



**The Rules of The Swanson Memorial R.S.A
(Incorporated)**

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1. Name**1.1** The name of the Association shall be–

“The Swanson Memorial R.S.A. (Incorporated)”, hereinafter referred to as “the Association”.

2. Description**2.1** The Association is a society duly registered and incorporated under the Incorporated Societies Act 1908 and re-registered under the Incorporated Societies Act 2022.**2.2** The Association is (a) non-sectarian and (b) non-party political in that it does not, except by the submission of questions and the publication of answers thereto, influence or seek to influence the views of its members regarding any candidate for public office or any political or municipal party.**3. Interpretation****3.1** In these Rules–

- (a) the term “Returned Member” shall mean any person so defined in the First Schedule to these Rules.
- (b) the term “Service Member” shall mean any person so defined in the Second Schedule to these Rules.
- (c) the term “Associate Member” shall mean any person so defined in the Third Schedule to these Rules.
- (d) the term “Financial Member” shall mean any member of the Association whose current subscription or dues are paid in accordance with these Rules.
- (e) the term “Youth Member” shall mean any person so defined in the Fourth Schedule to these Rules.
- (f) the term “Service Personnel” shall mean any member of any branch of His Majesty's Forces.
- (g) the term “Executive Committee” shall have the meaning ascribed to it in Rule 20.
- (h) the term “Provisional Member” shall mean any person so defined in the Fifth Schedule to these Rules.
- (i) the term “Sub-Committee” shall mean any such Sub-Committee duly constituted by the Executive Committee under the provisions of Rules 24.5 and 24.6.
- (j) unless inconsistent with these Rules, all references to the singular shall be deemed to include the plural and vice versa and references to the masculine include the feminine and vice versa.
- (k) the term “Real Estate” shall mean all land and buildings owned by The Swanson Memorial R.S.A. (Incorporated).

- (l) the term “Act” shall mean the Incorporated Societies Act 2022.
- (m) the term “Legal Person” shall mean any individual, company, partnership, trust, association, incorporated society, or other entity recognised by law as having legal rights.
- (n) The term “RNZRSA” means Royal New Zealand Returned and Services Association Incorporated Society number 215442.
- (o) the term “Officer” shall have the meaning set out in section 5 of the Act.
- (p) the term “Notice of Motion” shall mean such notices in accordance with Rule 19.
- (q) the term “Annual General Meeting” or “AGM” shall mean a meeting of the Financial Members of the Association held once per year, called in accordance with Rule 14.
- (r) the term “Extraordinary General Meeting” or “EGM” shall mean a meeting of the Financial Members of the Association, other than an Annual General Meeting, called for a specific purpose or purposes in accordance with Rule 15.
- (s) the term “General Meeting” shall mean an Annual General Meeting or an Extraordinary General Meeting, as the context requires. All General Meetings will be conducted in accordance with the standing orders set out in the Sixth Schedule.
- (t) the term “Suspension” or “Suspended” shall mean the temporary cessation of a member’s rights and privileges of membership as set out in these Rules, without terminating that members membership.
- (u) for the purposes of rule 15.1 the term “requisition” shall mean a letter addressed to the Secretary setting out by way of notice of motion, the purpose of the meeting and the reasons for the meeting.

4. Objects

4.1 The objects for which The Swanson Memorial R.S.A. (Incorporated) is established are—

- (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 inculcate in the individual a sense of responsibility to their fellow citizens, their local community, and the wellbeing of humankind.
- (d) To perpetuate the comradeship born of service and to promote the general wellbeing of current and former Service Personnel and their respective dependants.
- (e) To promote and support the charitable objectives of the Association.

- (f) To support current and former Service Personnel, their respective dependants, and the former dependants of deceased Service Personnel.

5. Powers

- 5.1 Except where stated otherwise in this Constitution, the Association has full rights, powers and privileges granted to it by the Act including but not limited to, the following—
- (a) to trade, make profits and/or losses;
 - (b) to construct, maintain, improve, alter, expand, demolish, remove, replace, manage, acquire, hold, gift, donate, sell, bail, exchange, license, lease, mortgage, grant security interests over, and otherwise encumber, exhaust, use and/or exploit any and all forms of real or intangible property;
 - (c) to establish, disestablish, undertake, execute, and manage any trusts;
 - (d) to lend, borrow, gift, invest or otherwise manage any form of money, security, or asset;
 - (e) to write down or write off any debt to the extent it may be considered irrecoverable;
 - (f) to communicate, discuss, and represent any information or concerns to governments, regulatory bodies, organisations or Legal Persons, in the interests of furthering the Objects;
 - (g) to join or collaborate with, any organisation, body, or individual, and to incorporate companies, enter partnerships and joint ventures, provided this does not conflict with the Objects;
 - (h) to delegate powers or responsibilities and to ensure that the responsibilities are performed, completed or complied with;
 - (i) to the extent permitted by law, to indemnify including to obtain insurance cover, for Executive Committee members and others in accordance with Rule 44;
 - (j) without limiting the above, the ability to take any actions, incur any costs, and complete any documents that, in the opinion of the Association, support the fulfilment of its Objects;
 - (k) to terminate the membership of members, remove Executive Committee members, remove the Executive Committee, and take all other action, in accordance with these Rules.
 - (l) to sponsor the formation of and accept affiliation from a Women’s Section. The name of which shall be the “Women’s Section to The Swanson Memorial R.S.A. (Incorporated)” provided that the rules of the Women’s Section shall conform to the guidelines established by RNZRSA and/or likeminded association and approved by the Association.

5.2 The powers set out in Rule 5.1 are independent main powers, and they shall be applied broadly. They are not to be interpreted in a way that limits the Association's ability to achieve its Objects or operations.

6. No Private Financial Gain, and Exceptions

6.1 No private financial gain may be made by any member from the Association, except that—

- (a) any member may receive full reimbursement for all expenses properly incurred by that member in connection with the affairs of the Association;
- (b) the Association may pay reasonable remuneration to any Officer or servant of the Association (whether a member or not) in return for services actually rendered to the Association;
- (c) any member may be paid all usual professional, business or trade charges for services rendered, time expended and all acts done by that member or by any firm or entity of which that member is a member, employee or associate in connection with the affairs of the Association;
- (d) any member may retain any remuneration properly payable to that member by any company or undertaking with which the Association may be in any way concerned or involved for which that member has acted in any capacity whatever, notwithstanding that that member's connection with that company or undertaking is in any way attributable to that member's connection with the Association.

6.2 The Executive Committee and the Officers of the Association, in determining all reimbursements, remuneration and charges payable in the terms of this clause, shall ensure that the restrictions imposed by the following clause are strictly observed.

