

AUCKLAND UNIVERSITY TRAMPING CLUB

CONSTITUTION 2025

Constitution of the Auckland University Tramping Club Incorporated.

Written March 1952.

Amended 1957, 1960, 1962, 1966, 1968, 1969, 1971, 1975, 1976, 1987, 1988, 1995, 1996, 2009, 2013, 2017, 2023, 2024, 2025.

Incorporated under the Incorporated Societies Act 1908 in 2011.

Incorporated under the Incorporated Societies Act 2022 in 2024.

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1. Interpretation

- (1) 'Club' means 'Auckland University Tramping Club Incorporated'.
- (2) 'Year' means the period from the close of one Annual General Meeting to the close of the Annual General Meeting in the following calendar year.
- (3) 'University' means 'University of Auckland'.
- (4) 'Member of the University' means any current student or staff member of the University.
- (5) 'Member' means a Life Member or an Ordinary Member of the Club, both as defined in s 5.

2. Name

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

3. Objects

- (1) The Objects of the Club are to benefit the community by—
 - (a) Encouraging tramping and alpine sports amongst Members of the University; and
 - (b) Fostering a spirit of comradeship amongst Members and others interested in tramping and alpine sports.
- (2) Pecuniary gain is not an Object of the Club.

4. Affiliation

- (1) The Club shall have the power to become affiliated with the Auckland University Student's Association Incorporated.
- (2) The Committee shall have the power to cause the Club to—
 - (a) Become a member of any club or association having Objects similar to those of the Club; and
 - (b) Become affiliated to any club on such terms and conditions as it sees fit.

5. Membership

- (1) The Club shall have the following types of members—
 - (a) Ordinary Members; and
 - (b) Life Members; and

(c) Temporary Members.

(2) Ordinary Members shall be one or more of the following—

- (a) A member of the University; or
- (b) A bona fide member of the Auckland University Student's Association; or
- (c) Any other person the Committee deems appropriate.

(3) The makeup of Membership shall follow the requirements of the Students' Association.

(4) The election of Life Members shall be subject to the following—

- (a) Life Members shall be elected for having rendered outstanding service to the Club.
- (b) Life Members may be elected at any Special General Meeting; and
- (c) No more than two persons shall be elected to Life Membership in any Year; and
- (d) The Committee must consider and approve their nomination for an election prior to the election occurring; and
- (e) A Life Member may be admitted to Membership of the club notwithstanding anything in s 7(1).

(5) Members of the Club shall—

- (a) Promote the Objects of the Club; and
- (b) Do nothing that might bring the Club into disrepute.

(6) An Officer of the Club shall keep a Register of current Members, including—

- (a) The name of each Member; and
- (b) The most up-to-date and known contact details of each Member; and
- (c) The date each Member was Admitted.

(7) The Register must be updated as soon as reasonably practicable where the information contained in it is known to be outdated.

(8) At the conclusion of each Term, an Officer of the Club must in some way record the names from the register in the Club Archive.

(9) For the avoidance of doubt, ss 5(6)–(8) do not allow contact details or any personal information to be made public.

6. Temporary Members

- (1) The Captain has the discretion to allow attendance by Temporary Members to any activity being provided by—
 - (a) The Club; or
 - (b) Any Member of the Club.
- (2) During the Period of their Temporary Membership, the Temporary Member shall—
 - (a) Be considered a Member of the Club, subject to the exceptions outlined in this Constitution; and
 - (b) Accept the rights and duties of Membership outlined in this Constitution.
- (3) A Temporary Member must indicate their consent to being considered as such when signing up for an activity.
- (4) The Period of Temporary Membership shall include only—
 - (a) The fourteen days prior to the commencement of the activity signed up for; and
 - (b) The period of the activity itself; and
 - (c) The fourteen day period after the activity signed up for ends.
- (5) For the avoidance of doubt, a person may begin a new Period of Temporary Membership even if they are still in the Period of a previous Temporary Membership.
- (6) No person may be a Temporary Member if—
 - (a) They are a Member or Life Member of the Club; or
 - (b) They have been banned, suspended, or barred by any other means from Membership of the Club; or
 - (c) The Committee decides by majority vote that they should be barred from Temporary Membership for any period.
- (7) For the avoidance of doubt, no Temporary Member may cast any vote in any Special General Meeting or Annual General Meeting.

7. Admission of Members

- (1) To become a Member, a person must—
 - (a) Complete and submit an application form to the satisfaction of an Officer of the Club, indicating their intention and consent to become a Member; and
 - (b) Pay any subscription required under s 9; and
 - (c) Provide any other information requested by the Committee.

