

CAMP3 SNOWBOARDING INCORPORATED

CONSTITUTION

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1. NAME AND OFFICE

- 1.1. The name of the Society is CAMP3 Snowboarding Incorporated.
- 1.2. The registered office of the Society is at such place as determined by the Board from time to time and notified to the Registrar.

2. PURPOSE

- 2.1. The purpose of the Society is to advance snowboarding education, including by:
 - (a) facilitating rider development Camps for adults in New Zealand and overseas;
 - (b) improving all mountain riding, from park and pipe to freeriding and carving; and
 - (c) taking any other actions necessary or desirable for achieving the purpose.

3. NOT-FOR-PROFIT RESTRICTIONS

- 3.1. Financial gain for any Member or Board Representative is not a purpose of the Society. This Constitution does not grant any Member or Board Representative any right, title or interest (legal or equitable) in the property of the Society.
- 3.2. Subject to the Act, nothing in this Constitution prevents any Member or Board Representative from:
 - (a) receiving reimbursement of actual and reasonable expenses incurred on the Society's business; or
 - (b) entering into any transactions with the Society for goods or services supplied to or from them at arms' length, relative to what would occur between unrelated parties.
- 3.3. No Member, Board Representative or any person associated with a Member or Board Representative may participate in or materially influence any decision made in respect of the payment to, or on behalf of, that person of any income, benefit or advantage whatsoever. Any such amount paid must be reasonable and relative to that which would be paid in an arms' length transaction (being the open market value). Any Board Representative that is a Camp coach may be paid for those services, but at no higher rate than would be paid to a Camp coach who is not a Board Representative.

4. SNOWBOARDING CAMPS

- 4.1. The Board (or a delegated sub-committee on behalf of the Board) will decide all details of each Camp run by the Society, including location, focus, timing, costs, inclusions and any other requirements.
- 4.2. Only Current Members may attend Camps. Neither the Society nor any of its Board Representatives, employees or contractors will be liable for any injuries to, or misconduct by, a Member attending a Camp.

- 4.3. All Members attending a Camp must have their own comprehensive travel and medical insurance, which must cover snowboarding as an activity, riding off-piste and in the terrain park.
- 4.4. The Society may remunerate Camp coaches for their time working on a Camp, at no higher than market rates, and in all cases subject to the limitations set out in this Constitution and the Act.

5. CLASSES OF MEMBERS

- 5.1. Membership may comprise different classes of membership, as set out in this Constitution. Members have the rights and responsibilities set out in this Constitution and the Act.
- 5.2. As at the date of this Constitution, the Society has 2 Membership Classes:
 - (a) **Current Members** – may join snowboard camps, must pay any applicable fees, and have voting rights.
 - (b) **Non-Current Members** – may not join snowboard camps, do not have to pay any fees, and do not have voting rights.
- 5.3. Any Non-Current Member may access the Society’s website and communicate with other Members via the website, but has no other rights in relation to the Society.

6. ADMISSION OF MEMBERS

- 6.1. To become a Member, a person (the **Applicant**) must send an electronic or written application to the Society. This application must contain:
 - (a) the Membership Class that the Applicant wishes to apply for;
 - (b) an acknowledgement that the Applicant consents to becoming a Member and agrees to comply with this Constitution and all Bylaws;
 - (c) a commitment to pay any applicable Fees, including any joining or annual fees;
 - (d) details of the Applicant’s experience and qualifications as a snowboard instructor;
 - (e) contact details of the Applicant;
 - (f) confirmation that the Applicant is at least 18 years of age; and
 - (g) any other information the Board requires.
- 6.2. The Board will have complete discretion when it decides whether or not a person satisfies the criteria for a particular Membership Class, and whether or not to allow the Applicant to become a Member.

7. REGISTER OF MEMBERS

- 7.1. The Board will keep and maintain the Register in accordance with the Act.

- 7.2. Each Member will provide such details as the Board requires to maintain the Register. A Member must promptly notify the Board of any changes to that Member's contact details.
- 7.3. Each Member is entitled to have reasonable access to their details on the Register for the purpose of ensuring that the information relating to that Member is correct.

