

## **Rules of Outdoor Training New Zealand (Inc)**

### **1. Name**

The name of the Organisation shall be "Outdoor Training New Zealand Incorporated".

### **2. Definitions**

<b>Annual Meeting:</b>	The annual meeting of the Organisation held in accordance with clause 6 of these Rules. This may be as General Meeting or Poll of Branches (see definitions).
<b>Appellant:</b>	Member or membership class appealing a decision of the Board.
<b>Balance Date:</b>	The last day of June in each year.
<b>Board:</b>	The national board elected or appointed in accordance with clauses 9.2 and 10 of these Rules.
<b>Branch:</b>	A peripheral organisational unit accepted as a Branch by the Board.
<b>Board Member:</b>	A member of the Board appointed under clauses 9.2 and 10 of these Rules.
<b>Chairperson:</b>	The chair of the Board elected pursuant to clauses 9.2 and 10 of these Rules.
<b>Employee:</b>	A person employed by the Organisation under the terms of an Employment Contract. An Individual Member who is paid an Honorarium will not be regarded as an employee.
<b>Financial Year:</b>	Any twelve month period commencing on the day following the Balance Date.
<b>General Meeting:</b>	A physical meeting of member delegates of the Organisation held in accordance with clause 7 of these Rules.
<b>National Office:</b>	The central organisational structure, including the Board, but not including Branches.
<b>Notice:</b>	Notice shall mean any communication by mail, fax, email or any other electronic means.
<b>Objects:</b>	The objects and purposes for which the Trust is established as set out in clause 3 of these Rules.
<b>Organisation:</b>	Shall mean the Outdoor Training New Zealand Incorporated.
<b>Outdoor Safety:</b>	All matters related to safety while recreating in the natural environments of New Zealand/Aotearoa including, without limiting the scope of the Organisation's Objects, tramping, bushcraft, outdoor leadership and any other outdoor activity the Board considers appropriate.
<b>Rules:</b>	These Rules.
<b>Secretary:</b>	The Secretary as appointed pursuant to clause 10.8 of these Rules.
<b>Special Resolution:</b>	A resolution approved by not less than 75% of the Members present and entitled to vote at a General Meeting or Poll of Branches.

**Treasurer:** The Treasurer as appointed pursuant to clause 10.8 of these Rules.

### **3. Objects**

In order to achieve its mission the organisation will endeavour to:

- 3.1 Deliver Outdoor Safety education and training.
- 3.2 Facilitate assessments for qualifications developing leaders to disseminate education of Outdoor Safety.
- 3.3 Contribute to the creation and distribution of resources and educational material related to Outdoor Safety training.
- 3.4 Direct individuals to sources of expert information related to Outdoor Safety education and training.
- 3.5 Contribute to public awareness campaigns and foster positive support in the community so that people can discover, recreate and enjoy the New Zealand outdoors safely.
- 3.6 Promote any other activity which may lead to increased Outdoor Safety awareness in the community.

### **4. Membership**

- 4.1 Membership shall be divided into two classes:
- 4.2 Individual Members:  
Shall be those individuals who are offered and accept such membership as volunteer instructors or trainees, or as national or local office-holders or in recognition of services to the Organisation.
  - 4.2.1 Applications from individuals for membership shall made to and approved by a Branch committee. An individual may belong to more than one Branch but must nominate a primary Branch for voting purposes.
  - 4.2.2 Honorary or life membership may be granted by a General Meeting or Poll of Branches. If not already associated with a Branch they will be attached to a Branch for voting purposes.
- 4.3 Associate Members:  
Shall be open to those groups having an interest in the objects of the Organisation who are offered and accept membership.
  - 4.3.1 Applications for Associate membership shall be made to and approved by the Board and endorsed by the Board Chair.
- 4.4 Any member of any class of membership wishing to resign may do so by giving written notice and the resignation shall take effect from the date of receipt of such notice.
  - 4.4.1 Any Individual Member wishing to resign give written notice to the Branch or Board Chair.
  - 4.4.2 Any Associate Member wishing to resign give written notice to the Board Chair.
- 4.5 Any member of any class of membership may be expelled as a member if deemed to have acted in a manner detrimental to the aims, objects or Rules of the Organisation, or ceased to meet membership criteria. To seek the expulsion of a member or an associate member the specific concerns must be sent to the Board Chair directly by an Individual Member or from a Branch through the a Branch Chair.
- 4.6 The expulsion will be considered by the Board who may confirm, reject or recommend some other course of action.
- 4.7 Any member or class of member who is expelled under Rule 4.5 shall have the right of appeal to an Appeal Panel.
  - 4.7.1 At its first meeting following the AGM the Executive will nominate 5 people of integrity who are not themselves Executive members to form an Appeal Panel. The people nominated need not be members of the Organisation.

