



Taranaki Alpine Club Inc.

Constitution



Constitution

Issue: 4 Date: March 2025

Page 2 of 13

Amendment Register

Date	Version	Amendment
09/11/2012	2	<p>Amended Rule 18</p> <p>From:</p> <p>The officers of the Club shall consist of: Patron, President, Vice President, Club Captain, Secretary, Treasurer, and an Executive committee as hereinafter provided for. The positions of Secretary and Treasurer may be held by one person, in which event an assistant Secretary may be appointed by the general meeting. The term of office of the President shall not exceed three years.</p> <p>To:</p> <p>The officers of the Club shall consist of: Patron, President, Vice President, Club Captain, Secretary, Treasurer, and an Executive committee as hereinafter provided for. The positions of Secretary and Treasurer may be held by one person, in which event an assistant Secretary may be appointed by the general meeting.</p>
02/03/2023	3	<p>Amended the park and mountain name. Removed outdated and potentially culturally objectionable references (summit fires). Amended Sections 20, 34, 35, 42, and 43 in line with legislative changes.</p>
06/03/2025	4	<p>Amendments as per Incorporated Societies Act (2022) Sections (8, 12, 17, 18, 21, 22, 27, 30, 31, 34, 35, 36, 50)</p> <p>Amendments to remove or amend outdated references and gender Sections (2, 3, 8, 14, 16, 18, 33, 36, 42, 49)</p> <p>Amendments to correct grammar, layout, errors etc Sections (1, 4, 5, 6, 11, 14, 23, 24, 25, 29, 33, 34, 37, 42, 47)</p> <p>Amendments to update the status of the National Park Section (3,)</p> <p>Amendments for clarification Section (12, 13, 18, 46, 48)</p>



Constitution

Issue: 4 Date: March 2025

Page 3 of 13

CONSTITUTION OF THE TARANAKI ALPINE CLUB (INCORPORATED)

NAME

1. The name of the club shall be "Taranaki Alpine Club (Incorporated)".

INTERPRETATION

2. In these rules, unless contrary intention appears, "Club" means the "Taranaki Alpine Club (Incorporated)", "Committee" means the Committee for the time being appointed under rule 20 of these rules, "Year" means the financial year of the Club which as defined in rule 38 of these rules and words importing the singular number shall include plural and vice versa.

OBJECTS

3.
 - 3 (a) To encourage walking, climbing, and mountaineering
 - 3 (b) To open up and develop Tahurangi Lodge and arrange facilities in connection therewith, and in particular to popularise Te Papakura o Taranaki as a visitor activity
 - 3 (c) To protect native flora and fauna and the natural features of the country;
 - 3 (d) To arrange trips to or up Taranaki Maunga, the Kaitake and Pouakai Ranges and other districts
 - 3 (e) To procure and assist in the formation of new, and help in the upkeep of existing and future tracks and routes;
 - 3 (f) To procure and provide equipment for existing huts and for their extension, and may provide facilities and accommodation for trampers and mountaineers;
 - 3 (g) To arrange for outdoor sports and to provide Club houses, grounds, and courses thereof;
 - 3 (h) To encourage social intercourse between members;
 - 3 (i) To establish a library of literature connected with the objects of the Club, and to publish and issue a Club magazine;
 - 3 (j) To encourage amateur photography among members;
 - 3 (k) To contribute to the funds of any other body having objects in whole or in part similar to those of this Club;
 - 3 (l) To acquire the freehold of, or take part in the lease or as tenant for a term hire any real and personal property for the purpose of the Club, and to dispose of property no longer required;
 - 3 (m) To act in co-operation with the Government or any other Club, committee, society or institution, for the promotion of the above objects;
 - 3 (n) To empower the committee to expend the funds of the Club in or about the attainment of any of the foregoing objects;
 - 3 (o) The Club will recognise, promote and protect the health and wellbeing of Te Kāhui Tupua and its status. The Club understands and respects the profound importance of Te Kāhui Tupua to Ngā Iwi o Taranaki. The club recognises the importance of reconnection and relationship between the Iwi and their Tūpuna Maunga (ancestors).



