



CONSTITUTION
of
FEDERATED MOUNTAIN CLUBS OF NEW
ZEALAND (INCORPORATED)

9th May 2025

Contents

1. Introductory rules	4
1.1 Name	4
1.2 Charitable status	4
1.3 Definitions	4
1.4 Objects	6
1.5 Act and Regulations	6
1.6 Restrictions on society powers	7
1.7 Registered office	7
1.8 Contact person	8
2. Members	8
2.1 Minimum number of members	8
2.2 Types of members	8
2.3 Becoming a member: consent	8
2.4 Becoming a member: process	9
2.5 Members' obligations and rights	9
2.6 Subscriptions	9
2.7 Ceasing to be a member	9
2.8 Obligations once membership has ceased	10
2.9 Becoming a member again	10
3. Member voting rights	10
3.1 Member voting requirements	10
3.2 Club voting	10
3.3 Supporter voting	11
3.4 Associate voting	11
4. General meetings	11
4.1 Procedures for all general meetings	11
4.1.1 Calling a General Meeting	11
4.1.2 Notice of General Meeting	11
4.1.3 Club Participation in General Meetings	12
4.1.4 Supporter Participation in General Meetings	12
4.1.5 Associate Participation in General Meetings	12
4.1.6 Quorum at General Meetings	12
4.1.7 Voting at General Meetings	12
4.1.8 Written Resolutions in lieu of General Meetings	13
4.1.9 Management of General Meetings	13
4.2 Annual General Meetings: when they will be held	14
4.3 Annual General Meetings: business	14
4.4 Special General Meetings	14
5. Poll of Members	15

6. Committee	16
6.1 Committee composition	16
6.2 Immediate past president	16
6.3 Terms of office	16
6.4 Functions of the committee	16
6.5 Powers of the committee	17
6.6 Sub-committees	17
6.7 General matters: committees	17
7. Committee meetings	17
7.1 Procedure	17
8. Officers	18
8.1 Qualifications of officers	18
8.2 Officers' duties	18
8.3 Election or appointment of officers	19
8.4 Removal of officers	20
8.5 Ceasing to hold office	20
8.6 Conflicts of interest	20
8.7 Officer liability	21
9. Records	21
9.1 Register of Members	21
9.2 Interests Register	22
9.3 Access to information for members	22
10. Finances	23
10.1 Control and management	23
10.2 Balance date	24
10.3 Annual reports	24
10.4 Independent review of the accounts	24
11. Dispute resolution	24
11.1 Meanings of dispute and complaint	24
11.2 How complaint is made	24
11.3 Complaints sub-committee	25
11.4 Complaint management	25
11.5 Complaint assessment appeal	26
12. Liquidation and removal from the register	26
12.1 Resolving to put society into liquidation	26
12.2 Resolving to apply for removal from the register	27
12.3 Surplus assets	27
13. Alterations to the constitution	27
13.1 Amending this constitution	27
14. Other	28

14.1 Bylaws	28
14.2 Patron	28
14.3 Committee Adviser	28
15. Constitution Changes	29

1. Introductory rules

1.1 Name

The name of the society is Federated Mountain Clubs of New Zealand (Incorporated) (in this **Constitution** referred to as the '**Society**').

1.2 Charitable status

The **Society** is not and does not intend to be registered as a charitable entity under the Charities Act 2005.

1.3 Definitions

In this **Constitution**, unless the context requires otherwise, the following words and phrases have the following meanings:

'**Act**' means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

'**Administrator**' means the person engaged by the **Society** to undertake administrative tasks to support the work of the Committee.

'**Annual General Meeting**' means a General Meeting of the **Members** of the **Society** held once per year which, among other things, will receive and consider reports on the **Society's** activities and finances.

'**Bylaws**' means the administrative regulations for the **Society** that are a subordinate document to this **Constitution**.

'**Committee**' means the **Society's** governing body, otherwise known as the FMC Executive.

'**Complaint**' means a communication **In Writing** from a **Member**, an **Officer**, or the **Executive Officer** on behalf of the **Society**, or the **Executive Officer** on behalf of an external person or organisation that is intended to initiate a dispute resolution process as per section 11.2.

'**Constitution**' means the rules in this document.

'**Executive Officer**' means the person engaged by the **Society** to undertake managerial responsibilities to support the work of the Committee.

‘General Meeting’ means either an **Annual General Meeting** or a **Special General Meeting** of the **Members** of the **Society**.

‘Interested Member’ means a **Member** who is interested in a matter for any of the reasons set out in section 62 of the **Act**.

‘Interests Register’ means the register of interests of **Officers**, kept under this **Constitution** and as required by section 73 of the **Act**.

‘In Writing’ means a communication received in hardcopy form, via email, or via any special purpose electronic form created by the **Society** for a specific purpose. It does not include communications received via text message or via other electronic means.

‘Management Committee’ means a sub-committee charged with monitoring the administration of the **Society**.

‘Matter’ means

- the **Society’s** performance of its activities or exercise of its powers; or
- an arrangement, agreement, or contract made or entered into, or proposed to be entered into, by the **Society**.

‘Member’ means a person or an organisation that has consented to become a **Member** of the **Society** and has been properly admitted to the **Society** who has not ceased to be a **Member** of the **Society**.

‘Notice’ includes any notice given by email, post, or courier.

‘Objects’ means the Objects of the **Society**.

‘Officer’ means a member of the **Committee**.

‘Patron’ means the person appointed as per rule 14.2.

‘Poll of Members’ means the process whereby **Members** can vote on matters that do not require a **General Meeting**.

‘President’ means the **Officer** responsible for chairing **General Meetings** and **Committee** meetings, and who provides leadership for the **Society**.

‘Outdoor Recreation’ means any non-commercial, non-motorised outdoor physical activity taking place anywhere in New Zealand’s mountains, hill country lakes, rivers and coasts that includes, but is not limited to, mountaineering, tramping, walking, climbing, skiing, ski-touring, hunting, caving, canyoning, mountain-biking, canoeing, kayaking, rafting and paragliding.

