

Rangatira Alpine Sports Club Incorporated

Substantive Proposed Changes to the Constitution

Executive Summary

The current RASC constitution (“The Rules of Rangatira Alpine Sports Club Incorporated”) is ostensibly the version written in 1968 and has changed little since 1990.

The current and past committees have agreed that there is a need to reduce the size of the committee, as was communicated at the last AGM, and that other aspects of the document were in need of review.

As a result, an extensive review of the current constitution has been undertaken by the present committee with a view to modernise, enhance and add clarity to a number of rules. A number of other ski club constitutions were referred during this exercise to ensure that we are consistent with, or ahead of, the competition. The club solicitor has also reviewed the document.

The substantive proposed changes, and the reasons for the changes, are set out below. We welcome debate and challenge to any of these proposed changes; a dialogue will be made available to you on the club website for this purpose.

It is proposed that this revised constitution will be presented at the next AGM and voted upon in accordance with rule 16 of the current constitution.

Proposed Changes

1. Rule 2 - Interpretation.

This new rule is aimed at providing clarity to a number of words, names or terms. Of particular note is the reference to “Major Transaction”, the purpose of which is to define at what level a transaction needs to be before it must be approved at a general meeting. Inflation is neutralized by indexing the definition to revenue.

2. Rule 3(f) – Objects

The inclusion of, and reference to, health and safety.

3. Rule 5 – Membership

Child has been changed to Junior, and we have added a new membership category – Midweek.

Life Membership has had a significant makeover. This rule now sets the framework for selection of a Life Subcommittee, and guidelines for them and the membership on what constitutes a suitable candidate for nomination. In addition, we are proposing a limit on the number of life members with the view that this is an exclusive category and that the bar for admission should be set very high.

Junior Members – it is proposed that a junior can only be a member so long as at least one adult in their family is also a member.

Midweek Members – this sub clause defines their voting and booking privileges.

Honoray Members – the proposal is to increase the term from two years to three years. It was felt that if a person is deserving of this membership, a two-year term was too short.

Associate Members – this form of membership has become more popular with those members who don't use the lodges very often. The proposed changes reflect those above under "Junior Member" (i.e. children of associate members cannot themselves be members) and now provide a guideline as to what booking privileges are permitted, and to limit those rights. This membership was designed to allowing members to "park" their membership for family reasons, travel etc., with the view that they would return to full member status at some time in the future. It was not designed to be a low cost membership option.

Other – over the years we have introduced other subcategories of membership such as senior, intermediate and child. The constitution clearly defines that you are an ordinary member if you are 18 years or older, or a junior member if you are under 18. Any subcategory within these age bands is purely for the purpose of differential rating for subscriptions and tariffs and not a different membership. This "Other" sub clause allows the committee to introduce, alter or delete any subcategories for the purposes of rate changes only, without affecting the underlying member categories as defined in the constitution.

4. Rule 8 - Cessation of Membership

8(b). The committee spends considerable time each year chasing unpaid subs. This change puts the responsibility directly on the members and defines a close-off point that allows the committee to accept new applications for membership prior to the forthcoming season.

Rule 8(c) allows a member removed by 8(b) to be reinstated.

5. Rule 9 - Officers and Election of Committee.

There was much debate for the need of a vice president position (never mind two vice president positions). It was decided that there is no need and that the ranking of the officers, as per rule 9(a), addressed who would be in control in the event the president wasn't available.

Further, we propose that the secretary must be a club member. This position requires detailed knowledge of the members, constitution and operation of the club; unlikely to be found in someone who is not a member.

We also propose that the secretary cannot also be the treasurer. The reasoning behind this is that this club is of such size that both positions are quite demanding and that it would be unreasonable to expect a volunteer to perform both roles.

We are proposing to add a new officer – property manager. This person will be responsible for the physical assets of the club, their maintenance and replacement. With assets valued at approx \$3.0m, there is a need to have this area of the club well represented.

