



# **Waihi Memorial Returned and Services Association Inc.**

# **Constitution**

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## Introductory rules

### Name

1. The name of the Club is Waihi Memorial Returned and Services Association Inc (in this **Constitution** referred to as the '**Club**').

### Definitions

2. In this **Constitution**, unless the context requires otherwise, the following words and phrases have the following meanings:

'**Act**' means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

'**Annual General Meeting**' means a meeting of the **Members** of the **Club** held once per year which, among other things, will receive and consider reports on the **Club's** activities and finances.

'**Chairperson**' means the **Officer** responsible for chairing **General Meetings** and committee meetings, and who provides leadership for the **Club**.

'**Club**' means the Waihi Memorial RSA.

'**Committee**' means the **Club's** governing body.

'**Constitution**' means the rules in this document.

'**Deputy Chairperson**' means the **Officer** elected or appointed to deputise in the absence of the **Chairperson**.

'**Executive Committee**' also referred to as '**the Committee**' shall have the meaning ascribed to it in Rules 63-64, and powers outlined in Rules 68-69.

'**General Meeting**' means either an **Annual General Meeting** or a **Special General Meeting** of the **Members** of the **Club**.

'**Interested Officer**' means an **Officer** who is interested in a matter for any of the reasons set out in section 62 of the **Act**.

'**Interests Register**' means the register of interests of **Officers**, kept under this **Constitution** and as required by section 73 of the **Act**.

'**Kindred Association**' shall mean any other Returned and Services Association which is a member of the RNZRSA.

**‘Matter’** means—

1. The **Club’s** performance of its activities or exercise of its powers; or
2. an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the **Club**.

**‘Member’** means a person who has consented to become a **Member** of the **Club** and has been properly admitted to the **Club** who has not ceased to be a **Member** of the **Club**:

1. **‘Veteran Member’** shall mean any person so defined under the current RNZRSA definitions and the Third Schedule to these Rules.
2. **‘Service Member’** shall mean any person so defined in the Fourth Schedule to these Rules.
3. **‘Associate or Over-80s Member’** shall mean any person so defined in the Fifth Schedule to these Rules.
4. **‘Member’** shall mean any Returned or Service, or Associate/Over-80’s member of the Club whose current subscription or dues are paid in accordance with these Rules

**‘NEC’** means the National Executive Council of RNZRSA.

**‘Notice’** to **Members** includes any notice given by email, post, or courier.

**‘Officer’** means a natural person who is:

1. a member of the **Committee**, or
2. occupying a position in the **Club** that allows them to exercise significant influence over the management or administration of the **Club**, including any Chief Executive or Treasurer.

**‘President’** means that **Officer** elected to the position by a **General Meeting** and who acts as **Chairperson**

**‘Register of Members’** means the register of **Members** kept under this **Constitution** as required by section 79 of the **Act**.

**‘Secretary’** means the **Officer** responsible for the matters specifically noted in this **Constitution**.

**‘Serviceman’** shall mean any member of any branch of His Majesty’s Forces.

**‘Special General Meeting’** means a meeting of the **Members**, other than an **Annual General Meeting**, called for a specific purpose or purposes.

**‘Vice President’** means that **Officer** elected to the position by a **General Meeting** and who acts as **Deputy Chairperson**

**‘Working Days’** mean as defined in the Legislation Act 2019. Examples of days that are not **Working Days** include, but are not limited to, the following — a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign’s birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day.

## Purposes

3. The **Club** is established and maintained exclusively for charitable purposes (including any purposes ancillary to those charitable purposes), namely:
  - a) Loyally to uphold the sovereignty of New Zealand as a member of the Commonwealth of Nations and as a member of the United Nations.
  - b) To foster and maintain the welfare and security of New Zealand within the concept of the establishment and maintenance of international peace with honour.
  - c) To perpetuate the comradeship born of service to New Zealand and to promote the general welfare of those who serve or have served New Zealand, and their families.
  - d) To foster the ANZAC spirit of courage, commitment, comradeship and compassion.
    - i. by acting as guardians of remembrance including leading the community in preserving the memory of those who served, particularly those who lost their lives; and
    - ii. by keeping the Spirit of ANZAC alive through continuing to develop its meaning and relevance for today's world.
  - e) To foster remembrance of the service undertaken by New Zealand Service Personnel.
  - f) To cultivate a sense of responsibility within members of the RNZRSA community towards fellow citizens, the local community, and for the wellbeing of mankind.
  - g) To support those who have served New Zealand at home and abroad and actively assist them in their transition to civilian life, especially if they are detrimentally affected by their service.
  - h) To educate public opinion regarding National duties to the dead, people with disabilities and others who have served, and their dependants.
  - i) To see to the maintenance, comfort, help and assistance and welfare, both personally and financially of those returned servicemen, veterans, ex-servicemen, members of the armed forces, or their wives/husbands/partners, or widows, widowers, dependents or families requiring special or suitable assistance and treatment including particularly the disabled, sick, aged and needy and to use the influence of the Club with the Government, Local Bodies, and organisations and the general public in this regard and to defend their statutory, acquired and legitimate rights and those of their dependants, and to support and protect their character, status and their interests and their families and dependants.
  - j) To raise and co-ordinate funds for assisting returned servicemen, veterans, ex-servicemen, members of the armed forces, or their wives/husbands/partners, or widows, widowers, dependents or families in need and to see that those and other funds raised for such purposes are applied to those purposes and none other, and to see that such funds are administered by or under the control and authority of returned servicemen and / or duly and correctly appointed representatives only.
  - k) To represent members of the Club on all occasions of a public character.

- l) To provide for the relief of poverty, the advancement of education or any other matter beneficial to the community
4. Any income, benefit, or advantage must be used to advance the charitable purposes of the **Club**

## Act and Regulations

5. Nothing in this **Constitution** authorises the **Club** to do anything which contravenes or is inconsistent with the **Act**, any regulations made under the **Act**, or any other legislation.

## Powers

6. For the due attainment of its objects the Club shall have the following powers:
- a) To diffuse information on all matters affecting servicemen and former servicemen, and to print, publish, issue or circulate such papers, periodical books, circulars and other literary undertakings as may seem conducive to any of its objects.
  - b) To affiliate with or accept affiliation from any association, body or kindred Club having similar objects, or to join, co-operate with, or subscribe to or accept subscriptions from the funds of any such association, body or kindred Club for the purpose of better attaining or otherwise furthering the objects and interests of the Club.
  - c) To undertake and execute any trusts which may seem to the Club conducive to its objects and to invest the funds of any such trusts in the manner authorised for trustees by the Charities Act 2005 or by any Act passed in amendment of or substitution for that Act and with all the powers given to trustees in relation to investment by that Act.
  - d) To create and establish a Charitable Trust or Trusts, in appropriate Deed form for the more expeditious administration of the funds of the Club which are set aside for welfare purposes.
  - e) To borrow, raise, or secure the payment of money in such a manner as the Club shall think fit and pay off, redeem or purchase any securities given for the payment of money. This subparagraph shall be subject to the controls and restraints provided by Rule 126.
  - f) To purchase, take on a lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Club may deem necessary or convenient for the purpose of any of the objects.
  - g) To establish, maintain and conduct licensed clubs and other clubs or similar institutions.
  - h) To establish, maintain and conduct an office and or organisation to carry out and administer the aims and objects of the Club and to appoint and engage such staff, personnel officers and representatives as shall be necessary or expedient to carry out and administer such aims or objects at such remuneration or otherwise as shall be considered proper and to define and determine the duties and authority of any persons so appointed.

- i) To construct, maintain, alter, improve, enlarge, pull down, remove, replace, manage, carry on and control any buildings, or works which may seem to the Club likely to advance the Club's interests directly or indirectly.
- j) To sell, lease, exchange, bail, grant licenses in respect of or otherwise with or dispose of the Club's undertakings or any part thereof, or any property or interest in any property rights, concessions or privileges belonging to the Club either together or in portions upon such terms as the Club may think fit.
- k) To sponsor the formation of and accept affiliation from a Women's Section, the name of which shall be the "Women's Section of Waihi Memorial RSA.", provided that the rules of the Women's Section shall conform to the Guidelines laid down by the Club.
- l) To sponsor the formation of and accept affiliation from Sports Sections, the name of which shall be the "(Relevant) Sports Section of Waihi Memorial RSA.", provided that the rules of the (Relevant) Sports Section shall conform to the Guidelines laid down by the Club.
- m) To do such other things as in the opinion of the Club may be incidental or conducive to the attainment of any of the foregoing objects or the exercise of any of the foregoing powers.
- n) To lend money or make advances to any other kindred Society/Club, provided a legal binding document is drawn up with security included.

