

**RNZRSA BY-LAWS**  
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## **1. INTERPRETATION**

In these By-laws provisions shall be interpreted and words and phrases shall have the same meanings as set out in the Constitution, and shall otherwise be interpreted as set out below provided that where there is an inconsistency between a provision, word or phrase in the By-laws and the same provision, word or phrase in the Constitution, the interpretation consistent with the Constitution shall be determinative:

- 1.1 "Board of Governance" also referred to as "the Board", shall mean the Board of RNZRSA provided for in the RNZRSA Constitution.
- 1.2 "Chief Executive" shall mean the Chief Executive of RNZRSA appointed in terms of the Constitution.
- 1.3 "Dependent" shall include any child, parent, or other person that is or has been dependent on a Service Person for day to day care.
- 1.4 "District President" means the Individual elected by a District to represent that District pursuant to Bylaw 3.
- 1.5 "Financial Member" shall mean any member of a Full Member whose current subscription or dues are paid in accordance with the rules of the Full Member of which he is a member. Any Overseas Reciprocal or Provisional members of a Full Member are not Financial Members of that Association.
- 1.6 "Individual" shall mean a natural person aged 18 or over.
- 1.7 "Intellectual Property" or "IP" means all current or future rights including statutory and other proprietary rights in respect of copyright, inventions, patents, plant varieties, trademarks, trade names, designs, layouts, know-how, trade secrets, data, confidential information, and all similar or analogous intellectual property rights (as defined in Article 2 of the Convention of 1967 establishing the World Intellectual Property Organisation) including any application for registration thereof, whether or not registered and whether or not capable of registration.
- 1.8 "Member Association" shall refer to Full Members (including the RSA Online) and Affiliate Members of RNZRSA.
- 1.9 "Membership Fee" is the amount and terms of payment defined in By-law 4.
- 1.10 "National Council", also referred to as "the Council", is a general meeting as defined in the Constitution.
- 1.11 "National President" and "National Vice Presidents" shall mean the National President and National Vice Presidents as referred to in the Constitution.
- 1.12 "New Zealand Service Person" and "New Zealand Service Personnel" shall mean individuals who serve or have served in New Zealand's armed services (Navy, Army, Air Force, Reserves)

and now called the New Zealand Defence Force or who are or were sworn New Zealand police officers.

- 1.13 “Non New Zealand Service Person” or “Non New Zealand Service Personnel” shall mean individuals who serve or have served in the armed services (Navy, Army, Air Force, Reserves) of other countries or who are or were the equivalent of sworn Police Officers.
- 1.14 “Non Service Personnel” shall mean Individuals who are not service personnel.
- 1.15 “Officers” means the members of the Board.
- 1.16 "Overseas" shall mean beyond the territorial boundaries of the country in whose armed forces the person was enlisted.
- 1.17 “Presidents Forum” referred to as “the Forum” shall be the Forum established in terms of the Constitution.
- 1.18 “Provisional Member” shall mean any person admitted to membership of a Full Member in accordance with By-law 2.
- 1.19 “Overseas Reciprocal Member” shall mean any non-New Zealand service personnel together with their families admitted to membership of a Full Member in accordance with By-law 2.
- 1.20 "Returned Member" shall mean any person admitted to membership of a Full Member who possesses the qualifications of service as described in By-law 2.
- 1.21 “RSA” means the unincorporated body of associations and people commonly referred to as the RSA and which grouping has and continues to be represented by RNZRSA.
- 1.22 “Service Person” or “Service Personnel” shall mean both “New Zealand Service Personnel” and “Non New Zealand Service Personnel”.
- 1.23 “Spouse” shall include wife, de facto or civil union partner or any other person who is or was living in the nature of marriage with a Service Person.
- 1.24 Words denoting the masculine gender shall be deemed to include all genders.
- 1.25 References to clauses, sub-clauses, and schedules are to the clauses, sub-clauses and the schedules of the By-laws unless otherwise stated.
- 1.26 Words denoting the singular include the plural and vice versa.
- 1.27 Headings are for reference only and are not an aid in interpretation,
- 1.28 A reference to any agreement, clause, schedule, or document is to that agreement clause, schedule or document as amended, novated, supplemented, or replaced from time to time.

- 1.29 References to statutory provisions will be construed as references to those provisions as they may be amended or re-enacted or as their application is modified by other provisions from time to time.
- 1.30 The word “includes” in any form is not a word of limitation.
- 1.31 Unless inconsistent with these By-laws all references to the singular shall be deemed to be references to the plural and vice-versa

## **2. RNZRSA MEMBERSHIP**

### **Full Members**

- 2.1. The application form for membership of RNZRSA shall comprise the following information but which may be presented in a manner considered practicable by the Chief Executive from time to time:
- a) Full name;
  - b) Nature of legal entity (i.e. incorporated society, registered charitable trust, company, limited partnership, unincorporated body with recognised charitable status);
  - c) Registration number;
  - d) Address;
  - e) Contact information;
  - f) Copy of constitution and/or other governing documents;
  - g) Names of officers;
  - h) Purpose of organisation;
  - i) Confirmation that the applicant has reviewed the Constitution and By-laws of RNZRSA;
  - j) Agreement to abide by the Constitution and By-laws of RNZRSA;
  - k) Agreement to pay the membership fee on time;
  - l) Category of membership applied for based on the primary purpose of the applicant;
  - m) Number of New Zealand Service Personnel who are members of the applicant;
  - n) Number of Non-New Zealand Service Personnel who are members of the applicant;

RNZRSA is under no obligation to accept an application for membership or to give reasons why an application for membership is to be declined. If an application for membership is accepted the membership fee will be payable on the 20<sup>th</sup> of the month following the date of issue of an invoice for the fee by RNZRSA.

- 2.2. The Chief Executive shall consider the application for membership and may ask the applicant for any additional information that the Chief Executive considers appropriate.
- 2.3. If the application is accepted by the Chief Executive, the application for membership shall be notified to the Board and the Forum. The Board shall have 10 working days to notify the Forum of an objection to the application or that it considers more information is required failing which the Forum shall take the application as accepted by the Board. The Forum will then have 10 working days to notify the Chief Executive of any further information that either the Board or the Forum require or of an objection to membership failing which the Chief

Executive shall treat the application as accepted and notify the applicant accordingly together with an invoice for the membership fee. The applicant shall then provide member information as set out in the Constitution or otherwise required by law to the Chief Executive.

- 2.4. If either the Board and/or Forum require further information, the Chief Executive shall ask the applicant for that information and if the information is not provided in a timely fashion, may reject the application.
- 2.5. Once additional information is provided, the process set out in By-laws 2.2 and 2.3 shall continue until a decision is made whether to accept or reject the application.
- 2.6. If the application is to be rejected, the Chief Executive shall notify the applicant of the decision.
- 2.7. Any applicant for membership whose application is conditional on the approval of National Council at the time the Constitution is adopted, shall be eligible for membership upon the approval of the Forum.

#### **RSA Online Membership**

- 2.8. Any Individual wishing to join the RSA but who does not wish to join a Member Association or there is no Member Association available, may apply to join the RSA Online. The RSA Online is governed pursuant to the Constitution and By-laws of RNZRSA except where inapplicable to the Association.
- 2.9. The RSA Online will hold an annual meeting at which a President will be elected and any other business affecting the RSA Online may be discussed including changing its name. The RSA Online may hold such meetings in person or online.
- 2.10. An individual may apply to join the RSA Online through the application form found on the RNZRSA website under 'Membership'.

