

RULES

OF

**THE PINNACLE SKI CLUB
INCORPORATED**

Incorporating amendments as at June 2012

THE PINNACLE SKI CLUB INCORPORATED

RULES

1. The name of the Club shall be "The Pinnacle Ski Club Incorporated" referred to in these rules as "The Club".

2. **Objects**

2.1 The objects of the Club shall be:

- (a) To encourage amateur skiing and good fellowship amongst skiers
- (b) To provide and administer facilities and accommodation for skiers.
- (c) To use the funds of the Club for and to do all such things as may be incidental or conducive to the attainment of the foregoing objects of the Club.

3. **Membership**

3.1 Categories

(a) Ordinary Members (Senior & Junior)

(i) A Senior Member is any person over the age of 18 years who has been admitted as a member of the Club by application in accordance with these rules. A Junior Member is any person under the age of 18 years who has become a member on the application of his or her parent/s or guardian/s. A Junior Member shall become a Senior Member on attaining the age of 18 years.

(ii) Applications for membership shall be signed by the applicant (or parent or guardian in the case of a Junior Member) and two current Senior Members of the Club. Application shall be considered by the Committee at its next meeting following receipt of an application. All applications for membership shall be voted on by the Committee and if two or more negative votes are recorded the application for membership shall be declined. No reasons need be given by the Committee for declining any application for membership.

(b) **Life Members**

- (i) A Life Member is a Senior Member who has rendered special service to the Club or to the furtherance of the objects of the Club.
- (ii) A Senior Member may become a Life Member on the nomination of the Committee or a voting member to a general meeting of the Club such nomination to be accompanied by a suitable written citation and the Club in general meeting resolving by a two thirds majority to appoint the Senior Member as a Life Member. Life Members shall be entitled to all the privileges of membership of the Club without payment of entrance fee (if applicable), annual subscriptions or lodge accommodation fees

(c) **Veteran Members**

- (i) A Veteran Member is a Senior Member who has been a member of the Club for a period of 10 years or more and who has reached the stipulated Government Superannuation age. The rule change is effective from the 2012 AGM date of 6 June 2012 and cannot be applied retrospectively.
- (iii) Veteran Members shall be entitled to such reduced annual subscriptions and lodge accommodation fees as set by the Committee from time to time and shall otherwise have all the rights and privileges of Senior Members.

(d) **Inactive Members**

- (i) An Inactive Member is an Ordinary Member (Senior or Junior) whose name, on the application of the member, has been placed on the inactive member register.
- (ii) The conditions applying to Inactive membership are as follows:
 - (A) The Inactive Member shall leave his/her Debenture on deposit with the Club.
 - (B) An Inactive Member may resume Ordinary membership status without payment of an entry fee by payment of the annual subscription fee payable at the time of resumption of Ordinary membership.

- (C) Resumption of Ordinary membership shall be subject to membership vacancies being available but an Inactive Member shall have priority ahead of non members on any waiting list
- (D) An Inactive Member shall not be liable for payment of annual subscriptions while on the Inactive Member register but shall be entitled to receive Club newsletters and publications upon payment of a subscription for that purpose set by the Committee from time to time.
- (E) The Club shall be empowered to regulate the use of Club facilities by an Inactive Member.
- (F) An Inactive Member shall not have any rights and privileges of an Ordinary Member of the Club other than the rights set out in this subparagraph (ii).

(e) **Student Members**

- (i) A Student Member is a member who
 - (A) is or becomes an ordinary (senior or junior) member, and
 - (B) is aged between and inclusive of 18 and 21 years, and
 - (C) attends a full time course or courses of study at an educational institution for a minimum period of six months for the year in which the subscription is collected.
- (ii) An application for student membership shall be accompanied by such evidence as the Committee may from time to time require.
- (iii) A student member shall be entitled to such reduced subscriptions as are set by the Committee from time to time and shall otherwise have all the rights and privileges of a Senior Member.

(f) **Honorary Members**

- (i) An Honorary Member is a member who has been appointed as an Honorary Member of the Club by the unanimous decision of the Committee.

- (ii) Honorary Members shall pay no entry fee, Debenture or annual subscriptions. Honorary Members may enjoy such other privileges as are conferred on them by the Committee and otherwise shall have all the rights and privileges of Ordinary Members except as specified in these rules or by the Committee.