7. Restrictions on Benefits to and Influence by Interested Persons

7.1 Notwithstanding anything contained or implied in these Rules, any person who is—

- (a) an Officer, Secretary or member of the Association; or
- (b) a shareholder or director of any company carrying on any business of the Association; or
- (c) a settlor or trustee of any trust which is a shareholder of any company carrying on any business of the Association; or
- (d) an associated person (as defined by the Income Tax Act 2007) of any such Officer, Secretary, member, settlor, trustee, shareholder or director

shall not by virtue of that capacity in any way (whether directly or indirectly) determine or materially influence in any way the determination of the nature or the amount of any benefit or advantage or income or the circumstances in which it is or is to be received, gained, achieved, afforded or derived by that person.

- 7.2 A person who in the course of and as part of the carrying on of their business of a professional public practice shall not, by reason only of their rendering professional services to the Association or to any company by which any business of the Association is carried on, be in breach of the terms of this rule.

8. Association Membership

- 8.1 The membership of the Association shall consist of–

- (a) **Returned Members**
Persons who are defined in the FIRST SCHEDULE to these Rules.
- (b) **Service Members**
Persons who are defined in the SECOND SCHEDULE to these Rules.
- (c) **Associate Members**
Persons who are defined in the THIRD SCHEDULE to these Rules.
- (d) **Youth Members**
Persons who are defined in the FOURTH SCHEDULE to these Rules.
- (e) **Provisional Members**
Persons who are defined in the FIFTH SCHEDULE to these Rules.
- (f) **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 local service. A Life Member shall be deemed to be a Financial Member of the Association for all purposes without being required to pay an annual subscription.

- 8.2 Women's Section affiliated to The Swanson Memorial R.S.A. (Incorporated)
The membership of the Section shall consist of–

- (a) Women members of the Association.
- (b) Subscriptions to be set by the Women's Section at their Annual General Meeting, to be used as the Section sees fit.
- (c) Women Section members must be members of the Association and have paid the prescribed fee.
- (d) Honorary Members - persons not otherwise eligible for membership who have rendered outstanding service to the Section or to the Association and who have, after consideration of the Executive Committee, been elected by ballot at an Annual General Meeting of the Section, shall have the right to hold an honorary office within the Executive Committee and shall exercise speaking and voting rights.

9. Mode of Admission to Returned and Service Membership

- 9.1 Any person wishing to enrol for membership under categories 8.1(a) or 8.1(b) shall–
- (a) complete and sign the appropriate form and pay the prescribed fee; and

- (b) upon proof that they are possessed of the necessary service credentials under these Rules, and are otherwise eligible, they shall be enrolled as a member.

10. Mode of Admission to Associate, Youth, or Provisional Membership

- 10.1 Any person of good repute and subscribing to the objects of the Association, seeking admission under categories 8.1(c), 8.1(d), or 8.1(e) shall complete and sign the appropriate form of application for membership. All applications for membership must be approved by the Executive Committee and an application for membership may be denied by the Executive Committee without reasons being given.

11. Mode of Transfer of Membership

- 11.1 The Association shall admit to its own membership any member of another local Association who possesses the qualifications for membership as set out in Rules 8.1(a), 8.1(b), 8.1(c), and 8.1(d) of these Rules. Such transfer shall be affected on receipt of a certificate from the Secretary of that local Association that the member has paid subscription for the current year and recommending them for membership.
- 11.2 Notification of any such transfers shall be forwarded forthwith to the member's former local Association.

12. Modes of Termination of Membership

12.1 Non-Payment of Subscription

Any member who fails to pay their subscription by the due date shall be deemed to have their membership suspended as at the due date for payment and such suspension shall remain in place until the subscription, and all arrears have been received in full. If a subscription (and any other arrears) remains unpaid for a period of 90 days after due date (or at any time thereafter) the Executive Committee may terminate the member's membership without being required to give prior notice to the member.

12.2 Resignation

Any member may resign their membership by correspondence addressed to the Secretary or Manager of the Association to that effect.

12.3 Expulsion

Refer to Rule 13.2(a) below.

13. Disputes Resolution and Disciplinary Action

- 13.1 Subject to Rule 13.2 all disputes shall be resolved using the procedures set out in clauses 2 to 8 of Schedule 2 of the Act.

13.2

- (a) If the outcome of a dispute may be the suspension or expulsion of a member then, the resolution of such dispute shall be completed in accordance with Schedule 2 of the Act but provided that the resolution of the dispute must be

determined by a Disciplinary Committee, the members of which will be determined by the Executive Committee.

- (b) If the decision of a Disciplinary Committee established in accordance with Rule 13.2(a) is appealed by a party to the dispute then the appeal (which must be made not more than 20 working days after the decision of the Disciplinary Committee) will be determined by an Appeals Committee appointed by the Executive Committee comprising:
- (i) a practising barrister and solicitor of not less than seven (7) years post qualification experience;
 - (ii) a member of the Executive Committee;
 - (iii) a member of the Association who shall not be a member of the Executive Committee;
- and the decision of the Appeals Committee shall be final and binding.
- (c) The appeal will not proceed (in which case the decision of the Disciplinary Committee will remain final and binding) unless the person making the appeal has first paid to the Association a sum of money determined by the Executive Committee to cover the costs and expenses of the appeal.

14. Annual General Meetings

- 14.1 An Annual General Meeting of the Association shall be held in the month of June each year (or such other month as shall be fixed by the Executive Committee) at such date time and place as shall be fixed by the Executive Committee. The notice of meeting shall be advertised at least 30 days in advance by formal notice in the Club rooms, multi-media, website, email notice or Association newsletter. Any inadvertent failure by the Executive Committee to advertise the annual general meeting, in any of the ways contemplated by this rule will not invalidate the meeting.

15. Extraordinary General Meetings

- 15.1 All General Meetings other than Annual General Meetings shall be Extraordinary General Meetings. The Executive Committee may, whenever it thinks fit, or upon a requisition in writing by twenty members, convene an Extraordinary General Meeting. 21 days' notice of an Extraordinary General Meeting must be given to Members.

Any notice of Extraordinary General Meeting given by the Executive Committee or requisitioned as the case may be, shall specify the purposes of the meeting so notified and shall be signed for and on behalf of the Executive Committee, or, in the case of a notice of meeting by requisition, by the members of the Association making the requisition, and shall be deposited with the Secretary of the Association. The meeting must be convened only for the purposes specified in the requisition or in the notice of meeting. If the Secretary does not call the Extraordinary General Meeting within 14 days or receipt of a requisition, then, the members making such a requisition or a majority of them, may themselves convene an Extraordinary General Meeting to be held not later than three calendar months after the date of the requisition.

