

*Foreword to 2023 amendments:*

*In 2022, the Incorporated Societies Act 2022 was passed by central government, replacing its predecessor, the Incorporated Societies Act 1908. We are required to reregister under this act between October 2023 and April 2026. This requires significant rework of the constitution to allow Auckland University Tramping Club to remain an incorporated society, including specifying an explicit disputes resolution process. As a club we will also be required to report under XRB accounting rules for our financial statements due to the size of our finances. In the interests of registering the club as a charity, we have also added a few clauses.*

Constitution of the Auckland University Tramping Club (Inc)

Written March 1952

Amended 1957, 1960, 1962, 1966, 1968, 1969, 1971, 1975, 1976, 1987, 1988, 1995, 1996, 2009, 2013, 2017, 2023

Incorporated under the Incorporated Societies Act 1908 in 2011

## **Interpretation**

'Club' means 'The Auckland University Tramping Club (Incorporated)'.

'Year' means the period from the closing of the Annual General Meeting to the closing of the Annual General Meeting in the following year.

'University' means 'The University of Auckland'.

'member of the University' means current student or staff member of the University.

## **1. Name**

The name of the Club shall be "The Auckland University Tramping Club (Incorporated)".

## **2. Objects**

2.a. The objects of the Club are to benefit the community by:

- i. Encouraging tramping and alpine sports amongst the members of the University.
- ii. Fostering a spirit of comradeship amongst members of the Club and others interested in tramping and alpine sports.

2.b. Pecuniary gain is not a purpose of the Society.

## **3. Affiliation**

3.a. The Club shall have the power to become affiliated with the Auckland University Students' Association Incorporated.

3.b. The Committee shall have the power to cause the Club to become a member of any club or association having object similar to those of the Club or to become affiliated to any club on such terms and conditions as it sees fit.

## **4. Membership**

### **4.a. Types of membership**

- i. Ordinary Members

Ordinary members shall be a member of the University or a bona fide financial member of the Students Association or, at the discretion of the Committee, any other person.

- ii. Life Members

The Club shall have the power in General meeting to elect to Life Membership of the Club any person or persons having rendered outstanding service to the Club, provided that in any one year only two persons be elected, and provided further that the nominations for such election be first considered and approved by the Committee.

#### **4.b. Admission of members**

To become a member of the Club, a person must:

- i. Complete and submit an application form to the satisfaction of an Officer of the Club, indicating their intention and consent to become a member.
- ii. Pay any subscription required by 4.c.
- iii. Provide any other information requested by the Committee
- iv. Notwithstanding 4.b.i-iii a member may be appointed as a Life Member per 4.a.ii.

#### **4.c. Subscriptions**

- i. A General Meeting shall set an annual subscription for members.
- ii. Life Members, the president, and vice-presidents (or vice-president) shall be exempt from payment of any subscription.
- iii. A General Meeting may set different subscriptions for applicants joining at different times of year.
- iv. A General Meeting may set different subscriptions for applicants who are not members of the University of Auckland.

#### **4.d. Obligations of members**

All Members and Officers shall promote the objects of the Club and shall do nothing to bring the Club into disrepute.

#### **4.e. Register of members**

- i. A register of current members of the Club shall be kept by an officer of the club.
- ii. The register must contain:
  - a. The name of each member; and
  - b. The last known contact details of each member; and
  - c. The date on which each person became a member
- iii. The register must be updated as soon as practicable after becoming aware of changes to the information recorded on the register.
- iv. At the end of each term, an officer shall upload or in some way record the names from the register in the club archives. Contact details and other personal information shall not be made publicly available.

### **5. Cessation of Membership**

5.a. Any member may resign by giving written notice to an Officer.

5.b. Any person shall cease to be a member in the second week of the first semester of the University year, unless they have renewed their membership prior in the manner outlined in 4.b., or their admission to the Club occurred after the Annual General Meeting of the preceding year.

5.c. Any person shall cease to be a member of the club should they be expelled under clause 6.

5.d. Cessation of membership does not relieve the member from liabilities incurred prior to their ceasing to be a member.

