

Expedition Climbers Club Incorporated

Current Rules

CLUB NAME AND OBJECTS

1. Name

The name of the Club shall be the Expedition Climbers Club (Incorporated).

2. Objects

- a. The objects of the Club are to encourage alpinism, mountaineering, rock climbing and allied activities, the enjoyment and conservation of mountain and rock climbing regions; and to bring together those interested in climbing and youth development.
- b. The Club aims to provide services for climbers, youth development, events & festivals, expedition funding and promote climbing activities.

MEMBERSHIP

3. Classes and Entitlement

- a. The Club shall consist of Life, Honorary, Ordinary, Associate and Training Members, all of whom are entitled to attend General Meetings and take part in Club activities, such as attendance on Club trips and at the Remarkables Ice and Mixed Festival (RIMF). Voting rights at General Meetings and Committee Membership shall be open to all members, subject to rule 12(b).
- b. All Members may request a Club Membership card on payment of their annual Club subscription, if applicable.

4. Applications for Ordinary Membership

- a. New Ordinary Members shall be ratified by two existing Club Committee Members.
- i. The Club shall have a standard form to be completed for Ordinary Membership application.
- ii. Ordinary members are expected to volunteer in some capacity as a part of the club, and be individually competent in the mountains, as demonstrated by their previous five ascents listed in their Ordinary Membership Application. These factors shall be considered by the Club Committee Members prior to ratifying an individual as an ordinary member.
- iii. The completed form shall be signed by two current Ordinary Members of the Club, at which point the applicant shall be deemed an Ordinary Member of the Club.

5. Life and Honorary Members

- a. Upon the recommendation of a Committee of the President and not less than one past President(s) convened by the President, the Club Committee may elect to Life Membership any member who has made an outstanding contribution to mountaineering or rock climbing or to the Club; and to Honorary Membership any person distinguished in mountaineering or

rock climbing or related activities. This shall include all those who volunteer to instruct and run the annual Remarkables Ice and Mixed Climbing Festival, and all of the Club Members associated in training young climbers as part of the New Zealand Alpine Team.

b. Life and Honorary Members shall be exempt from the payment of subscriptions but may request Club Membership cards and shall enjoy all rights of Membership, including attendance on Club trips and at RIMF.

6. Associate and Training Members

a. Associate and Training Membership requires no nomination or approval of existing Members.

b. Associate and Training Members may attend Club trips, including RIMF, and may request a Membership card. They may also vote at General Meetings, and serve on the Club Committee. Associate and Training Members may be subject to different subscription fees than those of Ordinary Members, as per Rule 22.

i. The Club shall have a standard form to be completed for Associate and Training Membership application.

ii. An associate member will usually be one who is individually competent in the mountains, but either is unable, or does not wish to volunteer as significant a contribution, as is expected of an ordinary member.

iii. A Training Member will usually be one who does not feel entirely individually competent in the mountains, and wishes to be a part of the club for the purposes of learning more from fellow club members and finding competent climbing partners. Furthermore, a training member will normally not have the skills or ability to offer a significant volunteer contribution to the club.

iv. Upon registration, and subject to payment of the relevant Associate and Training Member subscription fees and RIMF registration fees (see rule 33), Associate and Training Members may attend RIMF. Training Members are eligible to attend any 'clinic,' 'course' or other mentoring event (whether at RIMF or not) in order to be shown skills and techniques by other Club Members acting in a volunteering capacity.

7. Resignations, Expulsion, Demotion and Declined Membership

a. Any Member may resign from the Club by giving the Secretary written notice.

b. After first giving the person an opportunity of being heard, the Club Committee may reprimand, suspend for any period, or expel from the Club, any Member who in the Club Committee's judgment has wilfully infringed these Rules or any Regulation made thereunder or is guilty of conduct rendering that person unfit to be in the Club.

c. The Club Committee may review the appropriate membership class for an individual at the end of their subscription year. In the event that the member has not fulfilled the expectations of their membership category, the Committee can decline renewal of that membership class, instead encouraging subscription of an alternative, more suitable, membership class.

- i. There must be a simple majority of the club committee in agreement to decline a member's renewal of an existing membership category.
- d. The Club Committee may decline an application for ordinary, associate or training membership if the Committee does not believe the individual's membership would accord with the objects of the Club contained in Rule 2.
- i. There must be a 2/3rd majority of Club Committee Members in agreement about declining an application for membership.
- ii. If appropriate, the Club Committee may recommend that a member be better suited to an alternative membership category.