## Restrictions on Club powers

7. The **Club** must not be carried on for the financial gain of any of its members.

- a) No member of the Club, or anyone associated with a member, is allowed to take part in, or influence any decision made by the Club in respect of payments to or on behalf of, the member or associated person of any income, benefit or advantage.
- b) Any payments made to a member of the Club, or person associated with a member, must be for goods or services that advance the charitable purpose and must be reasonable and relative to payments that would be made between unrelated parties.

## Registered office

- 9. The registered office of the **Club** shall be at such place in New Zealand as the **Committee** from time to time determines.
- 10. Changes to the registered office shall be notified to the Registrar of Incorporated Societies—
  - a) at least five (5) working days before the change of address for the registered office is due to take effect, and
  - b) in a form and as required by the **Act**.

## Contact person

- 11. The **Club** shall have at least one (1) but no more than three (3) contact person(s) whom the Registrar can contact when needed.

12. The **Club**'s contact person must be:
  - a) At least 18 years of age, and
  - b) Ordinarily resident in New Zealand.
13. A contact person can be appointed by the **Committee** or elected by the **Members** at a **General Meeting**.
14. Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:
  - a) a physical address or an electronic address, and
  - b) a telephone number.
15. Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 **Working Days** of that change occurring, or the **Club** becoming aware of the change.

## Members

### Minimum number of members

16. The **Club** shall maintain the minimum number of **Members** required by the **Act**.

### Types of members

17. A **Member** is an individual or body corporate admitted to membership under this **Constitution** and who or which has not ceased to be a **Member**.
18. The classes of membership and the method by which **Members** are admitted to different classes of membership are as follows:
  - a) Returned Members  
Persons who are defined in Schedule Three of this Constitution
  - b) Service Members  
Persons who are defined in Schedule Four of this Constitution  
.
  - c) Associate Members/Over-80's  
Persons who are defined in Schedule Five of this Constitution
  - d) Life Members

Any Returned, Service or Associate member who has, on the recommendation of the Executive Committee, been awarded Life Membership at a General Meeting of the Association, in recognition of loyal service.

A Life Member shall be deemed to be a financial member of the Club for all purposes without being required to pay an annual subscription.

e) Honorary Life Members

Any person not eligible for membership of the Association pursuant to Rule 18 a), 18 b) or 18 c) of these Rules may be admitted to Honorary Life Membership upon the rendering of outstanding service to the Club or to former Servicemen, any such member having been elected to such membership at a General Meeting after consideration of a citation presented by the Executive committee. An Honorary Life Member shall have the right to speak but not to vote at General Meetings but otherwise shall enjoy the full rights and privileges of the Club.

f) Honorary Members

Any person not eligible for membership of the Club pursuant to Rule 18 a), 18 b) or 18 c) of these Rules may be admitted to Honorary Membership upon the rendering of outstanding service to the Club or to former Servicemen any such member having been elected to such membership at a General Meeting after a consideration of a citation presented by the Executive Committee. Honorary Members shall be eligible for re-election from year to year. An Honorary Member shall have the right to speak but not vote at General Meetings but otherwise shall enjoy the full rights and privileges of the Club.

g) Corporate Members

- i. Any Club, or other incorporated body or business, approved by the Executive Committee.
- ii. A Corporate Member shall always equate to three (3) members of the Club and the annual membership fee payable by a Corporate Member shall be not less than three (3) times the fee payable by an Associate Member.
- iii. A Corporate Member shall supply the Club with a list of Corporate Associates for the purposes of this membership. It shall always keep that list updated and will provide those persons with a method of identifying themselves to the Club, that is acceptable to the Club.
- iv. Those persons named or listed as “Corporate Associates” by “Corporate Members” and who are not otherwise members of the Club, shall be deemed to be members of and subject to the rules of the Club with the following provisos:
  - (A) The rights of entry to the Club premises are restricted to such times as the “Corporate Member” is using the premises for an agreed purpose.

- (B) They shall always carry and provide on request the form of identification agreed by the “Corporate Member”.
- (C) “Corporate Members” or “Corporate Associate” members shall not be entitled to hold office in the Club, to have voting or speaking rights at meetings of the Club, to participate in any reciprocal visiting rights with other Societies or Clubs, receive any membership badge of the Club or represent the Club in any sporting or other fixture.

## Becoming a member: consent

- 19. Every applicant for membership must consent in writing to becoming a **Member**.

## Becoming a member: process

- 20. An applicant for membership must complete and sign any application form, supply any information, or attend an interview as may be reasonably required by the **Committee** regarding an application for membership and will become a **Member** on acceptance of that application by the **Committee**.
- 21. The **Committee** may accept or decline an application for membership at its sole discretion. The **Committee** must advise the applicant of its decision.
- 22. The signed written consent of every **Member** to become a **Club Member** shall be retained in the **Club’s** membership records.

## Members' obligations and rights

- 23. Every **Member** shall provide the **Club** in writing with that **Member’s** name and contact details (namely, physical or email address and a telephone number) and promptly advise the **Club** in writing of any changes to those details.
  - a) All **Members** shall promote the interests and purposes of the **Club** and shall do nothing to bring the **Club** into disrepute.
  - b) A **Member** is only entitled to exercise the rights of membership (including attending and voting at **General Meetings**, accessing or using the **Club’s** premises, facilities, equipment and other property, and participating in **Club** activities) if all subscriptions and any other fees have been paid to the **Club** by their respective due dates, but no **Member** or **Life Member** is liable for an obligation of the **Club** by reason only of being a **Member**.
  - c) Any **Member** that is a body corporate shall provide the **Committee**, in writing, with the name and contact details of the person who is the organisation’s authorised representative.
  - d) The **Committee** may decide what access or use **Members** may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the **Club**, and to participate in **Club** activities, including any conditions of and fees for such access, use or involvement.

## Mode of transfer of membership

24. The Club shall admit to its membership any member of a kindred Club who possesses the qualification for membership as set out in Rules 18 a) or 18 b) of these Rules. Such transfer shall be affected on receipt of a certificate from the Secretary of that other kindred Club that the member has paid the subscription for the current year and recommending him for membership and such members shall be elected to membership of the Club by resolution of the Committee and at its sole discretion.
25. Transfer of membership of Associate Members, elected under Rule 18 c) to a kindred Club shall be at the discretion of that kindred Club's Executive, whose decision shall be final.
26. Notification of any such transfers shall be forwarded forthwith to the member's former Club.

## Subscriptions and fees

27. The annual subscription and any other fees for membership for the then current financial year shall be set by resolution of a **General Meeting** (which can also decide that payment be made by periodic instalments).
28. Any **Member** failing to pay the annual subscription (including any periodic payment), any levy, or any capitation fees, within 1 calendar month(s) of the date the same was due for payment shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any **Club** activity or to access or use the **Club's** premises, facilities, equipment and other property until all the arrears are paid. If such arrears are not paid within 6 calendar months of the due date for payment of the subscription, any other fees, or levy the **Committee** may terminate the **Member's** membership (without being required to give prior notice to that **Member**).

## Ceasing to be a member

29. A **Member** ceases to be a **Member**—
  - a) by resignation from that **Member's** class of membership by written notice signed by that **Member** to the **Committee**, or
  - b) on termination of a **Member's** membership following a dispute resolution process under this **Constitution**, or
  - c) on death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership), or
  - d) by resolution of the **Committee** where—
    - 1) The **Member** has failed to pay a subscription, levy or other amount due to the **Club** within 30 **Working Days** of the due date for payment.  
With effect from (as applicable)--
    - 2) the date of receipt of the **Member's** notice of resignation by the **Committee** (or any subsequent date stated in the notice of resignation), or
    - 3) the date of termination of the **Member's** membership under this **Constitution**, or
    - 4) the date of death of the **Member** (or if a body corporate from the date of its liquidation or deregistration, or if a partnership from the date of its dissolution), or

- 5) the date specified in a resolution of the **Committee** and when a **Member's** membership has been terminated the **Committee** shall promptly notify the former **Member** in writing.