8. ENDING MEMBERSHIP

- 8.1. A person ceases to be a Member of the Society if they:
- (a) die or become mentally incapable (if the Member is a natural person);
 - (b) cease to be registered or otherwise exist at law (if the Member is a body corporate or other legal entity);
 - (c) resign their Membership in accordance with clause 8.2;
 - (d) have their Membership terminated by the Society as an outcome of a dispute resolution process in accordance with the complaints procedure set out in Schedule 2 of the Act; or
 - (e) cease to meet any criteria for Membership specified in this Constitution.
- 8.2. Any Member may resign by giving written notice to the Society (effective on the date of receipt of the notice unless a later date is specified in the notice).
- 8.3. On ceasing to be a Member in accordance with this Constitution:
- (a) any amount owing by that Member to the Society (including any overdue Fees) will become immediately due and payable;
 - (b) that Member will have no membership rights and will not be entitled to participate in any Society activity; and
 - (c) the Member is not entitled to a refund of any portion of Fees it has paid, or committed to pay, to the Society.
- 8.4. Any right, privilege or obligation that a person has by reason of being a Member of the Society is not transferable and terminates on that person ceasing to be a Member.

9. OBLIGATIONS

- 9.1. All Members and Board Representatives must:
- (a) promote the purpose of the Society;
 - (b) pay all applicable Fees;
 - (c) comply with this Constitution and any Bylaws; and
 - (d) do nothing to bring the Society into disrepute,
- but are otherwise not limited in their right to pursue any matter on their own account.

- 9.2. All Board Representatives must comply with the Act, including the duties and obligations set out in sections 54 to 61 of the Act.

10. DECISIONS REQUIRING ORDINARY RESOLUTION OF MEMBERS

- 10.1. The following decisions require the approval of Members by way of an Ordinary Resolution:
- (a) any amendment of this Constitution;
 - (b) any change to the name of the Society; or
 - (c) an amalgamation of the Society.

11. BOARD

- 11.1. The Society will be governed by the Board, consisting of a minimum of 3, and a maximum of 7 Board Representatives, to be appointed and removed as follows:
- (a) Members may appoint and remove up to 6 Board Representatives by Ordinary Resolution from time to time, to hold office for a term of up to 3 years.
 - (b) If there are any vacant Board Representative positions between AGMs, the Board may appoint another Board Representative/s to fill the vacancy or vacancies until the next AGM. Any Board Representative appointed in this manner must retire at the next AGM but will be eligible for reappointment to the extent eligible under this clause 11.
 - (c) The Board may appoint and remove 1 further Board Representative who is not a Member by unanimous Board agreement from time to time, to hold office for a term of up to 3 years (excluding the Board Representative to be appointed or removed).
- 11.2. At each AGM, any Board Representative that has been in office for 3 years or more must retire as at the end of the AGM, but will be eligible for re-election. Subject to being re-elected, there is no restriction on the number of consecutive terms an individual can serve as Board Representative.
- 11.3. A majority of the Board Representatives must be either Members or representatives of bodies corporate that are Members, except as permitted by the Act and any regulations under it.
- 11.4. The Board must call for nominations for Board Representatives at least 20 Business Days before each AGM. Any Member may nominate a candidate for election as Board Representative by delivering written notice to the Board, at least 10 Business Days before the AGM. If insufficient nominations are received, Members may make further nominations at the AGM.
- 11.5. Any candidate for election as Board Representative must provide, at least 5 Business Days before the AGM, or as soon as reasonably possible thereafter:
- (a) a written nomination from a Member, nominating that candidate for the Board;
 - (b) a written consent from that candidate, consenting to become a Board

Representative;

(c) a short summary of that candidate's experience, of no more than one A4 page, for distribution to Members if required; and

(d) any other information or documents reasonably required by the Board,

in each case, in the form reasonably required by the Board from time to time.