8. Cessation of Membership

- (1) Any Member may resign by giving written notice to an Officer.
- (2) A person ceases to be a Member where—
 - (a) They have not renewed their membership in the manner outlined in s 7(1) prior to the commencement of the second week of the first semester of the University Year; or
 - (b) They resign in the manner outlined in s 8(1).
 - (c) They have been expelled in the manner outlined in s 10(1)(a).
- (3) S 8(2)(a) does not apply to—
 - (a) Life Members; and
 - (b) Members who were admitted after the Annual General Meeting of the preceding Year;
 - (c) Temporary Members.
- (4) Nothing in this section relieves Members of liabilities incurred prior to the Cessation of their Membership.

9. Subscriptions

- (1) The Annual Subscription for Members shall be set at any General Meeting.
- (2) The following persons shall be exempt from any requirement to pay a Subscription—
 - (a) Any Life Member; and
 - (b) Any Temporary Member; and
 - (c) Any current Vice-Presidents; and
 - (d) The current President.
- (3) Different Annual Subscriptions may be set at a Special General Meeting for—
 - (a) Applicants joining at different times of the year; and
 - (b) Applicants who are not Members of the University.
- (4) The Annual Subscriptions mentioned in ss 9(3)(a) and 9(3)(b) may be the same or different.
- (5) Subscriptions will not be refunded except in exceptional circumstances.

10. Discipline

- (1) The Committee may, by a two-thirds majority at a meeting called for any purpose, cause any Member to be—
 - (a) Expelled from Membership for any period; or
 - (b) Reprimanded in any way the Committee deems appropriate.
- (2) The Committee may only take the actions outlined in s 10(1), when it is satisfied that said Member has—
 - (a) Wilfully infringed any clause of the constitution; or
 - (b) Committed any other act rendering them unfit to be a Member.
- (3) Before taking any actions outlined in s 10(1), the Committee must—
 - (a) Inform the Member of their right to make a Complaint as outlined in s 11; and
 - (b) Inform the Member of their right to appeal any action taken to the Auckland University Students' Association; and
 - (c) Allow the Member a reasonable opportunity to explain their conduct.
- (4) If a Member registers a Complaint protesting an action taken pursuant to s 10(1), that action will be paused until the Complaint has been processed.
- (5) A Member may not make further Complaints if the resolution of the Complaint concludes that the action taken pursuant to s 10(1) was justified.

11. Complaints

- (1) Any party may make a complaint by giving to any person outlined in s 15(2) a notice in writing which—
 - (a) States that the person is starting a procedure for resolving a dispute in accordance with this constitution; and
 - (b) Sets out the allegation to which the dispute relates and whom the allegation is against.
- (2) Complaints will be brought to the attention of the committee within the earliest regularly scheduled Committee Meeting, provided that—
 - (a) If urgent resolution is required, the Committee may call an additional meeting to effect that resolution, per the terms of s 17(8); and
 - (b) Any Officer about whom the complaint is made may not make any decisions about the resolution of the dispute.

(3) For the avoidance of doubt, Complaints will automatically be referred to a third party where the party complained of is either—

- the Club; or
- the majority of Committee Members.

(4) The Committee or any member thereof may make a complaint against any Member or Officer by resolution in a committee meeting, provided that—

- That Member or Officer is provided with written notice of the complaint in the manner outlined in s 11(1) prior to the meeting; and
- Any Complaint made pursuant to this section is investigated and addressed equally in weight, standard, and method to those made by any Member or Officer.

(5) S 5A will apply where a complaint involves an allegation that a Member, Officer, or the Club (the Respondent) has—

- Engaged in misconduct; or
- Breached, or is likely to breach, a duty under this Constitution or the Incorporated Societies Act 2022; or
- Damaged the rights or interests of a Member, or the rights and interests of Members generally.

(5A) The Respondent has a right to be heard before the Complaint is resolved, or any outcome is determined, and must be considered to have been given that right if—

- The Respondent has been fairly advised of all allegations concerning them; and
- The Respondent has been given sufficient detail and reasonable time to prepare a response; and
- The Committee, subject to ss 11(2)(b) and (11)(3), has determined that an oral hearing is required to allow the Respondent an adequate opportunity of explaining their actions, and that hearing has been held; and
- The Committee, subject to ss 11(2)(b) and (11)(3), has reasonably considered the Respondent's written statement or submissions (if any); and
- This section is not taken to limit the manner in which the Respondent may exercise their right to be heard.