Constitution

Issue: 4 Date: March 2025

Page 4 of 13

CLUB COLOURS AND BADGE

4. The Club colours shall be maroon and gold, and the Club badge shall be in the form of a circle with the inscription "Taranaki Alpine Club", and with the head of an ice-axe in the centre thereof.

MEMBERSHIP

5. The Club shall consist of Ordinary members, Student members, Family members, Associate members, Honorary members and Life members.
6. All members of the "Taranaki Alpine Club" on the fourth day of April 1930 shall be members of this Club.
7. Every candidate for membership shall be proposed by one and seconded by another financial member of the Club, and may be elected to membership by votes of two - thirds of those present at a meeting of the committee.
8. The Secretary shall send to each newly elected member written notice of their election, together with a copy of these rules. Upon receipt by the secretary of written and signed consent, or by input onto the club website, and with payment of an entrance fee (if any) plus first annual subscription, the newly elected member shall be become a member of the Club.

HONORARY MEMBERS

9. The committee may elect honorary members by motion duly proposed and seconded. Honorary members shall be entitled to all privileges and benefits of membership except that they shall not vote upon any question affecting the finances of the Club, and shall not be qualified to serve on the committee. Honorary membership shall be awarded only to those non-members who have at some time rendered valuable service to the Club.

ASSOCIATE MEMBERS

10. Members and other living outside the province of Taranaki, or any other members who are not fully active may, upon application to and at the discretion of the committee, become associate members, except that they shall not have voting powers and shall not be qualified to serve on the committee.

LIFE MEMBERS

11. On the recommendation of the committee, any Club member who has rendered special service to the Club, or to the furtherance of its objects, may be elected a life member at any general meeting of the Club, and shall be thereafter entitled to all the privileges of membership without paying the annual subscription. A two-thirds majority of those present and voting at the General Meeting shall be necessary for such election.



ENTRANCE FEE AND SUBSCRIPTION

12. The committee may if it thinks fit impose such entrance fee as it may from time to time determine. The annual subscription shall be fixed each year by the Annual General Meeting. Family membership includes children under the age of 18 years. Student membership may be granted to those under the age of 18 years. Any member under 16 years shall not have any voting rights and shall not be eligible to stand for office.

PAYMENT OF SUBSCRIPTIONS

13. All annual subscriptions shall be payable immediately after the Annual General Meeting, and if not paid by the first day of June of each year, shall cease to be a member.

DEFAULT IN PAYMENT OF SUBSCRIPTIONS

14. If any member fails to pay the annual subscription on or before the date one month following the Annual General Meeting, notice shall be sent calling attention thereto. If such subscription be not paid before the first day of June each year, the defaulter shall cease to be a member of the Club, but if at any time the member shall give to the committee a satisfactory explanation, that in the discretion of the committee, and upon payment of all arrears, the member shall be re-admitted to membership without payment of any entrance fee.

CHARGE FOR SPECIAL PRIVILEGES

15. (a) The committee may make a charge to members using the Club property or privilege in respect of that user.
- (b) The Committee may authorise the commercial use of Club assets if in the opinion of the Committee such usage is in the interests of the club and complies with all relevant legislation. No such usage shall commence until a written contract incorporating terms and conditions acceptable to the Committee (including terms and conditions as to price and rights of renewal, if any, and containing appropriate indemnities in favour of the Club) has been entered into between the Club and the other party thereto. The use of Club assets for commercial purposes is not a right of membership. No person (other than those entering into it on behalf of the Club) who is a party to a contract entered into pursuant to this clause can be an Officer of the Club during the term thereof.

RESIGNATION

16. Any member may resign their membership by giving the Secretary notice in writing to that effect.



DISPUTE RESOLUTION

17.1 How complaint is made

- (1) A member or an officer may make a complaint by giving to the committee a notice in writing that;
 - (a) states that the member or officer is starting a procedure for resolving a dispute in accordance with the club constitution; and
 - (b) sets out the allegation to which the dispute relates and whom the allegation is against; and
 - (c) sets out any other information reasonably required by the club.
- (2) The club may make a complaint involving an allegation against a member or an officer by giving to the member or officer a notice in writing that;
 - (a) states that the club is starting a procedure for resolving a dispute in accordance with the club constitution; and
 - (b) sets out the allegation to which the dispute relates.
- (3) The information given under subclause (1)(b) or (2)(b) must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
- (4) A complaint may be made in any other reasonable manner permitted by the club constitution.

