

Rules of XYZ TRAMPING CLUB INCORPORATED

Blue italic wording is content that you need but actual details are your choice.

1. NAME **Must have**

The name of the club shall be the XYZ Tramping Club Incorporated

2 OBJECTIVES **Must have** *but wording is over to each club*

The Objectives of the club shall be:

- 2.1 To promote tramping and other related outdoor recreation activities.
- 2.2 To promote the development of skills associated with tramping and other outdoor recreation activities
- 2.3 To encourage social activities within its membership.
- 2.4 To maintain communication within its membership.
- 2.5 To maintain a collection of resources for the use of members, such resources being associated with tramping and other related outdoor recreation activities
- 2.6 To promote the preservation of the mountain and forest areas, in which the Club runs its activities, as a natural and unspoiled reserve and to preserve the freedom of access to these areas.
- 2.7 To act in co-operation with government or other organisations for the promotion of the above objects.
- 2.8 In interpreting the above clauses the meaning of any clause will not be restricted by reference to any other clause.

3 INTERPRETATION *Very useful to have all these definitions in one place*

In these Rules:

- 3.1 The "Club" means the XYZ Tramping Club Incorporated.
- 3.2 The "Committee" means the Committee elected at the Annual General Meeting and any members appointed to the committee subsequently under Rule 6.4
- 3.3 The term "General Meeting" shall mean any Special General Meeting or Annual General Meeting called under Rule 9.2 or Rule 10

- 3.3 A “member” means any person who has been accepted into the club under Rule 4 and whose membership is currently financial. *Members of one family will be treated as individual members if they have been issued with an FMC Card.*
- 3.4 The “Year” means the financial year of the club. *State the year under finance Rules*
- 3.5 The word “Notice” shall include: notice posted to the last known address of the member, by email to the last known email address of a member, by publication in any local newspaper or on the Club Website or by any other electronic means.
- 3.6 The words “in writing” will include email and a persons name included as a signature in an email will be accepted as their written signature.
- 3.7 Words referring to the masculine gender only, shall Include feminine gender, and words referring to a singular number shall include plural and vice versa.
- 3.8 The term “deliberative vote” refers to the vote the Chairman of a meeting is entitled to have by virtue of being a member of the club.
- 3.9 The term “casting vote” refers to the vote the Chairman of a meeting may exercise in the event of a tie in the voting on a motion. The chairman should exercise a casting vote in such a way that, where possible, it preserves the status quo.

4 MEMBERSHIP **Rules must state how a person joins and how a person leaves**

- 4.1 A person may become a member of the club by application to the committee and paying the subscription for new members. The applicant will supply the committee with such details as the committee may require. Approval of an application to join the club must be carried by a *2/3* majority of the committee present and entitled to vote.
- 4.2 Any person accepted for membership of the Club will be deemed to have agreed to abide by the Rules of the Club
- 4.3 The Club will offer at least the following classes of membership: *Adult, Family and Student*
- 4.4 The Committee will, from time to time, set the conditions for each class of membership
- 4.5 *The Club may have special membership in either of the following two categories*
- 4.5.1 Life Membership**
- (i) *Life Membership of the Club may be awarded to any member who has rendered outstanding service to the Club or to the furtherance of the Clubs Objectives.*
- (ii) *A nomination for Life Membership may only be made by a financial member.*

- (iii) *Any nomination for Life Membership must be made to the Secretary and approved by the Committee before being presented to the next Annual General Meeting.*
- (iv) *Election to Life Membership can only be made at an Annual General Meeting of the Club and must be carried by a 2/3 majority of members present and entitled to vote*
- (v) *A person elected to Life Membership will be entitled to all the privileges of membership without having to pay the annual subscription and shall be entitled to vote at all general meetings of the club.*

4.5.2 Honorary Membership

- (i) *The Committee may appoint any person to Honorary membership of the Club.*
- (ii) *Honorary members will be entitled to all the privileges of membership without having to pay the annual subscription but shall not be entitled to vote at any general meeting of the club.*

4.6 Termination of membership Must have

- 4.6.1 A member may resign from membership at any time by giving notice to the Secretary.
- 4.6.2 The Committee may terminate the membership of any member wilfully disobeying any of these Rules, or guilty of any conduct rendering the person unfit, in the Committee's opinion, to be a member of the Club, provided that before terminating the membership the Committee will:
 - (a) Give the member **14** days notice of the intention to terminate their membership and the reasons for the decision.
 - (b) State that the member may write to the committee within **14** days of receiving the notice giving reasons why the committee should not terminate the membership
 - (c) After a reply is received from the member or after waiting **14** days for a reply the committee will consider the matter and may immediately terminate the member's membership or withdraw the termination notice.
- 4.6.3 If a member whose membership is terminated using Rule 4.6.2 wishes to dispute the termination then the procedure outlined in Clause 13 – Disputes will apply