(6) The Committee may decide not to proceed further with a complaint if—

- The Complaint is trivial; or

- (b) The Complaint does not appear to disclose or involve any allegation of the kind outlined in s 11(5); or
- (c) The Complaint appears to be without foundation or there is no apparent evidence to support it; or
- (d) The Complainant has an insignificant interest in the matter; or
- (e) The conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
- (f) There has been an unreasonable delay in making the Complaint.

(7) The Club may for any reason refer a Complaint to—

- (a) A Subcommittee or external party to investigate and report; or
- (b) A Subcommittee, external party, or arbitral tribunal to investigate and resolve; or
- (c) Any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice), provided that the prior consent of both parties has been obtained.

(8) If the Complainant believes that their Complaint has not been dealt with reasonably, they may escalate the Complaint to an external organisation, such as AUSA.

(9) A person may not act as a Decision Maker in relation to a Complaint if two or more Members of the Committee, or a Complaints Subcommittee, consider—

- (a) That they might reasonably be believed to be partial to a particular party; or
- (b) That they might reasonably be believed to be unable to consider the matter without a premeditated view.

12. Special General Meetings

- (1) A Special General Meeting of the Club (SGM) may be called for any purpose and at any time by the direction of the Committee.
- (2) Alternatively, an SGM may be called by the Club Secretary or Captain within fourteen days of receiving a requisition that—
 - (a) Has been signed by no fewer than eight Members; and
 - (b) Specifies the business to be transacted at the SGM.
- (3) At least seven days' notice, detailing the time, place, and business to be transacted at the SGM shall be given for any SGM, by means of either or both of—
 - (a) A notice displayed in some conspicuous place in the University; or

(b) An email sent to all current Members.

(4) The procedure of any SGM shall be as follows—

(a) The SGM shall be Chaired by the President, or any other person detailed in s 12(5); and

(b) Twenty Members present at an SGM shall constitute a quorum; and

(c) All Members may attend and vote at an SGM; and

(d) The method of voting on any given motion shall, subject to s 12(6), be decided by the Chair in good faith; and

(e) The Chair shall only vote in cases of equality.

(5) If the President is absent from an SGM, the Chair shall be—

(a) Any Vice-President elected to be the Chair by the Members at the SGM; or

(b) Any Member elected to be the Chair by the Members at the SGM,

provided that no Vice-President is present ten minutes after the advertised time of the meeting's beginning.

(6) The method of voting at an SGM shall be at the Chair's discretion, provided that—

(a) If any Member demands a secret ballot prior to the vote beginning, voting must be by secret ballot; and

(b) If any Member demands that a transferable voting method be used, voting must be by a transferable voting method; and

(c) For the avoidance of doubt, voting involving the use of digital technologies is allowed.

(7) Written Resolutions may be passed in lieu of an SGM, and shall be treated for the purposes of this constitution as equivalent to any Written Resolution passed at an SGM, provided that—

(a) It is approved by no less than 75% (or any higher percentage required by this Constitution) of the number of Members entitled to vote; and

(b) That the number of voting Members is no less than the number required for a quorum of an SGM; and

(c) All Members shall be eligible to vote, subject to the same voting requirements outlined in s 12(6); and

(d) Members may give their approval by signing the resolution or by emailing any of the designated primary contact persons of the club, as defined in s 15(2).

(8) For the purposes of s 12(7), a Written Resolution 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 one or more of the persons specified in s 12(2).

13. Annual General Meetings

- (1) The Committee shall call an SGM, called the Annual General Meeting, in the month of October (the AGM).
- (2) At the AGM the following business will be transacted—
 - (a) A statement of receipts and payments and a Balance Sheet, prepared preceding the meeting, shall be presented to the meeting.
 - (b) A report of the year's activities, prepared by the committee or an officer, shall be presented to the meeting.
 - (c) Officers shall be elected for the following year.
 - (d) The constitution, regardless of any changes, shall be presented and signed by the outgoing President, Captain, Secretary and Treasurer.
- (3) The Secretary shall call for nominations for Officers not less than seven days before the proposed AGM.
- (4) All nominations made pursuant to s 13(3) shall be made public as they are received.

14. Officers

- (1) The following positions shall be elected at the AGM, provided that the person elected to fill any position is a bona fide Member—
 - (a) A President, who shall be a member of the Council or Staff of the University; and
 - (b) A Captain; and
 - (c) A Secretary; and
 - (d) A Treasurer; and
 - (e) A number of Officers, as decided by the Committee prior to the AGM, and subject to the approval of the Club; and
 - (f) Not more than six Vice-Presidents.
- (2) Of the Officers elected, at least two must identify as men, and two must identify as women.
- (3) Officers must be eligible in accordance with the requirements of the Incorporated Societies Act 2022.