‘Register’ means the Register of Incorporated Societies.

‘Register of Members’ means the register of **Members** kept under this **Constitution** as required by section 79 of the **Act**.

‘Registrar’ means the Registrar of Incorporated Societies.

‘**Sent to Registered Address**’ means for correspondence to be mailed or electronically transmitted to the latest updated postal or electronic address provided by the **Member**, with preferred method of communication indicated by the **Member**.

‘**Special General Meeting**’ means a meeting of the **Members**, other than an **Annual General Meeting**, called for a specific purpose or purposes.

‘**Vice President**’ means the **Officer** elected or appointed to deputise in the absence of the **President**.

‘**Working Days**’ mean as defined in the Legislation Act 2019. Examples of days that are not **Working Days** include, but are not limited to, the following — a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign’s birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day.

‘**Youth**’ means a young person currently enrolled at a secondary school or under 18 years of age.

1.4 Objects

The objects of the **Society** are:

To be the heart and the voice of the non-commercial Outdoor **Recreation** community in New Zealand.

To promote and advocate for::

- Outdoor **Recreation**, in New Zealand.
- The conservation and wise management of New Zealand’s natural wild lands, mountains, lakes, rivers and coasts.
- Public access to New Zealand’s natural wild lands, mountains, lakes, rivers and coasts..
- The work of the Federated Mountain Clubs Mountain & Forest Trust
- The use of appropriate skills and good environmental practices associated with Outdoor **Recreation**
- The benefits of Outdoor **Recreation**
- Research into issues related to Outdoor **Recreation**

To work with, and to build enduring relationships, with iwi.

To liaise with other organisations and when appropriate to take action jointly with such other organisations to achieve these **Objects**.

To advocate for, and to maintain an open relationship with **Members**.

To take any other action which is considered by the **Committee** to be in the interests of the **Society**.

1.5 Act and Regulations

Nothing in this **Constitution** authorises the **Society** to do anything which contravenes or is inconsistent with the **Act** or any other legislation.

1.6 Restrictions on society powers

The **Society** must not operate for the purpose of, or with the effect of:

- distributing, any gain, profit, surplus, dividend, or other similar financial benefit to any of its **Members** (whether in money or in kind); or
- having capital that is divided into shares or stock held by its **Members**; or
- holding, property in which its members have a disposable interest (whether directly, or in the form of shares or stock in the capital of the society or otherwise).

But the **Society** will not operate for the financial gain of **Members** simply if the **Society**:

- engages in trade,
- pays a **Member** for matters that are incidental to the purposes of the **Society**, and the **Member** is a not-for-profit entity,
- distributes funds to a **Member** to further the purposes of the **Society**, and the **Member**:
 - is a not-for-profit entity, and
 - is affiliated or closely related to the **Society**, and
 - has the same, or substantially the same, purposes as those of the **Society**.
- reimburses a **Member** for reasonable expenses legitimately incurred on behalf of the **Society** or while pursuing the **Society's** purposes,
- provides benefits to members of the public or of a class of the public and those persons include **Members** or their families,
- provides benefits to **Members** or their families to alleviate hardship,
- provides educational scholarships or grants to **Members** or their families,
- pays a **Member** a salary or wages or other payments for services to the **Society** on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or are terms less favourable to the **Member** than those terms and the payment for services, or other transaction, does not include any share of a gain, profit, or surplus, percentage of revenue, or other reward in connection with any gain, profit, surplus, or revenue of the **Society**),
- provides a **Member** with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the **Society**.
- on removal of the **Society** from the Register of Incorporated Societies having its surplus assets distributed under subpart 5 of Part 5 of the **Act** to a **Member** that is a not-for-profit entity.

1.7 Registered office

The registered office of the **Society** shall be at such place in New Zealand as the **Committee** from time to time determines.

Changes to the registered office shall be notified to the **Registrar**:

- at least 5 working days before the change of address for the registered office is due to take effect, and
- in a form and as required by the **Act**.

1.8 Contact person

The **Society** has two contact people who the **Registrar** can contact when needed – the **Executive Officer** and the **President**.

The **Society's** contact people must be:

- At least 18 years of age, and
- Ordinarily resident in New Zealand.

Contact people will be appointed as contact people by the **Committee**.

Each contact person's name must be provided to the **Registrar**, along with their contact details, including:

- an electronic address, and
- a telephone number.

Any change in that contact person or that person's name or contact details shall be advised to the **Registrar** within 20 **Working Days** of that change occurring, or the **Society** becoming aware of the change.

2. Members

2.1 Minimum number of members

The **Society** shall maintain the minimum number of **Members** required by the **Act**.

2.2 Types of members

The classes of membership and the method by which **Members** are admitted to different classes of membership are as follows:

- **Club**
A **Club** is an organisation, primarily engaged in facilitating **Recreation** for its own members, which supports the **Objects** of the **Society**, has chosen to pay the appropriate fee and has been accepted as a **Member**. A **Member Club** preserves its own identity and the right to conduct its own affairs independently of the **Society**.
- **Supporter**
A **Supporter Member** of the **Society** is a person who supports the **Objects** of the **Society**, has chosen to pay the appropriate fee and has been accepted as a **Member**.
- **Associate**
An **Associate Member** of the **Society** is an organisation (which is not a **Club** as defined in this section) which has chosen to support the **Objects** of the **Society**, pay the appropriate fee and has been accepted as a **Member**.

2.3 Becoming a member: consent

Every applicant for membership must consent **In Writing** to becoming a **Member**.

2.4 Becoming a member: process

An applicant for membership must complete and sign a paper application form or submit an electronic application form containing the applicant information. That person or organisation will become a **Member** on acceptance of that application by the **Committee** or, for a **Supporter**, the **Administrator** on behalf of the **Committee**.