#### **Life Membership**

- 2.11. An Individual eligible for membership of a Member Association in recognition of signal services to RNZRSA or to New Zealand or to the Commonwealth may be awarded the Badge in Gold or the Associate Badge in Gold by National Council after a full report and a favourable recommendation by the Forum. In exceptional circumstances, however, the Forum may make an award and report to the next meeting of the Council.

#### **Honorary Life Membership**

- 2.12. An Individual that is not eligible for membership of a Member Association in recognition of signal services to RNZRSA or to New Zealand or to the Commonwealth may be awarded the Badge in Gold by National Council after a full report and a favourable recommendation by the Forum. In exceptional circumstances, however, the Forum may make an award and report to the next meeting of the Council.

#### **Other Awards**

2.13. The Forum may either upon its own initiative or after having considered a request from any Full Member:-

- a) Enter the name of any Financial Member on a Special Honours List of RNZRSA in recognition of services rendered to RNZRSA or to any Member Association.
- b) Enter the name of a deceased Financial Member in any case where a certified and proper decision has been made to prepare a citation, prior to the death of that member.
- c) Issue to a Financial Member or to the next-of-kin of a deceased Financial Member as the case may be, a certificate in evidence of any such entry made as aforesaid in such form as shall from time to time be decided by the Forum.
- d) Issue to a Financial Member as referred to in paragraph (a) hereof or to the next-of-kin of a deceased Financial Member as referred to in paragraph (b) hereof the appropriate RNZRSA badge for that member with an emblem affixed to the obverse side in the centre of the arc consisting of a five pointed Gold Star with a fixed bar moulded to the shape of the bottom curve of the badge, or a five pointed Gold Star on its own, or a letter "M".

2.14. The Chief Executive shall keep a record of the names of all those upon whom Life Membership is conferred and of all those whose names are entered on the Special Honours List.

2.15. Member Associations may have such categories of membership as the Member Association wishes that are not inconsistent with the Constitution.

### **Returned Membership**

2.16. The Constitution of RNZRSA recognizes that Member Associations may have a category of membership identified as Returned Membership. An individual is eligible for Returned Membership of a Member Association if the Forum and/or the Member Association are satisfied that the applicant for Returned Membership:

- a) Has not been dishonourably discharged from the armed forces or dishonourably dismissed from any merchant navy or other qualifying organisation.
- b) As a member of the Armed or Defence Forces and Police of New Zealand served overseas:
  - i in time of war or emergency;
  - ii 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 the Forum;
  - iii as a member of a United Nations Peacekeeping Force.

- c) As a member of the Armed Forces of Great Britain served overseas:
- i in time of war or emergency;
  - ii as a member of any unit in an operational or occupational force, or ad hoc force as determined from time to time by the Forum;
  - iii 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;
  - iv in Northern Ireland provided such service was marked by the award of the Campaign Service Medal with clasp "Northern Ireland."
- d) As a member of Armed Forces of Any Other Commonwealth Country served overseas:
- i in time of war or emergency;
  - ii as a member of any unit in an operational or occupational force, or ad hoc force as determined from time to time by the Forum;
- e) As a member of Armed Forces of a country that was a member of the Commonwealth of Nations or any Ally of New Zealand at the time of services served in areas deemed to be under threat, as determined from time to time by the Forum.
- f) As a member of the crew of a merchant vessel under the flag of New Zealand or of any ally of New Zealand either: -
- i during the 1914-18 war or the 1939-45 war 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.
- g) 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.

- h) As a New Zealand civilian in conjunction with NZDF personnel, providing support roles defined as Operational Service and whose service has been recognised by the awarding of the NZ Operational Service Medal (NZOSM) and/or the NZ General Service Medal (NZGSM).
  - i) As a New Zealand citizen, whose operational service for the nation has been recognised by either of the above Awards and is considered by the Forum to warrant inclusion as returned service.
- 2.17. Any person admitted to membership as a Returned Member of a Member Association under the Rules of RNZRSA in operation prior to adoption of the Constitution shall be deemed to have been admitted under this By-law.
- 2.18. If a Member Association should be unsure as to whether an applicant for membership as a Returned Member fits the criteria for Returned Membership, the Member Association shall refer the matter to the Forum. The Forum may undertake such investigations as the Forum in its sole discretion considers appropriate. The decision of the Forum shall be final and binding on the applicant and the Member Association.
- 2.19. In the event the Member Association and the Forum should disagree on the eligibility for Returned Membership, because the Forum's determination operates nationwide, the Forum's decision shall be final and binding as between the parties,
- 2.20. The Forum may amend and otherwise determine the criteria for recognition as Returned Membership, and shall advise the Board of any changes to the By-laws that may be required in this regard.

#### **Overseas Reciprocal Membership**

- 2.21. The Constitution of RNZRSA recognizes that Member Associations may have a category of membership identified as Overseas Reciprocal Membership. An Individual is eligible for Overseas Reciprocal Membership of a Member Association if the Forum and/or the Member Association consider in their sole discretion that the applicant for Overseas Reciprocal Membership:
- a) Is a Non New Zealand Service Person; or
  - b) Is a Spouse or Dependent of a Non- New Zealand Service Person; or
  - c) Is a member or the Spouse or Dependent of a member of a veterans, returned and/or services organisation in their home country;
  - d) Is visiting New Zealand temporarily;



- e) Reviews the Constitution and By-laws of RNZRSA, the Member Association and agrees to abide by them;
- f) Pays the Membership Fee applied by the Member Association to Overseas Reciprocal Membership.

### **Provisional Membership**

#### **Eligibility for Provisional Membership**

- 2.22. Males and females of at least the Legal Purchasing Age may apply to become Provisional Members of the club accordance with the following rules;
- 2.23. Each candidate for Provisional Membership shall complete the applicable application form.
- 2.24. The candidate shall deposit, at the time of application, a subscription of such sum as may be directed by the Committee.
- 2.25. Provisional Membership shall be valid for a period of one month from the day of joining. Candidates shall be eligible for only one Provisional membership in a 12 month period.
- 2.26. Provisional members shall automatically lose their Provisional Membership status;
  - a) at the conclusion of the one month period from the date of joining; or
  - b) upon full admission as a member of the club, whichever is earlier.
- 2.27. Provisional Membership cannot be extended and is not renewable.
- 2.28. Provisional members must carry evidence of membership as issued and produce the same on request to any person authorised by the Committee or Management to make such request.
- 2.29. Provisional Member's rights are restricted to the following;
  - a) No voting rights at any General Meeting.
  - b) No right to hold office or be a member of the Executive Committee.
  - c) No right to nominate any applicant for membership.
  - d) Is not entitled to reciprocal visiting rights.
  - e) May invite and accompany one guest to the club per visit.
  - f) May be subject to other restrictions as determined from time to time by the committee.

2.30. Subject to the foregoing, Provisional Members may access and enjoy the facilities of the club during times that the club is open.

2.31. The Executive Committee reserve the right to revoke Provisional Membership at any time if the provisional member is found to have provided false information, or is deemed to have breached the club's constitution.

2.32. **Provisional Membership Application Form:**

**BACKGROUND**

The RSA movement was formed in New Zealand in 1916 by returning Anzacs during World War One to provide support and comfort for service men and women and their families.

The Royal New Zealand Returned and Services' Association ('RNZRSA') is made up of over 180 local RSAs around the country, each an entity in their own right, with over 100,000 members. Local RSAs are managed by their own executive committee while being united with the RNZRSA in our strategic pillars, vision, and values. We believe in a nation joined by a heartfelt connection to the Anzac spirit of courage, commitment, comradeship and compassion.

\_\_\_\_\_ RSA is one such local RSA.

While honouring the past is an important part of who we are, we're also focused firmly on the present. Support is at the heart of what we do. We, including through RNZRSA, are responsible for helping provide classic kiwi hospitality, support for our past and present servicemen and women including the NZ Police, and their dependents. This can be anything from financial assistance and advocacy to creating support networks with other RSA members who have had similar experiences.

