**CONSTITUTION of the OTAGO UNIVERSITY TRAMPING CLUB (Inc.)**

Effective 16 September 2019

**PART I. INTRODUCTION AND GENERAL ADMINISTRATION**

1. **Name and Registered Office**
   1. The name of the Club shall be "Otago University Tramping Club (Incorporated)".
   2. The Registered Office of the Club shall be the Otago University Students Association (OUSA) Recreation Building, 84 Albany St, Dunedin.

#### Affiliation

* 1. The Club shall be affiliated to the Otago University Students Association.
  2. The Club shall be affiliated to the Federated Mountain Clubs of New Zealand.
     1. Membership to FMC must constitute at least 25% of the total Club membership for the previous year.
  3. The Club shall be subject to the Rules of any association to which it is affiliated. Where there is conflict between the Rules of the Club and the association to which it is affiliated the Committee shall deem which are appropriate to follow. This choice shall be based on meeting the Objectives of the Club (subject to Rule 4).

# **Interpretation**

* 1. “Club” means “Otago University Tramping Club (Inc.).”
  2. “Committee” means the current standing Committee appointed at an Annual General Meeting (AGM) (subject to Rules 7-8).
     1. Where this applies to voting at Committee meetings, “Committee” is to be interpreted as the members of the current standing Committee present at the meeting.
  3. Definitions:
     1. “Resolution” means a motion that has been moved by one Committee member and seconded by another at a Committee meeting.
     2. “Special resolution” means a two-thirds majority vote of those present and able to vote at the meeting.
     3. “Simple majority vote” means at least 50% of those present and able to vote at the meeting.
     4. “Regular Club activity expenses” include petrol, food for shared meals, accommodation costs and other justified costs of this nature.

## Club Objectives

## The primary Club Objectives are to promote and support tramping, rock climbing, mountaineering, and other related outdoor activities.

## The secondary Objectives of the club are:

i. To equip members with the knowledge and skills necessary to act in a safe and responsible way in the backcountry;

ii. To make minimal impact on the environment while actively promoting the principles of kaitiakitanga (stewardship) and engaging with conservation activities;

iii. To publicly advocate for the conservation of and unfettered access to public land, especially conservation areas, tracks and huts administered by the Department of Conservation;

iv. To support external outdoor organisations that are consistent with the Club Objectives.

## Members will be encouraged to participate in these activities with an unhealthy degree of enthusiasm and style.

## Common Seal

* 1. The official Common Seal shall be the emblem displayed below:



* 1. The common seal of the Club shall be kept by the Secretary.
  2. Where the Club enters into correspondence for any purpose with an external organisation, including affiliates, the Common Seal shall be applied to said correspondence.
     1. The Common Seal shall not be affixed to any document, instrument, deed, writing, paper, electronic use, or other thing without approval from the President, Vice President, or Secretary.

**PART II. MEMBERSHIP**

## Membership

## Membership Types

* + 1. Ordinary Member: Any person who has paid the appropriate subscription fees and filled in the membership form shall be considered an Ordinary Member of the Club until their membership is resigned or lapsed.
       1. There shall be three periods of Ordinary Membership, Semester One, Semester Two and Whole Year (subject to Rule 6.4).
    2. Life Member: two thirds of those present and voting at an Annual General Meeting may elect any person to the status of Life Member.

## Ordinary members joining the Club shall:

* + 1. Fill out the membership form to the best of their ability and knowledge.
    2. Pay the required subscription fee for the length of their membership.
    3. Receive a receipt for the subscription paid.
    4. Be given information on how to access the proposed activities of the Club.

## Life members of the Club shall:

* + 1. Receive proof of membership if they request it.
    2. Be given information on how to access the proposed activities of the club if they intend to participate.

## Membership Periods

## Whole year ordinary membership shall run from the day of joining until the beginning of the same semester the following year.

