

# UNDER THE INCORPORATED SOCIETIES ACT 1908

## THE RULES OF RANGATIRA ALPINE SPORTS CLUB INCORPORATED

(These Rules Rescind All Previous Rules)

### 1 TITLE

The name of the Club is **RANGATIRA ALPINE SPORTS CLUB INCORPORATED**.

### 2. INTERPRETATION

In these Rules, unless a contrary intention appears, "Club" means "The Rangatira Alpine Sports Club (Incorporated)". "Committee" means the Committee for the time being appointed under these Rules. "Skiing" means both the sports of skiing and boarding. "Year" means the financial year of the Club which shall extend from the first day of January in any year until the thirty-first day of December (both inclusively) in the same year. "Major Transaction" means a single or series of related transactions that in aggregate is an amount that is equal to or greater than 25% of the Club's gross revenue for the preceding season. "Email" means any form of accepted electronic communication for delivery of documents or text.

### 3. OBJECTS

The objects for which the Club is established are:

- a) To engage in, develop or encourage the sports of skiing, snowboarding, tramping and mountaineering in New Zealand.
- b) To purchase, build, establish or maintain club houses, huts, shelters, and skiing grounds, ski tows or other transport related to the said sports, and to provide other facilities for the above sports or to assist in doing so.
- c) To affiliate, to become a member of or enter into any other relation (whether involving pecuniary obligation or not) with any association or body having the National or District control of any of the sports aforesaid.
- d) To co-operate with Governmental agency or other organisation, firm, body or person connected with the provision of accommodation, equipment or facilities for persons taking part in the above sports or concerned with the promotion thereof.
- e) To donate moneys to any Association, body or person any of whose activities may be beneficial to the Club or to any fund created for the promotion of any of the said sports or for any purpose of special interest to the Club.
- f) To promote social activities and good fellowship amongst the members or between the members and others and to provide entertainment for members in a healthy and safe environment.

- g) To acquire by purchase, lease, hire, gift or otherwise and to sell or otherwise dispose of, lease, let, lend, mortgage, charge or otherwise deal with any real or personal property for or in connection with any of the aforesaid objects.
- h) To engage and employ such staff and other assistance and to vote moneys therefore and to purchase or hire such equipment as may be necessary for the purpose of carrying out these objects.
- i) To raise money in any manner for any such objects.
- j) To secure the payment of moneys owing or to become owing by the Club or the performance of any of its obligations by way of mortgage, instrument by way of security, debenture or pledge in any other manner whatsoever upon all or any of its property, present or future.
- k) To protect native flora and fauna and the natural features of scenery of the country and the encouragement of either.
- l) To form and maintain a library of literature connected with the objects of the Club and the publication and issue of a Club journal.

#### **4. COLOURS**

The Club colours shall be Ming Blue and Black and White.

#### **5. MEMBERSHIP**

The Club membership shall consist of Life, Ordinary, Junior, Midweek, Honorary and Associate members.

##### **a) Life Members**

The Committee shall appoint a Life Subcommittee whose purpose is to accept, consider and recommend nominations for election as a Life Member; such recommendations to be submitted at the next Annual General Meeting (AGM). Nominations to the Life Subcommittee for Life Membership may be submitted by any Member, other than an Associate or Junior Member, before the end of the calendar year preceding the AGM.

The Life Subcommittee shall consist of five (5) Members of the Club, two (2) of whom shall be Committee Members and at least one (1) of whom shall be a Life Member (if any are alive at the time of such nomination).

A Life Membership must be elected by no less than two-thirds of Members voting in person or by proxy at a properly convened General Meeting.

To be nominated as a Life Member, the Member must have been a Member of the Club for at least twenty (20) years, be a current member at the time of nomination, and have rendered services to the Club of an exceptional and enduring nature and/ or in the furtherance of the Club's objects that is material in shaping the Club's future.

An elected Life Member is entitled to all the privileges of membership without payment of the annual subscription or any lodge fees.