**APPLICATION**

The bearer of the detached Provisional Membership Card is entitled to 'ONE MONTHS FREE' Membership to the \_\_\_\_\_ RSA and is effective from the date detailed below. Provisional Membership can only be applied for 'ONCE' per annum and Provisional Members will be invited to continue their Membership after 30 days.

**Full name:** \_\_\_\_\_

**Address:** \_\_\_\_\_

**Phone:** \_\_\_\_\_

**Email address:** \_\_\_\_\_

A copy of the Association's Rules is available for you to review when completing your provisional membership form. Provisional Members must adhere to the Rules of the RSA.

Qualifications for Admission as a Provisional Member of the \_\_\_\_\_ RSA


Please read this form carefully before signing.

1. In all cases it shall be a prerequisite that the person, at the time of making application for membership:
  - (a) Has attained the age of 18 years or the minimum age for the purchase and consumption of alcohol as specified in the Sale and Supply of Alcohol Act 2012 or any amendments or re-enactments thereof, and

- (b) Expressly agrees to comply with the RSA's Rules.
2. In all cases, when applying for Provisional Membership it shall be the responsibility of the person concerned to produce satisfactory evidence of eligibility.
  3. Provisional Membership is granted on the following conditions:
    - (a) A Provisional Membership may be revoked at any time by the Executive Committee/Board if the prerequisites for membership are found not to have been satisfied.
    - (b) There will be no subscription or fee for the period of the Provisional Membership.
    - (c) A membership card will be provided marked 'Provisional' for the period of the Provisional Membership, so that the Provisional Member can be clearly identified as a bona fide member of the Full Member.
    - (d) The one-month Provisional Membership period cannot be extended.
    - (e) On the expiration of one month from admission, the Provisional Membership will lapse, and the Provisional Member may be invited to apply for membership (under the appropriate mode or form).
    - (f) A Provisional Member may invite guests to the Full Member's Club premises.
    - (g) A Provisional Member is not eligible to nominate and/or second applicants for any class of membership.
    - (h) A Provisional Member shall have the right to attend but not speak or vote at General Meetings.
    - (i) Subject to the foregoing, the Provisional Member may access the facilities of, and enjoy the privileges of membership of the RSA.
  4. Provisional Membership commences the day after provision of the Provisional Membership Card.

\_\_\_\_\_ / \_\_\_\_\_ / 201  
 Signature Date

**Your Provisional Membership number is** \_\_\_\_\_



**PROVISIONAL MEMBERSHIP CARD**

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**RSA**

**NAME**

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**MEMBERSHIP NO:**

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### Association Badges

2.33. The following conditions shall govern the official badges of RNZRSA and shall apply to all Members, and to any other body to whom official badges have been or may be issued:-

- a) The badges shall be of a design approved by National Council and manufactured only by the authority of the Forum.
- b) The badges shall be issued through Member Associations.

2.34. All badges are the property of RNZRSA and except as provided in paragraph (d) of this By-law shall be returned when any individual member ceases to be a member of a Member Association

- a) Any individual allowing a badge to be passed out of his control on loan, exchange, sale or transfer, forfeits his right to it.
- b) At the discretion of a Member Association, a badge may be retained by the relations of a deceased member of that Member Association.
- c) Replacement badges shall be authorised only by the Forum and on such conditions as the Forum may from time to time determine.
- d) If any Member Association is wound up or withdraws from membership it shall return to RNZRSA all badges issued to it. Provided, however, that no individual member shall be required to surrender his badge where evidence is produced that he has transferred his membership to another Member Association.

- 2.35. Each Member Association shall make provisions in its Rules giving its Secretary or other accredited Officer power to call upon the wearer of a badge for production of evidence showing his authority to wear the badge.

### **Affiliated Members**

- 2.36. The current affiliated members of RNZRSA are:

<b><u>Name</u></b>	<b>Number of Delegates at National Council Meetings</b>	<b>Number of Votes at National Council Meetings</b>
Air Training Corps Association of New Zealand Inc	One	One
Cadet Corps Association of New Zealand Inc	One	One
CMT Association Inc	One	One
Dunedin RSA Welfare Trust	One	One
Monticello Trust	One	One
Mururoa Nuclear Veterans Group Inc	One	One
New Zealand Battle of Crete Association Inc	One	One
New Zealand Company of Master Mariners	One	One
New Zealand Federation of Brevet Clubs Inc	One	One
New Zealand Malayan Veterans Association Inc	One	One
New Zealand Nuclear Test Veteran Association	One	One
New Zealand Vietnam Veterans Association	One	One
NZSAS – NZ Special Air Services Association	One	One
NZVVSA (Neville Wallace Memorial) Children and Grandchildren Trust	One	One
Ranfurly Veteran Trust	One	One
Rannerdale Trust	One	One
Regular Force Cadet Association	One	One
RNZNCA – Royal NZ Naval Communications Assn	One	One
RNZRSA National Women’s Association Inc	One	One
Royal New Zealand Air Force Association	One	One
Royal New Zealand Artillery Association Inc	One	One
Royal New Zealand Naval Association Inc	One	One
Royal New Zealand Naval Women’s Association	One	One
Sea Cadet Association of New Zealand Inc	One	One
South East Asian Veterans Association	One	One

SSAANZ – Soldiers, Sailors & Airmen’s Assn of NZ	One	One
The Navy Club	One	One
The New Zealand Army Band	One	One

### **Financial Statements of Full Members**

- 2.37. A copy of the audited financial statements of Full Members, duly certified in each instance by the President or Chairman and Secretary, shall be forwarded to the Chief Executive on or before the expiry of four calendar months subsequent to the date of the closing of its financial year.

### **3. DISTRICTS**

- 3.1 Full Members shall be grouped into Districts as defined below:

#### **DIVISION OF FULL MEMBERS INTO DISTRICTS**

(I) **NORTHLAND DISTRICT**

Comprising the following Full Members: -

Far North (Kaitaia), Hakaru and District Memorial, Hokianga Memorial, Kaikohe & District Memorial, Kawakawa and District, Kerikeri, Maungaturoto Memorial, Northern Wairoa Memorial, Russell, Warkworth, Wellsford Memorial, Whangarei, Whangaroa.

(II) **AUCKLAND DISTRICT**

Comprising the following Full Members: -

Auckland, Avondale, Birkenhead, Devonport. East Coast Bays, Glen Eden, Henderson, Hibiscus Coast Community, Hobsonville, Howick, Kaipara Memorial, Manurewa, Mount Wellington-Panmure, New Lynn Memorial, Onehunga & District, Orakei, Otahuhu & District, Papakura, Papatoetoe and District, Piha Memorial, Point Chevalier Memorial, RSA Franklin, Swanson Memorial, Te Atatu Memorial, Titirangi, Waiheke, Waimauku, Waitakere, Waiuku

(III) **WAIKATO- KING COUNTRY - BAY OF PLENTY DISTRICT**

Comprising the following Full Members: -

Cambridge, Citizens RSA Te Puke, Cook Islands, Coromandel, Hamilton, Hauraki, Huntly, Katikati, Mangakino District, Matamata Memorial, Mercury Bay, Morrinsville District Memorial, Mount Maunganui, Ngaruawahia Memorial, Opotiki Country, Otorohanga, Paeroa RSA & Citizens Club, Putaruru District, Raglan, Rotorua, Tairua-Pauanui, Taumarunui & District, Taupo, Tauranga, Te Aroha Memorial, Te Awamutu and District, Te Kuiti and District Memorial, Te Teko Memorial, Te Whanau-a-Apanui, Thames & District, Tokaanu-Turangi & District Memorial, Tokoroa, , Waihi Beach, Waihi Memorial, Whakatane, Whangamata.