### **6. Discipline & Complaints**

6.a. The Committee may, by a majority of two thirds of its members present at a meeting called for any purpose, expel from membership for any period, or reprimand any member wilfully infringing any clause of the constitution, or who, in the opinion of the Committee, is guilty of any act tendering them unfit to be a member of the Club, provided that before taking such action the Committee shall allow the member an opportunity of giving an explanation of their conduct and further provided there is right of appeal.

- i. A member who faces expulsion may register a complaint based on the terms of 6.b. to protest their expulsion, thereby pausing the process until their complaint has been processed. If the resolution of this complaint maintains the conclusion that the member should be expelled from membership, the member may not further extend their membership through additional complaints.

6.b. Any party may make a complaint by giving to any of the designated contact persons described in 9.h. or any officer a notice in writing that:

- i. states that the member or officer is starting a procedure for resolving a dispute in accordance with this constitution; and
- ii. sets out the allegation to which the dispute relates and whom the allegation is against;

6.c. Complaints will be brought to the attention of the committee within the earliest regularly scheduled committee meeting, unless an urgent resolution is required, in which case the members of the committee can resolve to call an additional meeting per the terms of 10.c.

- iii. Any Officer about whom the complaint is made may not make any decisions made about the resolution of the dispute.

6.d. The committee may make a complaint involving an allegation against a member or an officer by resolution in a committee meeting by giving to the member or officer a notice in writing that—

- i. states that the committee is starting a procedure for resolving a dispute in accordance with this constitution; and
- ii. sets out the allegation to which the dispute relates.
- iii. Complaints by the committee shall be investigated and addressed equally in weight, standard and method to those by any member or officer.

6.e. This clause applies if a complaint involves an allegation that a member, an officer, or the society (the respondent):

- i. has engaged in misconduct; or
- ii. has breached, or is likely to breach, a duty under this constitution or the Incorporated Societies Act 2022; or
- iii. has damaged the rights or interests of a member or the rights or interests of members generally.

The respondent has a right to be heard before the complaint is resolved or any outcome is determined.

If the respondent is the society, an officer may exercise the right on behalf of the Club.

Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if:

- i. the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
- ii. the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- iii. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- iv. an oral hearing (if any) is held before the decision maker; and
- v. the respondent's written statement or submissions (if any) are considered by the decision maker.

6.f. The Club may decide not to proceed further with a complaint if:

- i. the complaint is trivial; or
- ii. the complaint does not appear to disclose or involve any allegation of the following kind:
  - a. that a member or an officer has engaged in material misconduct;
  - b. that a member, an officer, or the society has materially breached, or is likely to materially breach, a duty under this constitution or the Incorporated Societies Act 2022.
- iii. that a member's or members' rights or interests generally have not been materially damaged.
- iv. the complaint appears to be without foundation or there is no apparent evidence to support it; or
- v. the person who makes the complaint has an insignificant interest in the matter; or
- vi. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the constitution; or
- vii. there has been an undue delay in making the complaint.

6.g. The Club may refer a complaint to:

- i. a subcommittee or external person(s) or organisation to investigate and report; or
- ii. a subcommittee, an arbitral tribunal, or external person(s) or organisation to investigate and make a decision.

6.h. If a complainant believes that their complaint has not been dealt with reasonably, they may escalate the complaint to an external organisation, such as AUSA.

6.i. The Club may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

6.j. A person may not act as a decision maker in relation to a complaint if 2 or more members of the committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be:

- i. impartial; or
- ii. able to consider the matter without a predetermined view.

## **7. General Meetings**

7.a. A general meeting of the Club may be called for any purpose by the direction of the committee at any time, or shall be called by the Secretary within fourteen days of a receipt of a requisition to the effect signed by not fewer than eight members of the Club specifying the business to be transacted at the meeting.

7.b. At least seven days clear notice of the place and time of a General Meeting and of the business to be transacted at such a meeting shall be given by a notice displayed in some conspicuous place in the University or by an email sent to all current members.

7.c. General Meetings shall be chaired by the President, or if the President is absent by a Vice-President elected to the chair by the meeting. In the absence of the President and Vice-Presidents the meeting shall, after waiting ten minutes after the advertised time of the meeting, elect a chairperson from the members present. The Chair shall vote only in the case of equality, in which case the Chair shall have a deciding vote.

