

THE CONSTITUTION OF NORTHERN SNOW SPORTS INCORPORATED

1. NAME

1.1 The name of the organisation shall be **Northern Snow Sports Incorporated (NSS)**

2. OBJECTIVES

The objectives for which NSS is established are:

2.1 To promote the growth of competitive snow sports events.

2.2 To provide and facilitate the provision of facilities and amenities for competitive snow sports events and development on and associated with Ski Areas and Training Providers within New Zealand.

2.3 To provide guidance, assistance and support for members and foster co-operation amongst them to achieve and receive the benefits of the objectives of NSS.

2.4 To provide and be concerned in the provision of uniforms, facilities and amenities for the NSS competitive teams and to be concerned in the provision of prizes and trophies for team activities.

2.5 To assist financially and otherwise with the provision of the NSS competitive teams and the training and travel (whether in New Zealand or elsewhere) of members of such NSS teams.

2.6 For the purposes of the organisation to purchase, sell, lease, hire, take on lease or hire, erect or otherwise acquire or grant any right, privilege, license, interest or estate in or over any real or personal property whatsoever.

2.7 To publish books, bulletins, papers and other printed matter relating to competitive snowsports and other matters of interest to members.

2.8 To join, contribute towards and be associated with any charitable or other worthy body that will in the committee's opinion, further the aims and purposes of NSS.

2.9 To provide equal opportunity for competitive alpine ski, freestyle and snowboard racing and recognise the special needs of New Zealanders such as people with disabilities, women, children, Maori and other ethnic minority groups consistent with the New Zealand Human Rights Act.

2.10 To condemn the use of performance enhancing drugs and doping practices in sports as being contrary to the ethics of sports and potentially harmful to the health of competitors. NSS may from time to time make rules defining the use of performance

enhancing drugs and doping practices. In making such rules NSS shall have full regard to the relevant rules and bylaws of the Olympic Committee, FIS, SPARC, New Zealand Sports Drug Agency, Snow Sports NZ Inc and any such other authorised organisations.

2.11 To make from time to time regulations and bylaws concerning the use of NSS property, facilities and such other matters as the committee may determine.

3. REGISTERED OFFICE

3.1 The registered office of NSS will be situated at Auckland or such other place or places as shall from time to time be determined.

4. MEMBERS

4.1 The members shall consist of:

- a. **Family Members:** Parents, guardians and members of NSS teams, providing such members are 16 years and over.
- b. **Junior Members:** Team members below the age of 16 years may be elected as junior members without the right to hold office or to have the power to vote. A junior member shall be liable to pay an annual subscription at the rate as fixed by NSS.
- c. **Senior Member:** Persons who are over the age of 16 who wish to contribute to and agree to abide by the objects and rules of NSS.
- d. **Associate Members:** Former members and other persons who wish to support NSS. Associate members shall not be entitled to vote.
- e. **Life Members:** Being persons who because of the quality of their past contribution to NSS have been appointed as a life member by a General meeting of NSS. A life member shall be exempt from paying subscriptions but shall be entitled to vote.

5. NEW MEMBERS

5.1 Each person wishing to join NSS shall apply to NSS by making written application to the committee. All such applications shall be considered by the committee who, at their discretion, may accept or refuse any such applications for membership. Each individual so applying must provide such particulars and the information as NSS may require.

5.2 On acceptance of the application for membership, the secretary shall notify the new member of the acceptance together with a request to pay the required membership subscription.

6. SUBSCRIPTIONS

6.1 NSS in Annual or Special General Meeting shall have the power to fix as it thinks the amount of any membership fees or levies to be paid by its members.

6.2 The membership fees or levies shall be payable by such time and in such manner as the committee shall from time to time determine.

6.3 Members whose membership fees or levies have not been paid and received by the time set by the committee in any year shall not be entitled to receive any of the entitlements, privileges, advantages or services of membership unless otherwise and approved in writing by the committee. Membership shall lapse if any membership fees or levies are not paid within 12 months of the due date.

7. RESIGNATION

7.1 A member having paid all arrears of subscriptions or debts due to NSS may give notice in writing of their resignation. Should any arrears or debts not be paid, then any future application to rejoin membership of NSS may require that such arrears and debts be paid before acceptance of membership.

