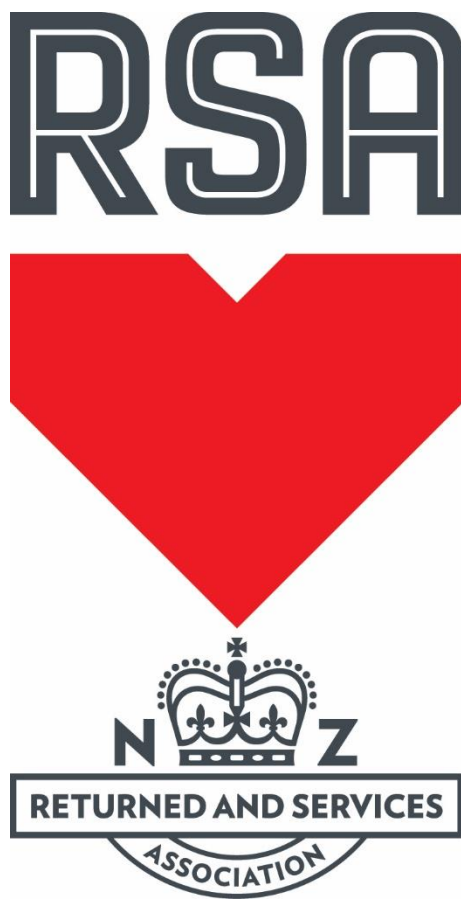


TAUPO
RETURNED SERVICES ASSOCIATION
INCORPORATED



CONSTITUTION, RULES and
STANDING OPERATING PROCEDURES

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RULES OF TAUPO RETURNED SERVICES ASSOCIATION INCORPORATED

CONSTITUTION

1. **Name.** The name of the Association shall be the; Taupo Returned Services Association Incorporated, hereinafter referred to as "Taupo RSA".
2. **Description.** The Taupo RSA is a Registered and Incorporated Society under "The Incorporated Societies Act 1908".
3. The Taupo RSA 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.
4. **Affiliation.** The Taupo RSA is an affiliated member of the Royal New Zealand Returned and Services' Association Incorporated hereinafter referred to as RNZRSA.
5. **Interpretation.** In these Rules, the term:
 - a. "financial member" shall mean any Returned, Service, Ordinary, Corporate or Youth member of the Taupo RSA whose current subscription or dues are paid in accordance with these Rules.
 - b. "Corporate Associate" shall mean any employee of the "Corporate Member".
 - c. "serviceman" shall mean any member of any branch of Her Majesty's Forces.
 - d. "Executive Committee", shall have the meaning ascribed to it in Rule 25.
 - e. "Sub-Committee" shall mean any such Sub-Committee duly constituted by the Executive Committee.
 - f. "Board of Management" shall mean any such body duly constituted by the Executive Committee under the provisions of Rule 50, that shall exercise the full powers of the Executive Committee, in accordance with the rules of Administration as defined in the Companies Act.
6.
 - a. Words denoting the masculine gender shall be deemed to include the feminine gender; and
 - b. unless inconsistent with these Rules all references to the singular shall be deemed to include the plural and vice versa.
7. **Objects.** The Taupo RSA is established with the express purpose of pursuing the aims and objects as expressed hereunder:
 - 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 his fellow citizens, his local community, and for the wellbeing of mankind.
- d. To perpetuate the comradeship born of service and to promote the general wellbeing of servicemen and of former servicemen and their respective dependants.
- e. To promote, foster and support the charitable objects of the RSA in New Zealand.
- f. To relieve the poverty of servicemen and former servicemen, their respective dependents and the former dependents of deceased servicemen and ex-servicemen.

7A. **Common Seal.** A Common Seal of the Association can only be used by the Secretary, for confirming an Approval, made by the Executive Committee. A Common Seal will be secured in the Association's Office safe.

8. **Powers.** For the due attainment of its objects the Taupo RSA shall have the following powers:

- a. To diffuse information on all matters affecting servicemen and former servicemen, and to print, publish, issue or circulate such papers, periodical books, circulars and other literary undertakings as may seem conducive to any of its objects.
- b. To affiliate with or accept affiliation from any society, body or local Association having similar objects, or to join, co-operate with, or subscribe to or accept subscriptions from the funds of any such society, body or local Association for the purpose of better attaining or otherwise furthering the objects and interests of the Taupo RSA.
- c. To undertake and execute any trusts which may seem to the Taupo RSA conducive to its objects and to invest the funds of any such trusts in the manner authorised for trustees by the Trustees Act 1956 or by any Act passed in amendment of or substitution for that Act and with all the powers given to trustees in relation to investment by that Act.
- d. To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Taupo RSA may deem necessary or convenient for the purpose of any of the objects.
- e. To lend money or make advances to any other local Association with or without security.
- f. To construct, maintain, alter, improve, enlarge, pull down, remove or replace, manage, carry on and control any buildings, or works which may seem to the Taupo RSA likely to advance the its interests directly or indirectly.
- g. To sell, lease, exchange, bail, grant licences in respect of or otherwise deal with or dispose of the Taupo RSA's undertakings or any part thereof, or any property or interest in any property rights, concessions or privileges belonging to the Taupo RSA either together or in portions upon such terms as the Taupo RSA may think fit.
- h. To establish, maintain and conduct licensed clubs and other clubs or similar institutions.
- i. To prescribe By-laws for the operation of the Bar and Gaming Licence, not being inconsistent with these Rules, and all Licence Regulations. Such By-laws and Licence Regulations shall be as binding on all members as if they were part of these Rules.
- j. To initiate, carry out and enforce disciplinary procedures as detailed in Rules 16-18 of these Rules.