11.6. Before appointment, each prospective Board Representative must provide to the Society a written certificate certifying that they are not disqualified from being an officer of the Society under the Act, in the form reasonably required by the Society.

11.7. At each AGM (or as otherwise required by the Board acting reasonably):

(a) voting Members will vote on Board Representative candidates;

(b) votes will be cast in the manner determined by the AGM chair;

(c) the AGM chair will appoint two Members (who are not candidates) as scrutineers to count the votes; and

(d) the incoming Board will resolve any tie in voting (excluding the tied candidates).

12. DISQUALIFICATION & REMOVAL OF BOARD REPRESENTATIVES

12.1. A person will be disqualified from being a Board Representative if that person:

(a) is under 18 years of age;

(b) is an undischarged bankrupt or is subject to:

(i) any order made under section 299 of the Insolvency Act 2006; or

(ii) a property order made under the Protection of Personal and Property Rights Act 1988;

(c) becomes mentally incapable as defined in the Protection of Personal Property Rights Act 1988;

(d) has been convicted of a criminal offence, unless the remainder of the Board approves otherwise; or

(e) becomes disqualified from being an officer or director, or from taking part in the management of an incorporated or unincorporated body, under any New Zealand statute, including the Act and the Companies Act 1993.

12.2. The Society may remove a person as a Board Representative as an outcome of a dispute resolution process in accordance with the complaints procedure set out in Schedule 2 of the Act.

12.3. If any Board Representative is absent from 3 consecutive meetings of the Board without leave of absence, the remaining Board Representatives may, by majority vote, remove that

person as a Board Representative.

13. ROLE OF THE BOARD

- 13.1. Subject to this Constitution, the role of the Board is, among other things, to:
- (a) further the purpose of the Society;
 - (b) administer, manage, and control the Society;
 - (c) control and manage the finances of the Society in accordance with the Act and all applicable laws and financial reporting standards;
 - (d) monitor compliance by Members with this Constitution and the Bylaws;
 - (e) determine and implement procedures for dealing with disputes; and
 - (f) set Fees and any other amounts required from Members.
- 13.2. Unless expressly stated otherwise by this Constitution, or as approved by an Ordinary Resolution:
- (a) the Board has all of the powers of the Society; and
 - (b) the Board's decisions bind the Society.

14. BOARD POSITIONS

- 14.1. From time to time and at the first Board Meeting following the AGM each year, the Board must, by majority decision appoint one Board Representative to be the chair until the conclusion of the first Board Meeting following the next AGM.
- 14.2. The chair is responsible for leading the Board, and convening and chairing meetings. In the chair's absence, a deputy chair (as may be appointed by the Board from time to time), is responsible for convening and chairing meetings.
- 14.3. From time to time, the Board may by, majority decision, appoint any Board Representative to act as secretary or treasurer, or both.
- 14.4. The secretary is responsible for:
- (a) recording the minutes of meetings;
 - (b) keeping the Register up to date;
 - (c) holding the Society's records, documents, and books (except those required for the treasurer's function);
 - (d) receiving and replying to correspondence, as required by the Board; and
 - (e) advising the Registrar of any change to this Constitution.
- 14.5. The treasurer is responsible for:

- (a) keeping proper accounting records of the Society's financial transactions to allow the Society's financial position to be readily ascertained;
 - (b) preparing annual financial statements for presentation at each AGM;
 - (c) providing a financial report at each AGM; and
 - (d) providing financial information to the Board, as required by the Board.
- 14.6. As at the date of this Constitution, the following positions have been filled:
- (a) Chair: Keith Stubbs (acting)
 - (b) Treasurer: Keith Stubbs
 - (c) Secretary: Richie Johnston
- 14.7. Each Board Representative may, by notice in writing, appoint an alternate to act in that Board Representative's place from time to time. In this case:
- (a) the appointment of any alternate is automatically revoked if the appointing Board Representative vacates office;
 - (b) any alternate will have the same rights and powers as the appointing Board Representative, except for the right to appoint an alternate;
 - (c) any alternate will, when acting as an alternate, be subject to the same duties and obligations as the appointing Board Representative; and
 - (d) any alternate may be removed by a majority vote of the other Board Representatives at any time.
- 14.8. From time to time, the Board must by majority decision appoint a contact person in accordance with the Act. The initial contact person will be: Keith Stubbs.