17.2 Person who makes complaint has right to be heard

- (1) A member or an officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- (2) If the club makes a complaint;
 - (a) the club has a right to be heard before the complaint is resolved or any outcome is determined; and
 - (b) an officer may exercise that right on behalf of the club.
- (3) Without limiting the manner in which the member, officer, or club may be given the right to be heard, they must be taken to have been given the right if;
 - (a) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - (b) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - (c) an oral hearing (if any) is held before the decision maker; and
 - (d) the member's, officer's, or club's written statement or submissions (if any) are considered by the decision maker.

17.3 Person who is subject of complaint has right to be heard

- (1) This clause applies if a complaint involves an allegation that a member, an officer, or the club (the respondent);
 - (a) has engaged in misconduct; or
 - (b) has breached, or is likely to breach, a duty under the club constitution or the Incorporated Societies Act; or



- (c) has damaged the rights or interests of a member or the rights or interests of members generally.
- (2) The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- (3) If the respondent is the club, an officer may exercise the right on behalf of the club.
- (4) 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;
 - (a) 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
 - (b) the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - (c) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - (d) an oral hearing (if any) is held before the decision maker; and
 - (e) the respondent's written statement or submissions (if any) are considered by the decision maker.

17.4 Dispute Investigation

- (1) The club must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its constitution, ensure that the dispute is investigated and determined.
- (2) Disputes must be dealt with under the constitution in a fair, efficient, and effective manner.

17.5 The Club may decide not to proceed further with complaint

Despite clause 17-4, the club may decide not to proceed further with a complaint if—

- (a) the complaint is trivial; or
- (b) the complaint does not appear to disclose or involve any allegation of the following kind:
 - (i) that a member or an officer has engaged in material misconduct;
 - (ii) that a member, an officer, or the club has materially breached, or is likely to materially breach, a duty under the club's constitution or the Incorporated Societies Act;
 - (iii) that a member's rights or interests or members' rights or interests generally have been materially damaged;
- (c) the complaint appears to be without foundation or there is no apparent evidence to support it;
or
- (d) the person who makes the complaint 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 undue delay in making the complaint.

17.6 Complaint Referral

- (1) The club may refer a complaint to a member subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.



Constitution

Issue: 4 Date: March 2025

Page 8 of 13

(2) 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, or facilitation).

17.7 Decision makers

- (1) The President shall appoint a disputes committee or other arbitrator. If the president is a party to the dispute, the vice president to appoint. If Both are party to the dispute, an impartial committee member shall coordinate this function.
- (2) 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;
 - (a) impartial; or
 - (b) able to consider the matter without a predetermined view.

EXPULSION

18. (1) The committee may, on the recommendation of a disputes committee, and following a formal disputes resolution as per Incorporated Societies Act 2022, and section 17, expel from membership any member wilfully disobeying any of these rules, or guilty of any conduct rendering the member unfit in the outcome of the committee's opinion to be a member of the Club, provided that before expelling the member, the committee is satisfied that correct procedures have been followed.
 - (2) Re-admission following expulsion requires the approval by a two-thirds majority at a special general meeting held solely for the purpose.

OFFICERS

19. The officers of the Club shall consist of: Patron, President, Vice President, Club Captain, Secretary, Treasurer, and an Executive Committee as hereinafter provided for. The positions of Secretary and Treasurer may be held by one person, in which event an assistant Secretary may be appointed by the general meeting.
20. The officers of the Club shall be elected at the Annual General Meeting and shall hold office until the next Annual General Meeting or until such time as their successors are legally appointed. The Executive Committee shall have the power to fill any vacancy which may occur in their number and to appoint sub-committees as may be necessary to transact any business of the Club except that which is otherwise provided for in these rules.