- k. To do such other things as in the opinion of the Taupo RSA maybe incidental or conducive to the attainment of any of the foregoing objects or the exercise of any of the foregoing powers.
- l. Create or establish incorporated companies, societies and Trusts for the sole purpose of furthering the objects of the Taupo RSA and the provision of effective governance and control of its trading operations; subject to the laws and regulations of New Zealand.

9. **No Private Pecuniary Profit and Exceptions.** No private pecuniary profit may be made by any member from the Taupo RSA, except that:

- a. any member may receive full reimbursement for all expenses properly incurred by that member in connection with the affairs of the local Association;
- b. the Taupo RSA may pay reasonable remuneration to any Officer or servant of the Taupo RSA (whether a member or not) in return for services actually rendered to the Taupo RSA;
- 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 Taupo RSA;
- d. any member may retain any remuneration properly payable to that member by any company or undertaking with which the Taupo RSA 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 Taupo RSA.
- e. The Executive Committee and its Officers, in determining all reimbursements, charges payable and remuneration in the terms of this clause, shall ensure that the restrictions imposed by the following clause are strictly observed.

10. **Restrictions on Benefits to and Influence by Interested Persons.** Notwithstanding anything contained or implied in these Rules, any person who is:

- a. an Officer, Secretary or member of the Taupo RSA; or
- b. a shareholder or director of any company carrying on any business of the Taupo RSA; or
- c. a settlor or trustee of any trust which is a shareholder of any company carrying on any business of the Taupo RSA; or
- d. an associated person (as defined by the Income Tax Act 2004) 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.

A person who in the course of and as part of the carrying on of his or her business of a professional public practice shall not, by reason only of his or her rendering professional services to the Taupo

RSA or to any company by which any business of the Taupo RSA is carried on, be in breach of the terms of this rule.

MEMBERSHIP

11. **Types.** The membership of the Taupo RSA shall consist of:
 - a. **Returned Members.** A "Returned Member" shall mean any person so defined in the First Schedule to these Rules.
 - b. **Service Members.** A "Service Member" shall mean any person so defined in the Second Schedule to these Rules.
 - c. **Ordinary Members.** An "Ordinary Member" shall mean any person so defined in the Third Schedule to these Rules.
 - d. **Youth Members.** A "Youth Member" shall mean any person so defined in the Fourth Schedule to these Rules.
 - e. **Corporate Members.** A "Corporate Member" shall mean any person or entity so defined in the Fifth Schedule to these Rules.
 - f. **Life Members.** A "Life Member" shall mean any person so defined in the Sixth Schedule to these Rules.
 - g. **Honorary Members.** A "Honorary Member" shall mean any person so defined in the Sixth Schedule to these Rules.
 - h. **Provisional Member.** A "Provisional Member" shall mean any person or entity so defined in the Sixth Schedule to these rules.
12. **Admission to Membership.** The admission criteria are detailed in the respective Schedules. All applications for admission as a member are to be approved by the Executive Committee's Membership Sub-Committee, comprising three people appointed by the President.
13. **Transfer of Membership.**
 - a. The Taupo RSA shall admit to its own membership any member of another RSA who possesses the qualifications for membership as set out in these Rules. Such transfer shall be affected on receipt of a certificate from the Secretary of that RSA that the member has paid subscription for the current year and recommending him for membership.
 - b. Transfer of membership of Ordinary and or Youth members, to another RSA shall be at the discretion of that other RSA's Executive Committee, whose decision shall be binding and final.
 - c. Notification of any such transfers shall be forwarded forthwith to the member's former local Association.
14. **Termination of Membership.**
 - a. **Non-Payment of Subscription.**

- (1) In the event of any member failing to pay his subscription within 31 days of the due date, he shall be sent a notice requiring him to pay his subscription within one week after the date of the notice.
 - (2) Subject thereto and failing payment of the subscription and any arrears within the said period of one week the member's name shall be struck off the list of members and he shall cease to be a member, provided that the Executive Committee may at any time reinstate such member, upon a new application, on such terms as the Executive Committee in the exercise of its discretion may decide.
 - b. **Resignation.** Any member may resign his membership by letter addressed to the Secretary of the Taupo RSA to that effect.
 - c. **Suspension and Expulsion.** Refer to Rule 16.
15. **Change of Address.** Every member shall communicate to the Secretary any change of email, postal and physical address and all notices emailed or posted to the last notified addresses shall be valid and deemed to have been given on the day following the day of posting.