15. MEETINGS OF THE BOARD

- 15.1. Meetings of the Board may be held physically, electronically or otherwise, as the Board may decide from time to time.
- 15.2. A resolution in writing in lieu of meeting will be valid if signed or approved (including electronically) by all Board Representatives.
- 15.3. No meeting of the Board may be held unless at least 50% of the Board Representatives are present (whether physically, electronically or otherwise).
- 15.4. At any Board meeting:
- (a) the chair or deputy chair must chair meetings of the Board, or if the chair and deputy chair are absent, the Board must elect a Board Representative to chair that meeting;
 - (b) each Board Representative will have one vote;

- (c) decisions of the Board will be by majority vote; and
 - (d) the chair has a casting vote if there is a tie.
- 15.5. Subject to this Constitution, the Board may regulate its own practices. The Board may invite one or more persons to attend any Board meeting as an observer or legal adviser.
- 15.6. The chair may adjourn any Board meeting from time to time and from place to place if, within half an hour after the time appointed for a meeting, a quorum is not present. If at such adjourned meeting a quorum is not present the meeting will be dissolved without further adjournments. No business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

16. MEETINGS OF MEMBERS

- 16.1. The AGM must be held once every year as determined by the Board, but no later than:
- (a) 6 months after the Society's balance date; and
 - (b) 15 months after the previous AGM.
- 16.2. The Board must give all voting Members at least 1 months' written notice of the date, time and place of the AGM.
- 16.3. SGMs may be called by the Board in its discretion. The Board must:
- (a) call an SGM if the Board receives a written request signed by at least 40% of voting Members (**SGM Request**);
 - (b) notify all voting Members in writing of any proposed SGM within 5 Business Days of the SGM Request; and
 - (c) hold the SGM no earlier than 10 Business Days, but no later than 20 Business Days, after the SGM Request.
- 16.4. The Board must give all voting Members at least 10 Business Days' written notice of the business to be conducted at any General Meeting, including:
- (a) notice of any motions, and the Board's recommendations on those motions;
 - (b) notice of any nominated Board Representative candidates, along with any information provided by those candidates (at the Board's discretion); and
 - (c) in respect of the AGM, the Society's annual report and annual financial statements.
- 16.5. If the Society has sent a notice to all voting Members in good faith, the General Meeting and its business will not be invalidated simply because one or more voting Members do not receive the notice.
- 16.6. All Members may attend General Meetings, but only Members with voting rights may vote at General Meetings (including electronically or by proxy).
- 16.7. Any voting Member may complete an electronic vote, or appoint a proxy to attend a

meeting and vote in accordance with that person's directions, in either case by notice in writing to the Society before the relevant meeting (and otherwise in accordance with any procedural requirements set by the Board in its discretion).

- 16.8. No General Meeting may be held unless a quorum of at least 10 voting Members are present, whether physically, electronically, by proxy, or otherwise.
- 16.9. The chair will chair all General Meetings. If the chair is absent, the deputy chair will chair that General Meeting. If both the chair and deputy chair are absent, the Society must elect another Board Representative to chair that meeting.
- 16.10. The business of an AGM will be:
 - (a) the receipt of any minutes of the previous General Meeting/s;
 - (b) the provisions of the Society's annual report and annual financial statements;
 - (c) the receipt of any disclosures of interests under section 86(1)(c) of the Act;
 - (d) the appointment of Board Representatives (if applicable);
 - (e) any motions to be considered; and
 - (f) any general business.
- 16.11. On any given motion at a General Meeting:
 - (a) each Member will have one vote; and
 - (b) the chair will in good faith determine whether to vote by voice, show of hands, electronically, or secret ballot.
- 16.12. A resolution in writing will be valid in lieu of a meeting if signed or approved (including electronically) by not less than 75% of the voting Members entitled to vote.
- 16.13. The chair or nominee may adjourn the meeting if necessary. If a quorum is not present within 30 minutes of the start time of:
 - (a) an SGM, the SGM will be dissolved; or
 - (b) an AGM, the chair may, with the consent of a majority of the Board, adjourn the AGM as necessary, and if a quorum is not present within 30 minutes of the start time of the adjourned meeting, those Members present will form a quorum.
- 16.14. No business may be transacted at any adjourned General Meeting, other than the business left unfinished at original General Meeting.
- 16.15. The Board must provide minutes of each General Meeting to all voting Members within 30 days of that General Meeting.
- 16.16. General Meetings may be held physically, electronically or otherwise, as the Board may decide from time to time.