7.d. Twenty members present shall constitute a quorum.

7.e. All members may attend and vote at General Meetings.

7.f. On any given motion, the Chair may decide in good faith as to the method of voting. If any Member demands a secret ballot before a vote has begun, voting must be by secret ballot. If any member demands that a Transferable Voting method be used, then voting must be by Transferable Vote.

7.g. Written resolutions may not be passed in lieu of a general meeting.

- i. A written resolution is as valid for the purposes of this constitution as if it had been passed at a general meeting if it is approved by no less than 75% (or a higher percentage required by this constitution) of the number of members who are entitled to vote.
  - a. For a written resolution to be valid, the number of voting members must be equal or greater to the quorum required for a General Meeting.
  - b. All bona fide members of the club shall be eligible to vote, with the same exceptions as defined for voting at General Meetings.
- ii. A written resolution under this section may consist of 1 or more documents in similar form (including letters, electronic mail, or other similar means of communication) each approved by or on behalf of 1 or more of the persons specified in subsection (2).
- iii. For the purposes of this section, a member may give their approval by:
  - a. signing the resolution; or
  - b. giving their approval to the resolution via electronic mail to any of the designated primary contact persons of the club, as defined in 9.h.

## **8. Annual General Meetings**

8.a. The committee shall convene a General Meeting, called the Annual General Meeting, during the month of October.

8.b. At this meeting the following business will be transacted:

- i. A statement of receipts and payments and a Balance Sheet, prepared preceding the meeting, shall be presented to the meeting.
- ii. A report of the year's activities, prepared by the committee or an officer, shall be presented to the meeting.
- iii. Officers of the Club shall be elected for the following year.
- iv. The Secretary shall call for nominations for committee positions not less than seven days before the proposed Annual General Meeting. All nominations to be made public as they are received.

## **9. Officers**

9.a. The Officers of the Club elected at an A.G.M shall be:

- i. A President, who shall be a member of the Council or Staff of the University.
- ii. A Club Captain.
- iii. A Secretary.
- iv. A Treasurer.
- v. A number of other Officers as decided by the Committee prior to the A.G.M, subject to the approval of the Club.
- vi. Not more than six Vice-Presidents, elected such that of the total number of Club Officers, two shall be men and two shall be women.

9.b. The Officers described under (ii), (iii) and (iv) shall be members of the Club who are bona fide members of the University at the time of election.

9.c. The Officers appointed at the A.G.M. shall together constitute 'the Committee', and must all be bona fide members of the Club.

9.d. The term of elected office of Committee Members shall be one year only. Their term shall start after a handover event within one month of the A.G.M of their election, and ordinarily cease at the handover event in the subsequent year, or failing that, by the end of November, although members may stand for re-election in any subsequent A.G.M.

9.e. Persons cease to be Committee Members when:

- i. They resign by giving written notice to the Committee.
- ii. They are removed by majority vote of the Club at a General Meeting.
- iii. Their Term expires.
- iv. They are expelled from the club under 6.a.

9.f. If a person ceases to be a Committee Member, that person must within one month surrender to the Committee all Club documents and property in their possession.

9.g. Amongst the Officers described under (ii), (iii) and (iv), any one role may be shared by two individuals, so long as no more than one such role is shared concurrently.

9.h. Any three Officers described under 9.a.(i), (ii), (iii) and (iv) shall be the designated primary contact persons for the club.

- i. Any Officers described under 9.h. may reject the role of contact person for the club, such that there is at least one contact person appointed.
- ii. In the event that more than three such Officers are willing to be designated primary contact persons, the roles shall be decided by mutual agreement by these officers, or where no agreement is found, resolution by the Committee as a whole.
- iii. The primary contact persons shall be determined upon their election, and listed in the minutes of the General Meeting at which they were elected.
- iv. All committee roles shall have publicly available contact details such that relevant queries may be directly addressed to the correct officers.

## **10. Committee**

10.a. The management of the Club shall be vested in the Committee.

- i. The role of the Committee is to advance the objects of the Club, and it shall manage Club monies or assets to achieve this.
- ii. All decisions of the Committee shall be by a majority vote. The Chair shall vote only in the case of equality, in which case the Chair shall have a deciding vote.
- iii. Decisions of the Committee bind the Club, unless the Committee's power is limited by this Constitution or by a majority decision of the Club at a General Meeting.