DISCIPLINARY PROCEDURES

16. **Disciplinary Action.**
- a. The Executive Committee shall have power to call on any member for an explanation of any charge or complaint of misconduct or bringing the Taupo RSA into disrepute, within the provisions of these Rules, laid against him by any member or for any other sufficient cause.
 - b. On receipt of a complaint (or complaints) of misconduct or conduct unbecoming that which is expected of a member, against any member, the Executive Committee shall (unless it considers such complaint to be vexatious, or frivolous, or totally without foundation):
 - (1) notify the member in writing of the complaint, and give him such particulars of the complaint as are available;
 - (2) give the member a reasonable opportunity to provide an initial response or explanation in relation to the complaint, in writing or orally;
 - (3) Having completed steps (1) and (2) above, the Executive Committee shall decide whether the matter is vexatious, frivolous, or without foundation, and if not, that it should proceed to a formal hearing.
 - c. Where the Executive Committee considers that the matter should proceed to a hearing, the Executive Committee shall:
 - (1) convene a formal hearing of the Executive Committee's Disciplinary Committee, to hear and consider the complaint; and
 - (2) provide the member with reasonable notice, in writing, of the time and place of such hearing. Such notification shall clearly state the purpose of the hearing, and shall include:

- (a) details of the complaint;
 - (b) copies of any relevant documents or correspondence; and
- d. In convening and conducting the hearing, the Disciplinary Committee shall follow the rules of natural justice, which require that the member be given a full and fair opportunity to present his or her response to the complaint. If the member wishes to be represented at the hearing by a lawyer, the Executive Committee shall fully consider such request, and make a ruling as to whether legal representation shall be permitted.
- e. The Disciplinary Committee, having considered the complaint, finds the complaint has been proven (on the balance of probabilities), then it shall:
 - (1) advise the member of its finding;
 - (2) give the member the opportunity to make representations as to penalty or outcome;
 - (3) after steps (1) and (2) have been completed, deliver its decision of no-penalty, letter of censure, suspension of up to 24 months or expulsion; and
 - (4) the decision of the Executive Committee is binding and final, except as provided in Rule 17.
- f. If expulsion is ordered, the member shall forthwith surrender his RSA membership card to the Taupo RSA.

17. **Appeals Against Suspension and Expulsion.**

- a. A member suspended for more than 12 months or expelled shall have the right to appeal the suspension and expulsion decision to a tribunal of three members of the Taupo RSA, appointed by the Executive Committee.
- b. The Members of the Tribunal shall not be from the Executive Committee and should, if possible, include at least one member of the legal profession or with a legal procedural background, who is a member of a RSA.
- c. Notice of an Appeal shall be given to the Executive Committee within seven days after the date of the decision suspending or expelling such member.
- d. The Tribunal shall have wide discretion to determine the procedure which it will follow. It may:
 - (1) decide to rehear all the evidence in the matter; or
 - (2) decide the matter on the basis only of the record of the original hearing (should no record be available then the evidence shall be reheard), and / or
 - (3) agree to hear, or consider, new evidence in addition to that put forward at the Disciplinary hearing, in whatever form it deems fit.

The tribunal may dismiss or allow the appeal or vary the decision.

e. The decision of the Tribunal shall be binding and final.

18. **Disciplinary Committee.** This committee will comprise the President (or an Officer, if the President has a conflict of interest with the matter being heard) and two other members of the Taupo RSA, who don't have a conflict of interest with the Member and have some experience in such procedures. Minutes of this hearing will be recorded.

GENERAL MEETINGS

19. **Types.** There shall be Annual General Meetings or Special General Meetings. The Executive Committee may make rules for the conduct of a General Meeting and these are detailed in Standing Operating Procedures (SOP).

20. **Annual General Meeting.** An Annual General Meeting (AGM) of the Taupo RSA shall be held each year at such date as detailed in the SOP's and at a time and place as determined by the Executive Committee and the date shall be advertised at least 42 calendar days in advance. The rules for the organization of the AGM are:

- a. All notifications to members is to be through one local newspaper, email, website, social media and on the notice board.
- b. The initial notification of the AGM is to include information calling for nominations for the Executive Committee and any Notices of Motion.
- c. Notices of Motion, to be heard by the AGM, are to be submitted to the Secretary no later than 21 calendar days prior to the meeting.
- d. The AGM will be chaired by the President or the Vice President in the President's absence or conflict of interest.
- e. Members may, on the recommendation of the Executive Committee, elect a Patron of the Taupo RSA, an Auditor for the following year and other Honorary Appointments.

21. **Special General Meeting.** A Special General Meeting (SGM) may be convened by the Executive Committee, whenever it thinks fit, or, upon a requisition in writing by 25 Returned or Service and 25 Ordinary financial members. The Rules of conduct for a SGM are detailed in the SOP's and below:

- a. Any such requisition shall specify the objects of the meeting, shall be signed by the members of the Taupo RSA making the same, and shall be given, by hand, to the Secretary. The meeting must be convened only for the purposes specified in the requisition.
- b. If the Executive Committee, within 14 days after the receipt of such a requisition, fails to convene a SGM to be held within 28 days from the receipt of such a requisition, the members making such a requisition, may themselves convene a SGM to be held not later than three calendar months after the date of the requisition.
- c. Fourteen days' notice, specifying the place the day and hour of any SGM and the purpose for which it is to be held must be given.