The **Committee** may accept or decline an application for membership at its sole discretion. The **Committee** must advise the applicant of its decision.

All membership applications will be retained in electronic format in the **Society's** membership records.

2.5 Members' obligations and rights

Every **Member** shall provide the **Society In Writing** with that **Member's** name and contact details (namely, physical or email address and a telephone number) and promptly advise the **Society** in writing of any changes to those details.

- All **Members** shall promote the interests and purposes of the **Society** and shall do nothing to bring the **Society** into disrepute.
- Any **Member** that is an organisation shall provide the **Committee, In Writing**, with the name and contact details of the person who is the organisation's authorised representative, and that person shall be deemed to be the organisation's proxy for the purposes of voting at **General Meetings**.

2.6 Subscriptions

The annual subscription rates for the then current financial year shall be set by resolution of the **Committee**.

Any increase in one year of a **Club** or **Supporter** per person fee (Inc GST) that is greater than 20% must be prior approved by a **General Meeting**.

Any **Member** failing to pay the annual subscription within 3 calendar months of the date the same was due for payment shall be considered as unfinancial and shall have no membership until all the arrears are paid. If such arrears are not paid within 4 calendar months of the due date for payment of the subscription the **Committee** may terminate the **Member's** membership (without being required to give prior notice to that **Member**).

2.7 Ceasing to be a member

A **Member** ceases to be a **Member**:

- by resignation from that **Member's** class of membership by providing notice **In Writing** from that **Member** to the **Executive Officer** or **Administrator**, or
- on termination of a **Member's** membership following a dispute resolution process under this **Constitution**, or
- on death (or if an organisation on liquidation or deregistration), or

- following non payment of a subscription due as per section 2.6, or
- by resolution of the **Committee** where in the opinion of the **Committee** the **Member** has brought the **Society** into disrepute.

with effect from (as applicable):

- the date of receipt **In Writing** of the **Member's** notice of resignation by the **Executive Officer** or **Administrator** (or any subsequent date stated in the notice of resignation), or
- the date of termination of the **Member's** membership under this **Constitution**, or
- the date of death of the **Member** (or if an organisation, from the date of its liquidation or deregistration), or
- the date specified in a resolution of the **Committee**, and when a **Member's** membership has been terminated, the **Committee** shall promptly notify the former **Member** in writing.

2.8 Obligations once membership has ceased

A **Member** that has ceased to be a **Member** under this **Constitution**:

- shall cease to hold themselves out as a **Member** of the **Society**, and
- shall cease to be entitled to any of the rights as a **Member** of the **Society**.

2.9 Becoming a member again

Any former **Member** may apply for re-admission in the manner prescribed for new applicants.

But, if a former **Member's** membership was terminated following a disciplinary or dispute resolution process, the applicant may be re-admitted only by a resolution passed by the **Committee**.

3. Member voting rights

3.1 Member voting requirements

Some **Member** types have the ability to vote, as specified in this section, for the following purposes:

- For all matters in this **Constitution** that require an **Annual General Meeting** or a **Special General Meeting**
- For other matters requested by the **Committee** or **Executive Officer** that may be conducted via a **Poll of Members**, including the election of **Committee** members.

3.2 Club voting

For any **General Meeting** or **Poll of Members** where voting is required, the number of votes which a **Club** may exercise shall be determined on the basis of one (1) vote per hundred (100) or part of a hundred members of that **Club** as declared to the **Society** as at the time the voting entitlement needs to be determined and advised to the **Club**.

For the purposes of counting members of a **Club** to determine voting strength, **Youth** members are not included in the count unless the **Club** has paid a fee for the number of **Youth** members equal to that which would have been paid by the same number of senior members in a **Club** of the same status.

Clubs shall be given notice of the number of votes the **Club** is entitled to at least 20 **Working Days** prior to the date of a **General Meeting** or a **Poll of Members**.

3.3 Supporter voting

Supporters can vote on the same **Matters** as **Clubs**.

For the purpose of voting, **Supporters** are grouped under a notional club and assigned voting rights. The **Supporter** votes will be determined on the basis of one (1) vote per hundred (100) or part of a hundred **Supporters**, excluding **Youth Supporters**.

Where any election has multiple candidates, each eligible **Supporter** can cast one vote for the **President**, one for the **Vice President**, and a number of the **Committee** members as specified by the **Committee**.

At the conclusion of voting, all **Supporter** votes are totalled per candidate, then used to derive a percentage per candidate, which is then applied to the number of votes assigned to the **Supporter** notional club.

The detailed rules for determining the **Supporter** notional club votes cast for the candidates are determined by the **Committee**.

3.4 Associate voting

Associates may not vote.

4. General meetings

4.1 Procedures for all general meetings

4.1.1 Calling a General Meeting

The **Committee** may call a **General Meeting** at any time by resolution of the **Committee**.

4.1.2 Notice of General Meeting

The **Committee** shall give all **Members** at least 20 **Working Days**’ written **Notice** of any **General Meeting** and of the business to be conducted at that **General Meeting**.

That **Notice** will be addressed to the **Member** at the contact address notified to the **Society** and recorded in the **Society’s** register of members. The **General Meeting** and its business will not be invalidated simply because one or more **Members** do not receive the **Notice** of the **General Meeting**.

4.1.3 Club Participation in General Meetings

Only financial **Clubs** may speak and vote at **General Meetings**:

- through the authorised delegates of a **Club** as notified to the **Executive Officer** or **Administrator** before the commencement of the **General Meeting**, and
- an authorised delegate must be a member of that **Club**, and
- a **Club** may assign proxy votes. A person holding a proxy vote must be a delegate of a **Club** and may not be a member of the **Club** assigning the proxy. Proxy votes must be advised to the **Executive Officer** or **Administrator** before the commencement of the meeting.

At any **General Meeting** no delegate shall be permitted to exercise more than three (3) delegate votes of the **Clubs** he or she represents and not more than two (2) proxy votes from a **Club** that the delegate is not a member of.

