

FEDERATED MOUNTAIN CLUBS (NZ (Inc.))

NOTICE TO ALL CLUBS

Rule Changes for 2015 AGM

The Executive is recommending changes to our Rules. The intention to make change along these lines was notified to all member clubs in 2014 and after considering the comments received from clubs the Executive has decided to proceed with the changes.

The main effect of the changes is:

- A To change the present method of electing the Executive at the AGM to one of an election conducted by a ballot of all clubs conducted by mail / email. The time frame is unchanged and the allocation of votes to clubs based on financial membership is unchanged.
- B To remove the need to hold a formal AGM each year and to place on the Executive a requirement to produce an Annual Report and Annual Accounts and to circulate these to member clubs
- C While changes were being considered it was considered appropriate to make some machinery changes so that the Rules better reflect reality

The changes are listed below as 7 motions: A1, B1, B2, B3, C1, C2 and C3. At the AGM the Chair will be guided by the meeting as to whether any or all of the motions can be put to the meeting as a group or separately.

Because Rule changes have to be notified to member clubs 5 weeks before the AGM it will not be possible to consider amendments to the Rule changes proposed.

The motions to change the Rules will be Moved and Seconded by members of the Executive

Where possible the significant changes are in *bold italics* in the text below:

Change to method of electing the Executive

A1 THAT the present rule 6 Executive be deleted and replaced by

- (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 30th April***
- (m) ***The elected office holders and executive will take office from the day after the Returning Officer announces the results of the polling***

Changes to remove references to Annual General Meeting and to insert rules requiring that an Annual Report and Annual Accounts be prepared and circulated to members

B1. THAT the present rule 8 General Meetings be deleted and replaced by:

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.
- (c)(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
- (c)(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.**

Annual Accounts

B2: THAT the following words be added to Rule 10 Funds (b)

The Annual Accounts and the Financial Review report will be made available to all members

This rule will now read:

- 10(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**

Annual Report

B3: That a new clause be added to rule 7 Management

- (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

Note a machinery change proposed will remove present clauses (h) & (j) in this rule

Consequential Changes:

- B4. That the words “Annual or Special” be deleted from Rule 12.**

Rule 12 will then read.

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.

- B5. That the reference to clause 8(f) and 8(g) in rule 13(a) be replaced by a reference to rule 8(c) and 8(d)**

Machinery Changes

- C1. THAT Rule 7(j) be deleted**

(Present Rule 7(j) is an exact repeat of Rule 10(b) so is redundant- Rule 10 is the “Funds Rule”)

- C2. That Rules 7(h) and 7 (i) be deleted.**

These two clauses give the Executive the authority to employ a Treasurer and a Secretary if the Executive wishes to. These clauses are redundant being covered by the existing clause 7(g) which reads:

The Executive may employ such persons as may be necessary to achieve the Federation's objectives.

- C3. That Rule 11 Common Seal be amended by replacing the word “Secretary” in first sentence with “by a person nominated by the Executive from time to time” and replacing the word Secretary in the second sentence with the words “President or Vice President”**

Rule 11 Common Seal will then read:

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.