22. **Quorum.** A Quorum for a General Meeting is 25 Returned or Service and 25 Ordinary financial members.

- a. No business shall be transacted unless a quorum of such members is present.
- b. If within half an hour from the time appointed for any meeting a quorum is not present at the meeting, if a SGM it shall be dissolved, if an AGM 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.

23. **Method of Voting.** Every question submitted to any general meeting shall be decided in the first instance on the by a show of hands.

- a. Every financial member present shall be entitled to record one vote and no more upon every question. In the case of an equality of votes the Chairman 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 and should, by convention, cast the vote to maintain the status quo.
- b. Unless a ballot is demanded by the Chairman or by at least three members present, a declaration by the Chairman 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.
- c. If a ballot 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 ballot shall be deemed to be a resolution of the meeting at which the ballot was demanded.
- d. A demand for a ballot may be withdrawn. The demand for a ballot shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a ballot has been demanded.

24. **Adjournments.** The Chairman 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.

EXECUTIVE COMMITTEE

25. The Executive Committee provides the governance for the Taupo RSA and is responsible for the professional business standards and staff, proper & profitable trading and accurate & timely delivery of all services. The members of the Executive Committee must be, within themselves, professional, experienced and competent. The minimum standards are detailed in SOP's.
26. **Electoral Review Panel.** An Electoral Review Panel (ERP) shall appoint the President and review all nominations of members for election as Officers. The ERP shall consist of the Patron and up to two other people selected by the Patron. The current President and Chairman of the Taupo RSA Trust Board can't be members of the ERP. The rules for the ERP are:
- a. **President.** Consider potential people who are capable businessmen and who have an affinity for the Taupo RSA. Interview these people, determine the appointee and then notify the Secretary of the appointment at least 14 days prior to the AGM. The ERP must consult the current President and Chairman of the Taupo RSA Trust on their final choice, prior to the final decision and notification.

- b. **Officers.** Consider all nominations for Officers. Interview these people, if considered necessary, determine those who are suitable and notify the Secretary at least 28 days prior to the AGM of those eligible for election and those that are rejected.
- c. The decisions of the ERP are final and can't be reviewed.

27. **Membership.** Returned, Service and Ordinary financial members shall be eligible for election to the Executive Committee. The Executive Committee shall comprise:

- a. President,
- b. Vice President,
- c. Secretary (The Office Manager of the Taupo RSA may be appointed as Secretary),
- d. Treasurer, and
- e. 3 x Members.

All (except the President and Secretary, if the Office Manager is appointed) shall be elected at the AGM and shall hold office until the conclusion of the next AGM and shall be eligible for re-election from year to year.

The ERP shall appoint the President.

28. **Chairman.** The President shall be the Chairman of the Executive Committee or, in his absence, the Vice President.

29. **Officers.** The Officers of the Taupo RSA shall be:

- a. President.
- b. Vice President,
- c. Secretary, and
- d. Treasurer.

The Officers of the Taupo RSA, including the Secretary, are to have the appropriate professional qualifications and / or experience to enable them to effectively manage the Taupo RSA.

30. **Eligibility for Membership of the Executive Committee.**

- a. No person who is employed by the Taupo RSA shall be eligible for election as an Officer or member of the Executive Committee, except the Office Manager if appointed as Secretary.
- b. No person who is an undischarged bankrupt shall be eligible for election to the Executive Committee.
- c. Any person standing for election to the Executive Committee shall, at the time of his nomination, disclose to the membership the existence of any criminal conviction for serious offence, in his past. "Serious" shall include, but is not necessarily limited to, any conviction for fraud, theft, assault, sexual offence, or any offence involving illegal drugs, drinking and driving or driving while disqualified, but shall not include traffic infringement matters, or offences which do not carry a possible term of imprisonment.

31. **Election of the Executive Committee.**

- a. Nominations for Officers and other members of the Executive Committee shall be called for by the Secretary at least 56 days prior to the date of the AGM and the final date for receipt of nominations shall be 42 days prior to the date of the AGM. All nominations are

to be notified and published 28 days prior to the date of the AGM and the appointment of the President is to be notified and published 14 days prior to the date of the AGM.

- b. Each of the candidates for election shall be financial members and shall be proposed and seconded by financial members on the form to be provided.
- c. An Electoral Review Panel, consisting of the Patron and up to two other suitably experienced people appointed by the Patron, shall review and endorse or otherwise the nominations for the Officer appointments (except the Secretary if also a Manager).
- d. Only financial members may vote for all positions on the Executive Committee.
- e. Prior to the date of the AGM, 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. No other information is to appear on the ballot paper.
- f. The ballot shall take place during the AGM and the members present shall appoint at least two scrutineers who are not candidates in the election. The scrutineers shall supervise the election, collect the ballot papers and count the votes recorded for each candidate.
- g. The scrutineers shall give a written report to the Chairman who shall announce the results of the election, including the number of votes cast in favour of each candidate, prior to the close of business.
- h. In the event of there being an equality of votes for any vacancy the Chairman shall determine the result by lot among the candidates concerned.
- i. Where the number of persons nominated is no greater than the number called for, those persons so nominated shall be declared duly elected. Any vacancies will be filled by the Executive Committee after the AGM.