There shall be no more than ten (10) surviving Life Members at any one time.

b) **Ordinary Members**

Shall be persons aged eighteen (18) years or over on the 1<sup>st</sup> day of January of the year their status is in question.

c) **Junior Members**

Shall be persons aged seventeen (17) years or under on the 1<sup>st</sup> day of January of the year their status is in question. Only Ordinary, Midweek or Life Members may elect to have any of that Member's children included as Junior Members upon payment of whatever entrance fee and/or subscription the Committee shall decide upon from time to time to enable such person to be so included. No child of an Associate Member may hold membership status. Junior Members shall not be eligible to vote at any meeting of the Club or to nominate anyone for membership.

d) **Midweek Members**

Shall have the same voting privileges as an Ordinary Member, but shall only enjoy booking privileges as shall be determined from time to time by the Committee

e) **Honorary Members**

The Committee shall have the power by the unanimous vote of those present and voting to elect Honorary Members of the Club for a term not exceeding three (3) years. Honorary Members shall pay neither entrance fee nor subscriptions whilst they are Honorary Members. They shall be entitled to all the privileges of membership except that they shall not vote upon any question affecting the finances of the Club and shall not qualify to serve upon the Committee.

f) **Associate Members**

Any Ordinary or Midweek Member may elect to become an Associate Member. By doing so any child of that Member who is a Junior Member shall lose their membership status.

Associate members may receive newsletters, website access and other notices of the Club, shall be entitled to use the Club's facilities at non-members rates with Member booking privileges, but limited to a maximum of two (2) nights per season; further bookings shall be subject to non-member booking rules as shall be determined from time to time by the Committee. Associate Members shall not be eligible to vote at meetings of the Club, to nominate anyone for membership or to serve on the Committee.

An Associate member (and their children who may have been Junior Members) can, upon payment of whatever entrance fee and/or subscription the Committee shall decide upon from time to time, upgrade to Ordinary or Midweek Membership.

f) **Other**

From time to time the Committee may form other subcategories of membership (including, without limitation, Senior, Intermediate, Youth and Child) for the purposes of setting differential rates for entrance fees, subscription or tariff rates. These subcategories shall be governed by the main definition of each class of membership and age group as defined above.

## **6. ELECTION OF ORDINARY MEMBERS**

- a) The power to elect Members other than Life Members shall be vested in the Committee.
- b) The total number of Ordinary Members hereof shall be limited to such total number of Members as shall be determined annually by the Committee and approved by the Club at the AGM, increased by such number of Junior Members electing to become Ordinary Members in each year in excess of the vacancies for Ordinary Members available.
- c) Any person who is of known good character and interested in the objects of the Club shall be eligible for membership.
- d) Every candidate for election as an Ordinary or Midweek Member shall be nominated in the manner and on the form prescribed by the Committee and shall be proposed by one and seconded by another Ordinary or Midweek Member of the Club both of whom shall have personal knowledge of the candidate. The candidate may be elected at any duly convened meeting of the Committee by the votes of two-thirds of those members of the Committee present and voting at such meeting and such election shall be valid notwithstanding any irregularity in the nomination.
- e) Any Junior Member, on attaining the age for eligibility as an Ordinary Member, shall be entitled to be elected an Ordinary Member on payment of the appropriate entrance fee and subscription.
- f) The Secretary shall forthwith send to each candidate elected as an Ordinary or Midweek Member written notice of election.
- g) The Secretary shall forthwith send to any candidate not elected written notice to that effect.
- h) It shall be the responsibility of each and every Member to ensure that for all purposes that Members correct and an up-to-date postal address, contact phone and email address is properly advised to the Club Secretary.

## **7. SUBSCRIPTIONS**

- a) Every Member shall within twenty-eight (28) days of the issuing of notices requiring payments of the same, and forthwith upon his or her election to the Club in the case of a new Member, pay to the Club as annual subscription of such amount as shall from time to time be fixed by resolution of the Committee.
- b) Every Member shall, in addition to all other moneys payable by him or her, forthwith pay to the Club further subscriptions, dues, fees, penalties or levies as determined by the Committee from time to time and which the Committee shall consider necessary or expedient for the purpose of furthering the interests of the Club and its members.
- c) Any Member who is in arrears with any subscription, payment, due, fee, penalty or levy shall not be entitled to enjoy or use the Club's privileges or property.

