



*New Zealand  
Mountain Safety Council*  
Constitution  
**2016**

1. **NAME**

The name of the Council is the “New Zealand Mountain Safety Council Incorporated”, referred to as “the Council throughout this Constitution.

2. **MISSION STATEMENT**

The mission of the Council is to:

Enable people to enjoy their personal land-based recreation safely in the outdoors.

3. **OBJECTS**

3.1 In order to achieve its mission, the Council shall focus on:

- (i) Partnering: Working with organisations (whether member organisations or not) that share the same or similar objectives, so that all available resources can be used effectively for the promotion of safer land-based outdoor recreation.
- (ii) Insights: Gathering evidence to develop and support targeted safety strategies that help to set and promote safety standards for individuals and organisations active in land-based recreation;
- (iii) Messaging: Providing publications, technical information and other educational material for the public, to promote self-reliance in and safer enjoyment of land-based outdoor recreation.

4. **MEMBERSHIP**

4.1 Member Organisations shall be those national organisations which are offered and accept such membership. A national organisation for the purposes of this clause shall be any national organisation, association, government department, instrument of the Crown, committee or body of people whether incorporated or otherwise, one of whose roles relates to activities or safety in land-based outdoor recreation.

4.2 To be eligible for membership the Council must, at its absolute discretion, consider the organisation to be a national representative of its particular activity or sector.

4.3 Applications from organisations for membership of the Council shall be made by the applicant delivering to the Chief Executive a written request for membership supported by sufficient detail to establish the applicant's credentials for membership. Applications shall be circulated at least three weeks in advance of the next Meeting of Council and be voted upon at that Meeting. Applicants shall be advised of the outcome and, if successful, shall take up membership from that date.

4.4 Any Member Organisation wishing to resign may do so by giving written notice to the Chief Executive and the resignation shall take effect from the date of receipt of such notice.

4.5 (i) A Member Organisation may be expelled as a Member Organisation if deemed to have acted in a manner detrimental to the aims, objects or constitution of the Council, or ceased to meet membership criteria. Any notice of motion to expel a Member Organisation from the Council must be circulated at least three weeks prior to the Meeting of Council at which the expulsion shall be voted on. The

Member Organisation subject to such notice or a representative of that Member Organisation has the right to speak to the Meeting before a vote is taken. The decision to expel must be passed by a two-thirds majority of those present and entitled to vote.

- (ii) Member Organisations must be active participants. Non-attendance at two consecutive Meetings of Council without apology will result in notification being sent to the Member Organisation asking if it wishes to retain membership. After three consecutive unattended meetings without adequate apology or explanation, a Meeting of Council may expel the Member Organisation in accordance with Clause 4.5(i), or require the Member Organisation to appoint a new delegate.

## 5. **REPRESENTATIONS AT MEETINGS OF COUNCIL**

- 5.1 Member Organisations shall each be entitled to appoint one delegate to represent them at Meetings of Council. The appointment and nomination of delegates shall be in accordance with Clause 6.2 of this Constitution. Member Organisation's delegates may be changed during the year by notice in writing to the Chief Executive. Each new appointment of a Member Organisation's delegate shall be effective from the date of advice to the Chief Executive.
- 5.2 Member Organisations may appoint substitute delegates to replace delegates appointed under sub-clauses 1 of this Clause who are unable to attend any Meeting of Council. Any such substitute delegates may be required at the Meeting to produce written notice of appointment signed on behalf of the Member Organisation.
- 5.3 A Meeting of Council may require that the appointment of any delegate under Clauses 6.1 of this Clause be rescinded, and that a replacement delegate be appointed in accordance with Clause 6.1.
- 5.4 No employee of the Council may be nominated as a delegate under Clause 6, and will cease to be a delegate on becoming an employee

## 6. **NOTICE OF MEETINGS OF COUNCIL**

- 6.1 The Chief Executive shall call one Meeting of Council each year as the Annual General Meeting of Council, to be held during the four months following the end of each financial year. Other Meetings of Council may be called by the Chairperson, the Chief Executive or any two Council Members.
- 6.2 The Chief Executive shall send a preliminary notice to all Member Organisations at least two months before the projected date of an Annual General Meeting, including a request for nominations of delegates of Member Organisations appointed under Clause 6.1 of this Constitution. The preliminary notice shall also include a request for nominations for any vacancies in the elective offices of Chairperson, Deputy Chairperson and Executive Committee members. All nominations must be in writing and received by the Chief Executive at least four weeks before the notified meeting date and be accompanied by the written consent of the nominee and a résumé.
- 6.3 The Chief Executive shall send notice of any Meeting of Council to all Member Organisations at least three weeks before the date of the meeting. The notice shall contain details of the agenda, date, time and place for the meeting, and written nominations and résumés received for the elective offices. No other nominations for office will be considered at the meeting.

6.4 Subject to the requirements of this clause, the Chairperson shall decide the time, date and place of Meetings of Council.