- (g) Corporate Members
 - (i) A Corporate Member is any commercial entity whether operated as a company, partnership or otherwise, which has been admitted as a member of the Club by application in accordance with these rules.
 - (ii) Applications for Corporate Membership shall be signed by the applicant and two current Senior or Corporate members. Applications shall be considered by the Committee at its next meeting following receipt of an application. All applications for Corporate Membership shall be voted on by the Committee and if two or more negative votes are recorded the application shall be declined. No reason need be given by the Committee for declining any application for Corporate membership.

3.2 **Voting and Other Rights of Members**

- (a) Senior Members, Life Members, Veteran Members and Student Members shall be entitled to exercise voting rights, rights of nomination and to hold office or position in the Club for all purposes under these rules.
- (b) Junior Members, Inactive Members and Honorary Members shall have no voting rights, or rights of nomination and shall not be entitled to hold an office or position of the Club.
- (c) A Corporate Member shall be entitled to voting rights and other rights as are available to Senior Members with the following proviso:
 - (i) A Corporate Member shall have one vote.
 - (ii) A Corporate Member may not hold any office or position in the Club.
 - (iii) A Corporate Member may nominate an individual person who would otherwise be accepted as a Senior Member in terms of these rules to hold office or position in the Club.
 - (iv) A Corporate Member may only nominate one person to hold office or position in the Club.

3.3 **Membership Numbers**

The membership numbers of the Club, subject to amendment in any respect by resolution at a general meeting of the Club, shall be limited as follows:

- (a) The Ordinary Membership shall comprise not more than a total of 450 Ordinary Members (Senior, Junior and Student) excluding Veteran Members.
- (b) No more than 1% of the total Ordinary Members shall be Life Members.
- (c) No more than 100 members shall be entitled at any time to be Inactive Members.
- (d) Corporate Members shall comprise not more than a total of 5 Corporate Members at any one time.

4. **Fees**

(a) **Debenture**

Every person who applies for membership of the Club shall be required as a precondition of admission to membership of the Club to lend to the Club the sum of \$50 interest free for the duration of their membership of the Club (referred to in these rules as "The Debenture") each Corporate Member shall be required to lend the Club the sum of \$150.00 in terms of this clause.

(b) **Entry Fees**

Every person who, and every Corporate Member which applies for membership of the Club, shall be required as a precondition of admission to the Club to pay such entrance fee as is determined by the Committee from time to time together with the initial annual subscription fees. The entrance fee is a once only payment and shall be non-refundable in the event of cessation of membership for whatever reason. The Committee shall be entitled to fix entry fees according to category of membership and to fix and the method and timing of payments.

(c) **Subscriptions and Charges**

- (i) The Committee shall set and collect annual subscription charges, lodge accommodation fee rates and other charges as reasonably required from time to time in order to achieve the objects of the Club.
- (ii) In setting all fees and charges the Committee shall have regard to the Club's overall budgetary requirements and shall not plan for a deficit budget without the authority of the Club given by resolution at a general meeting.

5. **Cessation of Membership**

(a) A member shall cease to be a member of the Club in the following circumstances:

(i) **Resignation**

Any member may resign by giving written notice of resignation to the Secretary. Any such resignation shall not release the member from liability for all subscription fees and charges payable by the member as at the date of resignation.

(ii) **Failure to Pay Fees and Charges**

Any member who fails to pay his/her annual subscription within three months of the due date may be suspended by the Committee from all rights and privileges of membership until payment is made, or at the discretion of the Committee shall have his/her membership terminated upon written notice to that effect given to the member by the Committee.

(iii) **Expulsion**

Expulsion pursuant to the provisions of rule 6.

(iv) **Death**

Upon the death of a member the membership of such member shall cease and determine and shall not be capable of transmission

(b) Upon cessation of membership a member shall be entitled to repayment of the Debenture paid by the Member provided that the Club shall be entitled to deduct any moneys owing to the Club from such Debenture.