15.2 Notices of Extraordinary General Meeting shall be advertised prior to the commencement of the 21 day period referred to above, by formal notice in the Club rooms, multi-media, website, email notice or the Association newsletter. Any inadvertent failure by the Executive Committee to advertise an Extraordinary General Meeting, in any of the ways contemplated by this rule will not invalidate this meeting.

16. Quorum at any General Meetings

16.1 The quorum for any General Meeting shall be thirty-five (35) of members admitted under Rules 8.1(a), 8.1(b), or 8.1(c).

16.2 No business shall be transacted at any meeting unless a quorum of such members is present.

16.3 If within half an hour from the time appointed for any meeting a quorum is not present at the meeting then, in the case of an Extraordinary General Meeting requisitioned by members it shall be dissolved and the notice of such meeting automatically withdrawn, and in any other case it shall stand adjourned to the same day in the next week 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.

17. Method of Voting

17.1 Every question submitted to any General Meeting of the Association or to any meeting of the Executive Committee shall be decided in the first instance on the voices or by a show of hands. Every member present shall be entitled to record one vote and no more upon every question. In the case of an equality of votes the chair shall, whether upon a vote being taken by a show of hands or by a ballot as hereinafter provided for, have a second or casting vote.

17.2 Unless a ballot is demanded by the chair or by at least three members present, a declaration by the chair that a resolution has been carried or lost and an entry to that effect in the Minute Book shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against such resolution.

17.3 If a ballot is demanded it shall be taken in such a manner as the chair of the meeting may direct and the result of the ballot shall be deemed to be a resolution of the meeting at which the ballot was demanded.

A demand for a ballot may be withdrawn. The demand for a ballot shall not prevent the continuance of a meeting and for the transaction of any business other than the question on which a ballot has been demanded.

17.4 Votes shall be given personally, not by proxy.

17.5 The methods of voting set out in rule 17 have no application in respect of the election of the Executive Committee (rule 23). For the sake of clarity the Executive Committee will be elected only in accordance with the rules set out in rule 23.

18. Adjournments of Meetings

18.1 The chair of any meeting may with the consent of that 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 the business left unfinished at the meeting from which the adjournment took place.

19. Notices of Motion

19.1 Financial Members may raise motions for consideration at an AGM by written notice to the Executive Committee, which must be in the hands of the Secretary at least 21 days before the meeting at which the motion is intended to be moved.

19.2 Any motion carried at an Annual General Meeting or Extraordinary General Meeting will come into effect immediately, with the exception of any changes made to these Rules under Rule 35("Alteration of Rules"), which shall take effect only upon registration with the Registrar of Incorporated Societies.

20. Executive Committee

20.1 The Executive Committee shall constitute the committee of the Association for the purposes of sections 45 and 46 of the Act.

20.2 Subject to the rules set out in rule 20.1 to 20.7 inclusive, the Financial Members of the Association admitted under Rules 8.1(a), 8.1(b), or 8.1(c) shall be eligible for election to the Executive Committee subject to Rule 20.7.

20.3 The Executive Committee shall comprise—

- (a) the President;
- (b) the Vice President;
- (c) the Treasurer;
- (d) the Secretary; and
- (e) a minimum of three and a maximum of five Ordinary Committee Members.

20.4 The members of the Executive Committee shall be the legally recognised Officers of the Association.

20.5 The President shall be the chair of the Executive Committee or, in their absence, the Vice President.

- 20.6 The election of the Executive Committee shall take place at Annual General Meetings, in accordance with Rule 23 and the following provisions–
- (a) Officers shall be elected for a term of two years (“election cycle”), expiring at the end of the AGM in the year corresponding with the last year of each Officer’s term of office.
 - (b) To promote continuity and experience within the Executive Committee, elections shall be staggered as follows–
 - (i) In one election cycle, the President and Secretary shall be elected;
 - (ii) In the following election cycle, the Vice President and Treasurer shall be elected;
 - (iii) Ordinary Committee Members shall be elected such that approximately half of the positions are subject to election each year.
 - (c) Officers shall be eligible for re-election at the conclusion of their term, and there shall be no maximum number of terms that may be served by any member of the Executive Committee.

20.7 Eligibility for membership of the Executive Committee–

- (a) No members admitted under Rules 8.1(a), 8.1(b), or 8.1(c) shall be eligible for election as President, Vice President, Treasurer, or Secretary of the Association unless they have served at least one year on the Executive Committee within the previous three years.
- (b) No member admitted under Rules 8.1(a), 8.1(b), or 8.1(c) shall be eligible for election to the Executive Committee or to nominate or second persons for election to the Executive Committee unless the member has had at least one-year continuous membership of the Association.
- (c) No person who is employed by the Association shall be eligible for election to the Executive Committee.
- (d) No person who is an undischarged bankrupt shall be eligible for election to the Executive Committee.
- (e) Any person standing for election to the Executive Committee shall, at the time of their nomination, disclose to the membership the existence of any criminal conviction for a serious offence in their past. “Serious” shall include, but is not necessarily limited to, any conviction for fraud, theft, assault, sexual offence, or any offence involving illegal drugs, but shall not include offences which do not carry a possible term of imprisonment.

21. Role of President

- 21.1 The President’s role includes the leadership of the Association to ensure the effective operation of the Association in the best interests of the Association.
- 21.2 The President will bring integrity to the position, represent the honour of the Association, and uphold the Objects.

- 21.3 The President's responsibilities include amongst other duties:
- (a) representing the Association at a local, district, and national level as required;
 - (b) serving as a public spokesperson for the Association;
 - (c) carrying out ceremonial duties on behalf of the Association;
 - (d) being the Delegate of the Association in relation to meetings of the RNZRSA National Council; and
 - (e) being the chair of all General Meetings; and
 - (f) showing leadership in respect of matters of good governance by initiating the making of, and regular review of, a strategic plan and business plan for the Association.
- 21.4 The President is the contact person for the Association for the purposes of the Act (and in the event of any President vacancy, the Executive Committee will appoint a temporary contact person).

22. Role of Vice President

- a. The Vice President will bring integrity to the position, represent the honour of the Association, and uphold the Objects.
- b. The Vice President's responsibilities include assisting the President with their duties as requested from time to time.
- c. If the President, for any reason is unable to fulfil his or her duties, or chair a General Meeting or Executive Committee meeting, then the Vice-President will take the place of the President on such occasions.