## **7. QUORUM AND PROCEDURE AT MEETINGS OF COUNCIL**

7.1 The quorum for a Meeting of Council shall be more than half of the delegates or substitute delegates appointed under Clause 6 present in person and entitled to vote, except that any resolution that could be passed by a Meeting of Council shall be valid and binding on Council if the resolution is circulated among all Member Organisations as appropriate, and approved in writing by or on behalf of a 75% majority of not less than 65% of those having the right to vote at the Meeting of Council.

7.2 The Executive Committee will from time to time adopt standing orders for the conduct at Meetings of Council and shall make copies of such standing orders available to all Member Organisations. If the Executive Committee has not adopted and notified Member Organisations of the applicable Standing Orders, the latest version of the Standards New Zealand Model Standing Orders for Meetings shall apply with any necessary modifications. In the event of any ambiguity between the Standing Orders and this Constitution, the provisions of this Constitution shall apply.

7.3 Except as otherwise provided in this Constitution (clause 13.4), every motion at a Meeting of Council shall be moved and seconded, and may be moved without any previous notice having been given.

7.4 The vote on any motion at a Meeting of Council shall be taken by a show of hands, or by ballot if called for, of delegates appointed under Clause 6 who are present at the Meeting and shall, subject to Clause 4.5(i) (expulsion from membership) and Clause 13 (interpretation and amendment of the constitution), be decided on a simple majority. The decision of the Chairperson on the holding of a ballot shall be final.

7.5 Except as provided in Clause 7.1, where any provision of this Constitution requires any measure to be passed by a specific majority or percentage of votes, the majority or percentage shall apply to the number of valid votes recorded, not the number entitled to vote on that measure.

## **8. ROLE OF MEETINGS OF COUNCIL**

8.1 In addition to Clauses 4, 12-14 and 16 of this Constitution, the role of all Meetings of Council shall be:

- (i) To ensure that the mission statement and objects of the Council as set out in Clauses 2 and 3 of this Constitution are pursued and achieved;
- (ii) To monitor the role of the Executive Committee and, subject to the provisions of this Constitution, change that role as and when it considers appropriate;
- (iii) To consider any other business referred to it by the Chairperson or the Executive Committee.

8.2 In addition to Clause 8.1, the role of the Annual General Meeting of Council shall be:

- (i) To elect annually a Chairperson and a Deputy Chairperson of Council, who must not be employees of the Council.
- (ii) To elect up to three members of the Executive Committee from amongst the delegates appointed under Clause 6 of this Constitution (who must not be

employees of the Council) for a term of up to three years as required, to fill a vacancy arising at the end of a three-year term or on a casual vacancy.

- (iii) To receive a report presented by the Executive Committee regarding the business plan and budget for the coming year.
- (iv) To consider and adopt an annual report and financial statement for the previous year presented by the Executive Committee;
- (v) To consider and adopt or modify longer-term strategic plans presented by the Executive Committee.

## 9. **EXECUTIVE COMMITTEE**

- 9.1 The membership of the Executive Committee shall be the Chairperson, the Deputy Chairperson, three members elected under Clause 8.2(ii) or appointed under Clause 9.4, and up to three members co-opted under Clause 9.6.
- 9.2 The Chief Executive of the Council shall be entitled to attend meetings of the Executive Committee at the discretion of the Executive Committee but shall not be a member of the Executive Committee or have voting rights.
- 9.3 If a casual vacancy arises in the office of Chairperson, the Executive Committee may appoint the Deputy Chairperson to fill the vacancy until the next election under Clause 8.2(i).
- 9.4 If a casual vacancy arises in the office of Deputy Chairperson, the Executive Committee shall appoint one of their number to fill the vacancy until the next election under Clause 8.2(i).
- 9.5 If a casual vacancy arises on the Executive Committee because an Executive member ceases to be a delegate appointed under Clause 6 or for any other reason, the remaining members of the Executive Committee may appoint a replacement who is eligible to be an elected member and who shall hold office until the next election under Clause 8.2(ii).
- 9.6 At any time, the Executive Committee may co-opt up to three further members for the balance of the then current year where workload or other factors make this desirable, and such co-opted members shall have full voting rights, but shall not be required to be delegates appointed under Clause 5.
- 9.7 No employee of the Council may be appointed to fill a casual vacancy or co-opted as an Executive Committee member under this Clause.
- 9.8 The quorum at any meeting of the Executive Committee shall be three members who may be present in person or in direct communication by electronic means and who undertake at the commencement of that meeting to remain in communication until the termination of that meeting and not to withdraw from communication without giving prior notice to the chairperson of that meeting.
- 9.9 In addition to Clauses 12 and 15 of this, the role of the Executive Committee shall be:
  - (i) To have full power to manage the business of the Council within the mission statement and objects set out in Clauses 2 and 3 and all other provisions of this Constitution, and the decisions of Meetings of Council;
  - (ii) To appoint a Chief Executive who shall be responsible for the day to day management of the Council's affairs, including management of other staff

employed by the Council and the expenditure of Council funds within budgeted allocations; and to supervise the Chief Executive's work;

- (iii) To formulate policy and strategic plans for achieving the mission statement and objects in Clauses 2 and 3 to present them to a Meeting of Council for its consideration and amendment or approval;
- (iv) To develop, approve and present to the Annual General Meeting of Council a business plan and budget for the coming year, such business plan and budget to be approved by the Executive Committee prior to the commencement of each financial year;
- (v) To present an Annual Report and Financial Statement for the previous year to the Annual General Meeting of Council;
- (vi) To monitor the work of any joint ventures with other organisations, in association with the Chief Executive;
- (vii) To carry out assignments or take on or relinquish responsibilities allocated to it by Meetings of Council;
- (viii) To establish from time to time such subcommittees as it may deem necessary or expedient, and depute or confer on them such powers and duties of the Executive Committee as it may decide.