(IV) **WELLINGTON WEST COAST –TARANAKI DISTRICT**

Comprising the following Full Members: -

Apiti, Ashhurst Memorial, Bulls, Eastbourne Memorial, Eltham, Feilding, Foxton, Hunterville, Inglewood & Districts, Levin, Lower Hutt Memorial, Manaia & District, Marton, Naenae Memorial, New Plymouth & District Memorial, Ohakune and Waimarino, Opunake District, Otaki & District Memorial, Palmerston North, Paraparaumu Memorial, Patea, Porirua, Pukerua Bay, Rongotea, Sanson-Ohakea, Seatoun, Shannon, South Taranaki, Stokes Valley Memorial, Taihape & District, Taita, Tawa, Titahi Bay, Tokomaru & District, Upper Hutt, Wainuiomata Valley, Waitara, Wanganui, Waverley-Waitotara, Wellington.

(V) **WAIRARAPA-HAWKES BAY-EAST COAST DISTRICT**

Comprising the following Full Members: -

Carterton, Dannevirke & District, Eketahuna, Featherston Memorial, Gisborne, Hastings, Masterton, Matakaoa, Napier, Norsewood, Pahiatua, Ruatoria, Takapau & District, Taradale, Waiapu, Waipawa & District, Waipukurau & Districts, Wairoa, Woodville & District.

(VI) **NELSON-MARLBOROUGH-WESTLAND DISTRICT**

Comprising the following Full Members: -

Golden Bay, Greymouth, Harihari South Westland, Hokitika Westland, Kaikoura, Marlborough, Motueka Memorial, Nelson, Picton, Reefton, Richmond-Waimea, Westport

(VII) **CANTERBURY DISTRICT**

Comprising the following Full Members: - Ashburton, Christchurch Memorial, Geraldine, Kaiapoi, Mackenzie, New Brighton, Papanui, Pleasant Point-, Rangiora, South Canterbury, Sumner Redcliffs, Templeton, Temuka, Twizel, Waimate.

(VIII) **OTAGO-SOUTHLAND DISTRICT**

Comprising the following Full Members: -

Alexandra-Clyde, Arrowtown, Awarua, Bluff Memorial, Clutha District, Dunedin, Gore, Invercargill, Milton Bruce, Mosgiel Memorial, Otautau, Palmerston-Waihemo, Queenstown, Riverton, Roxburgh-Millers Flat, Tuatapere, Upper Waitaki, Waikouaiti.

### **District Presidents**

- 3.2 Each year delegates from the Full Members of each District shall at a District Meeting to be held in good time before the next National Council Meeting elect a District President and may elect one or more District Vice Presidents all of whom shall be Financial Members of a Full Member within the relevant District.

The District Presidents and District Vice Presidents shall assume office at the conclusion of the District Meeting at which they were elected and shall hold office until the conclusion of the annual District Meeting held subsequent for the election of their successors.

- 3.3 Each District President shall be a member of the Forum.

#### **District Meetings**

- 3.4 At least twice per year the District Presidents shall convene meetings of delegates from Full Members within their respective Districts for the purpose of: -
- (a) Considering and framing resolutions and remits for submission to the Board or the National Council;
  - (b) Communicating information to and from National Council, the Forum, the Board, other Districts, the Chief Executive and National Office;
  - (c) Electing their District President and District Vice President(s) (if any) for the ensuing year; and
  - (d) Promoting the objects of RNZRSA.
- 3.5 Proxy voting shall be permitted at District Meetings and in the event that there is a procedural question for conduct of the District Meeting, the meeting process applying to National Council shall apply failing which the matter at issue shall be determined by the Forum.

#### **4. CAPITATION**

##### **Membership Fee**

- 4.1. All Member Associations shall pay capitation assessed on all members of a Member Association at a rate of \$10.00 + GST (ten dollars) per member. Capitation is payable irrespective of the manner in which the Member Association structures its affairs. For the removal of doubt, a Member Association shall pay capitation on a person on which capitation would usually be payable who is not a member of a Member Association but who may enjoy the benefits of membership.
- 4.2. A dispute as to whether a person should be included in the assessment of capitation shall be determined by the Forum.
- 4.3. Capitation shall be paid by all Member Associations in:
- a) Two equal instalments due 30 September and 31 March, or
  - b) Instalments of a lesser or greater frequency as may be approved by the Board.



## **5. SUSPENSION OR WITHDRAWAL FROM RNZRSA MEMBERSHIP**

### **Non-payment of Membership Fees (capitation)**

- 5.1. In the event of any member failing to pay Membership Fees in full by the end of the RNZRSA financial year in which it was levied, that member shall be sent a notice requiring payment within one month of the date of the notice.
- 5.2. At the expiry of the final notice period, the member is suspended from membership and loses all privileges of membership during the period of such suspension. If the member enters into a documented payment arrangement with RNZRSA that is satisfactory to the Board, the Board may recommend to the Forum that the suspension of the member be lifted during the term of and subject to compliance with the payment arrangement. The Forum shall consider the Board's recommendation and may accept it, reject it, or accept it with conditions.
- 5.3. In the event the Board considers the member has not complied with the payment arrangement or the terms imposed by the Forum, the Board may recommend to the Forum that the suspension be re imposed. The Forum shall consider the Board's recommendation and may accept it, reject it, or accept it with conditions.
- 5.4. The Forum following a recommendation from the Board may at any time reinstate such member to membership upon such terms and conditions as the Forum in the exercise of its discretion shall decide.

### **Member withdrawal from Membership**

- 5.5. Any Member may withdraw from membership of RNZRSA by:
  - a) a resolution in favour of such withdrawal of not less than two-thirds (2/3) of valid votes returned from a postal poll of Financial Members of a Member Association. The closing date for the receipt of poll papers at the registered office of the Member Association to have been not less than 30 nor more than 60 days after the date on which the poll papers were dispatched to the Financial Members. The result of the poll shall be notified to members either at a general meeting called for the purpose or by way of a notice inserted in a newspaper circulating in the area, or by,
  - b) a simple majority of valid votes cast by Financial Members at a general meeting in favour of placing the Full Member in liquidation. Such resolution for liquidation and to appoint a liquidator must be confirmed by a further extraordinary general meeting to be held not earlier than 30 days nor later than 60 days after the date on which the resolution so to be confirmed was passed.
- 5.6. Withdrawal from membership under either (a) or (b) above shall be subject to the Chief Executive of RNZRSA receiving 14 days prior written notice of any motion to withdraw from membership of RNZRSA.
- 5.7. Immediately after the motion to withdraw from membership has been adopted by the members as detailed above the Chief Executive of RNZRSA shall be notified of the decision.

Notice of the termination of membership shall be accompanied by payment in full of all capitation and other sums due by the member. Such notice shall specify:

- a) The date from which it is intended withdrawal should become effective; and
- b) Whether the member intends voluntarily to be put into liquidation under section 24 of the Incorporated Societies Act 1908; and the new name of the member.

5.8. A Life Member or Honorary Life Member may withdraw from membership of RNZRSA by giving written notice of termination to the Chief Executive.