- 4.7.2 Any Appeal will be considered by three of the people nominated in 4.6.1 who are not related to the person or matter under appeal.
- 4.7.3 The decision of the Appeal Panel may be a simple majority and the decision of the Appeal Panel is final.

## **5. Branches and Standing Committees**

- 5.1 A Board Meeting may establish Branches of the Organisation in geographic areas or Organisational interests of New Zealand in such manner as it considers appropriate and subject to such rules, conditions and restrictions as it may from time to time adopt; and merge, divide or disestablish such Branches in its discretion. No Branch shall incorporate without the prior consent of the Board unless at the time of being established a Branch is already incorporated in their own right.
- 5.2 A Board Meeting may establish Standing Committees in such manner and subject to such rules conditions and restrictions as it may adopt, and may in its discretion merge, divide or disestablish such committees. Such committees shall focus on a particular area of activity within the objects of these Rules, as determined by the Board. Membership of Standing Committees shall be as nominated from time to time by the Board provided that the Board may change the membership of any existing Standing Committee, terminate its existence, change its area or areas of activity, or create additional Standing Committees.

## **6. Annual and General Meetings**

- 6.1 An Annual Meeting or Poll of Branches is to be held during the four months following the end of each financial year.
- 6.2 In addition, a General Meeting may be called by the Board or by a minimum of 33% of Branch Committee Chairs.
- 6.3 The Board will give a minimum of eight weeks' notice to all classes of members of any General Meeting. The notice will contain the date, time & venue of the meeting and invite all classes of members to submit notices of motion. Such notices of motion must be received by the Board at least six weeks prior to the date of the meeting.
- 6.4 The Board will give a minimum of five weeks notice to all classes of members of the Agenda, including motions of which Notice has been given. Such notice may be by email.
- 6.5 Subject to the requirements of this clause, the Board shall decide the format (General Meeting or Poll of Branches), date, time and place.

## **7. Representation, Quorum and Voting at General Meetings**

- 7.1 General meetings are open with speaking rights to all Individual Members and representatives from Associate members. More than one representative may attend from each Associate member.
- 7.2 Voting rights are delegated as follows:
  - 7.2.1 One vote per ten members or part thereof in each Branch. Members are all current, primary Branch members, listed in the Organisations membership database.
  - 7.2.2 One vote per associate membership.
  - 7.2.3 Employees of the Organisation may not vote in any capacity.
- 7.3 The quorum for a General Meeting shall be the number of Branch delegates present and entitled to vote which is equal to or greater than half the maximum number of Branch delegates entitled to vote as defined in clause 7.2.1.
- 7.4 Proxy voting rights shall be as follows:
  - 7.4.1 Proxy voting rights may only be carried by delegates to the meeting.
  - 7.4.2 The details of Proxy voting rights granted by a Branch or Associate members must be provided to the Secretary before the meeting by the Branch or Associate member.

- 7.4.3 A delegate attending the meeting can hold a maximum of three proxy votes.
- 7.4.4 Proxy voting rights apply to all votes at the meeting.
- 7.4.5 Proxy voting rights do not bind the person carrying the proxy to vote as directed by the grantor.
- 7.5 The vote on any motion at a General Meeting shall be on voices unless a show of hands is called for by three or more people present and entitled to vote.
  - 7.5.1 Three or more people present and entitled to vote may request the vote on any motion to be by Secret Ballot. Such a request must be made to the Chair of the meeting before the motion is put to the vote by any other means.
- 7.6 Where any provision of these Rules 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. Poll of Branches**

- 8.1 The Board may decide that a motion needs to be put to a Poll of Branches and that the decision reached by the Poll of Branches will be binding on the Executive.
- 8.2 Any 6 Branches (or 50% of the Branches if there are less than 12 Branches) may require the Board to defer implementing a decision until a Poll of Branches confirming that decision has been held.
- 8.3 The rules for a decision to be determined by a Poll of Branches are:
  - 8.3.1 The decision to be polled must be worded as a formal motion.
  - 8.3.2 Notice must be given to all Branches not less than 7 days before the Poll of Branches closes.
  - 8.3.3 Each Branch will exercise as many votes in a Poll of Branches as determined by rule 7.2.
  - 8.3.4 Branches may reply electronically or by mail but all replies must be received by 5:00pm on the date announced as the closing date of the Poll of Branches.
  - 8.3.5 No Poll of Branches will be valid unless more than 50% of Branches participate and the decision is carried by an absolute majority of the total number of votes entitled to be exercised according to Rule 7.2.
  - 8.3.6 Associate members will not be entitled to participate in a Poll of Branches.