23. Election of the Executive Committee

- 23.1 Nominations for members of the Executive Committee shall be called for by the Secretary at least 30 days prior to the date of the Annual General Meeting and the final date for receipt of nominations shall be the final date set aside for the receipt of Notices of Motion.
- 23.2 Each candidate for election to the Executive Committee under Rule 20 shall be nominated and seconded by Financial Members admitted under Rules 8.1(a), 8.1(b), or 8.1(c), on the form to be provided.
- 23.3 Financial Members admitted under Rules 8.1(a), 8.1(b), or 8.1(c) may vote for all positions as defined in Rule 20.3.
- 23.4 Where the number of persons nominated exceed vacancies, then a ballot shall be conducted during the meeting as follows:
- (a) Prior to the date of the Annual General Meeting the Secretary shall have printed ballot papers bearing the surname and forenames of each candidate in alphabetical order. The ballot papers shall also contain details of the number of vacancies to be filled and instructions on the method of voting.
 - (b) No other information is to appear on the ballot paper.

(c) The scrutineers shall give a written report to the chair who shall announce the results of the election, including the number of votes cast in favour of each candidate at the reconvened Annual General Meeting.

- 23.5 In the event of there being an equality of votes for any vacancy the chair shall determine the result by casting a vote or second vote.
- 23.6 Where the number of persons nominated is no greater than the number called for, those persons so nominated shall be declared duly elected.
- 23.7 If there are insufficient nominations to fill the remaining minimum number of vacancies then the chair shall call for nominations at the annual general meeting for persons to fill the minimum number of vacancies and the persons so nominated at the meeting shall be declared to be members of the Executive Committee.

24. Powers of the Executive Committee

- 24.1 The management and control of the Association and its properties real and personal shall be vested in the Executive Committee.
- 24.2 The Executive Committee may appoint a Manager of the Association. The Manager will be a paid employee of the Association, and the Executive Committee may fix their remuneration and the period of their engagement and such other terms and conditions of employment as the Executive Committee shall think fit. The President shall have authority delegated by the Executive Committee and subject to the Executive Committee's final approval at all times to manage the relationship of the Manager with the Association – such management will include hiring the manager, fixing remuneration and regular performance reviews.
- 24.3 The Manager shall appoint such other staff as are deemed necessary for the efficient management of Association affairs.
- 24.4 The Executive Committee may exercise all such powers and do all such acts and things as may be exercised or done by the Association as are not hereby or by Statute expressly directed or required to be exercised or done by the Association in General Meeting.
- 24.5 The Executive Committee may appoint such Sub-Committees as are necessary to carry out the business of the Association.
- 24.6 The Executive Committee may delegate such of its powers as it deems fit.

25. Meetings of the Executive Committee

- 25.1 The Executive Committee shall meet at least six times a year at such place and time as the Executive Committee shall determine. At least three clear days' notice shall be given to each member of the Executive Committee.
- 25.2 A meeting of the Executive Committee may be held either–
- (a) by a number of the members of the Executive Committee who constitute a quorum, being assembled together 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 Executive Committee participating and constituting a quorum can simultaneously hear each other throughout the meeting.

25.3 The President or any three members of the Executive Committee may at any time convene a meeting of the Executive Committee upon giving three days' notice to the members of the Executive Committee.

26. Method of Voting at Executive Committee Meetings

26.1 Voting at any meeting of the Executive Committee shall be in accordance with Rule 17 hereof.

27. Quorum of the Executive Committee

27.1 The quorum for any meeting of the Executive Committee is attendance by at least a majority of Executive Committee members which must include the President or the Vice-President and the Secretary or the Treasurer.

27.2 No business shall be transacted at any meeting unless a quorum of members is present.

27.3 If within half an hour from the time appointed for any meeting a quorum is not present at the meeting it shall stand adjourned to the same day in the next week at the same time and place and the Executive Committee members present at the adjourned meeting may transact any business as if they constituted a full quorum.

28. Vacation of, or Removal from Office

28.1 Any member of the Executive Committee shall vacate their office—

- (a) If they are absent from three consecutive meetings without leave of the Executive Committee.
- (b) During any period of bankruptcy, or if they become of unsound mind.
- (c) If by notice in writing to the Secretary they resign their office.
- (d) Becomes an employee of the Association (for clarity, receiving an honorarium or reimbursement does not count as employment).

28.2 A member of the Executive Committee may be removed from office, by a resolution of a majority of the other members of the Executive Committee, if they are, during any period in office, convicted of any serious criminal offence. "Serious" shall include, but is not necessarily limited to, convictions for fraud, theft, assault, sexual offence, or any offence involving illegal drugs, but shall not include traffic infringement matters or offences which do not carry a possible term of imprisonment.

- (a) Any member of the Executive Committee so convicted shall notify the Executive Committee of such conviction and shall stand aside whilst the Executive Committee considers the matter. A reasonable opportunity to provide an explanation shall be given to them, before any decision to remove them from office is made.

- 28.3 Any vacancies on the Executive Committee may be filled by appointment by the Executive Committee, and the appointee shall hold office until the next AGM at which voting shall take place.
- 28.4 Any member or members of the Executive Committee, or the Executive Committee in total, may be removed from office by a resolution passed by not less than two thirds (2/3) of valid votes cast at any General Meeting, of which proper notice and the purpose of the meeting was given, in accordance with these Rules.
- 28.5 Any vacancy or vacancies on the Executive Committee resulting from action taken under 28.4 above shall be filled in accordance with 28.3 above.
- 28.6 Notwithstanding the provisions of Rule 23, in the event that the Executive Committee is removed in total, then at that same meeting members shall call for nominations, and shall elect an interim committee to conduct the affairs of the Association, pending fresh elections to be held within three (3) months or at the next AGM, whichever event occurs first.

29. Subscriptions

- 29.1 The annual subscription for all members, shall be such sum or sums as may be determined by the Executive Committee from time to time, provided however that the annual subscription payable by members admitted under Rule 8.1(c) shall not be less than that payable by members admitted under Rules 8.1(a) and 8.1(b).
- 29.2 Subscriptions shall be due and payable on the last day of December each year.
- 29.3 In the case of a new member, the membership fee shall be determined on a prorated basis for the balance of the financial year.
- 29.4 The Executive Committee at its discretion shall have power to remit subscriptions in whole or in part for any member or any particular class of member.
- 29.5 The Executive Committee shall remit subscriptions under Rule 29.4 of these Rules for all serving uniformed members of the New Zealand Defence Force and New Zealand Police eligible for admittance under Rules 8.1(a) and 8.1(b).
- 29.6 No person who from any cause whatsoever ceases to be a member shall have any claim upon the Association for a refund of the whole or any part of any subscription paid by them to the Association.
- 29.7 Only Financial Members shall be entitled to the privileges of membership.

30. Accounts

- 30.1 The financial year of the Association shall begin on the first day of January in each year and shall expire on the last day of December of the following year.
- 30.2 The Executive Committee shall keep true accounts—
- (a) of all sums of money received and expended by the Association and of the matters in respect of which such receipts and expenditure take place.