#### **Consequences of withdrawal from Membership**

5.9. Upon notification of withdrawal from membership in accordance with By-laws 5.5 & 5.6 above, the member:

- a) shall immediately change its name to remove all use of the words "Returned" and "Services" and the initials "RSA" in any combination;
- b) shall not distribute the Poppy, solicit donations in connection with the Poppy or otherwise collect Poppy funds;
- c) shall cease all use of RNZRSA Intellectual Property;
- d) shall not hold itself out as a member of RNZRSA;
- e) shall remove all signage, letterhead, livery or other material using RNZRSA Intellectual Property, the words "Returned" and "Services" and the initials "RSA" in any combination;
- f) shall cause any trust or entity within the control of the member to change its name to remove all use of RNZRSA Intellectual Property, the words "Returned" and "Services" and the initials "RSA" in any combination; and
- g) shall ensure that any funds howsoever held collected utilising the Poppy, RNZRSA Intellectual Property, the words "Returned" and "Services" and the initials "RSA" in any combination are transferred to an entity or persons able to complete the purpose for which the funds were collected.

#### **Acceptance of Member Withdrawal**

5.10. In the event a member has notified the Chief Executive that the member has chosen to end its membership and the Chief Executive has determined that the member has not followed these By-laws or its own Rules or any other required process for withdrawal from membership, the Chief Executive shall report that member's failure to the Board. The Board shall make a recommendation following the withdrawal. The Forum shall consider the Board's recommendation and may accept it, reject it, or accept it with conditions.

5.11. The Forum shall have unfettered power to accept or reject withdrawal of membership including on conditions the Forum considers appropriate.

- 5.12. The provisions of these By-laws are intended to survive withdrawal of membership from RNZRSA and shall continue in full effect notwithstanding the termination of membership including for the removal of doubt this By-law 5 and Bylaw 9.1.

## **6. DISPUTE RESOLUTION**

- 6.1. Any Individual Member or Member Association who:
- a) wishes to bring a dispute, complaint or grievance to RNZRSA (including as between members); or
  - b) is in difficulty as determined by the Chief Executive and/or the National President and where that difficulty cannot be resolved by the Chief Executive and/or the National President;
- shall be referred to the Board and the Forum. The Forum may then approach that Member.
- 6.2. Following an approach by the Forum, the Member will have 20 working days to:
- a) set out the issues from the perspective of the Member; and
  - b) set out the steps the Member proposes to take to resolve the issues together with any help from RNZRSA the Member considers will be useful.
- 6.3. Following the expiry of the time period set out in By-law 6.2, or upon receipt of an approach from a Member, the Forum shall refer the matter to the Board for advice on governance issues affecting RNZRSA and other members. Following receipt of the Board's advice, the Forum shall write to the Member with the Forum's response to the Member including setting out the help RNZRSA considers it can arrange. RNZRSA may if the Member and the Forum consider it helpful provide the Member with third parties with appropriate skills to assist the Member.
- 6.4. If the Forum and/or the Member(s) are unable to reach agreement on a way to resolve the matter or matters at issue within no more than 20 working days of the date of the Forum's response to the Member under By-law 6.3, the Forum and/or the Member(s) shall submit the matter or matters at issue to mediation.
- 6.5. Mediation will be organized by RNZRSA and will take place in Wellington within 20 working days of either RNZRSA or the Member(s) determining that they are unable to reach agreement on a way to resolve the matter or matters at issue.
- 6.6. The mediation will be undertaken by officers of RNZRSA and/or the Member(s) authorized to reach a binding agreement, shall be on a confidential without prejudice basis and shall not include legal or other third party representation unless either party wishes to have such representation.

- 6.7. In the event the matter cannot be resolved through mediation or the Member or Members involved refuse to engage in mediation, the Member(s) will have 10 working days to provide options in writing to the Forum to resolve the matter or matters at issue.
- 6.8. In the absence of a reply or upon receipt of the Member's options, the Forum shall refer the matter or matters at issue to the Board for comment and recommendations. Following receipt of the Board's report the Forum shall decide on what, if any, further action needs to be taken in connection with the matter or matters at issue.
- 6.9. The action available to the Forum shall be whatever the Forum, following receipt of the Board's recommendation, considers is needed in connection with the matter at issue, including without limitation the right to suspend a Member or Members, pursue legal action, ask officers of other Members to engage with the Member or Members or such other outcome best suited to resolving the matter at issue as permitted by New Zealand law. In the event legal action is to be pursued, the Forum shall refer the matter to the Board to pursue such action in such manner as the Board considers appropriate. Subject to By-law 6.10, the Forum may recommend expulsion to National Council. Members agree to abide fully with any determination made by the Forum.
- 6.10. In the event the matter at issue is of sufficient seriousness that either the Board or the Forum consider urgent action is required to preserve the reputation and/or integrity of RNZRSA, another Member and/or the RSA Movement or the Member, the Board and Forum shall consult on the issue. Following such consultation, the National President and Chairman of the Board (or their nominees) shall meet with the Member or Members to determine a process for remedying the matter at issue. If the matter or matters at issue cannot be resolved, the National President and Chairman of the Board shall report to the Forum and the Board, and the Board will provide a recommendation to the Forum following which the provisions of By-law 6.8 and 6.9 shall apply.
- 6.11. Where the Forum or the Board is considering expulsion, they will consult with each other and if both agree that expulsion is appropriate, the Forum will provide the Member(s) with a report setting out that the Forum and the Board are proposing expulsion, the reasons for that proposal and seeking the Member or Members comments. The Member(s) shall have 20 working days to respond. In the absence of a response or if the response does not resolve or provide an acceptable process for resolving the matter, the Forum may recommend to National Council that the Member(s) be expelled. The Member(s) and the Forum shall each have an equal opportunity to speak to National Council on the recommendation to expel following which the recommendation to expel will be decided by National Council, a majority of 66% of those entitled to vote and voting required for the recommendation to expel to pass.

## **7. MEMBER INFORMATION**

### **Amendment of Member Information**

- 7.1. A person about whom Member Information has been collected or Member Association who has provided Member Information may apply to have the information held on the Register of

Members amended or corrected. To do so, that person or an Officer of the Member Association must apply in writing to the Chief Executive setting out:

- a) The person or Member Association's full name;
- b) A description of the information sought to be corrected/ amended;
- c) The reason the information is sought to be corrected/amended;
- d) The details of the correct information/ amendment sought.
- e) Whether the application is to be treated as urgent, and if so, why.

7.2. Upon receipt, the Chief Executive will consider the application and may:

- a) amend or correct the information as requested;
- b) request further information from the applicant;
- c) decline the application.

7.3. Applicants will be informed of the decision in writing within 20 working days of the receipt of the application. Corrections or amendments to information will be made as soon as practicable.

7.4. The Chief Executive may decline an application where RNZRSA holds a different view than the applicant regarding the correct information. Where an application is declined, the applicant may request that statement of the correction sought but not made be attached to the relevant record and the Chief Executive will do so.

#### **Access to RNZRSA Information**

7.5. Members shall be entitled to all information howsoever held that is in the control of RNZRSA upon request at such cost and on such terms as the Chief Executive determines except for confidential information as set out in the RNZRSA Constitution.

7.6. A person requesting information whether or not it includes Confidential Information and who does not accept the costs, terms or conditions surrounding the provision of information or the refusal to provide Confidential Information, may apply to the Board to review the Chief Executive's decision.

7.7. Upon receiving a request for a review the Board shall appoint a committee of 3 (three) of its members to undertake the Review.

7.8. The Chief Executive shall provide the Committee with such information as the Committee requests including for the removal of doubt any Confidential Information. The Committee may ask the person seeking the Review to provide more information. The Committee shall

prepare a report to the Board with a recommendation. While the Committee shall give reasons for its recommendation, there shall be no obligation on the Committee in doing so to release or otherwise identify the content of Confidential Information.