5 SUBSCRIPTIONS

- 5.1 Before the **31 May** of each year the Committee will determine the subscriptions for each class of membership for the following year *and any additional fee to be paid by new Members.*
- 5.2 All subscriptions are due for payment on **1 June** of each year.
- 5.3 Any member who has not paid their subscription by **31 August** will be deemed to have resigned from the club. If they wish to re-join the club at a later date the Committee may allow the person to pay the normal rate for their class of membership instead of the New Member rate.

5.4 *Any new member joining between 1 January and 30 April will only be required to pay 50% of the current New Member's subscription for year ending 31 May.*

5.5 *Any new member joining between 1 May and 31 May will be exempt from the current year's subscription but must pay the New Member's subscription set for the year starting 1 June.*

6. OFFICERS: A required rule but the number of officers and titles are your choice

6.1 The Officers of the Club who will form the Committee shall be as follows:

President
Vice-President
Secretary
Treasurer
Chief Guide

The duties of the above positions are outlined in the Schedule A to these Rules

AND Committee Members (up to 10)

6.2 The Officers will be elected at the Annual General Meeting.

6.3 The positions of Secretary and Treasurer may be held by the same person.

6.4 The Committee may appoint any member to a vacant position in the list of Officers. Any person appointed under this Rule will hold office until the following Annual General Meeting.

6.5 An Officer's term of office shall run from the conclusion of the Annual General Meeting at which they are elected or the date of appointment if appointed under Rule 6.4 until the conclusion of the next annual General Meeting

6.6 Election of Officers

6.6.1 No later than *15th of June* the Secretary will call for nominations for Officers. Nominations are to be in writing with the names and signatures of the nominator, the seconder and the nominee. The nominee, nominator and seconder must be members of the club.

6.6.2 Nominations will close *7* days before the date of the Annual General Meeting

The procedures outlined below are one possible approach. It encourages people to put their names forward before the AGM and intended to deter unwilling or unsuitable people being nominated from the AGM itself

6.6.3 Procedure for election of President, Vice President, Secretary, Treasurer, and Chief Guide:

(a) If, at the closing date of nominations, no nominations have been received for a position then nominations will be called for that position at the Annual General Meeting and an election for that position will be held at the Annual General Meeting.

- (b) If at the closing date of nominations one nomination only has been received for a position then the person nominated for that position will be declared elected at the Annual General Meeting and no further nominations will be considered for that position.
- (c) If at the closing date of nominations more than one person has been nominated for any one position then there will be an election for that position at the Annual General Meeting. The election will be between those people nominated by the closing date and no further nominations will be called for at the Annual General Meeting.

6.6.4 Procedure for election of the Committee:

- (a) If, at the closing date of nominations, there are fewer than 10 nominations received for the committee then those nominated will, at the Annual General Meeting, be declared elected. Nominations for the remaining Committee positions will be called for at the Annual General Meeting and if there are more nominations than remaining vacancies then an election between those nominated at the Annual General Meeting will be held.
- (b) If, at the closing date of nominations, exactly 10 nominations for the Committee have been received then those 10 people will be declared elected to the committee at the Annual General Meeting and no further nominations will be accepted.
- (c) If, at the closing date of nominations, more than 10 nominations for the Committee have been received then there will be an election at the Annual General Meeting between those nominated by the closing date for the 10 committee positions and no further nominations will be accepted.

6.6.5 Where nominations are taken at the Annual General Meeting for any position then the nominee must either be present and agree to the nomination or must have provided their consent to the nomination in writing to the Secretary before the start of the Annual General Meeting.

6.6.6 Where an election for officers at the Annual General Meeting is required then it shall be by secret ballot. The Secretary will conduct the ballot unless the position of Secretary is involved in the election. If the position of Secretary is involved in the election then the Annual General Meeting shall elect a member present and entitled to vote to conduct the ballot.

6.6.7 For the election of officers the Chairman will have a deliberative vote only. In the event of a tie in the ballot for any position of officer the result will be determined by the single toss of a coin.