8. SUSPENSION OR TERMINATION OF MEMBERSHIP

8.1 Where a member fails to comply with his/her financial or other obligations under this Constitution or any other rules and regulations of NSS, or is alleged to have acted in a manner considered to be prejudicial to the character and interest of NSS, then the committee may, if it determines that there are sufficient grounds for the allegation, give the member notice of its intention to investigate the allegation(s). The Committee shall give notice to the member of the:

- a. determination, and
- b. grounds for determination;

and request that the member show cause within such reasonable time as is determined by the committee as to why further action should not be taken against the member in accordance with this Constitution. The member's failure to respond or act to the committee's satisfaction in relation to this request may result in the committee terminating or suspending the member's membership or otherwise imposing such conditions on the membership as it sees fit.

8.2 The committee or duly authorised subcommittee formed for that purpose shall hear and determine all allegations relating to the determination in paragraph 8.1 and shall follow the procedures and principles of natural justice. The member shall be given the opportunity to present to the committee or subcommittee all reasonable evidence on their behalf. All decisions reached by the committee or subcommittee as a result of this process shall be binding on all members.

9. COMMITTEE

9.1 The affairs and business of NSS shall be controlled and managed by a committee consisting of the President, Vice President, Secretary, Treasurer and a minimum of one and a maximum of nine other persons.

9.2 At the first meeting of NSS and at every subsequent Annual General Meeting, NSS shall elect the members of the committee. This committee shall be responsible for the management and administration of the affairs of NSS and may exercise the powers of borrowing and investment contained in the Constitution.

9.3 The committee shall exercise all or any of the powers, functions, authorities and discretions of NSS without reference to a General Meeting of NSS and shall also have

authority to:

- a. enter into any contracts on behalf of NSS and expend the funds of NSS as may be deemed best to carry out the work and objectives of NSS
- b. delegate any of its powers to any subcommittee of the committee
- c. appoint subcommittees with such functions, personnel and officers as may be determined by it and such personnel need not be members of the committee to serve on any such committee
- d. fill casual vacancies on the committee occurring between Annual General Meetings
- e. institute or carry out or defend legal proceedings when necessary, including the recovery of any debt(s) owed to NSS; and
- f. carry out and enforce any of the other aims, interest and objects of NSS.

10. DUTIES OF OFFICERS

10.1 **President** – shall chair all meetings of NSS and of the committee and shall have a casting and deliberative vote at all meetings. In the event of the President not being present at a validly called meeting of the committee or validly called General Meeting then such person as either the committee or the General Meeting shall elect, shall be the chairperson for the purposes of that meeting. Any such person elected chairperson shall have all the powers that the President would have if he/she were present.

10.2 **Secretary** –shall be responsible for all secretarial work within NSS including correspondence and the keeping of the minutes of all meetings, together with the sending of notices of all meetings to members of NSS and the committee.

10.3 **Treasurer** –shall be responsible for all financial matters of NSS and shall present an annual statement of accounts at the Annual General Meeting.

11. MEETINGS

11.1 Committee Meetings

- a. the committee may meet together for the transaction of business, adjourn and otherwise regulate the meetings as they think suitable providing that not less than 7 days clear notice in writing shall be given of any such meeting;
- b. a committee meeting may be called or held using any technology consented to by all the committee members. The consent may be a standing one. A committee member may only withdraw his/her consent within a reasonable time before the meeting;
- c. the chairperson or any two committee members may summon an extraordinary meeting of the committee;
- d. the financial members of the committee shall each have one vote, except that in

the event of there being an inequality of votes at any meeting, the chairperson shall have a second or casting vote;

- e. the quorum for a meeting of the committee shall be four (4) members personally present or otherwise in accordance with paragraph 11.1(b);
- f. a member of the committee shall not vote in respect of any contract or proposed contract with NSS in which he/she has a direct or indirect financial interest.

11.2 General Meetings

- a. an Annual General Meeting shall be held not later than 30 June in each year. The business of the meeting shall be to receive the report of the committee on the affairs of NSS and any associated group, together with the past year's transactions and the audited accounts of NSS up to 31 March. The meeting shall also collect and receive nominations to the committee, the appointment of the auditor and transact any other necessary business.
- b. The Society shall appoint an accountant to review the annual financial statements of the Society ("the Reviewer"). The Reviewer shall conduct an examination with the objective of providing a report that nothing has come to the Reviewer's attention to cause the Reviewer to believe that the financial information is not presented in accordance with the Society's accounting policies. The Reviewer must be a suitably qualified person, preferably a member of the New Zealand Institute of Chartered Accountants, and must not be a member of the Committee, or an employee of the Society. If the Society appoints a Reviewer who is unable to act for some reason, the Committee shall appoint another Reviewer as a replacement
- c. all general meetings other than the Annual General Meeting shall be called extraordinary general meetings. Such meetings of NSS may be called anytime by either the chairperson or the secretary of NSS at the request of 10 members of NSS
- d. notice of any general meeting, whether annual or extraordinary, specifying the object or objects of such meeting shall be posted or delivered to all registered members at least 14 days prior to the date fixed for the meeting
- e. no business shall be transacted at any extraordinary general meeting other than that which shall have been specified in the notice calling the meeting
- f. the quorum at all general meetings shall be eight (8) registered members personally present
- g. at all general meetings, every registered member personally present and entitled under these rules to vote shall be entitled to one vote and the chairperson shall in addition have a casting vote. All voting shall be by voice or show of hands unless a poll is demanded by at least four members. Members may also vote by Proxy. Any