## Single semester ordinary membership shall run from the day of joining until the beginning of the following semester.

* 1. Committee to determine membership subscription fee
     1. At the first club meeting of the year before Club’s Day, the Committee shall, by simple majority vote, determine the membership subscription fees for that year.
     2. If the Committee takes no vote at this time, the subscription for each ordinary membership category shall remain the same as in the previous year.
  2. Life Membership
     1. Life Membership shall last from the date the person is elected to Life Membership until the day they die or until they choose to resign from membership of the Club.
     2. Life members shall not be required to pay an annual subscription.
  3. Duties of Members
     1. Members shall be encouraged to support the Objectives of the Club.
     2. Members shall notify the Committee of any changes to their contact details.
  4. Member Entitlements
     1. Members shall be entitled to use the Club facilities, and to participate in Club activities in a manner consistent with the Club Objectives.
     2. Members shall be entitled to use Club equipment subject to the discretion of the Committee members, having regard to safety and Club purposes.
     3. Members shall be entitled to vote at a General Meeting.
     4. Each Club Member shall be entitled to a copy of the “Antics Journal” from the year of their membership; except Life members who have not paid for a copy and International Ordinary Members who have chosen not to pay for the mailing.
     5. Members shall be entitled to reimbursement for any justified regular club activity expenses, at the discretion of the Treasurers. Regular club activity expenses are defined in Rule 3.3.4. No other financial gains are allowed.
     6. Reimbursements for any exceptional expenses must be approved by general resolution of the Committee.
  5. Member Resignation
     1. Any member after having paid all amounts owing to the Club may resign by giving the Committee notice in writing to that effect.
     2. Ordinary members will be deemed to have resigned from the Club after the passing of the last day of their membership period subject to Rule 6.4.
     3. A Life Member may resign from the Club at any time by giving the Committee notice in writing to that effect.
  6. Member Expulsion and Suspension
     1. The Committee may under extreme circumstances choose to expel or suspend a Club member. Such circumstances include any member wilfully disobeying any of these Rules or being guilty of any conduct rendering him or her unfit in the opinion of the Committee to be a member of the Club. Suspension may also be used in circumstances of non-payment of expenses related to Club activities, equipment rental, or the loss or damage of Club equipment.
     2. Expulsion or suspension shall be by special resolution of the Committee subject to the following:
        1. Any member may move the expulsion or suspension of another member by notifying the Secretary no less than seven days prior to a regular Committee Meeting.
        2. The member subject to an expulsion or suspension notice must be informed in writing no less than five days prior to the Meeting where expulsion or suspension is to be considered.
        3. The Committee shall ask the person for an explanation of their conduct, and shall hear what they have to say in their defense.
     3. Any member subject to expulsion or suspension will be unable to participate in Club activities, use Club facilities or access Club equipment until their membership is reinstated by special resolution of the Committee.
     4. Suspension will lapse at the end of the member’s ordinary subscription period.