32. Powers of the Executive Committee. The Executive Committee has the following powers:

- a. The governance, management and control of the Taupo RSA and its properties real and personal.
- b. The appointment of a Manager. The fixing of his remuneration and the period of his engagement and such other terms and conditions of employment as may be deemed fit.
- c. The appointment of such other staff as are deemed necessary for the efficient management and running of the Taupo RSA.
- d. To exercise all such powers and do all such acts and things as may be exercised or done by the Taupo RSA Inc as are not hereby or by Statute expressly directed or required to be exercised or done by the Taupo RSA in General Meeting.
- e. The appointment of such sub-Committees as are necessary to carry out the business of the Taupo RSA.
- f. The delegation of all or some of its powers as it deems fit.

33. Meetings. The Executive Committee shall meet at least once per calendar month, as follows:

- a. The Secretary is to set such place and time with at least five calendar days' notice in writing to each member.
- b. The Chairman may at any time convene an extra meeting of the Executive Committee upon giving three calendar days' notice to each member.

34. **Voting.** Voting at any meeting of the Executive Committee shall be by voice or a show of hands, a simple majority will carry any Motion.

- a. The Secretary, whether elected or appointed (and may be an employee of the Taupo RSA) is entitled to exercise a vote.
- b. The Chairman may exercise a casting vote, by convention this vote should be to maintain the status quo.

35. **Quorum.**

- a. The quorum for any meeting of the Executive Committee shall be five members, including the Secretary.
- b. No business shall be transacted at any meeting unless a quorum of members is present. Business that is transacted, in error, is retrospectively void.
- c. 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 members present at the adjourned meeting may transact any business as if they constituted a full quorum.

36. **Vacancies, Vacation of or Removal from, Office.**

- a. Any member of the Executive Committee shall vacate his office:
 - (1) If he is absent from three consecutive meetings without leave of the Executive Committee.
 - (2) During any period of bankruptcy, or if he becomes of unsound mind.
 - (3) If by notice in writing to the Secretary, he resigns his office.
 - (4) Becomes an employee of the Association.
- b. A member of the Executive Committee may be removed from office, by a resolution of a joint meeting of the Executive Committee and Trustees of the Taupo RSA Trust Inc, if he is, during any period in office:
 - (1) 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, drinking and driving or driving while disqualified, but shall not include traffic infringement matters, or offences which do not carry a possible term of imprisonment.
 - (2) His behaviour or any acts are considered contrary to the good order and reputation of the members, the Taupo RSA or any RSA or affiliated body within NZ.

- c. Any member of the Executive Committee so convicted shall notify the Secretary of such conviction, and shall stand aside whilst the Committee considers the matter. A reasonable opportunity to provide an explanation to the Committee shall be given him, before any decision to remove him from Office is made.
- d. Any vacancies on the Executive Committee shall be filled by appointment by the Executive Committee and the appointee shall hold office until the conclusion of the next AGM.
- e. Any member or members of the Executive Committee, or the Executive Committee in toto, may be removed from office by a resolution passed by not less than two thirds of valid votes cast at any SGM, of which proper notice and the purpose of the meeting was given, in accordance with these Rules.
- f. Any vacancy or vacancies on the Executive Committee resulting from action taken under (e) above shall be filled in accordance with (d) above.
- g. If the Executive Committee is removed in toto, 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.

FINANCIAL MATTERS

37. **Annual subscriptions.** Subscriptions for all members shall be such sum or sums as may be determined by the members at an AGM on the recommendation of the Chairman.
- a. Subscriptions shall be due on the first day of the financial year and payable by the 31st day of the first month of the financial year.
 - b. The Executive Committee at its discretion shall have authority to remit subscriptions in whole or in part for any member or any class of member.
 - c. The Executive Committee shall remit subscriptions for all serving uniformed members of the New Zealand Defence Force.
 - d. No person who from any cause whatsoever ceases to be a member shall have any claim upon the Taupo RSA for a refund of the whole or any part of any subscription paid by him.
 - e. Only financial members shall be entitled to the privileges of membership.
38. **Financial Administration.** The Executive Committee shall make rules for the Financial Administration of the Taupo RSA and these are to be detailed in SOPs.
39. **Audit and Auditor.** At least once in each year the annual accounts shall be audited.
- a. An Auditor who should preferably be a member of the Institute of Chartered Accountants of New Zealand and who shall not be a member of the Executive Committee shall be appointed at the AGM for the following year.
 - b. The retiring Auditor shall be eligible for re-election on the recommendation of the Chairman; in the case of any vacancy during the year the Executive Committee shall appoint an Auditor.
40. Reserved