## Obligations once membership has ceased

30. A **Member** who has ceased to be a **Member** under this **Constitution**—
  - a) remains liable to pay all subscriptions and other fees to the **Club's** next balance date,
  - b) shall cease to hold himself or herself out as a **Member** of the **Club**, and
  - c) shall return to the **Club** all material provided to **Members** by the **Club** (including any membership certificate, badges, handbooks and manuals).
  - d) shall cease to be entitled to any of the rights of a **Club Member**.

## Becoming a member again

31. Any former **Member** may apply for re-admission in the manner prescribed for new applicants and may be re-admitted only by resolution of the **Committee**.
32. But, if a former **Member's** membership was terminated following a disciplinary or dispute resolution process, the applicant may be re-admitted only by a resolution passed at a **General Meeting** on the recommendation of the **Committee**.

## Tenants of Waihi Memorial RSA Incorporated Inc. Rental Flat's

33. All tenants of the Waihi Memorial RSA Rental Flat's must be a financial **Member** of the club for the duration of their tenancy.
31. At the time, any new vacancy occurs in the Waihi Memorial RSA flats, priority for accommodation will be given to Veterans first.

## General meetings

### Procedures for all general meetings

32. The **Committee** shall give all **Members** at least 21 **Working Days'** written **Notice** of any **General Meeting** and of the business to be conducted at that **General Meeting**.
33. That **Notice** will be addressed to the **Member** at the contact address notified to the **Club** and recorded in the **Club's** register of members. The **General Meeting** and its business will not be invalidated simply because one or more **Members** do not receive the **Notice** of the **General Meeting**.
34. Only financial **Members** may attend, speak and vote at **General Meetings**—
  - a) in person.
  - b) no other proxy voting shall be permitted.

36. No **General Meeting** may be held unless at least 20 eligible financial **Members** attend throughout the meeting and this will constitute a quorum.
37. If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of **Members** – shall be dissolved. In any other case it shall stand adjourned to a day, time and place determined by the **Chairperson** of the **Club**, and if at such adjourned meeting a quorum is not present those **Members** present in person or by proxy shall be deemed to constitute a sufficient quorum.
38. A **Member** is entitled to exercise one vote on any motion at a **General Meeting** in person and voting at a **General Meeting** shall be by voice or by show of hands or, on demand of the chairperson or of two or more **Members** present, by secret ballot.
39. Unless otherwise required by this **Constitution**, all questions shall be decided by a simple majority of those in attendance in person or by proxy and voting at a **General Meeting** or voting by remote ballot.
40. Any decisions made when a quorum is not present are not valid.
41. The **Club** may pass a written resolution in lieu of a **General Meeting**, and a written resolution if as valid for the purposes of the **Act** and this **Constitution** as if it had been passed at a **General Meeting** if it is approved by no **less than one percent** of the responses from the **Members** who are entitled to vote on the resolution. A written resolution may consist of one or more documents in similar form (including letters, electronic mail, or other similar means of communication) each proposed by or on behalf of one or more **Members**. A **Member** may give their approval to a written resolution by signing the resolution or giving approval to the resolution in any other manner permitted by the **Constitution** (for example, by electronic means).
42. **General Meetings** may be held at one or more venues by **Members** present in person and/or using any real-time audio, audio and visual, or electronic communication that gives each **Member** a reasonable opportunity to participate.
43. All **General Meetings** shall be chaired by the **President**. If the **President** is absent, the **Vice President** shall chair that meeting. If neither the President nor Vice President is unable to attend any General Meeting, the meeting will be postponed until further notice. A General Meeting date will be notified to members with at least 21 days notice.
44. Any person chairing a **General Meeting** has a deliberative and, in the event of a tied vote, a casting vote.
45. Any person chairing a **General Meeting** may —
- a) With the consent of a simple majority of **Members** present at any **General Meeting** adjourn the **General Meeting** from time to time and from place to place but no business

shall be transacted at any adjourned **General Meeting** other than the business left unfinished at the meeting from which the adjournment took place.

- b) Direct that any person not entitled to be present at the **General Meeting**, or obstructing the business of the **General Meeting**, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the chairperson be removed from the **General Meeting**, and
- c) In the absence of a quorum or in the case of emergency, adjourn the **General Meeting** or declare it closed.
- d) The **Committee** may propose motions for the **Club** to vote on ('**Committee Motions**'), which shall be notified to **Members** with the notice of the **General Meeting**.
- e) Any **Member** may request that a motion be voted on ('**Member's Motion**') at a **General Meeting**, by giving notice to the **Secretary** or **Committee** at least 14 **Working Days** before that meeting. The **Member** may also provide information in support of the motion ('**Member's Information**'). If notice of the motion is given to the **Secretary** or **Committee** before written **Notice** of the **General Meeting** is given to **Members**, notice of the motion shall be provided to **Members** with the written **Notice** of the **General Meeting**.

46. General meeting standing orders are outlined in Schedule Two.

## Annual General Meeting

47. The business brought before and dealt with at the **Annual General Meeting** shall include an Annual Report, presentation of accounts and balance sheet, the wish or otherwise to appoint a patron, the fixing of subscriptions, the appointment of an Auditor, the confirmation of election results and such matters as shall have been properly notified in accordance with these Rules.

## Minutes

48. The **Club** must keep minutes of all **General Meetings**.

## Annual General Meetings: when they will be held

49. An **Annual General Meeting** shall be held once a year in the month of March at a location and/or using any electronic communication determined by the **Committee** and consistent with any requirements in the **Act**,

50. The **Constitution** relating to the procedure to be followed at **General Meetings** shall apply.

## Annual General Meetings: Voting procedures

51 Voting process for Annual General Meeting will be held in the week prior as:  
Wednesday, Thursday and Friday during club hours. On the Saturday between 0800 hours and 0900 hours prior to meeting start time of 1000 hours.

52 The **Constitution** relating to the procedure to be followed at **General Meetings** shall apply.

## Annual General Meetings: business

53. The business of an **Annual General Meeting** shall be to—

- a) confirm the minutes of the last **Annual General Meeting** and any **Special General Meeting(s)** held since the last **Annual General Meeting**,
- b) adopt the annual report on the operations and affairs of the **Club**,
- c) adopt the **Committee's** report on the finances of the **Club**, and the annual financial statements, including the financial statements of Existing Trusts listed in Rule 153 of this **Constitution**
- d) the wish or otherwise to appoint a patron,
- e) the fixing of subscriptions,
- f) the appointment of an Auditor,
- g) the confirmation of election results,
- h) consider any motions of which prior notice has been given to **Members** with notice of the **Meeting**, and
- i) consider any general business.

54. The **Committee** must, at each **Annual General Meeting**, present the following information—

- a) an annual report on the operation and affairs of the **Club** during the most recently completed accounting period,
- b) the annual financial statements for that period, including the financial statements of Existing Trusts listed in Rule 155 of this **Constitution**, and
- c) notice of any disclosures of conflicts of interest made by **Officers** during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

## Patron

53. At any Annual General Meeting the members may, on the recommendation of the Committee, elect a Patron of the Club.
54. Any person so elected Patron may attend general meetings and meetings of the Executive Committee. They may speak at general meetings on any issue raised and if a Financial Member of the Club may also vote, but at meetings of the Executive Committee they may speak but not vote.
55. A Patron so elected may without prejudice to the Club's right to have matters resolved differently in accordance with these Rules, have put to them any issue of dispute or uncertainty for their opinion and/or advice which when received by the Executive may at its discretion be implemented providing any such implementation is not contrary to these rules.
56. A person may resign as Patron in writing to the Executive Committee effective from the date in the letter and if there is no date indicated, then from the date the letter was received by the Club.
57. Subject to Rule 57 j), a person is ineligible for election or appointment as Patron and ceases to be Patron if that person:
- a) shall have died;
  - b) is or has become a person, prohibited from managing companies under the Companies Act 1993 ("the Act"), or subject to an order under the Act, or has become a person given written notice under of the Act;
  - c) is or has become a person whom the Court has adjudicated a bankrupt under section 36 of the Insolvency Act 2006 ("the Act") or is or has become a person subject to a Court Order under section 299 of the Act;
  - d) is or has become subject to a property order under section 30 of the Protection of Personal and Property Rights Act 1988 ("the Act") or an order under section 31 of the Act;
  - e) is or has become a person convicted of any offence punishable by a term of imprisonment of two or more years, unless that person has obtained a pardon or acquittal;
  - f) is or has become a respondent under section 14 of the Family Violence Act 2018;
  - g) is or has become declared mentally disordered within the meaning of the Mental Health (Compulsory Assessment and Treatment) Act 1992;
  - h) in any jurisdiction outside New Zealand has undergone or suffered the effects of any one of the events provided for under sub-paragraphs b) – g) of this rule under any broadly equivalent laws of that jurisdiction;
  - i) shall have become an employee or staff of the Club; and
  - j) is removed from office by resolution of a **Committee** Meeting supported by two-thirds (2/3) of the members present and voting at the meeting (see Rule 57).