**PART III. COMMITTEE**

1. **Committee**
   1. The management of the Club shall be delegated to a Committee consisting of the following office holders:
      1. President
      2. Vice President
      3. Secretary
      4. Two Treasurers
      5. Two Gear Officers
      6. Media/Web Officer
      7. Patron
      8. And other office holders as decided by the Committee at the final Committee meeting prior to the Annual General Meeting or by simple majority of the members present at an Annual General Meeting. These may include, but are not limited to: Safety Officer, Training Officer, Climbing Officer, Web/Membership Officer, Social Officers and Environmental Officer.
      9. An optional Fresher position which will be subject to Rule 7.10.
      10. General Committee members
   2. The Committee shall be comprised of not more than 25 members; and not less than ten members.
   3. No office holder may hold one position consecutively for a period of more than two years except for General Committee members or where a position would otherwise remain vacant.
   4. The Committee shall hold office from the Annual General Meeting at which they are elected until the following Annual General Meeting.
   5. The Committee may appoint a member by a simple majority vote to fill any vacancy until the next Annual General Meeting to carry out tasks as required by the Committee. This may be on a temporary or permanent basis.
   6. Nomination of Candidates for Elected Positions
      1. Each candidate shall be a member and shall be nominated in writing by one member and seconded by another.
      2. The nominee must consent to the nomination.
      3. The secretary shall record all nominations and present them at the Annual General Meeting.
      4. Nominations may be made during the Annual General Meeting, at which time they can be nominated and seconded in person.
   7. Election of Candidates to Office
      1. Election of officers shall take place in the order specified in Rule 7.1.
   8. Duties of Office Holders
      1. Duties of President
         1. The President shall: be the custodian of the good name of the Club; ensure the Club and Committee is run effectively in accordance with its Objectives;
         2. Ensure all sub-Committees are run effectively and for that purpose is an ex-officio member of all sub-Committees;
         3. Ensure that a report of the activities of the Club during the previous Year is produced annually and presented at the Annual General Meeting of the Club.
         4. Chair regular Committee Meetings.
         5. Organize the annual ‘Paradise’ trip or equivalent.
      2. Duties of Vice-President
         1. The Vice-President shall deputise for the President, as the need arises;
         2. Organise the annual ‘Fiordland’ trip or equivalent.
      3. Duties of Secretary
         1. The Secretary shall produce full and correct minutes of all Committee and General Meetings, and provide Meeting agendas within the time-frame relevant to the meeting type.
         2. The Secretary or a person so delegated by the General Committee shall keep and have the custody of a database showing the name, address and Student ID number (if applicable) of each member, and the date at which they became a member.
         3. All entries in such records shall be kept properly up to date.
         4. The Secretary shall forward to the Registrar of Incorporated Societies such notices and returns (including the Annual Financial Statement) as the Registrar shall from time to time require.
      4. Duties of Treasurer
         1. The Treasurer or persons so delegated by the Treasurer shall keep such accounts as the Committee may from time to time require, and shall keep all entries properly up to date.
         2. The Treasurer will prepare a final annual financial report and present at the AGM.
         3. The Treasurer will also prepare a preliminary budget at the start of the year.
      5. Duties of Gear Officers
         1. The Gear Officers shall maintain the Club gear and gear room, including gear hire to members.
         2. The gear officers are also responsible for carrying out or delegating gear repairs, ensuring all Club gear is labelled, and overseeing committee-approved gear purchases.
         3. At least once a semester, the Gear Officers must conduct an inventory of Club gear which will be used to inform gear purchases.
   9. Club Xero Advisor
      1. The Club Xero Advisor shall be the OUSA Treasurer or other appointed person or entity deemed suitably qualified by the Committee to carry out this work in an appropriate manner. They shall be chosen at each Annual General Meeting.
      2. The Club Xero Advisor shall not be a member of the Committee.
   10. Fresher Position
       1. If the outgoing Committee chooses to include a Fresher position on the Committee for the next year the position will be counted as a position filled (pertaining to Rule 7.2) but will be advertised within the month of March of the following year and filled by special resolution at an ordinary Committee meeting.
   11. Removal of a current Committee member
       1. Removal of a current Committee member from their role shall be by a unanimous vote of the Committee at a regular Committee meeting subject to the following:
          1. Any member of the Committee may move the removal of a current Committee member by notifying the Secretary no less than seven days prior to a regular Committee meeting.
          2. The Committee member subject to the proposed removal must be informed in writing no less than five days prior to the meeting where removal is to be considered.
          3. The Committee shall hear what the person has to say should they wish to give a defense.
          4. The Committee member subject to the proposed removal will not participate in the Committee vote for/against their removal.
          5. Should removal be voted for unanimously, the position may be considered vacant (pertaining to Rule 7.5).