RULES

41. **Alteration.** These Rules may be altered, added to or rescinded at any General Meeting by Notice of Motion.
42. No addition to or alteration or rescission of the Rules shall be made unless such addition, alteration or rescission is consistent with the charitable purposes of the Taupo RSA and unless such addition, alteration or rescission is not contrary to any Act, By-law or statutory regulation, natural justice and doesn't alter the Objects of the Taupo RSA.
43. At least 28 calendar days' notice of any proposed amendment to the Rules shall be given to the members by Notice on the Notice Board, Email, posting on the Website and Social Media and by at least one insertion in a local Taupo newspaper. The notice so given shall contain a copy of, or state briefly, the nature of the Notice of Motion to be moved at the General Meeting so called. Copies of any proposed amendment must be available for members at the Taupo RSA Office.
44. All additions, alterations or rescissions of the Rules must be passed by two thirds (2/3) of valid votes returned at a General Meeting and shall be registered as required by any statutory provisions for the time being in force.
45. All additions, alterations or rescissions of the Rules which are required to be passed by financial Returned and Services members can only be altered by two thirds (2/3) of such members of a General Meeting.
46. **Standing Operating Procedures.** The Executive Committee may produce subordinate rules, known as Standing Operating Procedures (SOPs) to manage the day to day operation of the Taupo RSA. The SOP is an absolute authority under these Rules.
 - a. The SOPs can't alter the general scope of or conflict with, these Rules.
 - b. The SOPs are to be approved by a resolution at a meeting of the Executive Committee and carried by a minimum of six voting Members.
 - c. The SOPs are to be numbered sequentially with an identifier of time it was promulgated.
 - d. The SOPs are to be managed by the Secretary and made available to all members of the Taupo RSA.

WITHDRAWAL FROM MEMBERSHIP OF THE RNZRSA

47. The Taupo RSA may withdraw from membership of RNZRSA by either:
 - a. A resolution in favour of such withdrawal of not less than two thirds (2/3) of valid votes returned from a General Meeting of financial members. The result of the Ballot shall be notified to members either at a General Meeting and by Email and posting on the Notice Board, Website and Social Media.
 - b. A simple majority of valid votes cast by Returned and Service financial members at a General Meeting in favour of placing the Taupo RSA in liquidation.
48. Withdrawal from membership 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 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 Taupo RSA.
- c. Such Notice shall specify:
 - (1) The date from which it is intended that the withdrawal shall become effective;
 - (2) Whether the Taupo RSA intends voluntarily to be put into liquidation in accordance with the Incorporated Societies Act 1908, or
 - (3) Whether the Taupo RSA intends to change its name with consequential Rule amendments.
- 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.

LIQUIDATION / SPECIAL MANAGEMENT

49. **Liquidation.** The Taupo RSA as an Incorporated Society may be placed into liquidation by its Returned and Service financial members (voluntary) or by its creditors (Court ordered) in accordance with the provisions of the Incorporated Societies Act. Any decision that the affairs of the Taupo RSA be liquidated shall be governed by the following procedure:
 - a. **Voluntary.** Notice of Motion of the proposed liquidation and appointment of a liquidator must be given in accord with these Rules and any such resolution for such liquidation and appointment of a liquidator must be made by the Executive Committee and then confirmed by a SGM, held not earlier than 30 days and not later than 60 days after the date on which the resolution was passed and notified to members.
 - b. **Court Ordered.** Members are to be notified of the Court decision once Ordered.
 - c. If upon the liquidation of the Taupo RSA there remains, after the satisfaction of all its liabilities, any property whatsoever, the same shall not be paid or distributed among the members but shall become vested in and transferred to the Taupo RSA Trust Board, on such conditions that are not inconsistent with the Aims and Objects of Taupo RSA, as shall be determined by a majority of the Returned and Service members present in person at a General Meeting to be held according to the Rules before the liquidation.
50. **Special Management.** The Taupo RSA may be placed into Special Management, which will be undertaken and performed in accordance with the provisions of Administration in accordance with the Companies Act under the following conditions:
 - a. The Executive Committee will pass a resolution to such effect and then appoint a Board of Management, consisting of up to three people. The Board of Management will undertake governance and management roles previously undertaken by the Executive Committee and Manager(s).

- b. The Board of Management will be responsible to a Joint Committee, comprising the Executive Committee and the Trustees of the Taupo RSA Trust Board. The Executive Committee or the Taupo RSA Trust Board will have no power to influence or effect on the Board of Management.
- c. The Board of Management will be vested with all the powers conferred by these Rules in the Executive Committee. The decisions of the Board of Management will take precedence over the decisions of the Executive Committee. The Joint Committee will determine the period of Special Management.
- d. The Joint Committee has the power to remove the Board of Management, in total, or specific members and appoint replacements.

ADMINISTRATIVE MATTERS

51. **Awards.** At a General Meeting, upon the recommendation of the Executive Committee any member may, in recognition of outstanding service, be awarded:

- a. Life Membership.
- b. Presidential Citation.

Where an award is made, the Executive Committee shall arrange for details of the award to be endorsed on an appropriate Certificate for issue to the member.

52. **Sales of Real Estate.** The Executive Committee 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 by Returned and Service Members at a General Meeting.