## **8. CESSATION OF MEMBERSHIP**

- a) Any Member may resign by notice in writing to the Committee but shall be liable to pay all subscriptions and moneys falling due before such notice.
- b) Every Member whose subscription is unpaid after 30 June ceases to be a Member of the Club. The Secretary shall notify each such Member of the cessation of his or her membership. On payment of the overdue subscription, the Committee shall have the discretionary power to reinstate such a Member.
- c) Members reinstated under the preceding rule, and Members who have resigned from the Club and wish to rejoin if reinstated, may be subject to a rejoining fee.
- d) The Committee may, by a resolution passed by two-thirds of those present, expel from membership or suspend from any privileges of membership any Member willfully disobeying any of these Rules or any by-law regulation or decision lawfully made by the Committee or the Club in General Meetings, or being guilty of any conduct rendering them in the Committee's opinion unfit to be a Member of the Club.

Provided that before expelling such Member the Committee shall call upon them for any explanation of their conduct and shall hear what they may wish to say in their defense. The decision of the Committee thereafter shall be final.

- e) The Club Captain and/or any other person appointed by the Committee shall have the power to suspend any Member, not being a Life Member or member of the Committee, from the enjoyment of all or any of the privileges of membership until the next meeting of the Committee or for a period of not more than one (1) month, whichever is the lesser period.

## **9. OFFICERS AND ELECTION OF COMMITTEE**

- a) The Club shall have the following Officers:
  - President
  - Club Captain
  - Secretary
  - Treasurer
  - Property Manager

all of whom shall be Members with the exception of the Treasurer (who need not be a Member). The seniority of positions shall rank in that order. The Committee of the Club shall consist of no more than twelve (12) persons (reduced to eleven (11) if there is no immediate past President), including the Officers, Committee Members and immediate past President, who shall be a Committee Member ex-officio for a period not exceeding twelve (12) months from the date s/he ceased to be President and providing that s/he is a financial Member.

- b) The Officers and Committee Members shall remain in office from the conclusion of the AGM at which they are elected to the conclusion of the next AGM, and shall be eligible for re-election subject to the following:

- i) Subject to (ii), no person is eligible for election to the Committee for more than ten (10) years in any twelve (12) year period;
  - ii) A person elected President is eligible for re-election as President for a maximum of four consecutive years immediately succeeding the first year of office;
  - (iii) For the purpose of this rule, time served shall be calculated from 1 April 2009.
- c) Every candidate for election as an Officer or to the Committee shall be nominated in writing by two (2) Members and such nomination, signed by the nominee, shall be in the hands of the Secretary not less than seven (7) clear days prior to the date of the AGM. If the candidates so nominated and eligible to fill the respective offices equal the number required they shall be deemed to have been duly elected at the meeting. If there are more nominees than there are vacancies an election shall be conducted by ballot at the meeting unless ten (10) of the Members resolve by a show of hands that such ballot shall be a postal ballot taken from all Members. If there are fewer nominees than there are vacancies the nominees shall be deemed to have been elected at the meeting and the vacancies shall be filled either at the meeting or by ballot as aforesaid or by co-option by the Committee.
  - d) In the event of a vacancy occurring among the Officers or Committee Members during any year the Committee may fill the vacancy provided always that the appointee shall retire at the next Annual General Meeting, but shall be eligible for re-election subject to the provisions of rule 9(b).
  - e) Any member of the Committee, except an ex-officio Member, failing to attend three (3) consecutive committee meetings (either in person or remotely), excluding however, any meeting convened under urgency as defined under rule 11(c), shall cease to be a Committee Member. Any Committee Member ceasing by this rule shall not be eligible for re-appointment under rule 9(d).
  - f) The Committee may, by a resolution passed by three-quarters of its members, expel any member of the Committee. Any Committee Member expelled by this rule shall not be eligible for re-appointment under rule 9(d)

## **10. POWERS OF COMMITTEE**

- a) The management and internal policy of the Club shall be vested in the Committee which may exercise all rights and powers of the Club not required by statute or these Rules to be exercised at a General Meeting, provided that if not less than one-third of the Committee may deem any matter or proposal to be of special importance or significance then such matter or proposal shall go before a General Meeting of the Club be convened for such purpose.
- b) Subject to rule 10(a) hereof, the Committee may from time to time make such decisions, by-laws or regulations in relation to the lodges or other matters as it shall from time to time think fit, and may at any time rescind, vary, waive or suspend any such decisions by-law or regulation.
- c) The Committee may set up subcommittees whose members need not be members of the Committee and may delegate to any such subcommittee such powers and

authorities as it thinks fit.