As mentioned previously, the committee is considered to be too large. Under the current constitution there are 16 positions on the committee, if all are filled. The proposal is to reduce this by four and to reduce the past president term by one year. This change would mean there would be eleven committee members if there were no past president. The committee average attendance this year was 11, with 9 at the last two meetings. It was noted that the smaller meetings functioned well.

Rule 9(b) has been amended to provide a maximum committee member term to encourage a flow of new blood through the committee, but not at the expense of losing experience. In addition, a maximum term of 5 years is being proposed for the president to ensure that the club has continuity of fresh leadership.

Rule 9(f) has been the subject of considerable debate as it was exercised this year, possibly for the first time. It was decided that attendance at the regular committee meetings (note there are only 11 each year) was mandatory and an implied condition of being elected to the committee. To that end, the “three-strikes” rule has been retained. Changes, however, include the removal of “leave of absence” as there was no definition of what constituted “leave of absence”. It was felt that if anyone could not attend three meetings in a row, their seat should be vacated to allow someone else to fill the role. Additionally, “Sub Committee” has been removed on the basis that an elected committee member could attend all committee meetings but be struck out for not attending non-elected subcommittee meetings. It is likely under the proposed new structure that there will be more subcommittees for one-off projects, with non-committee members on them. We have also excluded from this rule any meetings convened under urgency, where virtually no notice need be given. Lastly, we have removed the possibility that a person removed under the “three-strikes” rule be permitted to be reinstated under rule 9(e), which made a nonsense of the whole process.

Rule 9(g). There is currently no mechanism in the constitution to remove a committee member other than the “three-strikes” rule, or the next AGM. This rule gives the committee the power to remove a committee member, including the president, by a resolution passed by three-quarters of the committee members.

6. Rule 10 - Powers of the Committee

Rule 10(e) has been modernised to reflect our current situation where we employ custodians to manage the lodges during the season, and in some cases the custodians may not be members.

Rule 10(f). At present there is no guidance as to how much financial power and control the Committee should have. Under this clause a “Major Transaction” must be approved at the AGM. Therefore, the committee can now approve any transaction that does not meet the definition of a “Major Transaction” i.e. a single or series of related transactions that in aggregate is an amount that is less than 25% of the club’s gross revenue for the preceding season. Based on 2009 numbers, a major transaction would be \$60,000 or more.

7. Rule 11 – Committee Meetings

This rule has been modernised to reflect current communication technology, and the speed at which information can be delivered. The agenda time frame has been reduced from 72 hours to 48.

8. Rule 12 – General Meeting

It is proposed that the auditor appointed at the AGM shall not be a member. This is to ensure impartiality.

9. Rule 14 – Finances

Rule 14 (c) has been added to reflect the difficulty of getting voluntary labour or skills, and where the burden has fallen on a few individuals or the work is outsourced. The intent of this rule is to employ members, who have knowledge of the club and lodges and skills for the job, ahead of non-members for major projects that are unlikely to be completed via a normal, or series of, work parties.

Rule 14(f) has been modified to take into account that our year end is in the middle of the Christmas holiday season; and that the club is reliant on voluntary labour to complete the accounts, have them audited, printed and delivered to all members 14 days before the AGM (this usually means 10-14 March).

The intent is to still have the accounts audited for the AGM, but allows a fall back position in the event they are not. The proposed deadline for the audited accounts is 30 June. The current constitution only provides that the accounts must be audited, it doesn't state by when.

10. Rule 15 – Property and Management

Rule 15(a). 14 days has been amended to 60 days. This allows the committee to lease the lodges, should it choose to, to an operator over the summer months without the need to call a general meeting for such purpose.

11. Rule 16 – Winding Up

This rule has been re-written to ensure we are compliant with our tax-free status in that no member shall profit from the operation of the club, or in this case, profit from the closure of the club.

12. Rule 17 – Office

A new rule defining where the official office of the club shall be.

13. Rule 20 – Matters not Provided For

This rule continues to allow the committee to determine any issues of interpretation, but with the new addition that this determination can be overturned at an SGM or the next AGM.