No delegate may exercise more than five (5) votes in total.

4.1.4 Supporter Participation in General Meetings

Only financial **Supporters** may speak and vote at **General Meetings**. Where a **Matter** requires voting at a **General Meeting**, **Supporter** votes will be counted using the method set out in Section 3.3 Supporter Voting.

4.1.5 Associate Participation in General Meetings

Only financial **Associates** may speak but not vote at **General Meetings** through the authorised delegates of the **Associate** as notified to the **Executive Officer** or **Administrator** before the commencement of the **General Meeting**.

4.1.6 Quorum at General Meetings

At any **General Meeting** of the **Society** the quorum will consist of delegates representing not less than fifteen votes. Provided that those delegates must also represent not less than four **Clubs**.

If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of **Members** – shall be dissolved. In any other case it shall stand adjourned to a day, time and place determined by the **President**, and if at such adjourned meeting a quorum is not present those votes present shall be deemed to constitute a sufficient quorum.

Any decisions made when a quorum is not present are not valid.

4.1.7 Voting at General Meetings

Voting at a **General Meeting** shall be by voices or by show of hands or, on demand of the chairperson or of two or more delegates present, by secret ballot.

Unless otherwise required by this **Constitution**, all questions shall be decided by a simple majority of votes at a **General Meeting**.

4.1.8 Written Resolutions in lieu of General Meetings

Written resolutions may not be passed in lieu of a **General Meeting**.

4.1.9 Management of General Meetings

General Meetings may be held at one or more venues by **Members** with either all attendees present in person or all utilising an audio visual platform. A mix of the two media is permitted, subject to the proviso that the proven technology used enables all online and in person attendees to hear all speakers. For either type of meeting each **Member** attending must have a reasonable opportunity to participate.

All **General Meetings** shall be chaired by the **President**. If the **President** is absent, the **Vice President** shall chair that meeting. In the event of both being unable to attend or unavailable to chair the meeting, the **Committee** will elect an alternate chair for the meeting.

Any person chairing a **General Meeting** has a deliberative and, in the event of a tied vote, a casting vote.

Any person chairing a **General Meeting** may:

- With the consent of a simple majority of **Members** present at any **General Meeting** adjourn the **General Meeting** from time to time and from place to place but no business shall be transacted at any adjourned **General Meeting** other than the business left unfinished at the meeting from which the adjournment took place.
- Direct that any person not entitled to be present at the **General Meeting**, or obstructing the business of the **General Meeting**, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the chairperson be removed from the **General Meeting**, and
- In the absence of a quorum or in the case of emergency, adjourn the **General Meeting** or declare it closed.

The **Committee** may propose motions for the **Society** to vote on ('**Committee Motions**'), which shall be notified to **Members** with the notice of the **General Meeting**.

Any **Member** may request that a motion be voted on ('**Member's Motion**') at a **General Meeting**, by giving notice to the **Executive Officer** at least 30 **Working Days** before that meeting. The **Member** may also provide information in support of the motion ('**Member's Information**'). If notice of the motion is given to the **Executive Officer** before **Notice** of the **General Meeting** is given to **Members**, notice of the motion shall be provided to **Members** with the **Notice** of the **General Meeting**.

The **Society** must keep minutes of all **General Meetings**.

4.2 Annual General Meetings: when they will be held

An **Annual General Meeting** shall be held once a year on a date and at a location and/or using any electronic communication determined by the **Committee** and consistent with any requirements in the **Act**, and the **Constitution** relating to the procedure to be followed at **General Meetings** shall apply.

The **Annual General Meeting** must be held no later than the earlier of the following:

- 6 months after the balance date of the **Society**
- 15 months after the previous annual meeting.

4.3 Annual General Meetings: business

The business of an **Annual General Meeting** shall be to:

- confirm the minutes of the last **Annual General Meeting** and any **Special General Meeting(s)** held since the last **Annual General Meeting**,
- adopt the annual report on the operations and affairs of the **Society**,
- adopt the **Committee's** report on the finances of the **Society**, and the annual financial statements,
- consider any motions of which prior notice has been given to **Members** with notice of the **Meeting**, and
- consider any general business.

The **Committee** must, at each **Annual General Meeting**, present the following information:

- an annual report on the operation and affairs of the **Society** during the most recently completed accounting period,
- the annual financial statements for that period, and
- notice of any disclosures of conflicts of interest made by **Officers** during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

4.4 Special General Meetings

Special General Meetings may be called at any time by the **Committee** by resolution.

The **Committee** shall call a **Special General Meeting** on receipt of a written request from not less than four (4) **Clubs** or 25 **Supporters** or an equivalent proportion of **Clubs** and **Supporters**.. Such request must state the business to be discussed at the meeting. The meeting must be called within six (6) weeks of the receipt of such a request. Only the business of which notice has been given may be discussed at the meeting.

Any resolution or written request must state the business that the **Special General Meeting** is to deal with.

The rules in this **Constitution** relating to the procedure to be followed at **General Meetings** shall apply to a **Special General Meeting**, and a **Special General Meeting** shall only consider and deal with the business specified in the **Committee's** resolution or the written request by **Members** for the **Meeting**.

5. Poll of Members

The **Committee** may conduct a **Poll of Members** for one or more of the following purposes:

- To elect a **Patron**
- To elect **Officers**
- Any other **Matter** the **Committee** determines is appropriate and does not require a **General Meeting** as per this **Constitution**

Before conducting a **Poll of Members** the **Committee** shall appoint a Returning Officer to manage all aspects of the poll.

The **Committee** must approve the wording of any motion to be voted on by a **Poll of Members**.

In a **Poll of Members** each **Member** shall have the right to exercise the number of votes determined by Section 3 (**Member Voting Rights**).

The Returning Officer shall notify all **Members** eligible to vote **In Writing** of the intention to hold a **Poll of Members**.