- d) The Committee shall have the control and management of all property of the Club, may purchase, acquire, merge or dispose of assets, may invest its funds as it thinks fit and may borrow money on the Club's behalf and mortgage or otherwise charge all or any of the Club's assets to secure the same or any other moneys owing by the Club.
- e) The Committee may appoint such Lodge Captains (who shall be Committee Members) and Custodians (who need not be Members) as may be required to carry out such supervision and administration as the Committee shall direct of any hut or lodge which the Club may own or have any legal interest in. The Custodian shall be the senior Lodge Officer and the Lodge Captains shall be responsible to the Committee. The Custodian shall also be responsible to the Lodge Captain for any lodge or ski hut to which they have been appointed.
- f). Notwithstanding the provisions contained in rules 10(a)-(e) hereof, any Major Transaction must be approved by not less than 50% of members voting (in person or by proxy) at a properly convened General Meeting.

## **11. COMMITTEE MEETINGS**

- a) A meeting of the Committee may be convened at any time by the President, the Secretary or the Club Captain and shall be convened by any of such officers within seven (7) days after the receipt by him or her of a requisition signed by any four (4) members stating the purpose of the proposed meeting.
- b) At any meeting of the Committee a quorum shall be five (5). The senior Officer present at the meeting shall be the Chairperson thereof and if s/he is not prepared to so act the meeting shall elect a Chairman. Except as otherwise herein provided all business of the Committee shall be decided by a majority vote and the Chairperson shall have a casting vote in the event of there being a deadlock.
- c) Written notice of every meeting of the Committee shall be delivered by email or such other means appropriate to each member of the Committee not less than seven (7) days before the time fixed for the meeting, and notice stating the nature of the business to be dealt with at such meeting delivered by email or such other means appropriate to each member of the Committee not less than forty-eight (48) hours before the time fixed for the meeting, provided always that in the case of any urgent Committee business the President or the Secretary or any Officer for the time being presiding over meetings may summon together such members of the Committee, not being less than four (4), as can be convened in the time available and such meetings shall be deemed duly convened Committee meetings for the purposes of such business and rule 11(b) as to the quorum required by a meeting of the Committee shall be read subject to this rule.

## **12. GENERAL MEETING**

- a) A General Meeting of the members of the Club to be known as the Annual General Meeting (AGM) shall be held every year at a date and place to be stated by the Committee, but not later than the 1<sup>st</sup> day of April in any year.

- b) The business of the AGM shall be the consideration of the Report, Balance Sheet and Income and Expenditure Account, the election of Officers and Committee Members, and such other business as shall be specified in the notice of meeting.
- c) The Club shall, at the AGM, appoint an Auditor who shall not be a Member of the Club.
- d) A Special General Meeting (SGM) may be called at any time by order of the Committee and shall be called by the Secretary on receipt of the requisition signed by at least fifteen (15) Members giving particulars of the business to be transacted and shall be called not less than fourteen (14) days and not more than thirty (30) days from the receipt of the requisition. No business shall be dealt with at a SGM except that specified in the notice thereof.
- d) Written notice of the date and place of every General Meeting shall be posted by the Secretary to all Members not less than fourteen (14) days before the meeting, but the accidental omission to notify any Member or Members shall not invalidate the meeting if this Rule has been substantially complied with.
- e) Fifteen (15) Members personally present shall be a quorum for any General Meeting. If, within half an hour of the time appointed for any meeting, a quorum is not present the meeting shall stand adjourned to the same day in the next week at the same time and place and if, at such adjourned meeting, a quorum be not present, those Members who are present at such adjourned meeting shall form a quorum and may transact the business for which the meeting was called.
- f) The President shall preside at all General Meetings, and in his/her absence, such Member shall preside as the meeting shall appoint.

### **13. VOTING**

- a) At all General Meetings every Member present in person shall be entitled to one (1) vote except as provided in rule 5 hereof. Absent Members may vote by proxy which proxy shall be in writing and in a form satisfactory to the Chairperson of the meeting. Such proxy form must be delivered to the Secretary at least forty-eight (48) hours before the meeting. Subject to rule 9(c) hereof, voting shall be by show of hands unless a ballot is demanded by ten (10) or more Members present. Such ballot shall be taken at the same meeting. A postal ballot shall be allowed only for those occasions specifically provided herein.
- b) The Chairperson at any General Meeting or at any Committee meeting shall have both a deliberative and casting vote.
- c) The Committee may at any time take a postal ballot of the Members upon any matter within the jurisdiction of the Committee and the result of such ballot shall bind the Committee.
- d) The Committee shall determine in what manner any postal ballot (which may include electronic mail) authorised by this Rule shall be taken.