17. MOTIONS AT GENERAL MEETINGS

- 17.1. The Board may put forward motions for the Society to vote on.
- 17.2. Any voting Member may request that a motion be voted on at a particular General Meeting, by giving written notice to the Society at least 20 Business Days before that meeting, along with any supporting information. The Board will have discretion to decide whether or not the Society will vote on the motion, unless the request is approved by at least a simple majority of Members (in which case the motion must be put to a vote at the next General Meeting).

18. DELEGATION

- 18.1. The Board may delegate any of its powers under written terms of reference to subcommittees, officers or employees. Those powers must be exercised in accordance with any written instructions given by the Board.
- 18.2. The Board will determine the membership of any subcommittee. Every subcommittee must include at least one Board Representative. The Board will appoint the chair of any subcommittee and will specify the quorum.
- 18.3. All acts and proceedings of any subcommittee must be reported to the Board.
- 18.4. No subcommittee can incur expenditure on behalf of the Society, unless the Board has:
- (a) decided by majority vote in favour of the resolution; or
 - (b) previously approved a budget for the relevant expenditure (and the expenditure is within that budget).

19. BOARD INTERESTS

- 19.1. Each Board Representative and member of a subcommittee must comply with the provisions in the Act in relation to being interested in any matter (as those terms are defined in the Act).
- 19.2. A Board Representative or member of a subcommittee will not be interested in a matter solely by reason of being a director, officer, member, volunteer, contractor or employee of a Member or the Society.
- 19.3. The Board must ensure that a register of interests is kept in accordance with the Act.

20. USE OF MONEY AND OTHER ASSETS

- 20.1. The Society may only use money and other assets if such use:
- (a) is for the purpose of the Society;
 - (b) is not for the sole personal or individual benefit of any Member; and
 - (c) has been approved by either the Board or by Ordinary Resolution.

- 20.2. The Board may from time to time determine the bank accounts/s for the Society, including who is authorised to approve payments. As at the date of the adoption of this Constitution, any Society bank accounts will be operated on the signature or electronic approval of 2 or more Board Representatives that have been appointed as signatories.

21. POWERS

- 21.1. The Society has all the powers of an incorporated society in accordance with the Act, except as expressly prohibited in this Constitution or by law.

22. INDEMNIFICATION & INSURANCE

- 22.1. The Society is authorised to indemnify and effect insurance for any officer for the matters specified in s 98 of the Act, to the maximum extent permitted by law.

23. AUDIT

- 23.1. Subject to law, the Board may, in its discretion and taking into account the level of expenditure in a particular accounting period, decide whether to appoint an auditor for the Society (but is under no obligation under this Constitution to do so).

24. COMMON SEAL

- 24.1. The Board may (but is not required to) provide a common seal for the Society and may from time to time replace it with a new one.
- 24.2. The common seal (if any) must only be used by the authority of the Board. Subject to and if required by law, every document to which the common seal is affixed must be witnessed by any two Board Representatives.

25. BYLAWS

- 25.1. The Board may, acting reasonably, from time to time make, alter or revoke Bylaws for the Society, so long as these are not prohibited by law or by this Constitution.
- 25.2. The Board must notify all Members of any new or amended Bylaws, by such method determined by the Board from time to time. All such Bylaws will be binding on Members.
- 25.3. A copy of the Bylaws for the time being will be available for inspection by any Member on request to the Society.