MANAGEMENT

8. Club Committee

- a. The power of overall management, direction and policy making for the Club shall be vested in the Club Committee.
- b. The Club Committee shall comprise the President, Vice-President, Secretary, Treasurer, and conveners of standing Subcommittees. Other Committee positions may be created or removed as required by a simple majority of Members voting at any Club General Meeting.

Meetings shall be chaired by the President, or in his/her absence by the Secretary, or such other person as the Meeting decides. The Chairperson shall have an original as well as a casting vote.

- c. Annual General Meeting: The Annual General Meeting shall take place during the Remarkables Ice and Mixed Climbing Festival week in August. Prior to this Meeting the Club Committee shall meet, and may also meet as required by means of telephone or video conferencing.
- d. Special General Meetings: Any Member may call a Special General Meeting with the approval of the President or Secretary.
- e. Procedures for Annual and Special General Meetings: the Secretary shall provide an Agenda for the General Meeting to all current Members, this shall be provided no less than one week prior to the General Meeting. Voting for all Committee positions (with the exclusion of the President) shall take place at each Annual General Meeting. Other business not specified by the Agenda may be conducted with the approval of the President, Secretary of a simple majority of Members in attendance.
- f. Six Members of the Club Committee shall form a quorum for the purposes of conducting Club business.
- g. Minutes of the General Meeting shall be made available to all Members no more than one week following the General Meeting.

9. Subcommittees and Conveners

- a. There shall be four standing Subcommittees of the Club Committee: Finance, New Zealand Alpine Team, Festival & Events and Publications. Other Subcommittees may be created at any General Meeting subject to rules 13-16.
- b. The Finance Subcommittee shall oversee the Club's investments and financial position; ensure that Club Committee Members receive timely, comprehensive and clear financial statements and projections within twenty working days of such a request by a Club Committee Member; ensure the Club's compliance with all taxation requirements and any other legislation relating to financial matters; and advise the other Subcommittees and the Executive Officer. The Convener of the Finance Subcommittee shall be the Treasurer. The Finance Subcommittee shall, in addition to the Convener, be the President and three other Club Members appointed by the Club Committee on the recommendation of the Treasurer and approval by a simple majority at any General Meeting. The Treasurer and the Finance Subcommittee shall ensure that annual financial reporting is prepared in accordance with Rule 21(b).
- c. The New Zealand Alpine Team Subcommittee shall oversee the Membership, training, sponsorship, expedition planning and other business of the New Zealand Alpine Team. The Executive Subcommittee shall, in addition to the Convener, be the President, Treasurer, and three other mentors or former mentors appointed by a majority vote of former and current Team mentors.
- i. Future mentors of the NZAT may only be inducted by a majority vote of current and former mentors of the NZAT.
- d. The Festival & Events Subcommittee shall oversee the management of the Club's annual festivals and climbing expeditions and events, and ensure that their integrity and value to the Club are enhanced by adequate short and long term plans for brand development and fundraising; and plan for the expansion of these events. With the Finance Subcommittee, the Festival & Events Subcommittee shall develop long term financial strategies as part of these plans.
- e. The Publications Subcommittee shall oversee the Club's publications, mainly its web based publications, guidebooks, journals relating to climbing and other business relating to Club promotion that the Subcommittee chooses. The Publications Subcommittee shall, in addition to the Convener, be one or two Club Members appointed by the Club Committee on the recommendation of the Publications Subcommittee Convener. For the purposes of media contact and representation, the Club President shall be an ex-officio member of the Publications Subcommittee.
- f. The Club Committee may specify tasks or responsibilities for the standing Subcommittees in addition to those specified in these rules.
- g. The Club Committee may set up other Subcommittees for specified purposes, and appoint conveners and Members for them. These conveners may be appointed at the discretion of the Club Committee, with a simple majority in agreement.
- h. Conveners may co-opt other Members to their Subcommittees as required, but these appointees (with the exclusion of the President) shall not have voting rights for the purposes of Subcommittee management.

i. Subcommittees may advise and make recommendations to the Club Committee within their areas of responsibility, and shall also advise the President as required, but cannot make decisions which bind the Club outside of the directives, policies, strategies, plans and budgets adopted by the Club Committee.

j. Conveners of Subcommittees may meet together as convened by the President to discuss and formulate recommendations to the Club Committee about the overall activities of the Club and the priority to be given to these activities, and the short and longer term financial implications of their recommendations.