6.7 Termination of Office holder membership

6.7.1 Any Office holder may resign at any time by giving notice to the Secretary

6.7.2 Any office holder may be removed from office by the committee. A vote to remove an office holder must be carried by a 2/3 majority of those committee members present and entitled to vote.

6.7.3 A member removed from the committee under Rule 6.7.2 may appeal this decision following the procedure outlined in Rule 13 - Disputes

6.7.4 If an office holder is absent from three consecutive committee meetings without providing an apology accepted by the committee then they will be considered to have resigned from the committee unless the committee determine otherwise.

6.8 Officer Liability **Desirable**

6.8.1 The liability of each Officer (including any former Officer) is limited to the assets of the Club and is not a personal liability except for any loss attributable to:

- a. that Officer's own dishonesty or fraud; or
- b. the wilful commission or omission by that Officer of an act known by that Officer to be a breach of these Rules .

6.8.2 Each Officer, or former Officer, is entitled to a full and complete indemnity from the Club for any personal liability which he or she may incur in connection with that Officer acting or purporting to act as an Officer of the Club, provided that the liability is not attributable to the matters set out in 6.8.1

7 QUORUM AT MEETINGS

7.1 The quorum for any meeting of the Committee will be **50%** of the members of the Committee.

7.2 The quorum at any General Meeting will be the lesser of, **25%** of all members entitled to vote or **twenty** members present and entitled to vote

8 MEETING PROCEDURE

At all Committee meetings and General meetings the following will apply:

8.1 The President is entitled to chair the meeting. If the President is absent the Vice President will be entitled to chair the meeting. If both the President and Vice President are absent then the meeting will elect one of its members present and entitled to vote to chair the meeting.

8.2 All votes must be exercised in person.

If you want to provide for people voting who are not at the meeting then you need to include a procedure for enabling this . EG Can a member give their vote to another member (proxy) – what proof is required ? Can a person who is not present cast a vote beforehand - again what proof is required. What timeframes are required.

8.3 The Chairman of the meeting will have a deliberative and a casting vote for all motions other than the election of officers.

8.4 Except for the election of officers all voting will be by voice. The Chairman may request a show of hands on any motion. After the Chairman has announced the result of the vote any member

present and entitled to vote may immediately request a show of hands. Any two members present and entitled to vote may request a secret ballot provided that such request is made to the Chairman before the motion is first put to the vote.

- 8.5 If a secret ballot is called for, other than for the election of officers then the meeting will appoint two people present as scrutineers.
- 8.6 At any meeting a motion to disagree with a Chairman's ruling may be moved provided such motion is moved and seconded by two members present and entitled to vote immediately after the Chairman has made the ruling. Such a motion takes precedence over all other business and must be voted on before any other business is considered. A motion to disagree with the Chairman's ruling requires a simple majority of those members present and entitled to vote.

9 NOTICE OF MEETINGS

- 9.1 A meeting of the Committee may be called at any time by the President or Secretary, and *seven* days notice shall be given. Any *three* members of the committee may request in writing to the Secretary that a Committee meeting be held. A meeting called in response to such a request must be called by the Secretary or President within *fourteen* days of the receipt of the request by the Secretary.
- 9.2 A Special General Meeting of the Club may be held at any time by resolution of the Committee and must be held if the Secretary receives a written request by at least *six* financial members. Any such request shall set out in writing the business to be transacted at the requested meeting. The Committee shall call such a requested meeting within *twenty eight* days of the receipt of the notice.
- 9.3 Notice of all General Meetings must be provided to all members not less than *fourteen* days before the date of the meeting. Such notice must state the motions to be discussed at the meeting.
- 9.4 At any Special General Meeting only those items of which notice has been given may be discussed. The Chairman or a majority of *2/3* of those members present and entitled to vote may agree to waive this restriction.

10 ANNUAL GENERAL MEETING

The Annual General Meeting shall be held in the month of *July* in each year, or any other date as approved by the Committee, at a time and place fixed by the Committee and the business of such Annual General Meeting shall be:

- i. To consider the President's Report, *the Chief Guide's Report*, the Statement of Accounts and the Financial Reviewer's Report for the year ending on the *last day of May*.
- ii. To elect the Officers of the Club.
- iii. To elect a person who will review the Annual Financial Statements and accounts for the current year. Such a person may not be an officer of the club. Should this position become vacant during the year the Committee will appoint a replacement Financial Reviewer.
- iv. Any other matters which the Committee may determine.

