

Constitution of Wanaka Ski & Snowsports Club Incorporated

Pursuant to the Incorporated Societies Act 1908

1. Name and Office

- 1.1 The name of the Club is **Wanaka Ski & Snowsports Club Incorporated** (the **Club**).
- 1.2 The principal office of the Club will be determined by the Committee from time to time.

2. Interpretation

In this Constitution:

Act means the Incorporated Societies Act 1908;

Committee means the committee of Members elected under clause 6.2;

Financial Statements means the statements described in clause 8.2;

General Meeting means an Annual General Meeting or an Extraordinary General Meeting;

Member means any person admitted to membership of the Club pursuant to this Constitution;

President means the president of the Club elected under clause 6.2;

Secretary means the secretary elected under clause 6.2;

Treasurer means the treasurer elected under clause 6.2.

3. Objects and powers

- 3.1 The objects of the Club will be:
- (a) to organise, promote and hold ski and other snowsport competitions and events;
 - (b) to promote competitive and recreational skiing and snowsports in all its branches;
 - (c) to promote good fellowship amongst Members;
 - (d) to provide information, assistance and support for Members in relation to all aspects of skiing and snowsports;
 - (e) to preserve, protect and respect all real and personal property, whether owned by the Club or others, and the flora and fauna in the countryside used by the Club;
 - (f) to further the interests of skiers and snowsport participants in general.
- 3.2 Subject to the Act, the Club will have power to do everything necessary to further the Club's objects and in particular may:
- (a) receive money on deposit or loan;
 - (b) subject to the approval of Members at a General Meeting:
 - (i) borrow money,
 - (ii) mortgage and charge its undertaking and property and issue security for any debt or other liability or of the Club,
 - (iii) give guarantees or indemnities for the payment of money or the performance of obligations;
 - (c) have headquarters, rooms and other facilities;
 - (d) purchase, take on lease or otherwise acquire any real and personal property, and any rights and privileges for the purposes of the Club;
 - (e) erect, maintain, improve or alter any building, premises or works;
 - (f) sell, lease, exchange, mortgage or otherwise deal with the real and personal property of the Club;
 - (g) print and publish materials in all forms of media for the promotion of the Club's objects;
 - (h) employ staff and contractors for such purposes as the Committee thinks fit.

4. Membership

- 4.1 Membership of the Club will be open to any person who agrees with the objects of the Club, without regard to race, gender, nationality or other defining characteristic. Membership may consist of any of the following categories:
- (a) *Ordinary Member*: any individual;
 - (b) *Family*: a family comprising up to two adults and any number of children under the age of 21;
 - (c) *Life Member*: any person elected under clause 4.3, who will be entitled to free annual membership of the Club.
- 4.2 Any person wishing to become a Member (other than a Life Member) may apply in the form prescribed by the Committee from time to time.
- 4.3 Any two Members may jointly nominate for Life Membership any person who has made a significant contribution to the Club. The nomination must be submitted to the Committee in writing and must include the Members' reasons for the nomination. If the Committee approves the nomination, it will put the nomination to the next Annual General Meeting. Any person whose nomination has been put forward by the Committee to an Annual General Meeting will be appointed as a Life Member if a majority of Members present at that meeting vote in favour of the appointment.
- 4.4 The Committee may refuse membership to any person and will not be required to give any reason for such refusal and its decision in such matters will be final.
- 4.5 Any Member may resign from membership by giving written notice to the Club. Any notice will, unless otherwise expressed, take effect from the end of the Member's then current membership period. The resigning Member will not be released from liability to the Club for anything arising before the end of the membership period. Nor will the Member be entitled to a refund of any subscription paid before resignation.
- 4.6 If the Committee resolves by a majority vote of 75% of its members that a Member is guilty of conduct that reflects badly on the Club or is contrary to this Constitution, the Committee may admonish, fine, suspend and/or expel that Member.

5. Subscriptions

- 5.1 An entrance fee for each membership category may be imposed following a recommendation made by the Committee and approved by Members at an Annual General Meeting.
- 5.2 Every Member will pay to the Club an annual subscription recommended by the Committee and approved by Members at an Annual General Meeting. On payment of this subscription the Member will be entitled to the rights and privileges of a Member.
- 5.3 Any Member whose subscription remains unpaid for three months after the due date may be removed from membership by the Committee but will still be liable to pay all arrears of such subscription.

6. Committee

- 6.1 The management of the Club's affairs will be in the hands of the Committee, which may exercise all the powers of an incorporated society that are not required, either by this Constitution or the Act, to be exercised by the Members. The Committee may make, amend or rescind regulations not inconsistent with this Constitution governing the procedure at its meetings and the Club's business.
- 6.2 The Committee will comprise the President, Secretary and Treasurer (or combined Secretary/Treasurer) and at least three additional committee members, all of whom are to be elected by a majority of Members present at an Annual General Meeting.
- 6.3 Nominations for Committee members may be made orally at an Annual General Meeting with the consent of the persons nominated.
- 6.4 Any vacancy in the number of Committee members may be filled by the Committee. Any person so appointed will hold office until the next Annual General Meeting.
- 6.5 Except as set out in this Constitution, the Committee will meet together for the despatch of its business when and where it thinks fit and may regulate its own procedure.
- 6.6 All Committee meetings will be chaired by the President. In the President's absence the Committee members may elect a chairperson to act in the place of the President and that person will have all the powers of the President.
- 6.7 The quorum for a Committee meeting will be five Committee members.

- 6.8 At all Committee meetings each Committee member will be entitled to one vote and every question will be decided by a majority of votes. In the case of an equality of votes the President or chairperson will have a casting vote.
- 6.9 The Committee may appoint sub-committees, which will act subject to any directions given by the Committee.