## **9. Role of General Meetings and Polls of Branches**

- 9.1 In addition to clauses 6, 10, 12-16 of these Rules, the role of all General Meetings and Polls of Branches shall be:
  - 9.1.1 To ensure that the objects of the Organisation as set out in clause 3 of these Rules are pursued and achieved;
  - 9.1.2 To monitor the role of the Board and, subject to the provisions of these Rules, change that role as and when it considers appropriate;
  - 9.1.3 To consider any other business referred to it by the Chairperson or the Board.
- 9.2 The following shall occur at an Annual Meeting or Poll of Branches:
  - 9.2.1 To elect annually a Chairperson and a Deputy Chairperson of the Board, who must be volunteer members and not be employees of the Organisation.
  - 9.2.2 To elect up to four Individual members of the Board (who must not be employees of the Organisation) 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.

- 9.2.3 To receive a report presented by the Board regarding the business plan and budget for the coming year.
- 9.2.4 To consider and adopt an annual report and financial statement for the previous year presented by the Board.
- 9.2.5 To consider and adopt or modify longer-term strategic plans presented by the Board.

## **10. Board**

- 10.1 The membership of the Board shall be the Chairperson, the Deputy Chairperson, four members elected under Clause 9.2.1 and 9.2.2 or appointed under clauses 10.4, 10.5 or 10.6, and up to three members co-opted under clause 10.7.
- 10.2 Employees of the Organisation may be requested by the Board to attend meetings of the Board at the discretion of the Board but shall not be a member of the Board or have voting rights.
- 10.3 Any Board Member must step down from that role immediately if they become an employee of the Organisation or ceases to be a volunteer member or delegate appointed under clause 9.2.2 of these Rules.
- 10.4 If a casual vacancy arises in the office of Chairperson, the Board shall appoint the Deputy Chairperson to fill the vacancy until the next election under clause 9.2.1 of these Rules.
- 10.5 If a casual vacancy arises in the office of Deputy Chairperson, the Board shall appoint one of their number to fill the vacancy until the next election under clause 9.2.1 of these Rules.
- 10.6 If a casual vacancy arises on the Board, the remaining members of the Board may appoint a replacement who is eligible to be an elected member and who shall hold office until the next election under clause 9.2.2 of these Rules.
- 10.7 At any time the Board may co-opt up to three further members for the balance of the then current year where workload, knowledgebase, skills or other factors make this desirable, and such co-opted members shall have full voting rights, but shall not be required to be Individual members appointed under clause 9.2.2 of these Rules.
  - 10.7.1 If any Board member is co-opted for more than 3 months or more than two meetings then all member classes must be advised of this in writing or by electronic media. This must inform members that a resolution to overturn this may be triggered using clause 6.2 if there are concerns.
- 10.8 The Board will elect a Secretary and Treasurer from among its members.
- 10.9 No employee of the Organisation may be appointed to fill a casual vacancy or co-opted as a Board member under clause 10.7.
- 10.10 The quorum at any meeting of the Board 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.
- 10.11 In addition to clauses 4.5, 4.7, 5, 6, 9, 11 and 13 of these Rules, the role of the Board shall be:
  - 10.11.1 To have full power to manage the business of the Organisation within the objects set out in clause 3 and all other provisions of these Rules, and the decisions of General Meetings and Polls of Branches;
  - 10.11.2 To employ staff as required to manage the business of the Organisation;
  - 10.11.3 To formulate policy and strategic plans for achieving the objects in clause 3 these Rules to present them to a General Meeting or Poll of Branches for its consideration and amendment or approval;
  - 10.11.4 To develop, approve and present annually the requirements set out in clause 9.2;

- 10.11.5 To monitor the work of Branches and Standing Committees, and any joint ventures with other bodies, in association with staff of the Organisation;
- 10.11.6 To carry out assignments or take on or relinquish responsibilities allocated to it by General Meetings and Polls of Branches;
- 10.11.7 To establish from time to time such subcommittees (other than standing Committees under clause 5 of these Rules) as it may deem necessary or expedient, and depute or confer on them such powers and duties of the Board as it may decide.
- 10.12 The Board shall meet at least four times a year at such times and places as it deems fit. A meeting of the Board may otherwise be summoned at any time by the Chairperson, or any two other members of the Board.
- 10.13 The Board may from time to time at its discretion invite one or more people to participate as observers at a Board Meeting. Any observer will have speaking rights but not voting rights.
- 10.14 Until such time as the Organisation has sufficient voting branches operating to elect Board members, the first and any subsequent Board of the Organisation shall be decided by the persons founding the Organisation.