OFFICERS

10. President

a. The Club shall have a President who shall serve for a three year term commencing immediately after the Annual General Meeting and ending at the close of the Annual General Meeting three years later.

b. Should the office of President fall vacant the Club Committee shall appoint a President for a term expiring at the close of the third Annual General Meeting after the appointment, or such shorter term as it may determine.

c. The President shall be a Life member of the Club.

d. The President shall ensure that the Club fulfils the Objects in Rule 2 and acts within these Rules and the directives, policies, strategies, plans and budgets adopted by the Club Committee.

11. Vice Presidents

The Club shall have one Vice-President, with special responsibilities for assisting and acting on behalf of the President as requested, and maintaining contact and cooperation between Subcommittees.

12. Election and Appointment of Officers

a. The President shall be elected at every third Annual General Meeting.

b. The Vice-President, the Secretary, the Treasurer and the New Zealand Alpine Team, Festival & Events and Publications Conveners shall be elected for the ensuing year at the Annual General Meeting, and may be re-elected annually.

c. Any Member may nominate a candidate for the positions in 12.b by informing the Secretary in writing or in person, no less than one week prior to the next Annual General Meeting. If positions are vacant at the Annual General Meeting, nominations shall be accepted from any Members in attendance.

d. A quorum of the Club Committee may fill until the next Annual General Meeting a vacancy occurring for any of the positions in 12.b.

e. All officers under this Rule must be Club Members when nominated and while holding office.

13. General Meetings

a. The Club shall hold an Annual General Meeting within ninety days after the end of its financial year for the election of officers for the ensuing year, the presentation of the annual report and financial statements and other business.

b. The Club Committee may at any time call a General Meeting of the Club.

c. A General Meeting shall be called upon a requisition to the Secretary signed by 15 Members specifying the resolutions to be moved at the Meeting requisitioned. Notices of the Meeting shall be posted within one week of the Secretary receiving the requisition. The General Meeting shall be held within 90 days of the receipt of the requisition.

14. General Meeting Notice and Quorum

a. At least one week's notice of a General Meeting (including an Annual General Meeting) shall be sent by mail, telephone or email to every Member stating the time and place, and the business to be transacted at, the Meeting.

b. At least twenty current Members shall constitute a quorum. In the absence of the President, a quorum may appoint a Chairperson and adjourn the Meeting but no business shall be transacted unless one third of Members are present, subject to Rule 15.

15. General Meeting Chairperson

a. At all General Meetings of the Club the chair shall be taken by the President or, in the President's absence by Vice President or Secretary. If within 15 minutes of the time the Meeting was notified to begin neither the President, the Vice Presidents nor the Secretary are present, the Meeting shall elect a chairperson from Members present.

b. The Chairperson shall have an original as well as a casting vote.

16. Voting and Proxies

a. Voting at a General Meeting shall be by a show of hands or, if the Chairperson thinks it necessary or it is requested from the floor, by a secret ballot. Voting for Committee Members or motions of general business shall be approved by a simple majority of Members eligible to vote.

b. Any Member unable to attend a general Meeting may vote by proxy, written notice of which must be received in the Secretary by the day before the Meeting.

c. A proxy vote must nominate another Club Member attending the Meeting to act on that person's behalf.

17. Motions of No Confidence in Committee Members

a. Any Member of the Club may make a Motion of No Confidence in any member of the Committee, including President, at any General Meeting.

b. Voting on such a motion shall follow the provisions of rule 16, and the shall be deemed to have passed by a simple majority of those present at the General Meeting.

FINANCIAL

19. Financial Year

The Club's financial year shall run from the first day of June, to the last day of May the following year. For the 2015-2016 financial year, it shall run from the 1st August 2015 until the 31st May 2016 to facilitate the enactment of this amendment.

20. Auditor

The Club's annual financial statements shall not be required to be subject to audit or review by a member of the New Zealand Institute of Chartered Accountants.

21. Financial Statements

a. Copies of the Club's annual financial statements shall be included with the annual report sent to Members with the notice of the Annual General Meeting.

b. The annual financial statement shall be prepared, at the earliest date; being either 90 days after the end of the financial year, or a week prior to the Annual General Meeting, in accordance with Rule 21(a) and Rule 14(a).