e)

## SPECIAL GENERAL MEETINGS

21

58. The Committee shall convene a Special General Meeting if at any time:

- 21.1 a. The Committee considers such a meeting necessary or desirable; or
- 21.2 b. The Secretary receives a written requisition to do so signed by not less than one percent (1%) of the total membership or fifty (50) Members, stating the purpose of the Meeting requisitioned, in which case the meeting must be convened for that purpose only.
- 21.3 c. Seven (7) days' notice specifying the time and place of a Special General Meeting, its purpose and an agenda shall be given by notice on the Club's notice board and electronic media.

## COMMITTEE OF GENERAL MEETINGS

### 22.1 Committee composition

59. The **Committee** will consist of at least four (4) **Officers** and no more than seven (7) **Officers**.

60. The **Committee** shall consist of:

- a) President
- b) A Vice President
- c) No more than five (5) members of the Club,
- d) The immediate Past-President who shall hold office for a period of one year only

all of whom shall be confirmed at the Annual General Meeting of the Club.

64. No member shall be eligible for election to the office of President or Vice-President unless that member shall have served for at least one year as a member of the Committee.

65. The Committee shall appoint a Welfare Officer of the Club, who may be a paid officer.

66. No person may be elected as President for more than three consecutive terms of one year. Unless there is no other standing member to undergo the role of President.

67. The **President** is an "Ex-Officio" member of all committees, sub-committees, specific working groups, and Trusts.

### Functions of the committee

68. From the end of each **Annual General Meeting** until the end of the next, the **Club** shall be managed by, or under the direction or supervision of, the **Committee**, in accordance with the Incorporated Societies Act 2022, any Regulations made under that **Act**, and this **Constitution**.

## Powers of the committee

69. The **Committee** has all the powers necessary for managing — and for directing and supervising the management of — the operation and affairs of the **Club**, subject to such modifications, exceptions, or limitations as are contained in the **Act** or in this **Constitution**.

## Sub-committees

70. The **Committee** may appoint sub-committees consisting of such persons (whether or not **Members** of the **Club**) and for such purposes as it thinks fit. Unless otherwise resolved by the **Committee**—

- a) the quorum of every sub-committee is half the members of the sub-committee but not less than 2,
- b) no sub-committee shall have power to co-opt additional members,
- c) a sub-committee must not commit the **Club** to any financial expenditure without express authority from the **Committee**, and
- d) a sub-committee must not further delegate any of its powers.

## General matters: committees

71. The **Committee** and any sub-committee may act by resolution approved during a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next **Committee** or sub-committee meeting.

72. Other than as prescribed by the **Act** or this **Constitution**, the **Committee** or any sub-committee may regulate its proceedings as it thinks fit.

73. The **Committee** may delegate such powers as it deems fit.

## Committee meetings

### Procedure

74. The quorum for **Committee** meetings is at least half the number of members of the **Committee**, but not less than two.

75. A meeting of the **Committee** may be held either—

- a) by a number of the members of the **Committee** who constitute a quorum, being assembled at the place, date and time appointed for the meeting; or
- b) by means of audio, or audio and visual, communication by which all members of the **Committee** participating and constituting a quorum can simultaneously hear each other throughout the meeting.

76. A resolution of the **Committee** is passed at any meeting of the **Committee** if a majority of the votes cast on it are in favour of the resolution. Every **Officer** on the **Committee** shall have one vote.
77. The Chairman of the **Committee** shall be the President, or in their absence, the Vice President.
78. Except as otherwise provided in this **Constitution**, the **Committee** may regulate its own procedure.

## Frequency

79. The **Committee** shall meet at least monthly (but need only meet once in the December-January period) at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the **President** or **Secretary**.
80. The **Secretary**, or other **Committee** member nominated by the **Committee**, shall give to all **Committee** members not less than five (5) **Working Days**' notice of **Committee** meetings, but in cases of urgency a shorter period of notice shall suffice.

## Specific Working Committee

81. The Club through its Committee or at a General Meeting, may at any time appoint one or more Specific Working Committees to deal with the affairs of the Club. The rules for the operation of any such Specific Working Committee will be set by the Committee as appropriate to each case as will the nature of its business, its members, and particular concerns.
82. Any such Specific Working Committee shall remain in being for the period specified by the Committee but in any event no longer than the Next Annual General Meeting after such Specific Working Committee was appointed.
83. Any vacancy on any such Specific Working Committee at any time may be filled by the Club Committee by further appointment.

## Officers

### Qualifications of officers

84. Every **Officer** must be a natural person who —
- a) has consented in writing to be an officer of the **Club**, and
  - b) certifies that they are not disqualified from being elected or appointed or otherwise holding office as an **Officer** of the **Club**.
85. **Officers** must not be disqualified under section 47(3) of the **Act** or section 36B of the Charities Act 2005 from being appointed or holding office as an **Officer** of the **Club**, namely —

- a) a person who is under 16 years of age
- b) a person who is an undischarged bankrupt
- c) a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation
- d) A person who is disqualified from being a member of the governing body of a charitable entity under the Charities Act 2005
- e) a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years —
  - i. an offence under subpart 6 of Part 4 of the **Act**
  - ii. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
  - iii. an offence under section 143B of the Tax Administration Act 1994
  - iv. an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (i) to (iii)
  - v. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere
- f) a person subject to:
  - i. a banning order under subpart 7 of Part 4 of the **Act**, or
  - ii. an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
  - iii. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
  - iv. a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.
- g) a person who is subject to an order that is substantially similar to an order referred to in sub-paragraph (f) under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the **Act**.

86. Prior to election or appointment as an **Officer** a person must —

- a) consent in writing to be an **Officer**, and
- b) certify in writing that they are not disqualified from being elected or appointed as an **Officer** either by this **Constitution** or the **Act**.

87. Note that only a natural person may be an **Officer**, and each certificate shall be retained in the **Club's** records.

## Officers' duties

88. At all times each **Officer**:

- a) shall act in good faith and in what they believe to be the best interests of the **Club**,
- b) must exercise all powers for a proper purpose,
- c) must not act, or agree to the **Club** acting, in a manner that contravenes the **Act** or this **Constitution**,

- d) when exercising powers or performing duties as an **Officer**, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances considering, but without limitation:
  - i. the nature of the **Club**,
  - ii. the nature of the decision, and
  - iii. the position of the **Officer** and the nature of the responsibilities undertaken by them,
- e) must not agree to the activities of the **Club** being carried on in a manner likely to create a substantial risk of serious loss to the **Club** or to the **Club's** creditors, or cause or allow the activities of the **Club** to be carried on in a manner likely to create a substantial risk of serious loss to the **Club** or to the **Club's** creditors, and
- f) must not agree to the **Club** incurring an obligation unless they believe at that time on reasonable grounds that the **Club** will be able to perform the obligation when it is required to do so.