**PART IV. MEETINGS**

1. **Meetings**
   1. Committee Meetings
      1. The Committee shall conduct regular Meetings at least monthly from February to October.
      2. The Secretary shall provide an agenda of business to be considered at the Meeting 48 hours or more in advance of the Meeting.
      3. General business, including matters not raised in the agenda, may be raised following the conclusion of agenda items, with the permission of the Chairperson.
      4. Monthly Committee Meetings shall consider general matters pertaining to managing the Club, such as finance, mail, trips, equipment and other matters laid out in the Meeting agenda.
      5. Extraordinary Meetings of the Committee may be called for by any member to address urgent matters, subject to approval by the President, Vice President or Secretary.
   2. Notice of Committee Meetings
      1. Notice of a Meeting shall be sent to the whole Club via the email list at least 48 hours prior to the Meeting.
   3. Procedure at Committee Meetings
      1. The presence of at least one-third of the current Committee shall constitute a quorum, and the Chairperson shall have a deliberative vote and a casting vote.
      2. Each Committee member present shall have a single vote notwithstanding Rule 8.3.1.
      3. The President, if present, shall be entitled to be Chairperson; if the President does not take the chair, the Meeting shall be chaired by the Vice-President; failing that the Meeting shall elect another Chairperson.
   4. Annual General Meetings
      1. The Annual General Meeting (AGM) shall be held not later than the last day of September in each year.
      2. The Committee shall determine the date of the AGM by ordinary resolution in August of each year.
   5. Procedure for Annual General Meetings
      1. Meetings shall proceed in the following order:
         1. The President shall present a report of the year’s activities;
         2. The Treasurer shall report the state of the clubs finances;
         3. The Secretary shall report membership statistics for the year;
         4. Election of Officers to be held (as defined in Section 7)
         5. Election of Bank Account signatories to be held (subject to Rule 9.4) and keys (subject to gear room by-laws)
         6. Appointment of Club Xero Advisor (see Rule 7.9)
         7. Ordinary business
      2. The Committee shall provide food and entertainment to the AGM for the purposes of attracting Quorum (see Rule 8.10.2).
   6. Extraordinary General Meetings
      1. Any extraordinary General Meeting shall be for a purpose relevant to the Objectives of the Club and:
      2. May be called by the Committee, or;
      3. May be called by the Secretary to be held within twenty-eight days of receiving a petition signed by at least 10% of the current membership. The petition will state the proposed business to be transacted at the Meeting. If the Secretary does not organise the Meeting then the members making the petition may convene the Meeting.
   7. Notice of Annual and Extraordinary General Meetings
      1. Fourteen days notice of the intended Meeting shall be made on the email list and by announcement at Club Meetings.
      2. The time, location and agenda of the Meeting shall form the content of the notice.
   8. Lack of Quorum
      1. If the intended Meeting is postponed due to lack of numbers (10% of membership) then the Meeting must be rescheduled for within 14 days.
      2. The new time and location must be announced within 24 hours of the original Meeting date.
      3. Notice of the rescheduled meeting shall be made on the email list and by announcement at Club Meetings.
   9. Motions for Annual and Extraordinary General Meetings
      1. Any motions including Constitutional amendments to be voted on at an Annual and Extraordinary General Meetings must be given to the Secretary at least 15 days prior to the Meeting. This is to enable the secretary to complete the notice of Meeting stating what the agenda is.
      2. A motion that does not form part of the Meeting agenda may only be proposed at an AGM with the consent of the Chairperson.
   10. Procedure at General Meetings
       1. At all General Meetings the chair shall be taken by the President, or if they are not present, by the Vice-President, or failing this a member chosen by the Meeting. Every member present shall have one vote, and, in the case of an equality of votes, the Chairperson shall have a second or casting vote.
       2. The Quorum at a General Meeting shall be at least 10% of the current membership. Voting shall be by voice or by a show of hands or, if the Meeting so desires, by ballot.
       3. At Extraordinary General Meetings only the business named in the Meeting Notice may be dealt with. No other motions may be put to the Meeting.
       4. At an Annual General Meeting a motion that does not form part of the Meeting Notice may be proposed with the consent of the Chairperson.