6. **Expulsion and Discipline**

(a) If the conduct, act or omission of any member including officers and Committee members shall be reported as objectionable or undesirable having regard to these rules and the objects of the Club or any member shall have infringed these rules or any bylaws or regulations of the Club, the Committee shall on receiving a written complaint, or may on its own initiative, take the matter into consideration.

b) If after the member concerned has been heard if he or she so desires and the Committee has given the member an opportunity to be heard at a properly convened Committee meeting, the Committee resolves that the act, omission or conduct complained of is contrary to these rules or any bylaws or regulations of the Club or inconsistent with the character welfare or interests of the Club or such as to render him or her unfit to associate with members of the Club or to receive the rights and benefits of membership of Club, the Committee shall have power to expel, suspend, reprimand or warn the offending member and such resolution of the Committee shall be communicated to the member in writing

- (c) If such member shall feel aggrieved by any such decision of the Committee he or she may within seven days after being notified of the Committee's decision in writing appeal by notice in writing to the secretary and upon receipt of such appeal a special general meeting shall be convened by the Committee at which a report shall be presented by the Committee, the member concerned heard, and the matter determined by secret ballot of the members present and voting. The decision of the meeting shall be determined by a simple majority of those present and eligible to vote.

7. **Committee**

- (a) The Club shall be managed by a committee ("Committee") consisting of six members plus further entitled persons pursuant to these rules The six members shall be elected at annual general meetings of the Club in accordance with the provisions of this clause.
- (b) The Committee shall be elected on a rotational basis as follows:
 - (i) At each annual general meeting, one third of the numbers constituting the elected members of the Committee shall be elected.
 - (ii) The election shall apply in respect of those positions on the Committee held by members for the longest period of time since their last election. In the case of Committee members who were elected at the same annual general meeting numbering more than one third of the Committee members the decision as to which positions are to be elected shall be determined by lot (i.e. by chance -toss of coin, drawing of straws, etc) unless agreement is reached between the Committee members concerned.
 - (iii) In the case of there being additional vacant positions on the Committee for whatever reason, the election shall be for the total number of vacancies on the Committee.
 - (iv) All Committee members whose positions on the Committee are subject to election shall be deemed to have retired from the position but shall be eligible for re-election.
 - (v) The positions of President, Vice President and immediate past President shall not be subject to the provisions of this clause 7(b)
- c. The procedure for conducting elections shall be as follows:
 - (i) All nominations for the Committee shall be nominated in writing signed by the candidate and two members who are eligible to nominate, such nominations to be lodged with the secretary by 31 March in each year.

- (ii) If there are more nominations than vacancies a postal ballot of members shall be held which shall be administered by the secretary. The secretary shall two weeks prior to the annual general meeting post to members eligible to vote a voting paper alphabetically listing the candidates and requesting each member to vote for any number of candidates up to the required number of Committee positions available.
 - (iii) The votes shall be exercised by way of striking out the name/s of candidates whom the member does not wish to vote for and returning the voting paper to the secretary in an envelope marked "Voting Paper" prior to the commencement of the annual general meeting.
 - (iv) If by 31 March insufficient nominations are received to fill all vacancies on the Committee, nominations may be taken from the floor at the annual general meeting. If the nominations are in excess of the available vacancies a ballot shall be taken.
 - (v) Two scrutineers shall be appointed at the annual general meeting who shall count postal votes and any votes taken by ballot at the annual general meeting. In the event of any equality of voting the result shall be determined by drawing of lots (ie by chance – toss of coin, drawing of straws etc).
- (d) Following the annual general meeting the Committee shall appoint by democratic process from amongst its members the President and Vice President and such other officers as the Club requires. The Club captain, secretary/treasurer (which positions may be separate or combined) and other officers need not be Committee members but if any of such persons is a member of the Club eligible to vote and hold office such persons shall be entitled to vote at Committee meetings.
 - (e) No person shall be President for more than two years consecutively and upon becoming ineligible shall hold the position of immediate past President and shall be a member of Committee with voting rights. Any person holding the position of immediate past President shall cease to hold the position upon the President for the time being becoming the immediate past President.
 - (e) Any vacancies arising among the officers or members of the Committee may be made good by the Committee at any time but in the case of elected positions such appointees shall be deemed to have retired as at the next annual general meeting.
 - (f) The President for the time-being shall act as chairperson of any general or Committee meeting of the Club or in his/her absence the Vice President or failing both, the meeting shall elect one of their members to the chair. Any three members being present at a Committee meeting shall constitute a quorum.

- (g) The Committee shall meet at such time and place as the Committee decides from time to time and shall decide its own procedures. Three Committee members shall constitute a quorum. The President or any three members of the Committee may by a minimum of seven days' notice in writing sent to all Committee members by the secretary call a meeting of the Committee. The chairperson shall have a casting but not a deliberative vote.