Such **Notice** shall state the following:

- The nature of the **Matter** or the wording of the motion to be voted on.
- The number of votes the **Member** is entitled to exercise as defined in Section 3 (**Member Voting Rights**)
- The closing date and time for returns to be received. The closing date and time must be no earlier than 5pm 20 **Working Days** from the day **Notice** was given

A motion put to a **Poll of Members** cannot be amended once notice of the motion has been given to **Members**.

A decision made by a **Poll of Members** will be valid provided returns are received from a minimum of 25% of eligible votes have been cast.

To approve the election of a **Patron** the votes exercised in favour of the election must be greater than 66% of the total votes cast by participating **Members**.

The Returning officer will announce the result of the **Poll of Members** twenty-four (24) hours after the closing date and time.

6. Committee

6.1 Committee composition

Commencing from all **Committee** appointments following registration of this **Constitution** under the **Act**, the **Committee** will consist of up to 12 members, including

A **President**

One **Vice President**

Immediate past president

6.2 Immediate past president

During the year immediately following their period of office as **President**, each **President** shall hold office as Immediate past president of the **Society** ex officio.

This rule shall not apply if:

- The **President** resigns during his/her term of office, or
- The **President** is removed from office pursuant to this **Constitution**, or
- The **President** advises the returning officer that that they do not wish to hold the office of immediate past president.

In each case, if there is an incumbent Immediate past president, then that person shall continue in office until the next election for **President** is held.

6.3 Terms of office

The terms of office for the President and Vice President shall be for a period of two years.

The terms of office for the other **Committee** members shall be for a period of two years.

Any vacancy in the position of **President**, **Vice President** or other **Committee** member may be filled by an appointment by the **Committee** for the balance of the term for which the office would normally have been held.

The office of **President** may not be held by any one person for more than two consecutive terms. Where a person is appointed to the position of **President** or **Vice President** to fill a mid term vacancy then the period from the date of appointment to the close of polling for the next election of President shall not count as part of the 2 consecutive terms.

6.4 Functions of the committee

From the end of each **Committee** voting process until the end of the next, the **Society** shall be managed by, or under the direction or supervision of, the **Committee**, in accordance with the **Act** and this **Constitution**.

6.5 Powers of the committee

The **Committee** has all the powers necessary for managing and for directing and supervising the management of the operation and affairs of the **Society**, subject to such modifications, exceptions, or limitations as are contained in the **Act** or in this **Constitution**.

6.6 Sub-committees

The **Committee** may appoint sub-committees consisting of such persons (who must be **Members** of the **Society** or representatives of **Clubs**) and for such purposes as it thinks fit. Unless otherwise resolved by the **Committee**:

- the quorum of every sub-committee is half the members of the sub-committee but not less than two, and
- a sub-committee may, with the prior approval of the **President** or **Vice President** co-opt further members who may or may not be members of the **Committee**, and
- a sub-committee must not commit the **Society** to any financial expenditure without express authority from the **Management Committee**, and
- a sub-committee must not further delegate any of its powers.

The **President** and **Vice President** shall be ex-officio members of all sub-committees.

6.7 General matters: committees

The **Committee** and any sub-committee may act by resolution approved during a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next **Committee** or sub-committee meeting.

Other than as prescribed by the **Act** or this **Constitution**, the **Committee** or any sub-committee may regulate its proceedings as it thinks fit.

7. Committee meetings

7.1 Procedure

The **Committee** shall meet as required at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the **President**, **Vice President**, **Executive Officer** or on request of 5 members of the **Committee**.

The **Executive Officer**, **President** or **Vice President** shall give to all **Committee** members not less than 10 **Working Days**’ notice of **Committee** meetings, but in cases of urgency a shorter period of notice shall suffice.

The quorum for **Committee** meetings is 5 members of the **Committee**.

A meeting of the **Committee** may be held either:

- by a number of the members of the **Committee** who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
- by means of audio, or audio and visual, communication by which all members of the **Committee** participating and constituting a quorum can simultaneously hear each other throughout the meeting.

A resolution of the **Committee** is passed at any meeting of the **Committee** if a majority of the votes cast on it are in favour of the resolution. Every **Officer** on the **Committee** shall have one vote.

The **President** is the chairperson of the **Committee**. In the event that the **President** is not available, the **Vice President** is the chairperson. In the event that both the **President** and **Vice President** are not available, the **Committee** will elect one of their numbers to be the chairperson for the meeting.

The chairperson has a casting vote in the event of a tied vote on any resolution of the **Committee**.

Except as otherwise provided in this **Constitution**, the **Committee** may regulate its own procedure.

8. Officers

8.1 Qualifications of officers

Every **Officer** must be a natural person who prior to election or appointment:

- is a **Supporter** or financial member of a **Club**, and
- has consented **In Writing** to be an **Officer** of the **Society**, and
- certifies **In Writing** that they are not disqualified from being elected or appointed or otherwise holding office as an **Officer** of the **Society**.

Officers must not be disqualified under section 47(3) of the **Act** from being appointed or holding office as an **Officer** of the **Society**.

Each certificate shall be retained in the **Society's** electronic records.

8.2 Officers' duties

At all times each **Officer**:

- shall act in good faith and in what he or she believes to be the best interests of the **Society**,
- must exercise all powers for a proper purpose,
- must not act, or agree to the **Society** acting, in a manner that contravenes the **Act** or this **Constitution**,
- when exercising powers or performing duties as an **Officer**, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation:
 - the nature of the **Society**,
 - the nature of the decision, and
 - the position of the **Officer** and the nature of the responsibilities undertaken by him or her

- must not agree to the activities of the **Society** being carried on in a manner likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors, or cause or allow the activities of the **Society** to be carried on in a manner likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors, and
- must not agree to the **Society** incurring an obligation unless he or she believes at that time on reasonable grounds that the **Society** will be able to perform the obligation when it is required to do so.

8.3 Election or appointment of officers

Officers are elected via a **Poll of Members** to hold office for a period as per Rule 6.3 (**Terms of Office**).