10.b. The committee shall have the power to fill by co-option any vacancy that may exist during the year.

10.c. At least 24 hours notice shall be given for any committee meeting. The President, Captain, Secretary, Treasurer, or any three members of the committee have the authority to call a committee meeting.

10.d. Four members personally present shall constitute a quorum. If quorum is not reached within half an hour of the time appointed for a meeting, the meeting shall be adjourned, unless notice has been provided for a reasonable delay. Meetings may be held in person, digitally via software that includes an audio-visual link, or in a hybrid mode that combines the two, so long as access is provided to all officers of the committee with the notice period specified in 10.c.

10.e. For avoidance of doubt, any business conducted in inquorate meetings shall be null and void.

10.f. The first committee meeting of the year shall be called prior to the first term of the University academic year. The first business at this meeting shall be the election of one of its members as Chairperson of the committee. The second business at this meeting shall be the determination of the frequency of committee meetings. A recommended frequency is monthly.

10.g. In the absence at any meeting of the Chairperson of the committee, the meeting shall after waiting 10 minutes from the time called for the meeting, elect a Chairperson from numbers present.

10.h. The Secretary shall be responsible for:

- i. Writing full and accurate minutes of all General and Committee meetings, and making these minutes available to all members.
- ii. Making all committee members' contact details available to other committee members
- iii. Ensuring the retention and updating of the Club's records, documents and books (except those required by other Officers)

10.i. The Treasurer is responsible for:

- i. Keeping proper accounting records of the Club's financial transactions to allow the Club's financial position to be readily ascertained
- ii. Providing a financial report including statements at each Annual General Meeting

10.j. A bank account shall be kept at such a bank or banks as the Committee may from time to time determine. Such bank accounts shall be operated by any two of the President, Treasurer, Secretary & Club Captain and/or other members whom the committee may appoint to do so.

10.k. The Committee may invest Club monies in interest bearing accounts or term deposits with a reputable bank.

10.l. Signatory power over the accounts mentioned in 10.i. is vested in the active holders of these roles, insofar that upon election, they hold all applicable rights to modify these accounts, pursuant to the conditions of 10.i., and previous holders of these roles lose such power.

## **11. Personal Benefit / Employment**

As a not-for-profit organisation, the officers and members may not receive any distributions of profit or income from it. This does not prevent officers or members:

- iii. receiving reimbursement of actual and reasonable expenses incurred, or
- iv. entering into any transactions with the organisation for goods or services supplied to or from them, which are at arms length, relative to what would occur between unrelated parties,

provided no officer or member is allowed to influence any such decision made by the organisation in respect of payments or transactions between it and them, their direct family or any associated entity.

## 12. Alteration to the Constitution

These rules shall not be added to, amended or rescinded except by a resolution passed at a General Meeting of the Club by a majority of two-thirds of the members present and entitled to vote.

*No addition to, deletion from or alteration of the organisation's rules shall be made which would allow personal pecuniary profits to any individuals. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.*

## 13. Dissolution

Two-thirds of the members present at a General Meeting of the Club may resolve that the Club be dissolved from the date to be named in such a resolution. Any property or funds belonging to the Club at the date of such dissolution shall be surrendered to a New Zealand tramping club with objectives similar to those of the AUTC to be held under trust until such time as a similar student Club or society is formed at the University of Auckland.

## 14. Common Seal

14.a. The Committee shall provide a common seal for the Society and may from time to time replace it with a new one.

14.b. The Secretary shall have custody of the common seal, which shall only be used by the authority of the Committee. Every document to which the common seal is affixed shall be signed by the President and the Captain and countersigned by a member of the Committee.

## 15. Power to borrow money

14.a. The Club shall have no power to borrow money.

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*We certify that this is a true and correct record of the Constitution as passed by a resolution of:*

*The Annual General Meeting*

*held on 19 October 2023*

*at the University of Auckland.*

Mark Battley

Seán Thomson

Andrew Battley

Mina Cullen

Emma Tyson

President

Co-Captain

Co-Captain

Secretary

Treasurer