8. Powers and Duties of the Committee

- (a) The Committee shall have full power to control and manage the Club and to expend the funds of the Club and subject to the provisions of rule 12 and subject to the restrictions on borrowing contained in rule 13 incur such liability on behalf of the Club as it may think necessary and to do all acts and things which it may consider proper or expedient for accomplishing the objects and carrying on the affairs of the Club.
- (b) Without limiting the generality of subclause (a) the Committee is empowered to appoint subcommittees and delegate such tasks as are required from time to time to properly administer the affairs of the Club provided that the Committee may disband such subcommittees or terminate such delegations at any time.

9. Duties of Secretary

- (a) Summon meetings of the Committee and general meetings of the Club. Preparation of agenda and materials to be discussed at meetings.
- (b) Keep minutes of all meetings.
- (c) Hold in his or her custody all papers and documents relating to the affairs of the Club.
- (d) Conduct correspondence on behalf of the Club and attend to all clerical work.

10. Duties of Treasurer

- (a) Collect and account to the Committee for all subscriptions and other moneys payable to the Club. Attend to banking and payments under the authority of the Committee.

- (b) Keep proper accounts of the financial affairs of the Club.
- (c) Report to the Committee meetings the financial state of the Club.
- (d) Keep a register of all members.
- (e) Prepare books for auditing.
- (f) Complete and maintain an inventory of all the equipment and property belonging to the Club.

11. Audit/Review

- 1 1.1 The committee shall ensure that the accounts for the preceding financial year are prepared and presented to the AGM next following the end of the financial year.
- 11.2 Prior to presentation of such accounts to the AGM, the committee shall cause such accounts to be the subject of either an audit or review by a chartered accountant or other suitably qualified person. The report provided by such person shall be presented to the AGM together with the accounts.
- 11.3 The following motion shall be put to each AGM:

"That the accounts presented to this meeting shall be accepted as a true and correct record of the club's financial affairs for the year ending 31 December | year]"

12. Acquisition and Control of Real and Personal Property

- 12.1 The Committee shall have the following powers provided the approval of the Club in general meeting is obtained
 - (a) To purchase take on lease or in exchange hire or otherwise acquire any real or personal property or any rights and privileges in connection therewith and to hold improve manage develop let or lease sell exchange or otherwise dispose of any such property rights and privileges.

- (b) To construct build pull down remove or replace any buildings or other improvements which may be in upon and about any of the real or leasehold or licensed property of the Club.
- (c) To borrow or raise money in such manner as the Club may think fit subject however to the provisions of rule. 13. and to secure repayment by the issue of debentures or by mortgage or charge upon the whole or any part of the property or assets of the Club (whether present or future) and to purchase redeem or pay off any such securities.
- (d) To lend and advance money beyond advances made as part of the ordinary activities of the Club or to give guarantees or become surety for the payment of moneys or the performance of contracts or obligations.
- (e) To invest the moneys of the Club on mortgage or purchase of real leasehold licensed or personal property and to vary such investments from time to time.
- (f) To do all or any of the acts aforesaid or exercise all or any of the powers conferred upon the Club jointly with any person, partnership or corporation company or society and to become jointly or jointly and severally liable with any such person partnership corporation company or society (which incorporated or otherwise) on any contract or obligation.

13. Financial

- (a) The Club's current banking account/s shall be kept at such bank as may from time to time be decided upon by the Committee. All payments shall be approved by the Committee and all cheques shall be signed by any two of the President, Treasurer or Secretary.
- (b) Subject to rule 13(c) two thirds of the members present and entitled to vote at a general meeting of the Club convened for the purpose may resolve to borrow or raise, and secure the repayment of, such sum or sums of money in such manner as they shall think fit and in particular by mortgages bonds debentures or other securities and charges upon all or any of the Club's assets (both present and future) and to purchase redeem and pay off any such securities.