26. DISPUTE RESOLUTION

- 26.1. Except as provided under any Bylaws, the Society must resolve any disputes and complaints (as those terms are defined in the Act) in accordance with this Constitution and the dispute resolution procedures set out in Schedule 2 of the Act.

27. AMENDMENT OF CONSTITUTION

- 27.1. Subject to clause 27.2, the Society may amend or replace this Constitution at a General Meeting by a resolution passed by the votes of more than 50% of those Members entitled to vote and voting on the resolution.
- 27.2. Except to the extent allowed by the Act, no amendment to this Constitution may:
- (a) negatively affect clause 3 (Not-For-Profit Restrictions);
 - (b) negatively affect the Society's status as a Not-for-profit Entity; or
 - (c) result in the distribution of the Society's assets on winding up or dissolution to any entity other than a Not-for-profit Entity.

The provisions and effect of this clause 27.2 will be included and implied into any constitution replacing this Constitution, except to the extent allowed by the Act.

- 27.3. At least 10 Business Days before the General Meeting at which any change to this Constitution is to be considered, the Society must give all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations of the Board.
- 27.4. Any change to this Constitution takes effect once the Registrar has accepted the changes, or on such later date as specified in the change.
- 27.5. If the Act changes in a way that would, but for this clause 27.5, cause any clause of this Constitution to contravene or become inconsistent with the Act, then that clause will be deemed to be amended in the same manner as the change in the Act, so that this Constitution does not contravene or become inconsistent with the Act.

28. WINDING UP

- 28.1. The Society may request removal from the register of incorporated societies in accordance with the Act, if approved by a resolution passed by the votes of more than 50% of those Members entitled to vote and voting on the resolution.
- 28.2. To the extent permitted by the Act, on the Society's liquidation or removal (or to enable removal) from the register, any surplus assets of the Society (after the payment of all costs, debts and liabilities) must be disposed of in accordance with clause 28.3.
- 28.3. Any surplus assets will be disposed of to any number of Not-for-profit Entities that have a purpose of supporting or promoting snow sports within New Zealand, as decided by a resolution approved under the Act.

29. GENERAL

- 29.1. To the extent permitted by law, anything required to be done in writing or in person under this Constitution or the Act may be done electronically, by any method permitted by the Board from time to time.
- 29.2. To the extent permitted by law, any notice to be sent to a Member or Board Representative under this Constitution or the Act may be:

- (a) delivered to that person or posted to that person's current address;
- (b) emailed to that person's current email address; or
- (c) delivered by other electronic means approved by the Board from time to time.

30. DEFINITIONS

30.1. In this Constitution, unless the context requires otherwise:

Act means the Incorporated Societies Act 2022, as amended and replaced from time to time, including any substituted legislation, and any regulations made under the Act.

AGM means the annual General Meeting held once per year.

Applicant has the meaning set out in clause 6.1.

Board means the managing committee of the Society, comprised of the Board Representatives.

Board Representatives means the members of the Board, who are officers of the Society.

Bylaws means any in-force bylaws, regulations, rules, policies, manuals or similar documents created by or on behalf of the Society under clause 25 from time to time.

Constitution means this constitution of the Society, as amended from time to time.

Fees means the membership fees that Members must pay in order to be Current Members and able to attend Camps and have voting rights, as determined by this Constitution.

General Meeting means any meeting of Members.

Member means a member of the Society.

Membership Class means the class of membership for a Member, as determined by the Board and this Constitution.

Not-for-profit Entity has the meaning set out in the Act.

Ordinary Resolution means a resolution approved or signed by more than 50% of Members entitled to vote and voting on the question.

Register means the register of Members to be kept by the Board in accordance with the Act.

Registrar means the Registrar of Incorporated Societies from time to time.

SGM means any special General Meeting held from time to time.

Society means CAMP3 Snowboarding Incorporated.