- 7.9. The records of the Committee are confidential and not available to any person.
- 7.10. The Board shall consider the report from the Committee and may ask the Committee to undertake further deliberations. Once satisfied with the report of the Committee the Board shall decide the Review and report the decision to the person making the request. The Board's decision shall be final.
- 7.11. Where the provision of Confidential Information would place the Chief Executive in breach of an obligation of confidentiality and the Chief Executive is unable to obtain agreement to release of the Confidential Information, the Chief Executive shall not be required to release the Confidential Information or otherwise breach the obligation of confidentiality held by the Chief Executive.

## **8. RNZRSA ACCOUNTS**

- 8.1. The Board shall cause proper accounts to be kept:-
- a) Of all sums of money received and expended by RNZRSA and the matters in respect of which such receipt and expenditure take place.
  - b) Of all the assets and liabilities of RNZRSA including all mortgages, charges and securities of any description affecting any of the property of RNZRSA.
- 8.2. The books of account shall be kept at the office of RNZRSA or at such other place or places as the Board shall determine, and they shall be open to the inspection of an accredited representative of a member of RNZRSA at such reasonable times and places as shall be determined by the Board.
- 8.3. All moneys received shall forthwith be paid in to such bank as shall be determined from time to time by the Board, after being entered in the books of RNZRSA as being received.
- 8.4. Payments of money shall be by cheque or electronic transfer authorised by a member of the Board or the Chief Executive, or during his absence (by reason of sickness or any other cause) from the City of Wellington, or such other place as may be the location of RNZRSA from time to time, by his Deputy who shall be appointed by the Board.
- 8.5. At the Annual General Meeting in each year the Board shall lay before the Council a statement of the income and expenditure and a balance-sheet containing a summary of the property and liabilities of RNZRSA including all trust funds, made up to the close of the financial year immediately preceding the meeting. Every such statement shall be accompanied by a Report of the Board as to the state and condition of RNZRSA.
- 8.6. At least twenty one (21) consecutive days before the date fixed for the Annual General Meeting of the Council, the Chief Executive shall email, post or provide by equivalent

technology to the Secretary of each Full Member and to each voting delegate appointed to attend such meetings a copy of the audited Statement of Accounts and Balance Sheet for the previous year.

8.7. RNZRSA shall comply with and make the returns required by law for the time being in force.

## **9. INTELLECTUAL PROPERTY**

9.1. RNZRSA holds IP which may be used by members on the following terms and conditions:

- a) use of IP held by RNZRSA is only permitted while a member remains a member in good standing of RNZRSA;
- b) all members shall comply with the terms and conditions surrounding use of IP notified by National Office from time to time;
- c) all benefit and goodwill deriving from a member's use of IP ensures to RNZRSA;
- d) no member shall allow a third party or the member of a Member Association to use the IP without the prior written approval of the Board.
- e) in the event use by a member of IP held by RNZRSA is the subject of complaint by a third party, the member shall:
  - i. immediately notify the Chief Executive,
  - ii. make no comment in connection with the use, allegation or IP; and
  - iii. co-operate fully with and follow the directions of RNZRSA;
- f) a member using the IP permits RNZRSA the right to access at any time the member's premises to remove any material including signage bearing IP of RNZRSA and shall indemnify and hold RNZRSA harmless against any loss, cost or harm that might be incurred by the member or RNZRSA as a consequence of RNZRSA exercising the right of access and removal of IP;
- g) a Member Association shall require its members to comply with this rule and the directions of RNZRSA in relation to IP.

## **10. PATRON**

10.1. National Council may invite the Head of State to be Patron of RNZRSA.

## **11. NATIONAL PRESIDENT & VICE PRESIDENT**

### **Elections of National President and National Vice Presidents**

11.1. The National President and National Vice Presidents shall be elected by National Council.

## **Nominations**

- 11.2. At the time nominations are called for the offices of National President and National Vice Presidents, the incumbents shall indicate whether they intend seeking re-election.
- 11.3. Nominations for those offices shall be made by Full Members on a form containing the name of the nominee, the name of the nominator and must bear the acceptance of the nominee. The nomination must be in the hands of the Chief Executive at least seven (7) weeks prior to the date of the National Council at which the election is to be held. The names of the candidates shall be advised to Full Members at least five (5) weeks prior to the date of the National Council at which the election is to be held.
- 11.4. If only one nomination is received for the office of National President, then that nominee shall be declared elected unopposed and no poll shall be necessary.
- 11.5. If only two nominations are received for the offices of National Vice Presidents then each nominee shall be declared elected as a National Vice President unopposed, and no poll shall be necessary.
- 11.6. If more than one nomination is received for the office of National President then a poll shall be held in accordance with the provisions of 11.9 – 11.12 below.
- 11.7. If more than two nominations are received for the offices of National Vice President, then a Poll shall be held in accordance with the provisions of 11.9 – 11.12 below.

## **Poll**

- 11.8. Should a poll be required for any of the offices of National President and/or National Vice Presidents, then the respective candidate(s) for each of those offices receiving more than fifty percent (50%) of valid votes cast shall be declared elected.
- 11.9. If in the first poll no candidate receives more than fifty percent (50%) of valid votes cast, then the candidate receiving the lowest number of votes will be omitted from the remaining polls and a further poll or polls will be held between the remaining candidates until one candidate gains more than fifty percent (50%) of votes cast.
- 11.10. The result of each poll held, and the number of votes received by the individual candidates for each office shall be announced before any subsequent poll for that office is held.
- 11.11. The results of the final poll for National President and of the final poll for the National Vice Presidents and the number of votes received by each candidate shall be announced before the close of business of the meeting.



### **Contingency Procedures – National President**

11.12. If after the closing of nominations, but before the election at National Council, the sole nominee for the office of National President dies, withdraws his nomination or otherwise becomes ineligible to stand for office, then the following shall apply:

11.13. Should any such event occur:

- a) Up to and including a date three weeks before the date of National Council, then nominations shall be called for, such nominations to be in the hands of the Chief Executive not later than 10 working days after the date from which nominations were called. The names of the candidates shall be advised to Full Members within three (3) working days thereafter;
- b) Less than three weeks before the date of National Council, then nominations shall be called for, such nominations to be in the hands of the Chief Executive not later than 10 working days after the date from which nominations were called, or should the available time not permit, by 09.30 hours of the first business session of National Council. The names of such candidates shall be delivered to delegates during the first business session.
- c) If no nominations are received for the office of National President then nominations for that office shall be called for from the floor at the Council meeting and an election held in accordance with the provisions of 12.3 – 12.12 above.

### **Contingency Procedures – National Vice Presidents**

11.14. If after the closing of nominations, but before the election at National Council, a nominee or nominees dies, withdraws his/their nomination, or otherwise becomes ineligible to stand for office, resulting in less than two (2), or no valid nominations remaining, then the following shall apply.

11.15. Should any such event occur:

- a) up to and including a date three weeks before the date of National Council, then nominations for the vacancy only, or the vacancies shall be called for, such nominations to be in the hands of the Chief Executive not later than 10 working days after the date from which nominations were called. The names of the candidates shall be advised to Full Members within three working days thereafter.
- b) If no nomination or insufficient nominations are received for the office(s) of National Vice President(s), then nominations shall be called for from the floor at the National Council meeting and an election held in accordance with the provisions of 12.3 – 12.12 above.

## **Tenure**

- 11.16. The National President shall be elected for a term of three years and may be re-elected for a second, but not a third, consecutive term. If the National President completes six consecutive years in that Office, then he must stand down for a period of one year, before again being eligible to stand for that Office.
- 11.17. The National Vice Presidents shall each be elected for a term of three years and may be reelected for a second, but not a third, consecutive term. A National Vice President who completes six consecutive years in that Office must stand down for a period of one year, before again being eligible to stand for that Office.
- 11.18. A stand down period of one year shall not apply, nor shall anything in these By-laws prevent a National President and/or a National Vice President from standing for a different Office to the one in which they have completed six consecutive years.