53. **Indemnity.** The Executive Committee, other Officers and Employees of the Taupo RSA shall be indemnified by the Taupo RSA against any personal liability incurred in or because of the discharge of their duties, except for liability arising because of:

- a. their own fraudulent act or acts,
- b. their own recklessness; or
- c. their own gross negligence or dereliction of duty.

54. **Registered Office.** The Taupo RSA shall always have a registered office which shall be situated at such place as may be determined from time to time by the Executive Committee. The Registered Office must be advised to the Registrar of Incorporated Societies and the RNZRSA.

55. **Reserved.**

FIRST SCHEDULE

RETURNED MEMBER

Eligibility

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

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

7. Armed Forces of Any Other Commonwealth Country.

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

8. Armed Forces of Any Ally of New Zealand. Any person who served in areas deemed to be under threat, as determined from time to time by RNZRSA, as a member of the Armed Forces of:

- a. a country that was a member of the Commonwealth of Nations at the time of service, or
- b. an ally of New Zealand at the time of service.

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

- a. 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
- b. served in a vessel engaged in the Falklands war, PROVIDED such service was marked by the award of the South Atlantic Star.

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

- a. by the award of a decoration for valour or for service by the Government or authority as previously mentioned, or
- b. by the award of a commendation for service or a certificate of service or a similar citation by the Government or authority as previously mentioned, or
- c. by the award of a citation for service by the Officer having overall command of Her Majesty's forces in any area designated as a theatre of war.

11. Operational Service—Civilians.

- a. 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).

- b. 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 NEC to warrant inclusion in this category.

12. 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.

Admission

13. The following are the admission requirements:

- a. Complete a Membership Application.
- b. Upon proof that he is possessed of the necessary service credentials under these Rules, and is otherwise eligible, with the approval of the Executive Committee he shall be enrolled as a member.

SECOND SCHEDULE

SERVICE MEMBER

Eligibility

1. In all cases, it shall be a prerequisite that the person, at the time of making application for membership, must be a:
 - a. New Zealand citizen, or
 - b. permanent resident of New Zealand in terms of New Zealand Immigration Policy, or
 - c. citizen of a country belonging to the Commonwealth of Nations; and
 - d. has attained the age of 18 years or the minimum age for the purchase and consumption of alcohol as specified in the Sale of Liquor Act 1989 or any amendments or re-enactments thereof.
2. In all cases, it shall be a condition of membership that the person has not been dishonourably discharged from the armed forces or dishonourably dismissed from any merchant navy or other qualifying organisation. The Taupo RSA shall have authority to call upon any person to produce evidence of the nature of his discharge.
 - a. In all cases, it shall be the responsibility of the person concerned to produce satisfactory evidence of his eligible service.
 - b. Any questions arising between any applicant for membership and the Taupo RSA as to whether such person is or is not eligible for membership shall be referred to the RNZRSA, whose decision shall be final and binding.
3. **Armed/Defence Forces and Police of New Zealand.** Any person who has served or is serving as a uniformed member of the Armed/Defence or Police Forces of New Zealand and who does not possess the necessary service qualifications for Returned membership.
4. **Armed/Defence Forces and Police of the Commonwealth of Nations.** Any person who has served or is serving as a uniformed member of the Armed/Defence or Police Forces of any country which was a member of the Commonwealth of Nations at the time of service, and who does not possess the necessary service qualifications for Returned membership.
5. **Armed/Defence Forces of any Other Country.**
 - a. 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.
 - b. All applications for membership made under the provisions of this clause, shall in the first instance be referred to the RNZRSA for determination as to eligibility.

6. **Home Guard, Women's War Service Auxiliary, Women's Land Service.** Any person who has served as a member of:
 - a. the Home Guard, Women's War Service Auxiliary or the Women's Land Service in New Zealand, or
 - b. an equivalent organisation or organisations within the then British Empire any time between September 1939 and August 1945 and who does not possess the necessary qualifications for "Returned" membership.
7. **New Zealand Cadet Forces.**
 - a. Any person being not less than 18 years of age or who has attained the minimum legal drinking age as defined in the Sale of Liquor Act 1989 or any enactment or amendment thereto, and who has served, or is currently serving, as an Officer of the New Zealand Cadet Forces.
 - b. Any person being not less than 18 years of age or who has attained the minimum legal drinking age as defined in the Sale of Liquor Act 1989 or any enactment or amendment thereto, and who has had a minimum of 3 years' service in the New Zealand Cadet Forces as evidenced by a "Cadet Record of Service" Certificate.
8. 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.

Admission

9. The following are the admission requirements:
 - a. Complete a Membership Application.
 - b. Upon proof that he is possessed of the necessary service credentials under these Rules, and is otherwise eligible, with the approval of the Executive Committee he shall be enrolled as a member.

