription shall be due for payment by 31st of May each year.
- (f) Only those clubs which have paid their Annual Subscription for the current year will be eligible to exercise their votes at any General meeting held between 1 June and 28 February of following year.
- (g) When setting a subscription rate per member the Executive cannot increase the subscription rate per member for that class of club by more than 20% of the GST inclusive subscription of the previous year. An increase of greater than 20% of the GST inclusive subscription must first be approved by clubs at a General meeting held in accordance with Rule 8.

### 9.2 Individual Supporter Subscriptions

- (a) Every Individual Supporter shall pay an annual subscription to be determined by the Executive.
- (b) The annual subscription for an Individual Supporter will become due one year after the date of their previous renewal or the date they joined.
- (c) The annual subscription for an Individual Supporter shall be paid within 3 months of the due date.

### 9.3 Associate Membership Subscriptions

- (a) Every Associate organisation shall pay an annual subscription to be determined by the Executive regardless of the number of members in the organisation.
- (b) Different groups of Associate organisations may have varied subscription rates set.
- (c) The Annual Subscription shall be due for payment by 31st of May each year.

## 10. FUNDS

- (a) All funds paid to the Federation shall be banked forthwith to the credit of the Federation at a bank named by the Executive and shall be disposed of as the Executive may direct. All cheques shall be signed by any two (2) members of the Executive of the Federation authorised for that purpose by the Executive.
- (b) The Executive will arrange for a financial review of the annual accounts each year unless in the opinion of the Executive a full audit is warranted. The Annual Accounts and the financial review report will be made available to all members.
- (c) No member of the Federation or any person associated with a member shall participate in or materially influence any decision made by the Federation in respect of the payment to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever. Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value).

## 11. COMMON SEAL

The Common Seal of the Federation shall be kept by a person nominated by the Executive from time to time and shall be affixed to any document, instrument, deed, writing paper, or otherwise only pursuant to a resolution duly passed by the Executive. The Common Seal shall be affixed by the President or Vice President in the presence of two (2) other members of the Executive, all of whom shall sign their names as witnesses to the affixing of the Common Seal.

## 12. ALTERATION OF RULES

Any General Meeting of the Federation as hereinbefore provided shall have the power by a simple majority to rescind, alter, or add to existing rules of the Federation, provided that five (5) weeks written notice of such amendment shall be posted to all Clubs prior to such a meeting.

No addition or alteration or recession of the rules shall be approved if it affects the charitable objects, Rule 10 Funds or Rule 14 Winding up.

### **13. PROCEDURE**

- (a) Voting at General Meetings of the Association shall be by voice but if any two delegates present so desire the Chairman shall call for a division, which shall be by poll, or if the Chairman or any three (3) delegates present so require a secret ballot shall be held. Voting in all cases shall be in accordance with Clauses 8(c) and 8(d).
- (b) Notice shall be given by ordinary post to the last known address of the Member Club or Associate organisation in New Zealand and shall be deemed to have been given under these rules when in the ordinary course of postal deliveries it would have been delivered.

### **14. WINDING UP**

Upon a winding up and payment of the Federation's liabilities any surplus funds or assets of the Federation shall be handed over to or distributed amongst such body or bodies, having interests similar to those of the Federation and in such manner and in such shares as a General Meeting of the Federation shall direct, or failing any such directions then in such manner in all respects as the Registrar of Incorporated Societies may determine.

This Constitution was adopted 30th May 1976:

All subsequent alterations up to June 2015 have been included in this printing