## Election or appointment of officers

89. The election of **Officers** shall be conducted as follows.

- a) **Officers** shall be elected during **Annual General Meetings**. However, if a vacancy in the position of any **Officer** occurs between **Annual General Meetings**, that vacancy may be filled by resolution of the **Committee** (and any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an **Officer** (as described in the 'Qualification of Officers' rules, Rules 84 - 87 above). Any such appointment must be ratified at the next **Annual General Meeting**.
- b) A candidate's written nomination, accompanied by the written consent of the nominee with a certificate that the nominee is not disqualified from being appointed or holding office as an **Officer** (as described in the 'Qualification of Officers' rule above) shall be received by the **Club** at least 20 **Working Days** before the date of the **Annual General Meeting**. If there are insufficient valid nominations received, further nominations may be received from the floor at the **Annual General Meeting**.
- c) Votes shall be cast in such a manner as the person chairing the meeting determines. In the event of any vote being tied, the tie shall be resolved by the incoming **Committee** (excluding those in respect of whom the votes are tied).
- d) Two **Members** (who are not nominees) or non-**Members** appointed by the **Chairperson** shall act as scrutineers for the counting of the votes and destruction of any voting papers.
- e) The failure for any reason of any financial **Member** to receive such **Notice** of the general meeting shall not invalidate the election.
- f) In addition to **Officers** elected under the foregoing provisions of this rule, the **Committee** may appoint other **Officers** for a specific purpose, or for a limited period, or generally until the next **Annual General Meeting**. Unless otherwise specified by the **Committee** any person so appointed shall have full speaking and voting rights as an **Officer** of the **Club**. Any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being

appointed or holding office as an **Officer** (as described in the 'Qualification of Officers' rule above).

## Term

90. The term of office for all **Officers** elected to the **Committee** shall be 1 year(s), expiring at the end of the **Annual General Meeting** in the year corresponding with the last year of each **Officer's** term of office.
- a) No **Officer** shall serve for more than five (5) consecutive terms.
  - b) No **President** shall serve for more than three (3) consecutive years as **President**.

**The exception to this Rule is that there is no other standing Member for the President position/ Members positions.**

## Removal of officers

91. An **Officer** shall be removed as an **Officer** by resolution of the **Committee** or the **Club** where in the opinion of the **Committee** or the **Club** —
- a) The **Officer** elected to the **Committee** has been absent from three (3) committee meetings without leave of absence from the **Committee**.
  - b) The **Officer** has brought the **Club** into disrepute.
  - c) The **Officer** has failed to disclose a conflict of interest.
  - d) The **Committee** passes a vote of no confidence in the **Officer** with effect from (as applicable) the date specified in a resolution of the **Committee** or **Club**.

## Ceasing to hold office

92. An **Officer** ceases to hold office when they resign (by notice in writing to the **Committee**), are removed, die, or otherwise vacate office in accordance with section 50(1) of the **Act**.
93. Each **Officer** shall, within 20 **Working Days** of submitting a resignation or ceasing to hold office, deliver to the **Committee** all books, papers and other property of the **Club** held by such former **Officer**.

## Conflicts of interest

94. An **Officer** or member of a sub-committee who is an **Interested Officer** in respect of any **Matter** being considered by the **Club**, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified)—
- a) to the **Committee** and or sub-committee, and
  - b) in an **Interests Register** kept by the **Committee**.
95. Disclosure must be made as soon as practicable after the **Officer** or member of a sub-committee becomes aware that they are interested in the **Matter**.

96. An **Officer** or member of a sub-committee who is an **Interested Member** regarding a **Matter**—
- a) must not vote or take part in the decision of the **Committee** and/or sub-committee relating to the **Matter** unless all members of the **Committee** who are not interested in the **Matter** consent; and
  - b) must not sign any document relating to the entry into a transaction or the initiation of the **Matter** unless all members of the **Committee** who are not interested in the **Matter** consent; but
  - c) may take part in any discussion of the **Committee** and/or sub-committee relating to the **Matter** and be present at the time of the decision of the **Committee** and/or sub-committee (unless the **Committee** and/or sub-committee decides otherwise).
97. However, an **Officer** or member of a sub-committee who is prevented from voting on a **Matter** may still be counted for the purpose of determining whether there is a quorum at any meeting at which the **Matter** is considered.
98. Where 50 per cent or more of **Officers** are prevented from voting on a **Matter** because they are interested in that **Matter**, a **Special General Meeting** must be called to consider and determine the **Matter**, unless all non-interested **Officers** agree otherwise.
99. Where 50 per cent or more of the members of a sub-committee are prevented from voting on a **Matter** because they are interested in that **Matter**, the **Committee** shall consider and determine the **Matter**.

## Records

### Register of Members

100. The **Club** shall keep an up-to-date Register of Members.
101. For each current **Member**, the information contained in the Register of Members shall include —
- a) Their name, and
  - b) The date on which they became a **Member** (if there is no record of the date they joined, this date will be recorded as 'Unknown'), and
  - c) Their contact details, including —
    - i. A physical address or an electronic address, and
    - ii. A telephone number.
102. The register will also include each **Member's** —
- a) postal address
  - b) email address (if any)
103. Every current **Member** shall promptly advise the **Club** of any change to the **Member's** contact details.

104. The **Club** shall also keep a record of the former **Members** of the **Club**. For each **Member** who ceased to be a **Member** within the previous 7 years, the **Club** will record:
- a) The former **Member's** name, and
  - b) The date the former **Member** ceased to be a **Member**.

## Interests Register

105. The **Committee** shall always maintain an up-to-date register of the interests disclosed by **Officers** and by members of any sub-committee.

## Access to information for members

106. A **Member** may at any time make a written request to the **Club** for information held by the **Club**.

107. The request must specify the information sought in sufficient detail to enable the information to be identified.

108. The **Club** must, within a reasonable time after receiving a request -

- a) provide the information, or
- b) agree to provide the information within a specified period, or
- c) agree to provide the information within a specified period if the **Member** pays a reasonable charge to the **Club** (which must be specified and explained) to meet the cost of providing the information, or
- d) refuse to provide the information, specifying the reasons for the refusal.

109. Without limiting the reasons for which the **Club** may refuse to provide the information, the **Club** may refuse to provide the information if -

- a) withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
- b) the disclosure of the information would, or would be likely to, prejudice the commercial position of the **Club** or of any of its **Members**, or
- c) the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the **Club**, or
- d) the information is not relevant to the operation or affairs of the Club, or
- e) withholding the information is necessary to maintain legal professional privilege, or
- f) the disclosure of the information would, or would be likely to, breach an enactment, or
- g) the burden to the **Club** in responding to the request is substantially disproportionate to any benefit that the **Member** (or any other person) will or may receive from the disclosure of the information, or
- h) the request for the information is frivolous or vexatious, or
- i) the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this **Constitution** and the **Act**.

110. If the **Club** requires the **Member** to pay a charge for the information, the **Member** may withdraw the request, and must be treated as having done so unless, within 10 **Working Days** after receiving notification of the charge, the **Member** informs the **Club** —

- a) that the **Member** will pay the charge; or
- b) that the **Member** considers the charge to be unreasonable.

111. Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

## Finances

### Control and management

112. The funds and property of the **Club** shall be—

- a) controlled, invested and disposed of by the **Committee**, subject to this **Constitution**, and
- b) devoted solely to the promotion of the purposes of the **Club**.

113. The **Committee** shall maintain bank accounts in the name of the **Club**.

114. All money received on account of the **Club** shall be banked within 5 **Working Days** of receipt.

115. All accounts paid or for payment shall be submitted to the **Committee** for approval of payment.

116. The **Committee** must ensure that there are always kept accounting records that—

- a) correctly record the transactions of the **Club**, and
- b) allow the **Club** to produce financial statements that comply with the requirements of the **Act**, and
- c) would enable the financial statements to be readily and properly audited (if required under any legislation or the **Club's Constitution**).

117. The **Committee** must establish and maintain a satisfactory system of control of the **Club's** accounting records.

118. The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. And the accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the **Club**.

119. The books of account shall be kept at the office of the Club or at any such other place as the Committee may determine and they shall be open to the inspection of members of the Club at such reasonable times and places as shall be determined by the Committee.

### Payments of Monies

120. Payments of all monies shall be made by appropriate authorized electronic transaction and signed or authorized by not less than two of the following: the President, Vice President, Chair

of the Finance Sub-Committee or Trustee (on relevant Trust accounts only), or any other person authorized by the Committee.

## **Balance date**

121. The **Club's** financial year shall commence on 01 January of each year and end on 31 December (the latter date being the **Club's** balance date).

122. At least once in each year the accounts of the Club shall be audited.

123. At every Annual General Meeting the Committee shall present an Annual Report, an audited Balance Sheet and an Income and Expenditure Account made up to date not more than four months before that meeting from the time the last preceding Balance sheets were prepared and in the case of the first balance sheet from the date of the Incorporation of the Club. Every such report shall be accompanied by a report from the Committee on the state of the Club.