(4) The Officers elected pursuant to ss 14(1) to 14(3) shall form the Committee.

(5) The Officers elected at the AGM shall serve a one year Term, subject to the following—

- (a) The Term shall begin after a handover event, within one month of the AGM; and
- (b) The Term shall ordinarily end at the handover event in the following calendar year; and
- (c) If for any reason s 14(5)(b) does not eventuate, the Term shall end on 30 November in the calendar year following the Officer’s election.

(6) A person ceases to be an Officer when—

- (a) They resign by giving written notice to the Committee; or
- (b) They are removed by a majority vote of the Club at an SGM; or
- (c) Their Term ends; or
- (d) They are expelled from the club pursuant to s 10(1)(a).

(7) If a person ceases to be an Officer, that person must within one month surrender to the Committee all Club documents and property in their possession.

(8) Any one of the following Officer roles may be shared amongst two Members, provided that no more than one such role be shared concurrently—

- (a) Captain;
- (b) Secretary;
- (c) Treasurer.

(9) Every Officer must have consented in writing to be an Officer of the Club.

15. Duties of Certain Roles

(1) All committee roles shall have publicly available contact details such that relevant queries may be directly addressed to the correct officers.

(2) Any three Officers described in ss 14(1)(a) to 14(1)(d) shall be the designated Primary Contact Persons for the club, subject to the following—

- (a) Any Officers described under ss 14(1) may reject the role of contact person for the club, provided that at least one contact person is appointed; and
- (b) The primary contact persons shall be determined upon their election, and listed in the minutes of the AGM at which they were elected.

(3) In the event that more than three such Officers are willing to be designated Primary Contact Persons, the roles shall be decided by either—

- Mutual agreement by these Officers; or
- If no agreement is found, resolution by the Committee as a whole.

(4) All committee roles shall have publicly available contact details such that relevant queries may be directly addressed to the correct officers.

(5) The Captain shall be responsible for the following—

- Making all Committee Members' contact details available to other Committee Members; and
- Ensuring the retention and updating of the Club's records, documents, and books (except where designated by this Constitution as the responsibility of other Officers); and
- Communications with Federated Mountain Club and Life Members.

(6) The Secretary shall be responsible for the following—

- Writing full and accurate Minutes of all General and Committee meetings; and
- Making these Minutes available to all Members; and
- Ensuring this Constitution is upheld by the Committee; and
- Communications with the University of Auckland student groups and applying for grants.

(7) The Treasurer shall be responsible for the following—

- Keeping proper accounting records of the Club's financial transactions to allow the Club's financial position to be readily ascertained; and
- Providing a Financial Report including statements at each AGM; and
- Filing the Annual Return and Constitution with the Companies Office; and
- Communications with banks and IRD.

16. Rights and Duties of the Committee

- The management of the Club shall be vested in the Committee.
- The role of the Committee is to advance the Objects of the Club, and it shall manage Club monies or assets to achieve this.
- The committee shall have the power to fill by co-option any vacancy that may exist during the year.

17. Committee Meetings

- (1) Decisions of the Committee shall bind the club, provided that—
 - (a) The Decision was made by a majority vote during a Committee Meeting; and
 - (b) The Decision does not contravene a limitation outlined in this Constitution; and
 - (c) The Decision does not contravene a limitation imposed by a majority vote of the Club at any General Meeting.
- (2) Any Committee Meeting shall be chaired by the person designated pursuant to s 17(9)(b), provided that the Chair—
 - (a) Only vote in cases of equality; and
 - (b) In the case of s 17(2)(a), cast the deciding vote on a Decision.
- (3) The Committee shall elect a Chair for a particular meeting from the body of Members present where—
 - (a) The Chairperson designated by s 17(2) is absent; and
 - (b) 10 minutes have passed from the time called for a meeting.
- (4) A Committee Meeting may be called by any one or more of the following Officers—
 - (a) The President; or
 - (b) The Captain; or
 - (c) The Secretary; or
 - (d) The Treasurer; or
 - (e) Any three Committee Members.
- (5) Four members personally present shall constitute a quorum.
- (6) 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.
- (7) For avoidance of doubt, any business conducted in inquorate meetings shall be null and void.
- (8) Provided that access is given to all Officers with at least 24 hours notice, any Committee Meeting may be held—
 - (a) In person; or
 - (b) digitally via software that includes an audio-visual link; or
 - (c) In a hybrid mode that combines ss 17(8)(a) and 17(8)(b).
- (9) The first Committee Meeting of the year shall—
 - (a) Be called prior to the first term of the University academic year; and

- (b) Before any further business is transacted, elect one of its members as the Chairperson of the Committee; and
- (c) After s 17(9)(b) has occurred, determine the intended frequency of meetings.