- (c) The Committee shall have power to borrow for the purposes of the Club with or without giving security such amount of money but not exceeding borrowing limits approved by the Club in general meeting provided that in an emergency where assets of the Club are (in the opinion of the Committee) adversely affected or likely to be adversely affected, and expenditure is required to preserve and/or safeguard the assets of the Club the Committee may in its discretion but acting reasonably, exceed such borrowing limits without obtaining the resolution of members in terms of rule 13(b) at such rate of interest and on such terms as the Committee may deem necessary or expedient.
- (d) The Committee shall have power to invest the monies of the Club not immediately required with any bank carrying on business in New Zealand at interest.
- (e) Every member who becomes surety or guarantor for any loan or other obligation of the Club shall be indemnified by the Club in respect of such liability.
- (f) The balance date of the Club shall be 31 December.

14 **Common Seal**

- 14.1 The common seal shall be kept in the custody of the treasurer who shall affix it to documents as authorised by a general meeting or Committee meeting. The seal shall be affixed in the presence of three members of the Committee authorised for that purpose by the Committee one of whom shall be the President.

15. **Annual General Meeting**

- (a) The annual general meeting of the Club shall be held before the end of May in each year for the following purposes
 - (i) To receive reports for the preceding year, balance sheet and accounts for the preceding financial year.
 - (ii) To approve budgets prepared for the forthcoming year.

- (iii) To elect the required number of members of the Committee for the forthcoming year.
- (b) The Committee shall convene the annual general meeting by notice posted to members of the Club not less than 14 days before the meeting is held. The place, date and time shall be determined by the Committee.

16. Special Meetings

- (a) The Committee may convene a special general meeting by notice posted to Club members not less than 14 days before the meeting is held. Such notice shall specify the business to be transacted at such meetings.
- (b) Any twenty members of the Club may call for a special general meeting by delivering to the Secretary or the President a requisition in writing signed by such members and specifying the business to be transacted at such meeting. The Committee shall call the meeting by notice posted to Club members such meeting to be held not more than one month from the date of receipt of the requisition. The place, date and time shall be determined by the Committee.
- (c) No business shall be transacted at a special general meeting other than that mentioned in the notice requisitioning such meeting.

17. Voting at General Meetings

- 17.1 At any general meeting of the Club voting shall be by the voices or a show of hands if required by the chairperson or three members unless a ballot of those present and entitled to vote is demanded by 10 or more members. The chairperson shall be entitled to a casting vote but not a deliberative vote.

18. Quorum for General Meetings

- 18.1 At all annual or special or general meetings 20 members entitled to vote shall form a quorum. Should there not be a quorum present at the expiration of one half hour from the time set down for the meeting, the members present shall adjourn the meeting.

19. Alterations to Rules

19.1 These rules may be altered or added to or rescinded by resolutions of two thirds of those present and entitled to vote at any annual general meeting or at any special general meeting called for the purpose. No addition or alteration to or rescission of these rules shall be effective, if it affects rule 21 or 22, unless the approval of the Inland Revenue Department shall have been obtained to such alteration or rescission.

20. Inspection of Rules

20.1 Any member may inspect these rules on application to the secretary and on payment of the cost of copying same shall be entitled to receive a copy of the rules.

21 Liquidation/Dissolution

21.1 In the event of the Club being put into liquidation or of a dissolution by the Registrar of Incorporated Societies the funds and assets of the Club remaining after payment in satisfaction of its debts and liabilities and the costs and expenses of liquidation or dissolution shall be disposed of in such manner as the Club in general meeting shall determine. No member shall be entitled to participate in or receive any benefit from any such surplus on a liquidation or dissolution but each member shall be entitled to repayment of the Debenture provided for in rule 4.

22. Pecuniary Profit

(a) No member or person associated with a member of the Club shall derive any income, benefit or advantage from the Club where they can materially influence the payment of the income, benefit or advantage.

(b) The foregoing subclause shall not apply where that income, benefit or advantage is derived from:

(i) Reasonable payment for services or repayment of costs incurred on behalf of the Club.

(ii) Professional services to the Club rendered in the course of business charged at no greater rate than current market rates.

- (iii) Interest on money lent at no greater rate than current market rates.
- (c) In cases where subclause (a) may apply, the member or associated person shall, if applicable, declare their interest and in any event shall not participate in any way in any decision or resolution concerning the matter.

23. **Notices**

Any notice may be given to a member by:

- (a) Posting it by prepaid letter addressed to the member at the address shown on the Register of Members or at the Member's last known address in either of which cases it shall be deemed to have been received two days after the date of posting; or
- (b) By facsimile transmission in which case it shall be deemed to have been received when the sender's facsimile machine confirms transmission to the intended recipient.