22. Subscriptions

a. The Club Committee shall in each financial year fix the annual subscription rates for Ordinary Members, Associate Members and Training Members.

i. Fees for Ordinary Members, Associate Members, and Training Members are due and payable at the start of the next subscription year (for each individual Member).

ii. Joining the Club or renewing a Membership will entitle a member with the opportunity to register and attend any Club activities, trips and expeditions in the following year. Some of these activities may have registration deadlines or have a limited number of spaces available. In both cases, preference will be given on a first-come, first-served basis. In addition, if a registration deadline is in a different subscription year to the event or expedition, a Member will need to ensure their Membership is current at the time of the expedition or event.

Example 1: Tabina joins the ECC in March 2016 as a Training Member and registers for the Learning to Lead Clinic at the August 2016 RIMF. She secures a place on this course.

In November 2016, she registers for the December 2016 Women's Trad Climbing Clinic. However this course is full, and as she did not register early enough, she misses out on a place on this course under the first-come, first-served registration system.

Example 2: Alejandro has been an Associate Member of the ECC since June 2013. His Subscription year runs from 1st February until 31st January of the following year. Alejandro wants to attend the April 2016 ECC Expedition to Nepal. At the 2015 ECC RIMF, he eagerly registers for the expedition, and is the first name on the list.

In order to attend the expedition, Alejandro will be required to renew his Membership when it expires on 31st January 2016, in order that he is a Member of the ECC at the time of the expedition (April 2016).

b. Any Member whose subscription is not paid 2 months after the start of the subscription year for that Member shall be deemed to have resigned at the end of the previous subscription year.

c. The Club Committee may fix reduced subscriptions for the following Ordinary Members:

i. full-time primary, secondary or tertiary students who can produce evidence of their student status;

ii. those under 25 years of age;

iii. seniors over 65 years of age;

iv. veterans who have been Members of the Club for more than 15 consecutive years.

d. Subscriptions may be waived for any Ordinary or Associate Members with the approval of a Quorum of the Club Committee.

e. The Club Committee may in appropriate circumstances, entirely at their discretion, refund in whole or in part the subscription of any Ordinary, Associate or Training Member.

23. Club Funds and Bank Accounts

a. The Club Committee shall control all Club funds and shall open or authorise the opening or closing of such bank accounts as it deems necessary.

b. All the Club's funds shall be paid into the Club's bank accounts, and shall be accessible only by Authorised Signatories acting on business approved in writing by the Finance Subcommittee.

c. Authorised Signatories (no less than three persons) shall be appointed by a 2/3 majority of the Club Committee at any Committee Meeting or General Meeting, and shall include the President and Treasurer.

25. Investments

a. The Finance Subcommittee may, subject to any directives, policies, strategies, plans and budgets adopted by the Club Committee, invest any of the Club's funds for such terms as it may think fit and, in doing so, it shall act prudently to:

i. optimise investment returns while balancing risk and return considerations;

ii. ensure short term investments are liquid;

- iii. preserve capital invested and, where possible, achieve capital growth.
- iv. Once Club funds have been invested for the purpose of the Expedition Capital Fund, only the income derived from those investments may be spent. The Club Committee will not allow an investment of the Expedition Capital Fund capital to be liquidated and not reinvested into another financial instrument for the same purpose.
- v. Funds invested through sponsorship agreements of the NZAT shall only be utilised for purposes associated with the Alpine Team. They may not be liquidated and used for general ECC expenses.
- b. The Finance Subcommittee shall furnish activity reports on any investments and reserve funds held to the Club Committee Meetings.
- d. A statement detailing investments and reserve funds held shall be included in the notes to the financial statements.

26. Borrowing Powers

The Club Committee may not borrow for and in the name of the Club.

27. Assistance to Members

The Club Committee in its discretion and upon such terms as it sees fit shall have the power to provide assistance to Members in distress or otherwise requiring such assistance, in connection with mountaineering or rock climbing activities in New Zealand or overseas, provided that no part of the income and other funds of the Club is used or available to be used for the private pecuniary profit of any Member.

28. Income, Benefit or Advantage to be Applied to Objects

- a. Any income, benefit or advantage will be applied to the objects of the Society.
- b. No member of the Society or any person Associated with a member shall participate in or materially influence any decision made by the Society in respect of any payment to or on behalf of that member or Associated person of any income, benefit or advantage whatsoever. Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value).
- c. 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.

GENERAL

29. Execution of Contracts

- a. Contracts and other enforceable obligations in writing shall be executed by the Club:

i. by affixing the common seal of the Club to the document pursuant to a resolution of the Club Committee in the presence of the Secretary and two Members of the Club Committee, all of whom shall sign the document to which the seal is affixed.

b. The common seal of the Club shall be held by the President.