Any mid-term vacancy in any **Officer** position except immediate past president may be filled by an appointment by the **Committee** for the balance of the term for which the office would normally have been held. Any such appointment must be supported by a minimum of two **Clubs**.

The **Management Committee** will, before the last day of February, appoint a Returning Officer to conduct the elections via a **Poll of Members** for the current year.

The Returning Officer will, before the 10th of March each year:

- Call for nominations from **Members** for **President**, **Vice President** and the other **Committee** members (excluding the immediate past president) for all positions that are to be renewed in the current year
- Set the closing date for nominations which will not be earlier than April 1st
- Provide the content of nominations to be received such that all nominees meet the requirements as per Rule 8.1 (**Qualifications of Officers**)

All nominations received must have the consent **In Writing** of the nominee.

Once the nomination date has passed, the Returning Officer will:

- Where the number of nominations is less than or equal to the number of vacancies, and therefore no poll is required, then the Returning Officer shall declare the results of the election, otherwise
- No later than April 30th commence a **Poll of Members** for the positions for which there are more nominees than vacancies, specifying the closing date for polling. The closing date for polling will not be earlier than May 1st.

The Returning Officer will announce the results of polling no later than 31st May.

The elected **Officers** will take office from June 1st.

In the event of any vote being tied, the tie shall be resolved by the incoming **Committee** (excluding those in respect of whom the votes are tied).

The failure for any reason of any financial **Member** to receive such **Notice** of the **Poll of Members** shall not invalidate the election.

8.4 Removal of officers

An **Officer** shall be removed as an **Officer** by resolution of the **Committee** where in the opinion of the **Committee**:

- The **Officer** elected to the **Committee** has been absent from three **Committee** meetings without leave of absence from the **Committee**.
- The **Officer** has brought the **Society** into disrepute.
- The **Officer** has failed to disclose a conflict of interest.
- The **Committee** passes a vote of no confidence in the **Officer**.

with effect from (as applicable) the date specified in a resolution of the **Committee**.

The **Committee** may remove any **Officer** from office provided:

- Notice of motion to remove an **Officer** from office must be supplied in writing to the **Officer** not less than 10 **Working Days** before the **Committee** meeting at which the motion will be considered and must state the wording of the motion to be passed by that meeting
- A motion to remove from office must be carried by two thirds of the **Committee**, elected or co-opted, who are present at the meeting at which the motion is considered.

An **Officer** removed from office under this rule shall have the right to make a **Complaint** within 20 **Working Days** of the date of the **Committee** meeting at which the removal from office was confirmed.

From the date of the **Committee** meeting which passed the motion to remove the **Officer** from office, the **Officer** will have no voting rights on the **Committee**.

8.5 Ceasing to hold office

An **Officer** ceases to hold office when they resign (by notice in writing to the **Executive Officer and President**), are removed, die, or otherwise vacate office in accordance with section 50(1) of the **Act**.

Each **Officer** shall within 20 **Working Days** of submitting a resignation or ceasing to hold office, deliver to the **Committee** all books, papers, software licences and other property of the **Society** held by such former **Officer**.

8.6 Conflicts of interest

An **Officer** or member of a sub-committee who is an **Interested Member** in respect of any **Matter** being considered by the **Society**, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):

- to the **Committee** and or sub-committee, and
- in an **Interests Register** kept by the **Society**.

Disclosure must be made as soon as practicable after the **Officer** or member of a sub-committee becomes aware that they are interested in the **Matter**.

An **Officer** or member of a sub-committee who is an **Interested Member** regarding a **Matter**:

- must not vote or take part in the decision of the **Committee** and/or sub-committee relating to the **Matter** unless all members of the **Committee** who are not interested in the **Matter** consent; and
- must not sign any document relating to the entry into a transaction or the initiation of the **Matter** unless all members of the **Committee** who are not interested in the **Matter** consent; but
- may take part in any discussion of the **Committee** and/or sub-committee relating to the **Matter** and be present at the time of the decision of the **Committee** and/or sub-committee (unless the **Committee** and/or sub-committee decides otherwise).

However, an **Officer** or member of a sub-committee who is prevented from voting on a **Matter** may still be counted for the purpose of determining whether there is a quorum at any meeting at which the **Matter** is considered.

Where 50 per cent or more of **Officers** are prevented from voting on a **Matter** because they are interested in that **Matter**, a **Special General Meeting** must be called to consider and determine the **Matter**, unless all non-interested **Officers** agree otherwise.

Where 50 per cent or more of the members of a sub-committee are prevented from voting on a **Matter** because they are interested in that **Matter**, the **Committee** shall consider and determine the **Matter**.

8.7 Officer liability

The liability of each **Officer** (including any former **Officer**) is limited to the assets of the **Society** and is not a personal liability except for any loss attributable to:

- that **Officer's** own dishonesty or fraud; or
- the wilful commission or omission by that **Officer** of an act known by that **Officer** to be a breach of this **Constitution** or the **Act**.

Each **Officer**, or former **Officer**, is entitled to a full and complete indemnity from the **Society** for any personal liability which he or she may incur in connection with that **Officer** acting or purporting to act as an **Officer** of the **Society**, provided that the liability is not attributable to the matters set out in the previous paragraph.

9. Records

9.1 Register of Members

The **Society** shall keep an up-to-date Register of **Members**.

For each current **Member**, the information contained in the Register of Members shall include:

- Their name, and
- The date on which they became a **Member** (if there is no record of the date they joined, this date will be recorded as 'Unknown'), and

- Their contact details, including:
 - A physical address and an electronic address, and
 - A telephone number, and
 - For a **Club** or **Associate**, one or more contact persons for that organisation
- whether the **Member** is financial or unfinancial

Every current **Member** shall promptly advise the **Society** of any change of the **Member's** contact details.

The **Society** shall also keep a record of the former **Members** of the **Society**. For each **Member** who ceased to be a **Member** within the previous 7 years, the **Society** will record:

- The former **Member's** name, and
- The date the former **Member** ceased to be a **Member**.