124. A copy of the audited Financial Statements of the Club duly certified by the President and an Officer shall be forwarded to the Chief Executive, Royal New Zealand Returned and Services' Association Inc. before the expiry of four calendar months from the end of the financial year of the Club.

125. The Club shall duly file the returns required by the Incorporated Societies Act 2022 or by such other statutory provisions for the time being in force and shall comply with all the requirements of such statutes and any regulations there under.

## **Borrowing Money**

126. The Committee shall have power, only if authorised by a resolution passed by two-thirds majority at any General Meeting of the Club, to borrow or raise money and secure payment of the same or to secure the payment of any money owing by the Club or the satisfaction or performance of any obligation or liability incurred or undertaken by the Club in such manner as the Club shall by resolution as aforesaid determine and in particular by the issue of debentures or by mortgage or charge or lien upon the whole or any part of the Club's property (whether present or future) provided however that the authority of a General Meeting will not be required for the borrowing of amounts not exceeding at any one time the sum of \$30,000.

127. The Committee may purchase, redeem or pay off any such security or securities.

## **Affiliation Membership Fees**

128. While the Club is affiliated with the following organisation, fees will be paid

- a. to RNZRSA, in respect of all Veteran and NZ Police Officers, as defined by the RNZRSA constitution.
- b. To Club New Zealand in respect of all members.

## **Liquidation and removal from the register**

### **Resolving to put Club into liquidation**

129. The **Club** may be liquidated in accordance with the provisions of Part 5 of the **Act**.
130. The **Committee** shall give 30 **Working Days** written **Notice** to all **Members** of the proposed resolution to put the **Club** into liquidation.
131. The **Committee** shall also give written Notice to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.
132. Any resolution to put the **Club** into liquidation must be passed by a two-thirds majority of all **Members** present and voting.

### Resolving to apply for removal from the register

133. The **Society/Club** may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the **Act**.
134. The **Committee** shall give 30 **Working Days** written **Notice** to all **Members** of the proposed resolution to remove the **Society/Club** from the Register of Incorporated Societies.
135. The **Committee** shall also give written **Notice** to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.
136. Any resolution to remove the **Club** from the Register of Incorporated Societies must be passed by a two-thirds majority of all **Members** present and voting.

### Surplus assets

137. If the **Club** is liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any **Member**.
138. On the winding up or liquidation or removal from the Register of Incorporated Societies the Club, its surplus assets after payment of all debts, costs and liabilities shall be vested in a not-for-profit organization or institution to be determined by the Special General Meeting.
- 139.** For future reference regarding surplus assets, it is noted that all buildings (SA66A/47 and SA34B/592) currently in use are owned by the members of the club - Waihi Memorial RSA Incorporated as per Record of Title Under Land Transfer Act 2017 Freehold. **This is not the Royal New Zealand Returned and Services Inc. (RNZRSA Inc).**

### Change of Ownership of Assets

140. The Club, the Waihi Memorial RSA Inc may sell/lease or otherwise dispose of any land/buildings or property owned by the **Club** (including the Waihi Memorial RSA Inc premises and Waihi Memorial RSA Flats) provided that “a Special General Meeting is called to consider the proposal” and notice of the proposal including full details of the property or properties/

reason for sale/and any relevant terms is given to all financial members at least 21 days prior to the meeting.

141. The resolution to sell or dispose of the property is passed by two thirds majority of financial members present and entitled to vote at the Special General Meeting.

## Withdrawal from membership of RNZRSA Inc

142. The Club may withdraw from membership of the RNZRSA by resolution passed at a General Meeting upon compliance with the following conditions:

- a) Fourteen (14) days prior written notice shall be given to the Chief Executive of RNZRSA of any Notice of Motion to withdraw from membership which has been given to members pursuant to these rules.
- b) Such notice may be accompanied by payment in full of all capitation and other sums due by the Club.
- c) Such notice shall specify:
  - i. The date from which it is intended that the withdrawal shall become effective
  - ii. Whether the Club intends voluntarily to be put into liquidation under Section 24 of the Incorporated Societies Act 2022, or
  - iii. Whether the Club intends to change its name with consequential Rule amendments under Sections 117-120 of the Act.
- d) Immediately after the motion to withdraw from membership has been adopted by the members in a General Meeting the Chief Executive of RNZRSA shall be notified of the decision.

## Alterations to the constitution

### Amending this constitution

147. All amendments must be made in accordance with this **Constitution**. Any minor or technical amendments shall be notified to **Members** as outlined in section 31 of the **Act**.

148. The **Club** may amend or replace this **Constitution** at a **General Meeting** by a resolution passed by a simple majority of those **Members** present and voting.

149. That amendment could be approved by a resolution passed in lieu of a meeting but only if allowed by this **Constitution**.

150. No amendment of any Rule shall be made without the prior consent in writing of the National Executive Committee of the RNZRSA being first had and obtained, on the understanding

however that such consent shall not be arbitrarily withheld unless such amendment conflicts or is not in harmony with the Rules of the RNZRSA or with the rules of natural justice

151. Any proposed resolution to amend or replace this **Constitution** shall be signed by at least 10 per cent of eligible **Members** and given in writing to the **Committee** at least 30 **Working Days** before the **General Meeting** at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal.
152. At least 20 **Working Days** before the **General Meeting** at which any amendment is to be considered the **Committee** shall give to all **Members** notice of the proposed resolution, the reasons for the proposal, and any recommendations the **Committee** has.
153. When an amendment is approved by a **General Meeting** it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the **Act** for registration and shall take effect from the date of registration.

## By-Laws

By-laws are rules and regulations that are agreed upon by the Committee and do not form part of the constitution.

## Schedule One: Dispute resolution

### Meanings of dispute and complaint

1. A dispute is a disagreement or conflict involving the **Club** and/or its **Members** in relation to specific allegations set out below.
2. The disagreement or conflict may be between any of the following persons—
  - a) 2 or more **Members**
  - b) 1 or more **Members** and the **Club**
  - c) 1 or more **Members** and 1 or more **Officers**
  - d) 2 or more **Officers**
  - e) 1 or more **Officers** and the **Club**
  - f) 1 or more **Members** or **Officers** and the **Club**.
3. The disagreement or conflict relates to any of the following allegations—
  - a) a **Member** or an **Officer** has engaged in misconduct
  - b) a **Member** or an **Officer** has breached, or is likely to breach, a duty under the **Club's Constitution** or bylaws or the **Act**
  - c) the **Club** has breached, or is likely to breach, a duty under the **Club's Constitution** or bylaws or the **Act**
  - d) a **Member's** rights or interests as a **Member** have been damaged or **Member's** rights or interests generally have been damaged.
4. A **Member** or an **Officer** may make a complaint by giving to the **Committee** (or a complaints subcommittee) a notice in writing that—
  - a) states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Club's Constitution**; and
  - b) sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
  - c) sets out any other information or allegations reasonably required by the **Club**.
5. The **Club** may make a complaint involving an allegation against a **Member** or an **Officer** by giving to the **Member** or **Officer** a notice in writing that—
  - a) states that the **Club** is starting a procedure for resolving a dispute in accordance with the **Club's Constitution**; and
  - b) sets out the allegation to which the dispute relates.
6. The information setting out the allegations must be sufficiently detailed to ensure that a person against whom an allegation or allegations is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
7. A complaint may be made in any other reasonable manner permitted by the **Club's Constitution**.

8. All **Members** (including the **Committee**) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the **Club's** activities.
9. The complainant raising a dispute, and the **Committee**, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, arbitration, or a tikanga-based practice. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

### Person who makes complaint has right to be heard

10. A **Member** or an **Officer** who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
11. If the **Club** makes a complaint—
  - a) the **Club** has a right to be heard before the complaint is resolved or any outcome is determined; and
  - b) an **Officer** may exercise that right on behalf of the **Club**.
12. Without limiting the way the **Member**, **Officer**, or **Club** may be given the right to be heard, they must be taken to have been given the right if—
  - a) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
  - b) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
  - c) an oral hearing (if any) is held before the decision maker; and
  - d) the **Member's**, **Officer's**, or **Club's** written or verbal statement or submissions (if any) are considered by the decision maker.