30. Minutes

a. The Secretary shall record the minutes of General and Club Committee Meetings, but in his/her absence the Meeting shall appoint a Member present as a minute secretary.

b. The Conveners of Subcommittees shall ensure that minutes of their Meetings are kept.

c. Minutes of General Meetings shall be sent to all Club Members for confirmation at the next General Meeting. Minutes of other Meetings listed above shall be sent to respective Committee and Subcommittee Members for confirmation at their next Meetings. Subcommittee minutes shall also be sent to all Members of the Club Committee.

31. Rule Changes

a. The rules of the Society may only be amended in any way by a 2/3 majority of eligible Members personally present at any General Meeting, provided that no addition to or alteration of the objects clause (Section 2), the pecuniary profit clause (Section 28), or the winding up clause (Section 32) will be approved without the prior consent of the Department of Inland Revenue.

Any Member desiring to change the Club's Rules shall submit in writing the proposed rule change to the Secretary for consideration at the next Meeting of the Club Committee.

b. At the discretion of the Club Committee, a postal vote of Members shall be held to decide upon the proposed rule change. If a postal vote is not required the proposed rule change shall then be included in the business to be transacted at the next Annual General Meeting, or at a Special General Meeting, and notice of the proposed rule change given accordingly.

c. No addition to or alteration of the non profit aims, personal benefit clause or the winding up clause shall be made which affect the tax exempt status.

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.

32. Winding Up and Disposition of Surplus Assets

a. In the event of the dissolution of the NZAT, all NZAT investments will transfer to the ECC Capital Fund.

b. The Society may be wound up if at a General Meeting of its Members, it passes a resolution to wind up, and the resolution is confirmed at a subsequent general Meeting called together for that purpose and held not earlier than 30 days after the date on which the resolution to be confirmed was passed. No resolution to put the Club into liquidation shall be valid unless it is passed by a 2/3 majority of those present at such a Meeting (and pursuant to any rules regarding conduct and business at General Meetings), with the approval of the President and Secretary.

c. If upon winding up or dissolution of the organisation there remains after the satisfaction of all its debts and liabilities, any property the same shall not be paid or distributed among the Members of the organisation but shall be given or transferred to some other organisation or body with similar objects to the Club that also has income tax exemption or for some other charitable purpose, within New Zealand. Surplus assets shall be dispersed to such organisations as the Members will decide by Ordinary resolution in a General Meeting at which the Club is wound up. If no such resolution is passed, the Club's assets shall be distributed in the first instance to the New Zealand Alpine Club Incorporated and/or the Canterbury Mountaineering Club Incorporated.

If the Society is unable to resolve any disagreement over the distribution of surplus assets then the provisions of Section 27 of the Incorporated Societies Act 1908, or the relevant provisions of subsequent enactments, will apply.

33. Remarkables Ice and Mixed Festival

a. In August of each year, the Club may operate an event known as the Remarkables Ice and Mixed Festival (RIMF), for the purposes of climber mentoring, socialising, and fundraising for the Expedition Capital Fund.

i. All Club Members may attend RIMF.

ii. All cash surplus generated by RIMF fundraising activities, such as charity auctions and donations, shall be deposited in the Expedition Capital Fund by the Financial Subcommittee.

b. RIMF events may include mentoring and instruction for climbers in the form of 'clinics,' 'courses,' and other events where volunteers (usually Life, Honorary or Ordinary Members) who run the event shall provide advice on techniques and skills to Training Members who attend the event.

i. All RIMF events shall be subject to a Safety Management Plan, which shall be maintained and implemented by the Festival and Events Subcommittee.

ii. The Festival and Events Subcommittee shall be responsible for maintaining relationships with relevant government authorities to ensure that RIMF is compliant with any relevant laws. The Festival and Events Subcommittee may at their discretion obtain legal advice regarding RIMF.

c. The Club shall have a standard form to be completed for RIMF attendance. This form may be combined with the standard form for Associate or Training Membership.

i. The form shall allow attendees who are Training Members to nominate any event (such as a climbing 'clinic,' or 'course') at RIMF that they wish to participate in. These requests shall be honoured on a first-in, first-served basis, and the RIMF organisers may at their discretion limit or alter event participant numbers, at any time. Associate and Ordinary Members may take part in all other events, including 'race' events or other general climbing activities where there is no implied mentoring or instructional element.

ii. The form shall request attendees to indemnify all RIMF volunteers and the Club from liability for any loss whatsoever arising from the attendance at RIMF and participation in events.