18. Funds

- (1) A bank account shall be kept at such a bank or banks as the Committee may from time to time determine.
- (2) The bank account or accounts mentioned in s 18(1) shall be Operated by any two or more of the following—
 - (a) The President; and
 - (b) The Treasurer; and
 - (c) The Secretary; and
 - (d) The Captain; and
 - (e) Any other Member appointed by the Committee
- (3) For the avoidance of doubt, where two persons occupy a role pursuant to s 14(8), they shall be counted as separate for the purpose of s 18(2).
- (4) Signatory power over the accounts mentioned in s 18(1) shall be vested in the Operators designated under s 18(2), such that—
 - (a) Upon their election to the relevant Officer role, they shall hold all applicable rights to modify these accounts, pursuant to the conditions of ss 18(1) and 18(2); and
 - (b) Upon the appointment of new Operators, all previous Operators lose the rights mentioned in s 18(4).
- (5) The Committee may invest Club monies in interest bearing accounts or term deposits with a reputable bank.
- (6) Where an Operator ceases to hold one of the roles mentioned in s 18(2)—
 - (a) An interim signatory can be elected at an SGM until a new Officer is appointed as an Operator; and
 - (b) Once a new Officer is appointed, the responsibility of Bank Signatory shall transfer to this person in accordance with this Constitution and the designation of duties to the Officers.

19. Personal Benefit / Employment

- (1) Officers and Members may not receive any distributions of profit or income from –
 - (a) The Club; or
 - (b) Any activities conducted by the Club.
- (2) For the avoidance of doubt, s 19(1) does not prevent Officers or Members from –
 - (a) Receiving reimbursement of actual and reasonable expenses incurred on Club business; and
 - (b) Entering into any transactions with the Club for goods or services supplied to or from them, so long as such transactions are conducted as between unrelated parties.
- (3) No Officer or Member is allowed to influence any decision made by the Club pursuant to s 19(2) in respect of payments or transactions between it and any combination of—
 - (a) Them; or
 - (b) their direct family; or
 - (c) any associated entity.

20. Alteration to the Constitution

- (1) An annual review of this Constitution by the Committee shall be conducted every calendar year to ensure that it is—
 - (a) Fit for purpose; and
 - (b) Continuously maintained.
- (2) Only by a Resolution passed at any General Meeting of the Club by a two-thirds majority of the members present and entitled to vote may this Constitution be—
 - (a) Added to; or
 - (b) Amended; or
 - (c) Rescinded.
- (3) *No addition to, deletion from, or alteration of the Club's Constitution 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.*
- (4) The latest version of the constitution shall be filed with the Companies Office and provided to the wider club.

21. Dissolution

- (1) A two-thirds majority of the Members present and entitled to vote at any General Meeting of the Club may Resolve that the Club be dissolved from the date to be named in such a Resolution.
- (2) In the event of the Club's dissolution, any property or funds belonging to the Club shall be surrendered to a New Zealand tramping club with objectives similar to those of the Club.
- (3) The club nominated pursuant to s 21(2) shall hold said goods or property under trust until such time as a similar student Club or society is formed at the University of Auckland.

22. Common Seal

- (1) The Committee shall provide a Common Seal for the Club.
- (2) The Committee may from time to time replace the Common Seal.
- (3) The Common Seal shall—
 - (a) Be kept in the custody of the Secretary; and
 - (b) Be used only by the authority of the Committee.
- (4) Every document to which the common seal is affixed shall be signed by—
 - (a) The President; and
 - (b) The Captain; and
 - (c) Another Committee Member.

23. Power to borrow money

- (1) The Club shall have no power to borrow money.

24. Assets Register

- (1) The Committee shall at all times maintain an up-to-date register of the Assets owned by the Club.
- (2) For the purposes of s 24(1), an Asset is any item valued at over \$300 NZD at the time of purchase.

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 17 October 2025

at the University of Auckland.

Mark Battley

President



William Griffiths

Captain



William Griffiths (Nov 14, 2025 18:28:02 GMT+13)

Mia Edwards

Secretary



Mia Edwards (Nov 14, 2025 21:20:15 GMT+13)

James Killick

Treasurer



James Killick (Nov 14, 2025 18:23:37 GMT+13)