- (b) of all assets, credits and liabilities of the Association including all mortgages, charges and securities of any description affecting any property of the Association.
- 30.3 At least once in each year the accounts of the Association shall be audited.
- 30.4 The books of account shall be kept at the office of the Association or at any such other place as the Executive Committee may determine and they shall be open to the inspection of members of the Association at such reasonable times and places as shall be determined by the Executive Committee. All monies received after being entered in the Books of the Association as being received shall be forthwith paid into a bank to be appointed by the Executive Committee.
- 30.5 Payment of all monies shall be made by electronic transfer signed by any two of the following - President, Vice President, Treasurer, Secretary, Manager or any other person appointed by the Executive Committee.
- 30.6 Information to be presented at annual general meeting:
 - (a) At each general meeting the Executive Committee must present the following information:
 - (i) An annual report on the operations and affairs of the Association during the most recently completed accounting period;
 - (ii) The financial statements for the Association for that period;
 - (iii) Notices of the disclosures, or types of disclosures made under sections 62 and 63 of the Act (disclosure of interest) during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate).
 - (b) The annual report must contain the information prescribed in regulations made under the Act from time to time (if any).
- 30.7 The Association 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 thereunder.

31. Auditor

- 31.1 An Auditor, who should preferably be a member of the Chartered Accountants Australia and New Zealand and who shall not be a member of the Executive Committee, shall be appointed at each Annual General Meeting of the Association.
The current Auditor shall be eligible for re-election. In the case of any vacancy during the year, the Executive Committee shall appoint an Auditor.

32. Borrowing Money

- 32.1 The Executive Committee shall have power, only if authorised by a resolution passed by not less than two thirds (2/3) of valid votes cast at any General Meeting of the Association, to borrow or raise money and secure payment over the assets of the Association of the same or to secure the payment of any money owing by the Association or the satisfaction or performance of any obligation or liability incurred or undertaken by the Association in such manner as the Association 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 Association's property (whether present or future) provided however that the authority of a General Meeting will not be required for the borrowing and securing over the assets of the Association of amounts not exceeding at any one time the sum of \$250,000.
- 32.2 The Executive Committee may purchase, redeem or pay off any such security or securities.

33. Capitation

- 33.1 The Association may, by resolution of the Executive Committee, pay capitation or affiliation fees to any like-minded body or organisation to which the Association is affiliated or with which it shares common objectives.

34. Awards

- 34.1 At a General Meeting of the Association upon the recommendation of the Executive Committee any Returned, Service or Associate Member may be awarded Life Membership of the Association or any other such award, in recognition of local service.

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

- 34.2 Where an award is made in terms of paragraph 34.1 of this Rule the Executive Committee shall arrange for details of the award to be endorsed on an appropriate Certificate for issue to the member. Any nomination to RNZRSA for a national award may be made at a General Meeting of the Association, upon the recommendation of the Executive Committee.

35. Alteration of Rules

- 35.1 The Rules of the Association may be altered, added to or rescinded an Extraordinary General Meeting of the Association called by the Executive Committee.
- 35.2 No addition to or alteration or rescission of the following Rules of the Association shall be made unless such addition, alteration or rescission is consistent with the charitable purposes of the Association and unless such addition, alteration or rescission is first approved by the Inland Revenue Department.

- (a) Rule 4.1(e) ("Objects - Charitable Objectives")
- (b) Rule 6 ("No Private Financial Gain, and Exceptions")

- (c) Rule 7 (“Restrictions on Benefits to and Influence by Interested Persons”)
- (d) Rule 35 (“Alteration of Rules”)
- (e) Rule 43 (“Liquidation”)

35.3 The Association shall register any alteration of or addition to these Rules as required by any statutory provisions for the time being in force.

36. Conduct of Meetings of the Association

36.1 The conduct of meetings of the Association shall be in conformity with the Sixth Schedule hereto.

37. Minutes

37.1 The Executive Committee shall cause Minutes of all meetings to be duly entered in the Minute Book provided for that purpose.

38. Changes of Address

38.1 Every member shall communicate to the Secretary or Manager any change of address and all notices posted to the last notified address shall be valid and deemed to have been given on the day following the day of posting.

39. Register of Members

39.1 The Association must keep a register of members in accordance with section 79 of the Act.

40. Sale of Association Real Estate

40.1 Subject to the provisions of Rule 1 of these Rules the Association may dispose of its Real Estate, in part or in total by way of gift, sale or transfer by a resolution in favour of such gift, sale or transfer of not less than two thirds (2/3) of valid votes returned at a General Meeting or from an online ballot of Financial Members admitted under Rules 8.1(a), 8.1(b), or 8.1(c).

In relation to an online ballot the closing date for the receipt of online ballots at the registered office of the Association shall not be less than 30 or more than 60 days after the day on which the online ballot was made available to members.

41. Withdrawal from Membership of RNZRSA

41.1 The Association may withdraw from membership of RNZRSA by a resolution in favour of such withdrawal of not less than two thirds (2/3) of the members present in person, cast at a Extraordinary General Meeting called for the purpose by the Executive Committee.

41.2 Withdrawal from membership under 41.1 above shall be subject to compliance with the following conditions–

- (a) 14 days' prior written notice shall be given to the Chief Executive of RNZRSA (Inc) of any Notice of Motion to withdraw from membership which has been given to members pursuant to these Rules.
- (b) Such notice shall be accompanied by payment in full of all capitation and other sums due by the Association.
- (c) Such notice shall specify the date from which it is intended that the withdrawal shall become effective;
- (d) Immediately after the motion to withdraw from membership has been adopted by the members in General Meeting, the Chief Executive of RNZRSA shall be notified of the decision.

42. Sale and Supply of Alcohol

- 42.1 The Association will at all times comply with the Sale and Supply of Alcohol Act 2012 (“the legislation”) and any regulations made pursuant to the legislation. The Association will also comply at all times with any acts and regulations that amend or are in substitution for the legislation.
- 42.2 Without limiting the generality of anything in rule 42.1 the Association will at all times comply with sections (“the sections”) 60, 61 and 62 of the legislation. The sections are included in these Rules as if set out in at length in these Rules.
- 42.3 Any member being intoxicated so as to be a nuisance on the Associations premises may immediately be suspended by the Duty Manager. Any such suspension must be reported in writing to the Manager giving the reasons and a meeting of the Executive Committee to discuss the suspension, shall be called, if deemed necessary, by the President.