## **12. RNZRSA PRESIDENTS FORUM**

### **Purpose**

In addition to the purpose of the Forum set out in the Constitution, the Forum's role is:

- a) to advocate on veterans and ex-services well-being and related interests;
- b) the oversight and/or stewardship, in conjunction with the Board, of remembrance projects, events and protocols;
- c) promoting and maintaining a channel through which Full Members, the Districts and the membership at large can communicate their aspirations and concerns whether of a local or national nature, to the Board and to National Council;
- d) to promote and encourage a positive and productive relationship between Member Associations within a District and the respective District President, by amongst other things;
  - i. encouraging the development and adoption of Standard District rules which are in harmony with RNZRSA's Constitution;
  - ii. ensuring that Member Associations within a District comply with all regulatory requirements;
  - iii. coordinating the preparation of District Budgets and Business Plans.

### **The Forum's Powers and Authorities**

- 12.1. The Forum acting under the authority of National Council shall:
- a) in liaison with National Office be responsible for ensuring that Support Services are properly established and maintained within the Districts, including formal initial training and refresher training of local and District Support Officers;

- b) consider all applications for Awards within the parameters established by National Council, the Constitution and the By-laws and to develop policy for Awards provided that policy and changes to policy in connection with the Badge in Gold and Life Membership shall first be approved by National Council;
- c) appoint an Agenda Committee which in conjunction with the Board and National Office, will set the Agendas for meetings of the Council;
- d) consider all Remits presented for submission to the Council within the parameters as detailed in By-law 14.1;
- e) consider and approve all applications for membership of RNZRSA in accordance with By-law 2;
- f) act in matters of a disciplinary nature as detailed in the Constitution;
- g) manage RNZRSA sports policy and tournaments; and
- h) carry out such other functions or duties as may from time to time be assigned by National Council or be initiated by the Forum itself. This could include, for example, oversight and implementation of the annual speech competition.

#### **Meetings of the Forum**

- 12.2. Meetings of the Forum shall be called at such time and such place as the National President, as Forum Chair, may from time to time decide.
- 12.3. A quorum of the Forum may, by notifying the Chief Executive in writing so to do, convene a meeting of the Forum. Five clear days' notice in writing to this effect shall be given the members of the Forum by the Chief Executive of any meeting called in pursuance of this Bylaw.
- 12.4. At the request of the Forum Chair, or at its own motion, the Forum may hold an in-confidence meeting. No discussions, papers, information and minutes from such a meeting shall be disclosed to any person who was not in attendance at the meeting without the approval of the Forum.

#### **Method of voting at Forum Meetings**

- 12.5. Voting at any meeting of the Forum shall be in accordance with the rules for voting at National Council set out in the By-laws and every member present shall have one vote.

#### **Quorum**

- 12.6. The quorum for any meeting of the Forum shall be of a majority of the members entitled to vote. No business shall be transacted at any meeting of the Forum unless a quorum is present.

## **Proxies**

- 12.7. Proxy Voting in accordance with the process set out in these By-laws shall be permitted at any meeting of the Forum.

## **Adjournments at Forum Meetings**

- 12.8. The Chair of any meeting of the Forum may with the consent of the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business not completed at the meeting from which the adjournment took place.

## **13. NATIONAL COUNCIL**

### **Standing Orders**

- 13.1. The Standing Orders of National Council shall form part of these By-laws and are set out at Schedule One.
- 13.2. Where there are any inconsistencies between RNZRSA's Constitution and/or these Bylaws and the Standing Orders, the Constitution and the By-laws shall take precedence.

### **Method of Voting**

- 13.3. Every question submitted to National Council or to any meeting of the Board or Forum shall be decided as set out in this Rule:
- a) on the voices (either in person or by teleconference or other equivalent technology);  
or
  - b) by a show of hands; or
    - i. by postal poll; or
    - ii. by email or equivalent technology.
  - c) When voting on the voices or by show of hands, every member present shall have one vote.
  - d) In the case of an equality of votes the Chairman of the meeting shall have a casting vote in addition to any votes to which he may otherwise be entitled.
  - e) Unless a poll is demanded by the Chairman of the meeting or by at least three members present, a declaration by the Chairman of the meeting that a resolution has been carried or lost and an entry to that effect in the Minutes of the meeting shall be conclusive evidence of the fact without proof of the number of votes recorded in favour of or against such resolution.

- f) If a poll is demanded it shall be taken in such a manner and at such a time as the Chairman of the meeting may direct and the result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

- 13.4. The Chairman of any meeting of the Council may with the consent of the meeting adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place.

#### **Proxy Voting**

- 13.5. Proxy voting shall be permitted under these By-Laws. Proxy voting must be undertaken in accordance with the appropriate Proxy Representative Form, determined by whether the Proxy Vote is to be undertaken at National Council or at some other meeting as permitted under the Constitution or these By-Laws.

#### **Exercising a Proxy Vote**

- 13.6. For votes by poll, delegates will be issued with voting papers in one colour for their personal vote, and in a different colour for any proxies carried. For votes by show of hands, delegates will be issued with one card in a colour for their personal vote, and in a different colour for any proxy votes carried. Proxy votes “on the voices” or “by acclaim” will not generally be possible.

#### **13.7. PROXY REPRESENTATIVE FORM - NATIONAL COUNCIL**

If an Full, Affiliate or Life Member is entitled to vote as a delegate at a Council meeting, but is not able to attend the meeting, a proxy vote may be made under the following conditions:

- a. The Full, Affiliate or Life Member may authorise a qualified voting delegate who will be present at the Council meeting, to exercise their vote(s) on their behalf.
- b. Authorised assignment of a proxy shall be advised in writing to RNZRSA and between the parties.
- c. The Full, Affiliate or Life Member assigning a proxy shall notify the RNZRSA Chief Executive of the identity of its proxy carrier(s) for each vote to be exercised by proxy, no later than four weeks before the Council meeting.
- d. If for any reason a notified proxy-holder cannot attend the Council meeting, the party assigning the proxy may reassign that proxy to an eligible delegate who will be present at the Council meeting provided the change is notified to the Returning Officer at the beginning of the first plenary session and before any vote is taken.

Unless these conditions are met, the proxy vote will be void.

To assign a proxy at National Council, complete the form below and send it to The Chief Executive, RSA National Office, PO Box 27248, Marion Square, Wellington 6141, or email to

rochelleg@rsa.org.nz to arrive no later than **4 weeks** preceding National Council. Send the duplicate copy to the person nominated as proxy.

**APPOINTMENT OF PROXY AT NATIONAL COUNCIL**

In accordance with the By-Laws of RNZRSA, I/we appoint [listed below] to exercise my/our voting entitlement at National Council.

The voting entitlement must be exercised in accordance with the below instructions, or where no instructions have been given, the proxy may vote as they see fit.

List name of Member or person you are giving your proxy vote/s to. You may only assign the number of votes you are entitlement to.	
<b>1st vote</b> assigned to	
<b>2nd vote</b> assigned to	
<b>3rd vote</b> assigned to	
Number of votes you are entitled to at National Council	
Number of Delegates attending National Council on your behalf	
If there are fewer Delegates attending on your behalf than the number of votes you are entitled to, have you assigned your remaining votes to your own Delegate as proxy votes?	Yes / No
If yes, how many have you assigned?	
If no, did you allocate your entitlement to another Member or person	Yes / No
If yes, please ensure the name of your proxy holder/s is listed above.	