- v. General Business

11 MANAGEMENT OF THE CLUB

- 11.1 Subject to these Rules, or to any instructions from a General Meeting, the entire management of the Club, and its property, including the control and investment of its funds, shall rest in the hands of the Committee.
- 11.5 The Committee may delegate the management of particular areas of the Club to a sub committee which must have a majority of committee members elected at the Annual General Meeting or appointed under Rule 6.4. The decisions of all such sub committees will be subject to approval by the full committee.
- 11.6 The President and Vice President will be ex officio members of any sub committees formed under rule 11.5
- 11.7 The Committee and any sub committees will always act to actively encourage the attainment of the Club's Objectives, ensure the well being of the Club as a whole, and both further and protect the interests of individual members in relation to matters related to the Club. The Committee or a General Meeting may resolve at any time to take an action which while not explicitly stated in the Objectives of the Club is considered, by the meeting, to be in the interests of the Club.

12 FINANCE

- 12.1 All moneys and other funds belonging to the Club shall be banked in such bank or banks as the Committee shall from time to time decide.
- 12.2 The financial year of the Club will start on *1 June* of each year and extend to *31 May* of the following year.
- 12.3 All withdrawals from the bank account will be endorsed by two signatories from a list of committee members as determined by the committee. At least one of the signatories must be the President, Secretary or Treasurer.
- 12.4 All instructions to the Bank from the Club shall be endorsed by two signatories from the list referred to in Rule 12.3
- 12.5 The surplus funds of the Club may from time to time, be invested by the Committee in such manner as may be approved by the Committee. All such investments shall be made in the name of the Club or in the name or names of such trustee for the Club as may be appointed for the particular purpose by the Committee.
- 12.6 The Club shall be authorised to:
 - (i) Buy, sell, exchange, develop and mortgage property,
 - (ii) Borrow money and give security for it and to issue negotiable instruments,
 - (iii) Receive and make gifts, enter contracts and leases,
 - (iv) Belong to other organisations with objectives similar to those of the Club

in such manner as the Committee may think fit.

- 12.7 Any borrowing of money or the issue of negotiable instruments must be authorised by a motion at a General Meeting.
- 12.8 No member of the club or any person associated with a member shall participate in or materially influence any decision made by the club in respect of the payment to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever.
- 12.9 Any such income paid to a member under Rule 12.8 shall be reasonable and relative to that which would be paid in an arms length transaction (being the open market value).

12.8 and 12.9 will be required by IRD if the club wants to apply for exemption from Income Tax and RWT

- 12.10 Members shall have no personal liability for the debts, contracts or other obligations of the club excepting where such debts or obligations are incurred as the result of unlawful actions in which case the members involved in the unlawful actions shall become personally liable.

13 DISPUTES Likely to be a mandatory requirement

- 13.1 If a member has a dispute with another member or with the committee then the member must advise the Secretary of the nature of the dispute and the names of other members involved within 21 days of the dispute being created.
- 13.2 The Committee shall then appoint a Dispute committee consisting of 3 people:
- (a) One who must be a member of the Committee and is nominated by the Committee
 - (b) One who is a member of the club and has been so for at least 5 years and is not a Committee member.
 - (c) One who is a member of the club and has been so for at least 2 years and is nominated by the member lodging the dispute
- 13.3 If the person initiating the dispute does not nominate a person referred to in 13.2 (c) within 7 days of being requested in writing by the Secretary then the dispute will lapse.
- 13.4 The Dispute Committee Chair will be appointed by the Committee. The Chair will have a deliberative vote only.
- 13.5 The Dispute Committee must meet within 21 days of notice of the member referred to in 13.2(c) being advised to the Secretary.
- 13.6 The member lodging the Dispute will have the right to attend and speak to the meeting called to discuss the appeal.
- 13.7 If a vote is required by the Disputes Committee then all members of the Dispute committee must vote.
- 13.8 The decision of the Dispute Committee is final and cannot be appealed against by the Appellant, the Committee or any other member of the club.

14 ALTERATION OF RULES

- 14.1 The provisions and effect of clause 12.8 and 12.9 (Payments to Members) and clause 17 (Winding-up) shall not be removed from this document, and shall be included and implied into any document replacing this document.

14.1 is also required by IRD

- 14.2 Notwithstanding clause 14.1 these rules may be amended, added to, or rescinded by resolution passed by a two thirds majority of those present and entitled to vote at any General Meeting of the Club for which notice of the proposed alterations has been given.