43. Liquidation

- 43.1 Any decision that the Association to cease operations and be removed from the Register of Incorporated Societies or be liquidated shall be governed by the following procedure:
 - (a) The Executive Committee must first resolve to put a motion (“the motion”) before an extraordinary general meeting of the Association that the Association cease operation and be either removed from the Register of Incorporated Societies or liquidated;
 - (b) The motion must be passed at an extraordinary general meeting called for the purpose held not earlier than 30 days and not later than 60 days after the resolution of the Executive Committee.

43.2 If upon the Association ceasing operations or being liquidated there remains after the satisfaction of all its liabilities, any property whatsoever, the same shall not be paid or distributed among the members of the Association but shall be gifted or transferred to some other institution or society having similar objects to the Association, and the institution or society shall be determined by a two-third majority of members of the Association present in person at a extraordinary general meeting of the Association called for the purpose. In default of such determination, then the institution or society shall be determined by either the Registrar of Incorporated Societies or the High Court of New Zealand.

44. Indemnity and Insurance for Executive Committee, Employees, and Members

44.1 The Association may indemnify or obtain insurance for an Executive Committee member, an employee or a member for liabilities or costs to the extent permitted by law. This includes indemnifying or insuring an Executive Committee member for liabilities or costs for—

- (a) liability (other than criminal liability) for a failure to comply with any duty imposed by law, or this Constitution, of an Executive Committee member in their capacity as an Executive Committee member; and
- (b) costs incurred by the Executive Committee member in defending or settling any claim or proceeding relating to that liability.

44.2 The Association shall indemnify each Executive Committee member for all—

- (a) liability (other than Association) for any act or omission in their capacity as an Executive Committee member; and
- (b) costs incurred by them in defending or settling any claim or proceeding that relates to that liability.

44.3 However, this indemnity does not cover—

- (a) criminal liability;
- (b) their own fraudulent act or acts;
- (c) their own recklessness; or
- (d) liability that relates to the Executive Committee member's dishonesty, wilful misconduct, gross negligence or dereliction of duty.

45. Registered Office

45.1 The Association shall at all times have a registered office which shall be situated at 663 Swanson Road, Swanson, Auckland 0612 or at such other place as may be determined from time to time by the Executive Committee.

46. Bylaws

46.1 The Executive Committee may from time to time make, amend, and revoke bylaws for the management of the Association, use of its premises and facilities, and codes of conduct applicable to members, provided that such bylaws are not inconsistent with these Rules, the Act, or any other legislation.

Propose to remove the bylaws (Seventh Schedule) from the constitution, and have them as a separate set of house rules controlled by the committee. Being operational rules, not constitutional, they should be able to be changed without an EGM. Subsequently add a Rule such as 46 above to cover. Potentially have both, keep Seventh Schedule for rules that don't really change but also add Rule 46 to allow other bylaws.

47. Trust Fund

- 47.1 The Association shall be at liberty to keep and maintain a trust fund in accordance with and for the purposes of the model trust deed set out in the Seventh Schedule.

FIRST SCHEDULE**Eligibility for Admission as a Returned Member of the Association**

1. In all cases it shall be a prerequisite that the person, at the time of making application for membership—
 - (a) be a—
 - (i) New Zealand Citizen, or
 - (ii) permanent resident of New Zealand in terms of New Zealand's Immigration Policy, or
 - (iii) holder of a valid New Zealand Visa or Permit, or
 - (iv) citizen of a country belonging to the Commonwealth of Nations.
 - (b) 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.
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. The Association, or RNZRSA President's Forum, 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 the Association as to whether such person is or is not eligible for membership shall be referred to RNZRSA President's Forum, whose decision shall be final and binding.
5. Eligible service—
 - (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 RNZRSA President's Forum.
 - (iii) Any person who served overseas as a member of a United Nations Peacekeeping Force.
 - (b) Armed Forces of Great Britain
 - (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 ad hoc force as determined from time to time by RNZRSA President's Forum.

- (iii) 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.
 - (iv) 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
 - (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 ad hoc force as determined from time to time by RNZRSA President's Forum.
- (d) Armed Forces of Any Ally of New Zealand
 - (i) Any person who served in areas deemed to be under threat, as determined from time to time by RNZRSA President's Forum, as a member of the Armed Forces of—
 1. A country that was a member of the Commonwealth of Nations at the time of service or
 2. An ally of New Zealand at the time of service.
- (e) Merchant Navy
 - (i) 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—
 1. 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
 2. 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
 - (i) 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 His Majesty's Government as being the Government or authority of the country concerned and the service has been officially recognised—
 1. by the award of a decoration for valour or for service by the Government or authority as aforesaid, or
 2. 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

3. by the award of a citation for service by the Officer having overall command of His Majesty's forces in any particular area designated as a theatre of war.

(g) Operational Service - Civilians

- (i) Recognition of any New Zealand civilian who has served 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).
- (ii) Recognition of any other New Zealand citizen, whose operational service for the nation has been recognised by either of the above Awards and is considered by RNZRSA President's Forum to warrant inclusion in this category.

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.

SECOND SCHEDULE

Eligibility for Admission as a Service Member of the Association

1. In all cases it shall be a prerequisite that the person, at the time of making application for membership—
 - (a) be a—
 - (i) New Zealand citizen, or
 - (ii) permanent resident of New Zealand in terms of New Zealand Immigration Policy, or
 - (iii) holder of a valid New Zealand Visa or Permit, or
 - (iv) citizen of a country belonging to the Commonwealth of Nations.
 - (b) 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.
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. The Association, or RNZRSA President's Forum, 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 Association as to whether such person is or is not eligible for membership shall be referred to RNZRSA President's Forum, whose decision shall be final and binding.
5. Eligible service—
 - (a) Armed/Defence Forces and Police of New Zealand
 - (i) 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
 - (i) 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 11th November 1918, and who does

not possess the necessary service qualifications for Returned membership.

- (ii) All applications for membership made under this provision shall, in the first instance, be referred to the RNZRSA President's Forum for determination as to eligibility.

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

- (i) Any person who has served as a member of—

1. the Home Guard, Women's War Service Auxiliary or the Women's Land Service in New Zealand, or
2. an equivalent organisation or organisations within the then British Empire,

at 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 and Supply of Alcohol 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.

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.

THIRD SCHEDULE**Eligibility for Admission as an Associate Member of the Association**

1. In all cases it shall be a prerequisite that the person, at the time of making application for membership—
 - (a) be a—
 - (i) New Zealand citizen, or
 - (ii) permanent resident of New Zealand in terms of New Zealand Immigration Policy, or
 - (iii) holder of a valid New Zealand Visa or Permit, or
 - (iv) citizen of a country belonging to the Commonwealth of Nations.
 - (b) 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.
2. In all cases, it shall be the responsibility of a person concerned to produce satisfactory evidence of their eligible service.
3. Any questions arising between any applicant for membership and any Association as to whether such person is or is not eligible for membership shall be referred to RNZRSA President's Forum, whose decision shall be final and binding.
4. Savings
Members 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 Member membership providing they were a Club Member prior to and including 30th June 1992.