**PART V. FINANCE**

1. **Finance**
   1. Financial Year
      1. The financial year of the Club shall end on the thirty-first day of January in each year, to which date the accounts shall be balanced.
      2. Interim accounts will be prepared for each Annual General Meeting and last years final accounts shall be presented to the Meeting.
   2. Annual Financial Statement
      1. The Treasurers must prepare two financial reports to present at the AGM:
         1. A finalised financial report for the previous financial year.
         2. A draft financial report for the current financial year.
      2. These financial reports should include, but are not limited to:
         1. A statement of the Income and Expenditure
         2. A balance sheet
      3. Copies of annual and interim accounts shall be made available for scrutiny before the Annual General Meeting.
      4. A copy of the financial statements will be provided for the Secretary to forward to the Companies office annually.
   3. Budgets
      1. The Treasurers and President will prepare a budget for the year before the first meeting of the new year to assist with the proper management of the Club.
      2. A report of the Club’s financial position prepared for each Committee Meeting during the year, so that the necessary alteration to expenditure and the proper management of the Club can be undertaken.
      3. Ordinary trip organisers in conjunction with the Treasurer will prepare budgets for their trips and events.
      4. Where a trip or event overruns its budget by more than 10% of total expenditure the trip organizer shall explain the reason for the deficit at the following Committee Meeting.
         1. The Committee may by simple majority delegate budgeting authority to the Treasurer for any trip organiser who incurs a budget overrun subject to the above.
   4. Bank Accounts
      1. Any bank accounts of the Club shall be operated by any two of the Treasurers, President, Secretary or other member authorised by the Committee for that purpose and shall be kept at such banks as shall from time to time be determined by the Committee.
      2. Bank account signatories shall be elected by a simple majority at an Annual General Meeting or by special resolution at a Committee Meeting
      3. All funds of the Club shall be paid into the Club's bank accounts at the earliest opportunity.
         1. The Committee shall not have the power to offer or undertake loans, overdrafts, or unsecured investments using Club finances.
   5. Club Property
      1. The Committee may make a charge for the use of any Club property or facility.
      2. Damage or loss of Club property:
         1. The action in response to damaged or lost Club gear worth up to the value of $100 is at the discretion of the gear officers.
            1. Such action may include keeping the member’s gear bond.
         2. The action in response to damaged or lost Club property valued over $100 must be determined by a simple majority of the Committee.
            1. Such action may require making the member who lost or damaged the gear responsible for covering the cost of its replacement.

**PART VI. CLUB TRIPS**

1. **Main Club Trips**
   1. “Main Club Trips” are defined as any trips requiring vehicle hire and/or assigned as a “Main Club Trip” by the Committee.
      1. These may include, but are not limited to:
         1. Paradise, or equivalent
         2. Fiordland, or equivalent
         3. Bushball
         4. And any other trips that meet the definition in Rule 10.1.
   2. Budget and Safety for Main Club Trips.
      1. All organisers of a Main Club Trip must create a budget for the trip that needs to be approved by the Treasurers before the relevant pre-meet.
      2. The safety of the trip must be considered in accordance with the Trip Safety By-laws.

**PART VII. GENERAL PROVISIONS**

1. **General Provisions**
   1. Members and Committee May Alter Rules
      1. The Rules in this Constitution may be repealed, altered or added to by a resolution at an Extraordinary or Annual General Meeting.
      2. The notice of the Meeting shall have specified the proposed repeal, alteration or addition which shall be in writing and in the hands of the Secretary at least fifteen days prior to the date of the said General Meeting so notice of the intended business can be made to Club members.
         1. Any member may move to repeal, alter or add to these Rules.
      3. By-laws
         1. The Committee may create or alter by-laws with reference to: Gear, Transportation, Trip Safety, Training, and any other relevant topics.
         2. Creation or alteration of by-laws shall be by resolution of the Committee and shall be conducted as appropriate for the Club to meet its Objectives.
         3. By-laws will bind the present and subsequent Committees unless modified or repealed.
   2. Winding Up
      1. The Club shall be wound up voluntarily following the passage of the following motions at separate Meetings:
         1. At least two-thirds of the members present and voting at a General Meeting of the Club pass a resolution requiring the Club so to be wound up;
         2. 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 no earlier than thirty days after the date on which the resolution so to be confirmed was passed.
      2. Upon the winding up or dissolution of the Club, whether pursuant to (a) above or otherwise, all surplus property and assets after payment of all costs, debts and liabilities shall not be paid or distributed among the members of the Club but shall be transferred to the OUSA to be held in trust until a new tramping Club or similar organisation is founded.
   3. Firearms
      1. Except with the special permission of the President and the official trip leader, no firearms are to be taken on any Club trip or Club transport. Where such permission is given it is subject to the person carrying the firearm having the necessary license and legal provisions, including proper storage, and such other conditions as the Committee may lay down.
   4. ‘Antics’ Yearbook
      1. A person or persons elected ‘Antics’ Editor at an AGM shall publish a record of the year’s activities in the yearbook ‘Antics.’
      2. Antics shall be published within the calendar year following, or else the Committee may appoint alternative Editor(s).