#### **14. FINANCES**

- a) The Committee may if it thinks fit deal with all matters relating to the fixing of the subscription, payment of any entrance fee, the subscription to debenture and method of payment thereof, the imposing of all levies due and payments and all other matters relating to the raising of finance generally, provided that if not less than one-third of the Committee deem any such proposed imposition, increase or alternation to be of special importance or significance then such matter or proposal shall go before a General Meeting of the Club convened for such purpose.
- b) All moneys received by the Club, unless otherwise specified by the donor in the case of donations, shall be under the control and direction of the Committee and shall be applied as it shall direct. The Committee may refuse to accept any donations.
- c) Any Member of the Club, or any person associated with a Member of the Club, who undertakes work for the Club in a professional capacity must be suitably qualified to undertake that work and it must be carried out in the normal course of their profession. Payment for services rendered under this clause shall be remunerated on an arm's length basis.
- d) The Club is authorised to operate a bank account in accordance with best practice.
- e) The financial year of the Club shall end on the 31<sup>st</sup> day of December in each year and the accounts shall be made up to that date.
- f) The Club's accounts shall be audited in accordance with rule 12(c) above as soon as practicable on the closing of the financial year. If audited accounts are not presented at the AGM then such audited accounts are to be filed with the Registrar of Incorporated Societies no later than 30 June of the year following the year to which the accounts relate and any changes to the accounts presented at the AGM as a result of the audit shall be notified to the Members via the Club website or such other appropriate media as may be determined by the Committee. The Committee shall be empowered to arrange for a special audit at any time should it think fit.

#### **15. PROPERTY, FUNDS AND MANAGEMENT**

- a) No land, buildings or vehicles owned by the Club shall be sold, or shall be let or leased for more than sixty (60) days at a time, without the prior consent of the Club at a General Meeting.
- b) The Committee shall not in any financial year, without the authority of a General Meeting, make any single donation being an amount exceeding four (4) times the Ordinary Member subscription for the time being, or make donations in aggregate being an amount exceeding eight (8) times the Ordinary Member subscription for the time being.

## **16. WINDING UP**

- a) The Club shall be wound up voluntarily if at least two-thirds of the Members present and voting at a Special General Meeting of the Club pass a resolution requiring the Club so to be wound up; and that resolution is confirmed by at least two-thirds of the Members present and voting at a subsequent General Meeting called for that purpose and held not earlier than thirty days after the date on which the resolution to be confirmed was passed.
- b) Upon the winding up or dissolution of the Club, whether pursuant to rule 16(a) above or otherwise, the property, assets and funds of the Club shall, after the discharge of all liabilities of the Club, be donated to an organization that has similar objectives as the Club. Such organization to be determined by resolution of two-thirds of Members voting at the second Special General Meeting of the Club referred to in rule 16(a).

## **17. OFFICE**

The office of the Club shall be at the home of the Secretary or such office as the Committee may from time to time determine. The Registrar of Incorporated Societies shall be notified whenever the location of the office changes.

## **18. SEAL**

The seal of the Club shall be inscribed with the words 'The Common Seal of the Rangatira Alpine Sports Club Incorporated'. It shall remain in the custody of the Secretary and shall only be affixed to a document pursuant to a resolution of the Committee and in the presence of two (2) Members of the Committee and either the President or Secretary who shall attest the sealing.

## **19. ALTERATION OF RULES**

No Rule shall be altered, rescinded or added except pursuant to a resolution passed by a majority of two-thirds of the Members in person or by proxy and voting at a General Meeting of the Club.

## **20. MATTERS NOT PROVIDED FOR**

If a dispute arises at any time in respect of a matter which is not provided for in these Rules, or any doubt exists as to the interpretation of these Rules, or any other matter shall arise pertaining to the Club, its property or interests, the same shall be determined by the Committee whose decision shall be conclusive and binding on all Members unless revoked at a SGM held not later than the next following AGM, or by that AGM.

Signed and sealed