7. General Meetings

- 7.1 The Club's financial year will be from 1 November to 31 October and the Club will hold an Annual General Meeting of the Club as soon as can be conveniently arranged in the following year, but in any case not more than six months after the end of the financial year.
- 7.2 The business of each Annual General Meeting will be:
- (a) to receive and consider the Committee's report on the Club's affairs during the preceding year, together with the annual Financial Statements and other reports of the Club;
 - (b) to elect the President, Secretary, Treasurer and other Committee members; and
 - (c) to consider, discuss and deal with any business included in the notice of meeting.
- 7.3 An Extraordinary General Meeting of the Club may be called:
- (a) by the Committee; or
 - (b) on the written requisition of at least 10 Members, in which case the requisition notice must specify the business to be put to the meeting.
- 7.4 General Meetings will be convened by giving at least 30 days' notice to all Members specifying the business to be conducted.
- 7.5 The President will chair all General Meetings. In the President's absence the Members present may elect a chairperson for the meeting from the Committee members.
- 7.6 The quorum at a General Meeting will be the lesser of 20 Members or one-quarter of the total number of voting Members, present in person. If within half an hour from the time appointed for a General Meeting a quorum is not present, the General Meeting, if convened on the requisition of Members, will be dissolved. In any other case the General Meeting will be adjourned to the same day in the next week at the same time and place. If at the adjourned General Meeting a quorum is not present within half an hour from the appointed time, the Members present will be a quorum.
- 7.7 The President or chairperson may adjourn the General Meeting but no business will be transacted at any adjourned meeting other than business left unfinished at the original meeting. When a General Meeting is adjourned for 30 days or more, notice of the adjourned meeting will be given as in the case of the original meeting. Except as aforesaid, it will not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned General Meeting.
- 7.8 Any Member wishing to put a motion at an Annual General Meeting must notify the Secretary at least 14 days before the date of the meeting. The Secretary will provide the Members with a copy or summary of that motion at least 7 days before the Annual General Meeting.
- 7.9 At every General Meeting:
- (a) each Ordinary Member over the age of 16 and each Life Member will be entitled to one vote;
 - (b) each Family will be entitled to two votes, to be exercised by Family members over the age of 16;
 - (c) unless otherwise specified in this constitution, every issue will be decided by a majority of votes;
 - (d) in the case of an equality of votes the President or chairperson of the meeting will have a casting vote.
- 7.10 A resolution put to the vote at a General Meeting will be decided on a show of hands, unless a poll is demanded (before or after the declaration of the result of the show of hands) by the President, chairperson or three Members.
- 7.11 A Member may vote by proxy on any issue submitted to a General Meeting. The instrument appointing a proxy will be deposited with the Secretary not less than 48 hours before the time appointed for the meeting at which the proxy is to be used. No Member present in person at a General Meeting may cast more than two proxy votes in addition to the Member's own vote.

8. Finances and records

- 8.1 The Committee must:
- (a) keep proper records of all Committee meetings and General Meetings;

- (b) keep proper books of account and financial records of the Club;
- (c) keep all other documents, records, reports and communications connected with the Club;
- (d) have control of all funds of the Club and operate all bank accounts;
- (e) have control of the Common Seal, which may only be affixed to a document by a resolution of the Committee.

8.2 As soon as practicable following the end of each financial year the Committee will cause to be prepared Financial Statements setting out:

- (a) the income and expenditure for that financial year; and
- (b) the assets and liabilities of the Club as at the end of that financial year.

8.3 The Committee will arrange for the Financial Statements to be examined each year by a suitably qualified accountant. The Members or the Committee may at any time, by a majority vote, require a specific set of Financial Statements to be audited or reviewed by an accountant who is not associated with a Member.

9. Payments to members

No private pecuniary profit may be made from the Club by any Member, except that:

- (a) a Member may receive full reimbursement for all costs, charges and expenses properly incurred by the Member in connection with the affairs of the Club, as approved by the Committee from time to time;
- (b) the Club may pay reasonable and proper remuneration to any person or entity in return for services provided to the Club, as approved by the Committee from time to time;
- (c) a Member may be paid all usual professional, business or trade charges for services provided, time spent and acts done in connection with the affairs of the Club by the Member, as approved by the Committee from time to time; and
- (d) a Member may retain remuneration properly payable to the Member by an entity with which the Club is concerned or involved and for which the Member has acted in any capacity whatever. This applies even if the Member's connection with that entity is in some way attributable to the Member's connection with the Club. However, the Club may not lend money or lease property or assets at less than current commercial rates, having regard to the nature and terms of the loan and lease to any person (as defined in the Income Tax Act):
 - (i) who is a Member;
 - (ii) who is a shareholder or director of a company by which any business of the Club is carried on; or
 - (iii) who is a settlor or trustee of a Trust that is a shareholder of a company by which any business of the Club is carried on; or
 - (iv) if that person or company and the settlor or trustee or shareholder or director referred to in any one of paragraphs (i), (ii) or (iii) are associated persons (as defined in the Income Tax Act).

10. Amendment of the Constitution

10.1 This Constitution may be amended by resolution passed by two-thirds majority vote of Members at a General Meeting.

10.2 No amendment of this Constitution will be approved, if it would affect clause 9 or clause 11.

11. Winding up

11.1 The Club will be wound up in accordance with the Act.

11.2 The Club may be wound up if the Club passes a resolution in favour of dissolution by a majority of two-thirds of the Members present at a General Meeting.

11.3 If on the winding up of the Club any property remains after the satisfaction of all debts and liabilities, the same will be paid or distributed to an organisation having purposes and objectives similar to those of the Club, as may be determined by a majority of the Members present at a General Meeting.