## **11. Chairperson**

- 11.1 The Chairperson shall chair all General Meetings and Board 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.
- 11.2 The Chairperson shall have a deliberative and a casting vote at any General or Board Meeting.

## **12. Terms of Office and Re-Election**

- 12.1 Terms of office for those elected under clause 9.2 of these Rules shall run from the end of the Annual Meeting at which the election takes place to end of the Annual Meeting in the year when the office becomes vacant.
- 12.2 Appointments to casual vacancies shall run to the end of the Annual Meeting in the year when the office would have become vacant.
- 12.3 The Chairperson and Deputy Chairperson may be re-elected annually for up to three consecutive complete terms.
- 12.4 Board members may be re-elected for an unlimited number of consecutive terms.

## **13. Finance**

- 13.1 The funds of the Organisation shall be held in a bank account in the name of the Outdoor Training New Zealand Incorporated.
- 13.2 Withdrawals over a daily limit will be signed by two people of several authorised by the Board for this purpose.
  - 13.2.1 The daily limit will be set by the Board.
- 13.3 All Branch funds and assets are held by the Branch but that money must be used in accordance with the aims of the Organisation and operating procedures.
- 13.4 If a Branch winds up any funds and assets held are to be distributed to any charitable, educational or sporting body, association or society in New Zealand having objects compatible with the objects of the Organisation, or to another Branch or to the National Office. This is at the discretion of the remaining Branch members or if there are no Branch members then at the discretion of National Office in consultation with past members, community or neighbouring Branches as best fits the situation.
- 13.5 The financial year of the Organisation shall be from 1st July in each year to 30th June in the next following year, or such other dates as a General Meeting may by resolution adopt.

- 13.6 The Organisation may borrow funds from such sources and on such terms as the Board 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 Organisation's estimated annual operating budget without the authority of a resolution of the Organisation passed at a General Meeting or Poll of Branches.
- 13.7 The Board will arrange for a Financial Review of the annual accounts each year unless in the opinion of the Board a full audit is warranted. The results of such Financial Review or Audit approved at the Annual Meeting or Poll of Branches.
- 13.8 No member of the Organisation or any person associated with a member shall participate in or materially influence any decision made by the Organisation in respect of the value of the 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).

#### **14. Interpretation and Amendment of the Rules**

- 14.1 Any interpretation or amendment of these Rules must be adopted by a Special Resolution with a 75% majority vote at a General Meeting or Poll of Branches.
- 14.2 Subject to any ruling of the High Court, the decision of a General Meeting or Poll of Branches upon any question of interpretation of these Rules or upon any matter affecting the Organisation and not provided for in these Rules shall be final and binding.
- 14.3 If being passed at a General Meeting the notice of a Special Resolution to interpret or amend these Rules must be clearly identified on the agenda sent out to members in accordance with Clause 6.4.
- 14.4 If being passed at a Poll of Branches the notice of a Special Resolution to interpret or amend these Rules must be clearly identified in the material sent out to Branches in accordance with Clause 6.4.
- 14.5 No interpretation or amendment under this Clause shall detract from the general charitable aims of the Organisation.

#### **15. Standing Orders**

A General Meeting or Poll of Branches may from time to time promulgate Standing Orders to be observed by the Organisation, Standing Committees or Branches forming part of the Organisation, provided that no Standing Orders shall be valid if and to the extent that it is inconsistent with any provision of these Rules.

#### **16. Common Seal**

The Organisation 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 the Organisation or a deputy appointed by the Executive Committee, and the Chairperson of the Organisation or the appointed deputy, shall sign every document or instrument to which the Seal is affixed.

#### **17. Winding Up**

In the event of the winding up of the Organisation a General Meeting or Poll of Branches shall be called for the purpose of disposing of the property of the Organisation, 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 Organisation. No part of the funds of the Organisation shall be used or shall be available to be used for the private pecuniary profit of any member thereof.