COMMITTEE

21. The control and management of the Club shall be vested in an Executive Committee (referred to in these rules as "The Committee"), to be appointed by members at the Annual General Meeting, and shall consist of ten members including the President, Vice President, Captain, Secretary and Treasurer, who shall hold office on the Committee ex officio. In the event of the offices of



Constitution

Issue: 4 Date: March 2025

Page 9 of 13

Secretary and Treasurer being held by one person, an Assistant Secretary shall be an ex officio member of the Executive Committee. The President shall be Chairman at all meetings of the Executive Committee. Only members eligible to qualify as an officer under Section Subpart 1A of the Charities Amendment Act 2023 may be Committee Members. All officers must consent to hold the position by completing Incorporated Societies Act 2022 'Consent and Certificate of Officer' Template IS22-CCO, and declare any conflicts of interest.

22. Any member of the Committee failing to attend three duly convened consecutive meetings of the Committee without having obtained leave of absence in writing shall, at the discretion of the Committee cease to be a member thereof, and in that case shall cease to hold any offices in the Club. In the case of a disagreement in this rule, the member may lodge a dispute as per section 17.

MEETINGS OF COMMITTEE

23. A meeting of the Committee may be called at any time by the President or Secretary, and shall be called within seven days of the receipt by the Secretary of a requisition signed by three members of the Committee.

NOTICE OF MEETING

24. Notice (either oral or written) of the date, time and venue of any meeting of the committee shall be given to every member of the Committee at least forty eight hours before the time appointed for such meeting.

QUORUM

25. The quorum at a committee meeting shall be five members. The President shall have a deliberate and casting vote, provided that if the President is not present at the meeting the Vice President shall chair, or if absent, then members present shall elect another member to take the chair at such meeting.
26. No proxy voting shall be allowed, and no resolution in lieu of a meeting shall be allowed.

BY-LAWS

27. The Committee may from time to time make, alter, add to, or rescind any by-laws for the management and proper control of the Club and property so long as the same are not in any way repugnant to these rules or any amendment thereof.



BRANCHES

28. The Committee may from time to time form branches of the Club wherever deemed expedient, and may set up sub-committees to manage such branches.

ANNUAL GENERAL MEETING

29. The Annual General Meeting shall be held in March or April in each year, the date, time and venue to be determined by the committee.
30. The agenda, at an Annual General Meeting to include election of officers, presentation of annual accounts, and any other item of general business.
31. The committee shall present to members at an annual general meeting any disclosures of interest made by any of the officers if the officer failed to disclose an interest, or if an officer with an undisclosed interest took part in a decision, or signed any documents despite having an interest.

SPECIAL GENERAL MEETING

32. The Committee may, at any time, and shall within fourteen days after requisition in writing of at least fifteen members (which requisition shall be set out in the form of resolutions the business proposed to be transacted at such meeting) convene a Special General Meeting for any specific purpose or purposes.

NOTICE OF GENERAL MEETING

33. The Secretary shall, at least seven days before any General Meeting, send to every member by email or by mail if email unknown, a notice, stating the time, date, venue and agenda, and in the case of a Special General Meeting, the nature of the business proposed.

PROCEDURE AT GENERAL MEETINGS

34. (1) At all General Meetings, the chair shall be taken by the President, or if not present, by the vice president, or if not present then by another committee member chosen by the meeting.
(2) Every member shall have one vote and, in the case of equality of votes, the Chairperson shall have a second or casting vote.
(3) The quorum at a General Meeting shall be twenty members.
(4) Voting shall be by voice, but if any member present so desires, the Chairperson shall call for vote by a show of hands, or, if the meeting so desires, by ballot.
(5) There shall be no provision for proxy votes, or postal votes
(6) There shall be no provision for written resolutions in lieu of a general meeting
(7) Minutes of the meeting will be kept.



ALTERATION OF RULES

35. These rules may be repealed, altered, or added to by a resolution at a General Meeting, the notice of which shall have specified the proposed repeal, alteration, or addition; but nothing in this rule shall prohibit the amendment by the General Meeting of any proposal which has been specified in the notice.