15 REGISTERED OFFICE

The Registered Office of the Club will be at such address as determined from time to time by the Committee.

16 CONTACT OFFICER **Likely to be required**

The committee each year will appoint one of the officers of the club to the position of Contact Officer as required by the Incorporated Societies Act

17 WINDING UP

This is a two step process to avoid an "impulsive" motion from the floor of a General Meeting

The Club will be wound up if at any General Meeting a majority of those present and entitled to vote resolve to wind the club up and the procedures in 18.1 and 18.2 are followed.

- 17.1 The decision taken at the General Meeting is confirmed at a Special General Meeting held not earlier than 30 days after the date of the meeting at which the first resolution was carried.
- 17.2 The motion to wind up the club at the Special General Meeting called under 18.1 is carried by a majority of 2/3 of those present and entitled to vote.
- 17.3 If any property or assets remain after the winding up or dissolution of the club and after the settlement of all the clubs debts and liabilities, then that property or assets shall not be paid to or distributed among the members of the Club but must be given or transferred to Federated Mountain Clubs of New Zealand Incorporated or any other Incorporated Society that has Objectives similar to the Club.

SCHEDULES TO THE RULES.

SCHEDULE A LIST OF DUTIES

This schedule is not part of the formal Rules and may be amended from time to the time by the Committee as appropriate.

President shall:

1. Be responsible for the running of the club.
2. Chair all meetings of the Club (refer Rule 8.1)

Vice President shall:

- 1 Stand in for the President when the President is unavailable (refer Rule 8.1).
- 2 Assist the President as appropriate.

Chief Guide shall:

- 1 Ensure a Trip List is produced and kept up to date.
- 2 Ensuring that Club Trips adhere to the safety protocols established from time to time by the Committee.
- 3 Support Trip Leaders as required in matters related to safety and administration of trips.
- 4 Ensure that the EPIRBS or PLBS owned by the Club have their registration details kept up to date at RCC (Rescue Coordination Centre)
- 5 In the event of an incident on a trip requiring contact with NZ Police, LANDSAR or RCC the Chief Guide will, if available, handle all club liaison with the authorities.

Secretary shall:

1. Receive, write and file all correspondence
- 2 Maintain minutes of all Committee and General Meetings
- 3 Conduct elections for the Officers each year
- 4 Ensure that notice is provided for all Committee and General Meetings
- 5 Liaise with the Membership person on matters related to membership
- 6 be the Contact Officer unless determined otherwise by the committee

Treasurer shall

- 1 Maintain the financial records of the Club
- 2 Ensure that correct procedures are followed in handling the club finances.
- 3 Provide a report to each Committee meeting on the financial position of the club.
- 4 Prepare a set of Annual Accounts and arrange for their review by the financial reviewer.
- 6 Ensure that copies of the Annual Accounts are available at the Annual General Meeting.
- 5 Ensure a copy of the Annual Accounts is provided to the Registrar of Incorporated Societies.
- 6 Liaise with the Membership person on matters related to membership

Other positions:

The Committee may appoint people to the following positions. People appointed to these positions may or may not be members of the Committee and people may be appointed to more than one position

- a. *A Newsletter Editor whose task is to endeavour to produce a Club Newsletter at least twice a year. The content of the Newsletter will be subject to the general direction of the Committee.*
- b. *A Webmaster whose task is to maintain the content of the Club website subject to the general direction of the Committee.*
- c. *A Gear Steward whose task is to maintain a record of equipment owned by the Club and make the equipment available for use on such terms as determined by the Committee.*
- d. *A Supper Coordinator whose task is to ensure there is supper available at normal Club meetings.*
- e. *A Newsletter / FMC Bulletin Distributor whose task is to ensure the Club newsletter and the FMC Bulletin are distributed to all members.*
- f. *A Membership Officer whose task will be to maintain a register of members and their contact details and to make this register available to members on request.*
- g. *A Club Night Programme coordinator whose task will be to organise speakers and activities for normal Club Meetings.*
- h. *An Assistant Chief Guide.*
- i. *Any person to any position the committee deems desirable for the management of the club.*

SCHEDULE B Conduct on Club activities

This schedule is not part of the formal Rules and may be amended from time to the time by the Committee as appropriate.

Add any statements here your club might want to establish about conduct on trips

EG Firearms, Dogs, Alcohol, Cellphones, Abiding by Trip Leaders rules

Right of Chief Guide/Trip leaders to determine who can go on a trip