9.10 The Executive Committee shall meet at least four times a year at such times and places as it deems fit. A meeting of the Executive Committee may otherwise be summoned at any time by the Chairperson the Chief Executive or any two other members of the Executive Committee.

## 10. **CHAIRPERSON**

10.1 The Chairperson shall chair all Meetings of Council and Executive Committee Meetings. If the Chairperson is absent from any meeting, the Deputy Chairperson shall chair that meeting. In the Deputy Chairperson's absence, those present shall appoint one of their numbers to act as chairperson.

10.2 The Chairperson shall have an original and a casting vote at any Meeting of Council unless at the commencement of that meeting the delegates present resolve that for the purposes of that meeting, the Chairperson shall not have a casting vote. The Chairperson shall have an original but not a casting vote at Executive Committee Meetings.

## 11. **TERMS OF OFFICE AND RE-ELECTION**

11.1 Terms of office for those elected under Clause 8.2 shall run from the end of the Annual General Meeting at which the election takes place to end of the Annual General Meeting in the year when the office becomes vacant.

11.2 Notwithstanding Clause 11.1, Chairpersons, Deputy Chairpersons and Executive Committee members shall cease to hold office in the event that they become employees of the Council. Appointments to casual vacancies shall run to the end of the Annual General Meeting in the year when the office would have become vacant.

11.3 The Chairperson and Deputy Chairperson may be re-elected annually.

11.4 Executive Committee members may be re-elected for one further three-year term only. An Executive Committee member who leaves the Executive after a term of less than three years may be replaced by an appointed delegate for the balance of that Executive Committee member's term. Upon completion of an Executive Committee member's second consecutive term they shall stand down as an Executive Committee member. Executive Committee members who have served two consecutive terms may be re-elected to the Executive Committee for further terms provided that an Executive Committee member shall not be eligible to be a member of the Executive Committee in the twelve-month period following the expiry of every second consecutive term in office.

## 12. **FINANCE**

12.1 The funds of the Council shall be held in the name of the New Zealand Mountain Safety Council Inc., and shall be paid into an account of such bank or savings bank as the Executive Committee shall determine.

12.2 Cheques can be signed by any two of the following signatories:

Chief Executive (with certain restrictions)

Chairperson

Any three other persons nominated by the Executive Committee.

12.3 The financial year of the Council shall be from 1st July in each year to 30th June in the next following year, or such other dates as a Meeting of Council may by resolution adopt.

12.4 The Council may borrow funds from such sources and on such terms as the Executive Committee may determine and may give or enter into guarantees provided that the total level of borrowing, and of exposure under guarantees, shall not exceed 20% of the Council's estimated annual operating budget without the authority of a resolution of Council passed at a Meeting of Council, or on a postal ballot pursuant to Clause 7.1 of this Constitution.

## 13. **INTERPRETATION AND AMENDMENT OF CONSTITUTION**

13.1 Only the delegates of Member Organisations appointed under Clause 5 are entitled to vote on motions to interpret or amend this Constitution.

13.2 Any interpretation or amendment of this Constitution must be adopted by two-thirds majority of those entitled to vote under this Clause and voting at a Meeting of Council.

13.3 Subject to any ruling of the High Court, the decision of a Meeting of Council upon any question of interpretation of this Constitution or upon any matter affecting the Council and not provided for in this Constitution shall be final and binding.

13.4 Notice of a motion to interpret or amend this Constitution must be included on the agenda for the Meeting of Council at which it is to be put, and sent out with the agenda in accordance with Clause 6.

13.5 No interpretation or amendment under this Clause shall detract from the general charitable aims of the Council.

14. **RULES**

A Meeting of Council may from time to time promulgate rules to be observed by the Council, provided that no rule shall be valid if and to the extent that it is inconsistent with any provision of this Constitution.

15. **COMMON SEAL**

The Council shall have a common seal which shall be kept in the custody of the Secretary. This shall be affixed to any document or instrument in the presence of the Chairperson of Council or a deputy appointed by the Executive Committee, and the Chairperson of Council or the appointed deputy, shall sign every document or instrument to which the Seal is affixed.

16. **WINDING UP**

In the event of the winding up of the Council a Meeting of Council shall be called for the purpose of disposing of the property of the Council, which may be donated as directed by such meeting to any charitable, educational or sporting body, association or society in New Zealand having objects not opposed to those of the Council. No part of the funds of the Council shall be used or shall be available to be used for the private pecuniary profit of any member thereof.