<b>For and on behalf of</b>	Name of Full Affiliate or Life Member
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<b>Sign and date</b>	Secretary
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National Council Voting Instructions

RESOLUTION TITLE	FOR	AGAINST	PROXY DISCRETION	ABSTAIN

**PROXY REPRESENTATIVE FORM – OTHER**

Step One – appoint a proxy to vote on your behalf

I, \_\_\_\_\_, hereby appoint \_\_\_\_\_ of \_\_\_\_\_, or failing him or her \_\_\_\_\_ of \_\_\_\_\_ as my proxy to act generally on my behalf and to vote in accordance with the following directions (or if no directions have been given, the proxy will vote as he or she sees fit at the meeting of \_\_\_\_\_ and at any adjournment of that meeting. If you wish, you may appoint as your proxy ‘the Chairman of the Meeting.’

Step Two – Voting Instructions/ Poll Paper (where a poll is called)

RESOLUTION TITLE	FOR	AGAINST	PROXY DISCRETION	ABSTAIN


**Step Three – Signature**

Signed \_\_\_\_\_

Contact Name \_\_\_\_\_

Telephone \_\_\_\_\_

Date \_\_\_\_\_

**Observers**

13.8. Any member entitled to be represented at Council meetings may send one observer to such meetings. Observers shall not have the right to speak or vote on any business at the Council meeting. The name of the observer shall be delivered to the Chief Executive no later than seven (7) weeks prior to the date of the National Council.

13.9. The Forum may invite any organisation, whether or not such organisation is a member of RNZRSA, to have observers at Council meetings

**Quorum**

13.10. No business shall be transacted at any meeting of the Council unless a quorum is present.

13.11. If within half an hour from the time appointed for any meeting a quorum is not present, the meeting if an extraordinary general meeting of the Council convened upon the requisition of members shall be dissolved. In any other case it shall stand adjourned to the next day at the same time and place, and the members present at the adjourned meeting may transact any business as if they constituted a full quorum.

**Adjournments**

13.12. The Chairman of any meeting of the National Council may with the consent of the meeting adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place.



## **Extraordinary Meetings of the Council**

- 13.13. The Board shall upon the requisition of the Forum or a Member, convene an Extraordinary General Meeting of the Council. Any such requisition shall specify the objects of the meeting requisitioned and shall be signed by the member making the same, and shall be deposited with the Chief Executive.
- 13.14. If the Board fails to convene an Extraordinary General Meeting, to be held within one calendar month from the time of such deposits, the requisitioners or a majority of them may themselves convene a meeting to be held no later than three calendar months after the date of such deposit.
- 13.15. At least fourteen days' notice specifying the place, the date and hour of any Extraordinary General Meeting, and the purpose for which it is to be held shall be sent by post to the Chief Executive and to members entitled to representation at any such meeting.

## **14. REMITTS**

- 14.1. Remits for a meeting of the Council shall be brought forward in the following manner: -
- a) Any Full Member, which desires to bring forward a remit to a meeting of the Council shall forward a copy of such remit to the District Secretary of their respective District by 30 June in each year, who will submit the remit to a meeting of that District's Full Members, at which time the remit is rejected, amended, or submitted to the Board on or before a date of seven weeks before the date fixed for the meeting of the Council which shall be the final date for the receipt of such remits.
  - b) Notwithstanding the provisions outlined in this By-law 14.1 the National President shall have the power to accept for consideration at the meeting any matter which the National President deems to be one of urgency.
  - c) The Chief Executive shall forward a copy of all remits to all Associations and Affiliated Members entered to representation at meetings of the Council, by a date at least twenty one (21) consecutive days before the meeting of the Council at which such remit is to be considered.

## **15. RNZRSA POLICY**

All resolutions of the Council shall form the policy of RNZRSA and shall be accepted as such and loyally supported by the Board, the Forum and by all Full Members and where appropriate, by all other member organisations.

## **16. RNZRSA MANUAL**

- 16.1. The RNZRSA Manual has been developed to provide members with education and guidance and to enable them to operate effectively. The various Chapters comprising the Manual may be accessed by logging on to Basecamp and can be found under 'Rules, Governance and Awards' – 'RNZRSA Rules'.

The RNZRSA Manual shall form part of these By-Laws of the RNZRSA. Where there are any inconsistencies between RNZRSA's Constitution and/or these Bylaws and the RNZRSA Manual, the Constitution and the By-laws shall take precedence.

## **17. RNZRSA BOARD**

17.1. The Board will govern its own procedures pursuant to the Constitution and the Board Charter.

## **ANNEXURES**

### **Law and compliance**

1. The legal framework includes legislation, codes, rules and the constitution. Legislation with which RSAs may have to comply from time to time might include the following. The operative provisions have been identified for easy reference
  - a. Incorporated Societies Act 1908
  - b. Charities Act 2005
  - c. Protected Disclosures Act 2000
  - d. Privacy Act 1993
  - e. Trustee Act 1956
  - f. Charitable Trusts Act 1957
  - g. Health and Safety in Employment Act 1992
  - h. Estate and Gift Duties Act 1968.
  - i. Gambling Act 2003
  - j. Sale and Supply of Alcohol Act 2012
  - k. If there are any questions contact the Chief Executive.

### **Governance Templates**

2. Member Associations (RSAs) are required to maintain good governance and provide strategic oversight of their operations. In doing so, a number of governance documents are usually maintained. For your convenience a number of such documents are included here in downloadable Word form for use by RSAs. They can be amended to suit each individual RSA's circumstances, provided the RSA remains within the Objects and Principles of this Constitution. They are:
  - a. Letter of appointment
  - b. Letter of advice of Directors' and Officers' Insurance Cover
  - c. Executive Committee Charter
  - d. Code of Conduct or Ethics
  - e. Remuneration Committee Charter
  - f. Audit Committee Charter
  - g. Nominations Committee Charter

## Management Policies

3. RSAs which operate trading operations are required to maintain oversight of management policies. Usually this is achieved by keeping an up to date Personnel Policy Handbook. An example is attached, covering the following areas:
  - a. RSA Objectives
  - b. Vision, Mission and Core Values
  - c. RSA Operating Structure
  - d. Conditions of Employment
    - i. Job Description
    - ii. Performance Reviews
    - iii. Punctuality and Attendance
    - iv. Annual Leave
    - v. Office Close Down (Christmas)
    - vi. Sick Leave
    - vii. Jury Service
    - viii. Military Leave
    - ix. Equal Opportunities and Workplace Harassment
  - e. Travel and Accommodation
    - i. Travel
    - ii. Accommodation and Associated Expenses
    - iii. Expenses Reimbursement
  - f. Use of Computers and Cell Phones
    - i. Computer Usage
    - ii. Electronic Messaging (including email) Usage
    - iii. Public Internet
    - iv. Social Networking Sites
    - v. IT Audit
    - vi. Termination
    - vii. Cell Phones
  - g. Personal Insurance and Protection of Employee Property
  - h. Privacy Act 1993
  - i. Media Communication
  - j. Member Service
  - k. Appearance and Dress Code
  - l. Code of Conduct
  - m. Company Vehicle Policy
  - n. Drugs and Alcohol
  - o. Smoking Policy
  - p. Health and Safety and Emergency Evacuation Procedures

### **Transition to the New Constitution Provisions**

4. The new Constitutional framework has been written to meet the terms of the proposed updated Incorporated Societies' Act. RSAs may bring their own constitutional frameworks into line with the new proposed legislation by adopting the following:

a. XXXX

b. XXXX

### **Risk Assessment and Reporting**

5. Good governance requires RSAs to understand the risks to their sustainability. Major risks should be mitigated so that the nett risk is within an acceptable policy framework. Templates for risk management are attached for RSAs to use.
  - a. Risk Policy document
  - b. Risk Matrix
  - c. Risks and mitigation tables