### Person who is subject of complaint has right to be heard

13. This clause applies if a complaint involves an allegation that a **Member**, an **Officer**, or the **Club** (the 'respondent')—
  - a) has engaged in misconduct; or
  - b) has breached, or is likely to breach, a duty under the **Club's Constitution** or bylaws or this **Act**; or
  - c) has damaged the rights or interests of a **Member** or the rights or interests of **Members** generally.
14. The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
15. If the respondent is the **Club**, an **Officer** may exercise the right on behalf of the **Club**.

16. Without limiting the way a respondent may be given a right to be heard, a respondent must be taken to have been given the right if—
- a) the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
  - b) the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
  - c) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
  - d) an oral hearing (if any) is held before the decision maker; and
  - e) the respondent's written statement or submissions (if any) are considered by the decision maker.

### Investigating and determining dispute

17. The **Club** must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its **Constitution**, ensure that the dispute is investigated and determined.
18. Disputes must be dealt with under the **Constitution** in a fair, efficient, and effective manner and in accordance with the provisions of the **Act**.

### Club may decide not to proceed further with complaint

19. Despite the 'Investigating and determining dispute' rule above, the **Club** may decide not to proceed further with a complaint if—
- a) the complaint is considered to be trivial; or
  - b) the complaint does not appear to disclose or involve any allegation of the following kind:
    - i. that a **Member** or an **Officer** has engaged in material misconduct;
    - ii. that a **Member**, an **Officer**, or the **Club** has materially breached, or is likely to materially breach, a duty under the **Club's Constitution** or bylaws or the **Act**;
    - iii. that a **Member's** rights or interests or **Members'** rights or interests generally have been materially damaged.
  - c) the complaint appears to be without foundation or there is no apparent evidence to support it; or
  - d) the person who makes the complaint has an insignificant interest in the matter; or
  - e) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the **Constitution**; or
  - f) there has been an undue delay in making the complaint.

### Club may refer complaint

20. The **Club** may refer a complaint to—

- a) a subcommittee or an external person to investigate and report; or
  - b) a subcommittee, an arbitral tribunal, or an external person to investigate and decide.
21. The **Club** may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

### **Decision makers**

22. A person may not act as a decision maker in relation to a complaint if 2 or more members of the **Committee** or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be—
- a) impartial; or
  - b) able to consider the matter without a predetermined view.

## Schedule Two: Meeting Standing Orders

Proceedings at all General Meetings, all meetings of the Committee, and of any other meetings held in pursuance of the Rules of Waihi Memorial Returned and Services' Association (Incorporated) shall be governed by the following Standing Orders for the conduct of such Meetings.

### 1. Suspension of Standing Orders

It shall be competent for any meeting to suspend any standing order upon the request of three Members present and upon a vote passed by a three-fourths majority of the Members present; providing that such suspension shall be limited in its operation to the particular purpose for which it shall have been granted.

### 2. Conduct of Meetings

- (a) Every Member shall obey the orders and rulings of the Chairperson. If any Member refuses to obey any such order or ruling, such person may thereupon by resolution of the meeting, be held guilty of contempt, and such person may be suspended from the meeting at the discretion of the Chairperson.
- (b) The mover of a Motion shall be allowed not more than five minutes in which to address the Meeting and their seconder as well as other Members shall be entitled to three minutes. The mover shall be entitled to a reply of three minutes. Extra time not exceeding three minutes may be allowed if there is no objection. By leave of the Chair, a Member who has already spoken may only speak again for the purpose of clearing up a misunderstanding or personal explanation.
- (c) No Member shall propose more than one Amendment upon a Motion.
- (d) No Member shall (except in Committee) speak more than once upon a Motion or once upon an Amendment thereto, except with the permission of the Chair, or except that if they be the mover of the Motion, they shall be entitled to the right of reply.
- (e) No Member shall speak on any question after it has been put by the Chair nor during a Vote, except to a point of order.
- (f) Where a point of order is raised, the Member raising the same shall state the point of order clearly and distinctly and with the omission of any irrelevant details. The Chair shall decide the matter promptly and no discussion upon the point of order shall be permitted.
- (g) The person raising the point of order shall be required to prove one or more of the following:
  - (1) That the speaker is using unparliamentary language;
  - (2) That the speaker is beside the question;
  - (3) That the speaker is transgressing some clause of the constitution of Waihi Memorial RSA;
  - (4) That the speaker is infringing the Standing Orders;
  - (5) That the speaker is acting contrary to the custom of debate.

### 3. Chairpersons ruling disagreed with

- (a) Upon any question under the Standing Orders, or on points of order or explanation, the ruling of the Chairman shall be final, unless challenged by at least one-fifth of those present and unless at least three-fourths of the members present vote against such ruling.
- (b) Upon the submission of a motion "That the Chair's ruling be disagreed with", the Chairperson forthwith shall leave the chair and the debate on the original question then before the Meeting shall be suspended. The Deputy Chair shall then take the Chair, or in the absence of the Deputy Chair another Chairperson may be appointed by the Meeting. The question "That the Chair's ruling be disagreed with" shall be discussed and decided, after which the former Chairperson shall resume the Chair, and debate on the original question shall be proceeded with as if the same had not been suspended.

#### **4. Proceedings at General Meetings**

##### **4.1 Preliminaries**

- (a) The members will assemble at the time and place appointed;
- (b) The President shall preside as the Chairperson of all Meetings, or, in their absence, the Vice President. If both be absent, the meeting shall appoint such member as it thinks fit as Deputy Chairperson;
- (d) The General Meeting may adjourn by its own resolution to such time and place as it thinks fit;
- (e) The Secretary shall cause to be kept full Minutes of all proceedings of the General Meeting.

##### **4.2 Motions**

- (a) All Motions not seconded shall not be debated and no entry shall be made in the Minutes of the meeting.
- (b) A Motion may be amended at any time during the debate thereon by:
  - (1) Striking out a word or words;
  - (2) Adding a word or words;
  - (3) Striking out a word or words and inserting another or others in their place.
- (c) Leave to withdraw a Motion by the mover may be granted by the meeting provided there is no dissentient vote

##### **4.3 Amendments to Motions**

- (a) Amendments to Motions listed on the meeting agenda shall be submitted to the Chairman in writing and shall be signed by the mover.
- (b) Notice of any further Amendments to the motion before the meeting may be submitted during the debate by any member who shall state its nature prior to the Motion before the meeting having been put to the vote.

- (c) Notwithstanding (a) above, at the discretion of the Chair, brief oral amendments may be accepted.
- (d) Only one amendment shall be considered at one time. If the amendment before the meeting is carried, it shall become the Substantive Motion, the Original Motion lapsing, and shall be put to the meeting.
- (e) A Substantive Motion, before the question is put, may be further amended until a decision is arrived at.

#### **4.4 Notices of Motion**

- (a) A Notice of Motion for a future Meeting may be given by any Member, by:
  - (1) Providing a Notice of Motion to the Secretary no later than 21 days before the date of the General Meeting, and,
  - (2) Reading such Notice to the Meeting and submitting a copy thereof to the Chairperson. Such Notice of Motion shall take precedence in the order in which it stands in the Minutes in relation to other Notices, unless otherwise decided by the Meeting, and will lapse if the member or some member acting on their behalf be not present when the order for such Notice is placed before the Meeting.
- (b) Leave to withdraw a Notice of Motion by the mover may be granted by the meeting provided there is no dissentient vote.
- (c) For the avoidance of doubt, a Notice of Motion may propose an amendment to the Constitution under Rule 148.
- (d) Notices of Motion must set out the motion to be voted on and the basis for the motion.

#### **4.5 Superseding Motion**

A Motion may be superseded by:

- (a) Notice being taken that a quorum is not present;
- (b) The 'previous question' being put and carried (i.e. "That the question be not now put"); or,
- (c) An Amendment.

#### **4.6 Motion Twice Submitted**

No Motion or Amendment may be proposed which is the same in substance as any Motion which, during the Session, has been resolved in the affirmative or negative.