FOURTH SCHEDULE**Eligibility for Admission as a Youth Member of the Association**

1. Youth Membership shall be open, subject to the requirements detailed hereunder, to persons who have attained the age of 15 years as at the date of application and have not 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 amendment or reenactment thereof. Access and opportunity to participate in sporting events and activities, resources of such, training programs, etc.
2. In all cases, it shall be the responsibility of a person concerned to produce satisfactory evidence of their eligible service.
3. Subject to the exceptions detailed below, Youth Members may access the facilities of, and enjoy the privileges of membership of the Association—
 - (a) Youth Members are not eligible for election to any committees of the Association nor are they entitled to vote or speak at any General Meeting.
 - (b) Youth Members are eligible to nominate and/or second applicants for any Youth class of membership.
 - (c) Youth Members are not entitled to either purchase or consume liquor on the premises.
 - (d) Youth Members are not permitted to either enter any area set aside or set up for the operation of gaming machines, or to operate or play such gaming machines.

Notwithstanding the provisions of Rules 12 and 13 of the Rules of the Association, any breach of these conditions, 3(c) and/or (d) above shall mean the immediate cancellation of membership.

4. The subscription payable by Youth Members shall be as determined by the Executive Committee and shall not be subject to the provisions of Rule 29.1 of the Association rules.
5. On reaching the age of 18 years, or such age being the minimum age for the purchase and consumption of alcohol as specified in the Sale and Supply of Alcohol Act 2012 or any amendment or re-enactment thereof, Youth Membership shall cease.
6. Youth Members attaining the age of 18 years, or such minimum age as defined in 5 above, may apply for membership in the category for which they are eligible, but without being required to be further nominated or seconded.

FIFTH SCHEDULE**Eligibility for Admission as a Provisional Member of the Association**

1. Provisional Membership shall be open, subject to the requirements detailed hereunder, to persons who are of the legal purchasing age as at the date of application for the purchase and consumption of alcohol as specified in the Sale and Supply of Alcohol Act 2012 or any amendment or reenactment thereof.
2. Each candidate for Provisional Membership shall complete an application form.
3. It shall be the responsibility of the applicant to produce satisfactory evidence of their eligibility.
4. The candidate shall deposit, at the time of application, a subscription of such sum as directed by the Executive Committee and Manager.
5. Provisional Membership shall be valid for a period of one day, one week or one month from the day of joining.
6. Provisional Members shall automatically lose their Provisional Member status—
 - (a) At the conclusion of the paid period from the date of joining; or
 - (b) Upon admission as an ordinary member, whichever is earlier
7. Provisional Membership cannot be extended and is not renewable.
8. Provisional Members must carry evidence of membership as issued and produce the same on request to any person authorised by the Executive Committee or management to make such request.
9. 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) Is not entitled to the Association's privileges of membership such as discounted bar purchases or membership points scheme
 - (f) May be subject to other restrictions as determined from time to time by the Executive Committee
10. Subject to the foregoing, Provisional Members may access and enjoy the facilities of the Association during the times that the Association is open.
11. 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 Association's constitution.

SIXTH SCHEDULE**Standing Orders for the Conduct of General Meetings of the Association**

1. Members will assemble at the time and place appointed. The President shall preside at all meetings, or in their absence, a Vice President.
2. In the absence of these Officers, the meeting shall appoint a member to be the chair.
3. The Secretary will take the necessary steps to see that none but Financial Members or Honorary Life Members of the Association are present.
4. Full Minutes of all proceedings of the meeting shall be kept by the Secretary or their appointee.
5. Business of Meeting
 - (a) The business shall be as advertised and the order in which items of business are taken shall be as determined by the chair or by resolution of the members present.
6. Notices of Motion
 - (b) Motions must be fairly written and signed by the members proposing such motions. A motion moved and seconded shall be withdrawn only by leave of the meeting.
 - (c) Any notice of motion not seconded may not be further debated, but shall forthwith lapse and no entry thereof shall be made in the Minutes.
 - (d) The terms of a motion may be altered by the proposer with the approval of the seconder, and such amended motion shall be fairly written and delivered to the chair.
7. Superseding Motion

A motion may be superseded—

 - (a) By the adjournment of a meeting, either on the motion of a member "That this meeting do now adjourn", or on notice being taken, and it appearing, that a quorum is not present.
 - (b) By a motion being carried "That the meeting proceed to the next business".
 - (c) By an amendment.
8. Conduct of Debate

Every member shall obey the orders and rulings of the chair. If any member refuses to obey any such order or ruling, such member may thereupon, by resolution of the meeting, be held guilty of contempt, and such member may be suspended at the discretion of the meeting.

9. Time Limit of Speeches

The Proposer of a motion shall be allowed ten minutes in which to address the meeting, and their seconder five minutes. All other members shall have five minutes. The Proposer shall be entitled to a reply of five minutes.

10. Members

All Financial Members may attend all General Meetings of the Association and shall have the right to speak and vote on all matters.

SEVENTH SCHEDULE**MODEL TRUST DEED**

TRUST DEED made the _____ day of _____ 20

BETWEEN (Here insert the full name of the Association) (hereinafter referred to as “the founder”) of the one part

AND (names of trustees)

AND _____ of

ALSO _____ of _____, President

AND Treasurer and the holders for the time being of the aforesaid offices of President and Treasurer of the founder and the Trustees for the time being hereof thereafter together with their and each of their successors hereinafter referred to as “the Trustees”) of the other party **WHEREAS** the parties hereto deem it desirable to establish a special trust fund for charitable purposes

AND WHEREAS the found has paid the Trustees the sum of \$ _____ as an initial capital sum for the purposes of the trust

NOW THIS DEED WITNESSETH AS FOLLOWS:-**1. INTERPRETATION**

- (a) The term “trust fund” shall include the said capital sum and other the real and personal property from time to time belonging to or vested in or under the control or management of the Trustee or which shall be vested in them and including the capital and the income thereof and sums of money and property from time to time paid or transferred or donated to the Trustees for the purposes hereof either by the founder or by an RSA Club Inc or by any person or persons or Corporation or Body or Society whether incorporated or unincorporated or by any Company or other donor.
- (b) The terms “Returned Serviceman” and “Ex-Serviceman” however used herein shall have the same meaning as is set forth in respect of those terms in the Rules of the Royal New Zealand Returned and Services’ Association (Incorporated).
- (c) The singular shall include the plural.
- (d) The trust hereby created may be called and referred to as “The _____ RSA Trust Fund”.