9.2 Interests Register

The **Society** shall at all times maintain an up-to-date register of the interests disclosed by **Officers** and by members of any sub-committee.

9.3 Access to information for members

A **Member** may at any time make a written request to the **Society** for information held by the **Society**.

The request must specify the information sought in sufficient detail to enable the information to be identified.

The **Society** must, within a reasonable time after receiving a request:

- provide the information, or
- agree to provide the information within a specified period, or
- agree to provide the information within a specified period if the **Member** pays a reasonable charge to the **Society** (which must be specified and explained) to meet the cost of providing the information, or
- refuse to provide the information, specifying the reasons for the refusal.

Without limiting the reasons for which the **Society** may refuse to provide the information, the **Society** may refuse to provide the information if:

- withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
- the disclosure of the information would, or would be likely to, prejudice the commercial position of the **Society** or of any of its **Members**, or
- the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the **Society**, or
- the information is not relevant to the operation or affairs of the **Society**, or
- withholding the information is necessary to maintain legal professional privilege, or

- the disclosure of the information would, or would be likely to, breach an enactment, or
- the burden to the **Society** in responding to the request is substantially disproportionate to any benefit that the **Member** (or any other person) will or may receive from the disclosure of the information, or
- the request for the information is frivolous or vexatious, or
- the request seeks information about a **Dispute** or **Complaint** which is or has been the subject of the procedures for resolving such matters under this **Constitution** and the **Act**.

If the **Society** requires the **Member** to pay a charge for the information, the **Member** may withdraw the request, and must be treated as having done so unless, within 10 **Working Days** after receiving notification of the charge, the **Member** informs the **Society**:

- that the **Member** will pay the charge; or
- that the **Member** considers the charge to be unreasonable.

Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

10. Finances

10.1 Control and management

The funds and property of the **Society** shall be:

- controlled, invested and disposed of by the **Committee**, subject to this **Constitution**, and
- devoted solely to the promotion of the purposes of the **Society**.

The **Committee** shall maintain bank accounts in the name of the **Society**.

All money received on account of the **Society** shall be banked within 10 **Working Days** of receipt.

All accounts paid or for payment shall be submitted to the **Management Committee** for approval of payment.

The **Committee** must ensure that there are kept at all times accounting records that:

- correctly record the transactions of the **Society**, and
- allow the **Society** to produce financial statements that comply with the requirements of the **Act**, and
- would enable the financial statements to be readily and properly audited (if required under any legislation or the **Society's Constitution**).

The **Committee** must establish and maintain a satisfactory system of control of the **Society's** accounting records.

The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. And the accounting records must be kept for the current financial year and for the last 7 completed financial years of the **Society**.

10.2 Balance date

The **Society's** financial year shall commence on January 1st of each year and end on December 31st (the latter date being the **Society's** balance date).

10.3 Annual reports

The **Committee** will prepare, no later than 120 days after the end of the Financial Year, a report covering the activities of the **Society** in the previous financial year and this report will be made available to all **Members** via the FMC website, and advised via email.

10.4 Independent review of the accounts

The **Committee** may at its discretion or on receipt of request **In Writing** from not less than eight (8) **Clubs** or 8% of **Supporters** conduct an independent review of the accounts of the **Society**. The **Committee** shall have the sole power to determine whether such independent review will be a Financial Review or an Audit.

11. Dispute resolution

11.1 Meanings of dispute and complaint

A dispute is a disagreement or conflict involving the **Society** and/or its **Members** in relation to specific allegations set out below.

The disagreement or conflict may be between any of **Members**, **Officers** or the **Society**.

The disagreement or conflict relates to any of the following allegations:

- a **Member** or an **Officer** has engaged in misconduct
- a **Member** or an **Officer** has breached, or is likely to breach, a duty under the **Society's Constitution**, **Bylaws** or the **Act**
- the **Society** has breached, or is likely to breach, a duty under the **Society's Constitution**, **Bylaws** or the **Act**
- a **Member's** rights or interests as a **Member** have been damaged or **Member's** rights or interests generally have been damaged as a result of engagement in an activity of the **Society**.
- A person or organisation that is not a **Member** has property, rights or interests that have been damaged as a result of an activity of the **Society**.

11.2 How complaint is made

A **Member** or an **Officer** may make a **Complaint** by giving to the **Executive Officer** a notice **In Writing** that:

- states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and

- sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
- sets out any other information or allegations reasonably required by the **Society**.

The **Society** 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:

- states that the **Society** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
- sets out the allegation to which the dispute relates.

An external person or organisation may make a **Complaint** involving an allegation against a **Member**, an **Officer**, or the **Society** by giving to the **Executive officer** a notice **In Writing** that sets out the allegation to which the dispute relates.

The information setting out the allegations must be sufficiently detailed to ensure that a person against whom an allegation or allegations is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.

On receipt of a **Complaint**, the **Executive Officer** registers the **Complaint** and refers it to the complaints sub-committee for processing.

11.3 Complaints sub-committee

The complaints sub-committee consists of three people appointed by the **Committee** annually, and at other times if a vacancy occurs mid year. These people may be an **Officer**, a **Member**, or any other person considered to be appropriate by the **Committee**.

When the **Executive Officer** receives a **Complaint**, if it is considered that a member of the complaints sub-committee has a direct interest in the **Complaint** or may not be impartial, then the **Executive Officer** will refer the **Complaint** to the **Committee** requesting the appointment of an alternative person

11.4 Complaint management

On receipt of a **Complaint** the complaints sub-committee or other people assigned to manage the **Complaint** should review the **Complaint** within two weeks, to classify it as

- Not a valid **Complaint** under the **Constitution**; or
- A trivial **Complaint**; or
- A moderate severity **Complaint** where written material provided is sufficient to assess it; or
- A serious **Complaint** where a meeting will be required

For an invalid **Complaint**, the complaints sub-committee will draft an email response to the originator of the **Complaint** for despatch by the **Executive Officer**, advising the originator that the **Complaint** cannot be made under the **Constitution**.