#### **4.7 Voting on Questions**

When a motion is put, the voting shall be taken by show of hand or in such a manner as the Chairperson shall direct. On the voting for and against being equal, the Chairperson shall have a second or casting vote, which may only be used to preserve the status quo



## Schedule Three: Eligibility for admission as a Veteran Member of a Local Association

1. In all cases it shall be a prerequisite that the person, at the time of making application for membership:
  - (a)
    - (i) be a New Zealand citizen, or
    - (ii) be a permanent resident of New Zealand in terms of New Zealand Immigration Policy, or
    - (iii) be a citizen of a country belonging to the Commonwealth of Nations;and
  - (b) has attained the age of 18 years or the minimum age for the purchase and consumption of alcohol as specified in the Sale of Liquor Act 1989 or any amendments or re-enactments thereof.
2. In all cases it shall be a condition of membership that the person has not been dishonourably discharged from the armed forces or dishonourably dismissed from any merchant navy or other qualifying organisation. A local Association, or NEC, shall have authority to call upon any person to produce evidence of the nature of their discharge.
3. In all cases, it shall be the responsibility of the person concerned to produce satisfactory evidence of their eligible service.
4. Any questions arising between any applicant for membership and any local Association as to whether such person is or is not eligible for membership shall be referred to NEC, whose decision shall be final and binding.
5.
  - (a) **Armed OR Defence Forces and Police of New Zealand**
    - (i) Any person who served overseas in time of war or emergency.
    - (ii) Any person who served overseas as a member of any unit in an operational or occupational force or multinational observers force, or ad hoc force as determined from time to time by NEC.
    - (iii) Any person who served overseas as a member of a United Nations Peacekeeping Force.
  - (b) **Armed Forces of Great Britain**

Any person who served overseas in time of war or emergency.

Any person who served overseas as a member of any unit in an operational or occupational force, or ad hoc force as determined from time to time by NEC.

Any person who served in Great Britain in time of war in areas deemed to be under threat PROVIDED such service was marked by the award of the Defence Medal or the Air Crew Europe Star.

Any person who served in Northern Ireland PROVIDED such service was marked by the award of the Campaign Service Medal with clasp "Northern Ireland".

**(c) Armed Forces of Any Other Commonwealth Country**

Any person who served overseas in time of war or emergency.

Any person who served overseas as a member of any unit in an operational or occupational force, or ad hoc force as determined from time to time by NEC.

**(d) Armed Forces of Any Ally of New Zealand**

Any person who served in areas deemed to be under threat, as determined from time to time by NEC, as a member of the Armed Forces of: -

- (i) A country that was a member of the Commonwealth of Nations at the time of service or
- (ii) An ally of New Zealand at the time of service.

**(e) Merchant Navy**

Any person who served as a member of the crew of a merchant vessel under the flag of New Zealand or of any ally of New Zealand who either: -

- (i) during the 1914-18 war or the 1939-45 war served in a theatre of war, PROVIDED such service was marked by the award of the appropriate campaign medals awarded to services personnel for service in that theatre, or
- (ii) served in a vessel engaged in the Falklands war, PROVIDED such service was marked by the award of the South Atlantic Star.

**(f) Wartime Resistance Movements**

Any person who served as a member of an underground or resistance movement of any ally of New Zealand PROVIDED the movement was officially recognised by the Government or authority for the time being accepted by Her Majesty's Government as being the Government or authority of the country concerned and the service has been officially recognised:-

- (i) by the award of a decoration for valour or for service by the Government or authority as aforesaid,  
or
- (ii) by the award of a commendation for service or a certificate of service or a similar citation by the Government or authority as aforesaid,  
or
- (iii) by the award of a citation for service by the Officer having overall command of Her Majesty's forces in any particular area designated as a theatre of war.

**6. Savings**

Any person admitted to membership as a Returned member under the Rules of RNZRSA in operation prior to adoption of this Schedule shall be deemed to have been admitted under this Schedule.

## Schedule Four: Eligibility for Admission as a Service Member of a Local Association

1. In all cases it shall be a prerequisite that the person, at the time of making application for membership:
  - (a)
    - (i) be a New Zealand citizen, or
    - (ii) be a permanent resident of New Zealand in terms of New Zealand Immigration Policy, or
    - (iii) be a citizen of a country belonging to the Commonwealth of Nations;and
  - (b) has attained the age of 18 years or the minimum age for the purchase and consumption of alcohol as specified in the Sale of Liquor Act 1989 or any amendments or re-enactments thereof.
2. In all cases, it shall be a condition of membership that the person has not been dishonourably discharged from the armed or defence forces or dishonourably dismissed from any other qualifying organisation. A local Association, or NEC, shall have authority to call upon any person to produce evidence of the nature of their discharge.
3. In all cases, it shall be the responsibility of a person concerned to produce satisfactory evidence of their eligible service.
4. Any questions arising between any applicant for membership and any local Association as to whether such person is or is not eligible for membership shall be referred to NEC, whose decision shall be final and binding.
5. Subject to the requirements of paragraphs 1 to 4 above and the provisions of clause 5(c)(ii) the following persons are eligible for admission as Service members.
  - (a) **Armed/Defence Forces and Police of New Zealand**

Any person who has served or is serving as a uniformed member of the Armed/Defence or Police Forces of New Zealand and who does not possess the necessary service qualifications for Returned membership.
  - (b) **Armed/Defence Forces and Police of the Commonwealth of Nations**

Any person who has served or is serving as a uniformed member of the Armed/Defence or Police Forces of any country which was a member of the Commonwealth of Nations at the time of service, and who does not possess the necessary service qualifications for Returned membership.
  - (c) **Armed/Defence Forces of any Other Country**
    - (i) Any person who has served or is serving as a uniformed member of the Armed/Defence Forces of a country which has not taken up arms against New Zealand or any member of the Commonwealth of Nations or an ally of

New Zealand since the 11<sup>th</sup> November 1918, and who does not possess the necessary service qualifications for Returned membership.

- (ii) All applications for membership made under the provisions of clause 5(c)(i) above, shall in the first instance be referred to the NEC for determination as to eligibility.

**(d) Home Guard, Women’s War Service Auxiliary, Women’s Land Service**

Any person who has served as a member of:

- (i) the Home Guard, Women’s War Service Auxiliary or the Women’s Land Service in New Zealand, or
- (ii) an equivalent organisation or organisations within the then British Empire

Any time between September 1939 and August 1945 and who does not possess the necessary qualifications for “Returned” membership.

**(e) New Zealand Cadet Forces**

- (i) Any person being not less than 18 years of age or who has attained the minimum legal drinking age as defined in the Sale of Liquor Act 2012 or any enactment or amendment thereto, and who has served, or is currently serving, as an Officer of the New Zealand Cadet Forces.
- (ii) Any person being not less than 18 years of age or who has attained the minimum legal drinking age as defined in the Sale of Liquor Act 2012 or any enactment or amendment thereto, and who has had a minimum of three (3) years’ service in the New Zealand Cadet Forces as evidenced by a “Cadet Record of Service’ Certificate.

**6. Savings**

Any person admitted to membership as a “Service” member under the Rules of RNZRSA in operation prior to adoption of this Schedule shall be deemed to have been admitted under this Schedule.

## Schedule Five: Eligibility for Admission as an Associate Member or Over-80s of a Local Association

1. In all cases it shall be a prerequisite that the person, at the time of making application for membership:
  - (a) (i) be a New Zealand citizen, or
  - (ii) be a permanent resident of New Zealand in terms of New Zealand Immigration Policy, or
  - (ii) be a citizen of a country belonging to the Commonwealth of Nations;and
  - (b) has attained the age of 18 years or the minimum age for the purchase and consumption of alcohol as specified in the Sale of Liquor Act 1989 or any amendments or re-enactments thereof.
2. In all cases, it shall be the responsibility for the person concerned to produce satisfactory evidence of their eligibility.
3. Any questions arising between any applicant for membership and any local Association as to whether such person is or is not eligible for membership shall be referred to NEC, whose decision shall be final and binding.
4. Subject to paragraphs 1 to 3 above, the following persons are eligible for admission as Associate or Over-80s members: -
  - (a) The spouse or surviving spouse of a member or of a person entitled under the First and Second Schedules to the Rules of RNZRSA.
  - (b) Children or grandchildren of a member or of a person entitled under the First and Second Schedules to the Rules of RNZRSA.
  - (c) Subject to the provisions laid down in paragraphs 30 and 31 of The Guide to Eligibility persons not otherwise entitled may become an Associate Member.

### 5. Savings

Associate Membership - a number of instances will have occurred where Club membership has been granted to a person who does not meet the Citizenship criteria as set out in Clause 1 of this Schedule. Such persons shall be entitled to transfer to Associate Membership providing they were a Club Member prior to and including 30th June 1992.