2. THE PURPOSES OF THE TRUST FUND WHICH SHALL BE LIMITED TO NEW ZEALAND SHALL BE AS FOLLOWS:-

- (a) To assist indigent, aged, sick, disabled or infirm Returned Servicemen and Ex-Servicemen and their wives and dependants.

- (b) To assist indigent, aged, sick, or infirm widows of Returned Servicemen and Ex-Servicemen.
- (c) To assist aged or infirm or disabled indigent persons.
- (d) To assist any public charity or any organisation dispensing charity or relieving or caring for the aged or sick or infirm.
- (e) To contribute to any medical research fund or to any school fund or to the education of any person or persons.
- (f) For other charitable purposes as defined in Part IV of the Charitable Trusts Act 1957 and Section 61(a) thereof or in any Act passed in substitution for the said Act.
- (g) The purpose of the Trust Fund shall in all cases be limited to New Zealand.

3. CAPITAL AND INCOME

The Trustees may pay or apply the whole or any part of the trust fund including both the capital and the income thereof in towards all or any of the purposes herein expressed as they may in their absolute discretion decide or they may accumulate any income until the same can in their opinion be usefully applied for all or any of such objects.

4. SPECIAL TRUSTS

When property real or personal is accepted by the Trustees upon special trusts declared by the donor thereof all the powers and provisions of these presents shall be deemed to be incorporated in the instrument declaring such special trusts except in so far as the same shall be expressly excluded or modified by or be inconsistent with such special trusts.

5. **The Trustees** may invest the trust fund or any part thereof (with full power to the Trustees from time to time to vary such investments and to substitute and replace the same with others of a different or like nature) in manner following that is to say:-

- (a) Upon such investments as may from time to time be permitted to Trustees by the law for the time being in force in New Zealand relating to the investment of trust funds and in contributory mortgages.
- (b) In the purchase of freehold or leasehold property or personal property of all descriptions in New Zealand.
- (c) In or towards the erection or acquisition of flats or other buildings or the construction or additions or modifications of or to buildings.
- (d) In shares or debentures in any company or companies public or private or on deposit with or through any person firm or company or companies or bank.

6. **The Trustees** shall have full power at their absolute discretion to sell any part or parts of the assets for the time being comprising the trust fund and to invest the proceeds of such sale or any accumulated income in such investments as are

hereinbefore authorised and in such manner as they may from time to time determine without being responsible for any loss resulting from such investment.

7. POWERS OF TRUSTEES

The Trustees shall (subject to the provisions hereof herein-before contained) have the following general powers that is to say:-

- (a) To sell, exchange, partition, invest, mortgage or otherwise dispose of or deal with any real or personal property or any interest therein as fully and effectively as if they were the absolute owners thereof.
- (b) To borrow money on the security of any property real or personal or any part thereof or without security upon such terms or conditions as to the Trustees shall deem proper.
- (c) To pay all expenses and outgoings incurred in relation to the trusts from time to time repaid in them.
- (d) To let any property for such term or terms at such rent and subject to such conditions as to the Trustees shall appear desirable.
- (e) To accept surrenders of leases upon such terms and subject to such conditions as to the Trustees shall appear desirable.
- (f) To appoint or remove or suspend and to pay or remunerate officers, clerks or servants for services rendered by them as the Trustees may from time to time deem appropriate and to determine the duties and powers and fix the salaries or remuneration of any such persons.
- (g) To repair and maintain or otherwise improve and to insure against loss or damage by fire or otherwise real or personal property held by the Trustees including power to insure for replacement and to discharge out of income or capital all outgoings properly payable in respect of such property without prejudice to the right of the Trustees to make it a condition of letting any person into the possession of any of the property (whether as tenant at will or otherwise) that such person shall pay and discharge all or any part of such outgoings.
- (h) To seek incorporation in accordance with the provisions of the Charitable Trusts Act 1957.
- (i) To do all such other lawful acts and things as are incidental to or conducive to the attainment of the general purposes of the trusts hereby created.
- (j) No benefit or advantage, whether or not convertible into money or any income of any kind shall be afforded to, or received, gained, achieved or derived by any of the persons as provided for by the Income Tax Act 1994, or therefore, where that person is able, by virtue of that capacity as such person specified therein, in any way (whether directly or indirectly) to determine, or to materially influence in any way the determination of, the nature or the amount of that benefit or advantage or that income or the circumstances in

which it is or is to be so received, gained, achieved, afford, or derived, except as specifically exempted by that section.

8. MEETINGS

A meeting of the Trustees may be held at such time or place as may from time to time be determined. It shall not be necessary for the Trustees to act unanimously, and all power and discretions vested in them may accordingly be exercised by a majority of the Trustees present and voting at any meeting, provided however that at least three Trustees present and voting at any meeting shall be necessary to form a quorum. It shall not be necessary to hold a formal meeting of Trustees, and any resolution in writing signed by all the Trustees shall be effectual to record their decision.

9. MINUTES

Minutes of the proceedings of all meetings of the Trustees shall be recorded in a book to be kept for that purpose by the Secretary be signed by the Chairman of the meeting or of the meeting at which the minutes are read and confirmed and every such minute purporting to be so signed shall be prima facie evidence of the facts therein stated.

10. ACCOUNTS

The Trustees shall keep an account or accounts at such bank or banks (including a savings bank or banks) as they shall from time to time determine and cheques and withdrawals and authorities shall be drawn signed or endorsed as the case may be by such person or persons (including in all instances at least one Trustee) as the Trustees shall from time to time in writing direct.

11. AUDIT

The Trustees shall cause true accounts to be kept in such manner as they think fit of all their receipts, credits, payments and liabilities and all other matters necessary for showing the true state and condition of the trust and such accounts shall be audited at least once in each year by an accountant appointed in the behalf by the Trustees.

12. REVOCATION OR ADDITION

It shall be lawful for the Trustees by unanimous resolution to revoke or vary or add to any of the provisions of these presents so long as such revocation or addition is not inconsistent with the general scope of these presents and does not detract from the charitable nature of the organisation.

13. SECRETARY

The Trustees may from time to time appoint a Secretary for such term as the Trustees consider appropriate and may pay to such Secretary such sum by way of remuneration or reimbursement for expenses incurred as they deem fit.

14. It is hereby declared as follows:-

- (a) That assistance may be granted hereunder by the Trustees from time to time by way of grant of money or gift of goods or chattels or other assets.

- (b) That the Trustees may from time to time assist any person or institution or society by way of a loan of money secured or unsecured upon such terms as the Trustees shall decide.
- (c) That the Trustees may in special circumstances contribute to the funeral expenses of any indigent Returned Serviceman or Ex-serviceman.