DUTIES OF SECRETARY

36. The Secretary shall keep and have custody of, and maintain:
- (1) A minute book containing full and correct minutes of General Meetings, and Committee meetings
 - (2) A Register showing the names and addresses of members and the dates on which they became members;
 - (3) such books of accounts as the Committee may from time to time require. The Secretary shall keep all entries in such books up to date. The secretary shall also 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) The secretary shall maintain such documents as required by Incorporated Societies act 2022. This includes, but is not limited to, members consents, officers consents, and register of conflicts of interest.
 - (5) The secretary shall be the contact person for Incorporated Societies
 - (6) The Secretary shall maintain a policy document of policy and by-laws as set down by any Executive Committee. Any Policy motion carried by the Executive Committee shall be added to the aforementioned document, each policy or bylaw shall be binding until such time as it is either amended or rescinded by the, or subsequent, Executive Committees.

BANK ACCOUNT

37. A Bank account is to be operated by the President, Secretary, or Treasurer and one other member of the committee for club general operation. All funds shall be paid into the club bank account. All withdrawals or payments are to be authorised by the committee, and signature is required by two authorised account holders.

FINANCIAL YEAR

38. The financial year of the Club shall end on the 31st day of December each year, to which day the accounts shall be balanced.



AUDITOR

39. No review or audit of the annual financial statements shall be required unless a review or audit is requested by 10% of the Members at the Annual General Meeting.

BALANCE SHEET

40. A statement of Income and Expenditure and a Balance Sheet shall be prepared, and a copy shall be provided to each member of the Club with the notice calling the Annual General Meeting.

DUTIES OF MEMBERS

41. It shall be the duty of all members to assist in the preservation of the tracks in Te Papakura o Taranaki and the territory which they traverse; in the keeping clean of huts and equipment ; in the protection of the forest; native bird and animal life; and to report to the Secretary any poaching or damage done to huts and their equipment.
42. Every member shall communicate to the Secretary any change of address and email address, and all notices posted to such changed address shall be considered as having been duly sent.

DONATIONS

43. Any General Meeting may donate to any deserving object or person, including members of the Club (or may co-operate with other persons or bodies in so doing), such sum of money or other consideration as it may seem suitable, either for the furtherance of such object or for the services rendered to the Club.

SPECIAL TRIPS

44. The Committee may impose such special fees as it thinks fit upon members participating in any trip which the Committee declares to be a special trip.

COMMON SEAL

45. The common seal of the Club shall be kept by the Secretary and shall not be affixed to any document, instrument, deed, writing, paper or other thing unless a resolution to that effect has been passed by the Committee. Such seal shall be affixed by the Secretary in the presence of two other members of the Committee and the Secretary and the other members aforesaid shall sign such document, instrument, deed, writing, paper or other thing.



BORROWING POWERS

46. The Committee shall have the power to borrow such amounts and on such terms as it thinks fit, and to give as security for the repayment of sums borrowed and interest thereon such security as the committee deems expedient. Provided that no sum exceeding the estimated annual income of the club in the current year shall be borrowed by the committee without the previous consent of the club given at a General Meeting called for the purpose.

INVESTMENT

47. Any funds or part thereof may be invested in the manner provided by The Trusts Act, 2019 or any Act amending or replacing the same.

WINDING UP

48. If upon the winding up or dissolution of the organisation there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the organisation but shall be given or transferred to some other charitable organisation or body having objects similar to the objects of the club, and with regards to Taranaki Mouna – or for some other charitable purpose – within New Zealand.

CLUB HUTS

49. The Executive Committee may require any member desiring the use of any of the Clubs storehouses, huts or bivouacs, to give such notice of such desire, specifying actual dates to the Lodge Booking Officer as appointed by the Executive Committee of the Club, who shall in their discretion grant to such person the use of such storehouses, huts or bivouacs, or any of them, either exclusively or concurrently with any other person or persons. The Committee may from time to time impose such charges, conditions or restrictions upon usage as it may consider reasonable, and may in its absolute discretion, by notice in writing addressed to the offending member at his last known place of residence, exclude from the use of the Club's huts and equipment and the privilege and amenities pertaining thereto, any member whose conduct and behaviour in its opinion renders such a course desirable and proper.

INTERPRETATION

50. All matters not otherwise specially provided for in these rules shall be decided by the Committee, and in case of any dispute as to the interpretation of the rules, the matter shall be resolved by a disputes committee as per Section 17