poll shall be taken in such a manner as the chairperson shall decide. A motion shall be carried by a simple majority except as stated in rule 14.

- h. in every General meeting the chair shall be taken by the chairperson present or in his/her absence by either the Deputy chairperson or, failing those officers, the chairperson nominated by the persons present at the meeting
- i. if within 30 minutes from the time appointed for the meeting, a quorum of members is not present then the meeting shall be adjourned and a new meeting shall be held within 30 days. If at such a meeting quorum of members is not present within 30 minutes from the time appointed for the meeting, the members present (being not less than three (3) members) shall constitute a quorum. Notice of such new meeting shall be given as stated in paragraph 11(d)
- j. the election of officers shall be by ballot if necessary and two scrutineers shall prior to the holding of any ballot be appointed by the members present. They shall conduct the ballot and shall certify to the chairperson of the names or names of the persons elected. Immediately the chairperson has declared the successful nominees duly elected, the ballot papers shall be destroyed.

12. FUNDS AND PROPERTY

12.1 The committee shall cause proper accounts to be kept with respect to:

- a. all sums of money received and expended by NSS and the manner in respect of which the receipts and expenditure takes place
- b. all sales and purchases of real and personal property by NSS
- c. the assets and liabilities of NSS

12.2 Funds may be derived from subscriptions, donations, grants, legacies, insurance investments of any description including shareholding in any company and by any other lawful means

12.3 The assets of NSS shall be vested in the name of NSS and all funds and property received shall be the property of NSS

12.4 The funds, income and property of NSS from whatever source derived, shall be applied solely towards the promotion of the aims, objects and work of NSS within New Zealand and elsewhere. No portion of NSS funds shall be paid directly or indirectly by way of dividend, bonus or otherwise to members of NSS. Nothing in this clause shall however prevent in addition to secretarial fees, the payment in good faith of remuneration to any officer, employee or member of NSS or of prizes to any member who may be a successful competitor in any competition or exhibition held or promoted by NSS

12.5 The surplus funds of NSS may be invested from time to time in any manner authorised by the committee, whether or not such investments are securities for the time being authorised by law in New Zealand for the investment of trust funds and the committee made at any time and from time to time transpose investments

12.6 The accounts shall be kept at the registered office of NSS and shall always be open for inspection any member of the committee

12.7 NSS can open and operate trading and savings accounts with such bank or financial institutions has the committee shall from time to time decide. The signatures of any two (2) of the committee shall be required to operate any such account.

13. THE COMMON SEAL

13.1 The common seal of NSS shall be kept in the custody of the committee. The seal shall not be placed on any document except by written decision of the committee and in the presence of the chairperson or the secretary plus one other member of the committee who shall place their signatures on every document so sealed

14. ALTERATION OF THE RULES

14.1 The Constitution of NSS may be altered or added to or rescinded by a Special resolution of NSS consented to by not less than two thirds of the members present and voting at any such general or extraordinary meeting of NSS **provided that** no amendments to this Constitution shall be made which will:

- * conflict with the objects of NSS
- * alter the charitable nature of NSS and it is hereby declared that NSS is not created for the purpose of profit

15. WINDING UP

15.1 If a 75% majority of the entire current membership votes at an Annual General Meeting, a Special General Meeting or an Extra-ordinary General Meeting to wind up the Club, the Club shall be wound up. Votes may be made by written proxy.

15.2 In the event of NSS being wound up, the property belonging to NSS will be disposed of in accordance with any obligations of NSS

15.3 In no circumstance shall any property or funds of NSS be distributed amongst its members and upon the winding up of NSS, its property and funds will be passed to the NZ Alpine Foundation or to such other non-profit making organisation concerned with promoting or supporting competitive snowsports as shall be resolved at a special general meeting of NSS.