For a trivial **Complaint**, the complaints sub-committee will draft an email response to the originator of the **Complaint** for despatch by the **Executive Officer**, advising the originator that the **Complaint** has been assessed as low impact and that no further action will be taken.

For a moderate or serious **Complaint**, the **Member** or **Officer** who is the target of the **Complaint**, or if the target is the **Society**, the **Committee**, are advised of the **Complaint** and requested to respond **In Writing** within two weeks.

For a moderate **Complaint**, once a response has been received and distributed to the originator of the **Complaint**, the complaints sub-committee will:

- Make a decision on how it is to be handled; and
- Write a complaint assessment; and
- Request the **Executive Officer** to distribute it to the originator and target of the **Complaint**

For a serious **Complaint**, once a response has been received and distributed to the originator of the **Complaint** the complaints sub-committee will:

- Schedule an online or in person meeting involving the complaints sub-committee, the originator, the target, and either the **President** or **Vice President**. In this meeting both the originator and target will have the opportunity to speak; and
- Immediately following the meeting, discuss the hearing with the **President** or **Vice President**; and
- Make a decision on how the **Complaint** should be handled; and
- Write a complaint assessment and request the **Executive Officer** to distribute it to the originator and target of the **Complaint**

11.5 Complaint assessment appeal

On receipt of a complaint assessment, should the originator object to the decision, within no more than four weeks from the despatch of the assessment, the originator should explain their **reasons In Writing** to the **Executive Officer**. This communication will be forwarded by the **Executive Officer** to the **President**.

The **President** will assess the **Complaint** and either make a final decision or refer the **Complaint** back to the complaints sub-committee for reassessment.

The decision of the **President** is final, and no further correspondence in relation to the **Complaint** will then be accepted, unless the direction to the complaints sub-committee is to reassess the **Complaint**.

12. Liquidation and removal from the register

12.1 Resolving to put society into liquidation

The **Society** may be liquidated in accordance with the provisions of Part 5 of the **Act**.

The **Committee** shall give 20 **Working Days** written **Notice** to all **Members** of the proposed resolution to put the **Society** into liquidation.

The **Committee** shall also give written Notice to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.

Any resolution to put the **Society** into liquidation must be passed by a simple majority of all **Members** present and voting.

12.2 Resolving to apply for removal from the register

The **Society** may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the **Act**.

The **Committee** shall give 20 **Working Days** written **Notice** to all **Members** of the proposed resolution to remove the **Society** from the Register of Incorporated Societies.

The **Committee** shall also give written **Notice** to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.

Any resolution to remove the **Society** from the Register of Incorporated Societies must be passed by a simple majority of all **Members** present and voting.

12.3 Surplus assets

If the **Society** is liquidated or removed from the Register of Incorporated Societies, no distribution shall be made to any **Member**.

On the liquidation or removal from the Register of Incorporated Societies of the **Society**, its surplus assets, after payment of all debts, costs and liabilities, shall be vested in the FMC Mountain and Forest Trust.

However, in any resolution under this rule, the **Society** may approve a different distribution to a different not-for-profit entity from that specified above, so long as the **Society** complies with this **Constitution** and the **Act** in all other respects.

13. Alterations to the constitution

13.1 Amending this constitution

All amendments must be made in accordance with this **Constitution**. Any minor or technical amendments shall be notified to **Members** as required by section 31 of the **Act**.

The **Society** may amend or replace this **Constitution** at a **General Meeting** by a resolution passed by a simple majority of those **Members** present and voting.

Any proposed resolution to amend or replace this **Constitution** shall be signed by at least 10 per cent of eligible **Members** and given in writing to the **Committee** at least 30 **Working Days** before the **General Meeting** at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal.

At least 20 **Working Days** before the **General Meeting** at which any amendment is to be considered the **Committee** shall give to all **Members** notice of the proposed resolution, the reasons for the proposal, and any recommendations the **Committee** has.

When an amendment is approved by a **General Meeting** it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the **Act** for registration, and shall take effect from the date of registration.

14. Other

14.1 Bylaws

The **Committee** from time to time may make and amend bylaws, and policies for the conduct and control of **Society** activities and codes of conduct applicable to **Members**, but no such bylaws, policies or codes of conduct applicable to **Members** shall be inconsistent with this **Constitution**, the **Act**, regulations made under the **Act**, or any other legislation.

14.2 Patron

On the recommendation of the **Committee** any person who has rendered outstanding service to the **Society** or to the furtherance of its **Objects** may be elected a **Patron** at any **General Meeting** or by a **Poll of Members**. Such recommendation shall be notified to **Members** at least fifteen (15) **Working Days** before the date of such meeting or poll.

A motion to appoint a **Patron** must be carried by a two-thirds majority of the votes cast at the meeting or in the poll.

14.3 Committee Adviser

The **Committee** may appoint such Committee Advisers as it considers necessary. Committee Advisers shall be persons who agree to work on behalf of the **Society** and shall be entitled to attend **Committee** meetings, but shall not be entitled to vote at **Committee** meetings.

The term of office of all Committee Advisers will be determined by the **Committee** at the time of appointment and reviewed annually.

15. Constitution Changes

The following is a record of changes made following the distribution of the first draft to member clubs in mid 2024.

Date	Section Reference	Change made	Notes
26/11/2024	1.4 Bullet point 3	Removed restriction on applying to publicly owned lands only	Approved by Committee meeting 23/11/2024
26/11/2024	Definitions and usage	Reverted "Governance Committee" name to "Management Committee"	Name change decided by this committee
26/11/2024	Various	Change usage of "sub committee" to "sub-committee"	For consistency throughout the document
8/4/2025	6.1	Made it specific that the committee composition applies from the next committee appointments following registration.	To address concern that the new composition would have to be applied immediately on registration