THIRD SCHEDULE

ORDINARY MEMBER

Eligibility

1. In all cases, it shall be a prerequisite that the person, at the time of making application for membership, be a:
 - a. New Zealand citizen, or
 - b. be a permanent resident of New Zealand in terms of New Zealand Immigration Policy, or
 - c. be a citizen of a country belonging to the Commonwealth of Nations; and
 - d. has attained the age of 18 years or the minimum age for the purchase and consumption of alcohol as specified in the Sale of Liquor Act 1989 or any amendments or re-enactments thereof.
2. In all cases, it shall be the responsibility for the person concerned to produce satisfactory evidence of his eligibility.
3. Any questions arising between any applicant for membership and the Taupo RSA as to whether such person is or is not eligible for membership shall be referred to RNZRSA, whose decision shall be final and binding.
4. Subject to paragraphs 1 to 3 above, the following persons are eligible for admission as Ordinary members:
 - a. The spouse or surviving spouse of a member or of a person entitled under the First and Second Schedules of these Rules.
 - b. Children or grandchildren of a member or of a person entitled under the First and Second Schedules of these Rules.
 - c. Persons not otherwise entitled may become an Ordinary Member, may be considered by the Taupo RSA under special circumstances. The decision of the Taupo RSA is binding and final.
5. Several 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 Ordinary Membership providing they were a Club Member prior to and including 30th June 1992.

Admission

6. The following are the admission requirements:
 - a. Complete a Membership Application.

- b. Provide documentation that shows the applicant is of good repute, meets the criteria for membership and has paid the initial membership subscription.
- c. The Executive Committee will give approval; the decision of the Executive Committee shall be binding and final.

FOURTH SCHEDULE

YOUTH MEMBER

Eligibility

1. Youth Membership shall be open, subject to the requirements detailed below, to persons who have attained the age of 13 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 of Liquor Act 1989 or any amendment or re-enactment thereof.
2. In all cases, it shall be a prerequisite that the person, at the time of making application for membership be a:
 - d. New Zealand citizen, or
 - e. permanent resident of New Zealand in terms of New Zealand Immigration Policy, or
 - f. citizen of a country belonging to the Commonwealth of Nations; or
 - g. member of the Taupo Cadet Unit.
3. In all cases, it shall be the responsibility for the person concerned to produce satisfactory evidence of his eligibility.
4. Any questions arising between any applicant for membership and the Taupo RSA as to whether such person is or is not eligible for membership shall be referred to RNZRSA, whose decision shall be final and binding.
5. Subject to the exceptions detailed below, Youth Members may access the facilities and enjoy the privileges of membership, but are not
 - a. eligible for election to any committees of the local Association nor are they entitled to vote or speak at any General Meeting.
 - b. eligible to nominate and/or second applicants for any class of membership.
 - c. entitled to either purchase or consume liquor on the premises.
 - d. 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.
6. Notwithstanding the provisions of Rules 12 and 13 of the Rules of the Taupo RSA, any breach of these conditions, 5(c) and/or (d) shall mean the immediate cancellation of membership.
7. Youth members may sign in one visitor only, at any one time. Such visitor must have attained the age of 16 years. At all times, the right to sign in visitors shall be subject to the provisions of the Sixth Schedule to these Rules.
8. The subscription payable by Youth members shall be as determined by the Executive Committee and shall not be subject to the provisions of Rule 38(a) of the Taupo RSA rules.
9. 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 of Liquor Act 1989 or any amendment or re-enactment thereof, Youth membership shall cease.

10. Youth members attaining the age of 18 years, or such minimum age as defined in 7 above, may apply for membership in the category for which they are eligible, but without being required to be further nominated or seconded.
11. In all other respects, their application shall be subject to the requirements as detailed in Rule 10A of the Taupo RSA rules.

Admission

12. The following are the admission requirements:
 - a. **Youth Member.**
 - (1) Complete a Membership Application.
 - (2) Provide documentation that shows the applicant is of good repute, meets the criteria for membership and has paid the initial membership subscription.
 - (3) The Executive Committee will give approval; the decision of the Executive Committee shall be binding and final.
 - (4) In the event of membership being refused all monies paid by the applicant by way of the initial subscription shall be refunded to him.

FIFTH SCHEDULE

CORPORATE MEMBER

Eligibility

1. A legally incorporated entity, being a Club, Association, Trust or Company, may be given Corporate Membership, on the recommendation of the Membership sub-Committee, by the Executive Committee, on the following conditions:
 - a. Pay an annual membership fee, as prescribed by the Executive Committee from time to time.
 - b. Any Corporate Associate, on production of a membership card, may use the full facilities and conform to the rules, standards and codes of the Taupo RSA.
 - c. Corporate Members or their Corporate Associates shall not be entitled to hold office in the Taupo RSA, however, each Corporate Member, through one Corporate Associate, has speaking rights and one vote at General Meetings of the Taupo RSA.
 - d. A Corporate Associate may participate in any reciprocal visiting rights with other Associations or Clubs, on the condition that they carry a Taupo RSA membership card, or represent the Taupo RSA in any sporting or other fixture.
2. A Corporate Associate is a person belonging to the Corporate Member.

Admission

3. Complete a Membership Application.
 - a. Provide documentation that shows the applicant is of good repute, meets the criteria for membership and has paid the initial membership subscription.
 - b. The Executive Committee will give approval; the decision of the Executive Committee shall be binding and final.
 - c. In the event of membership being refused all monies paid by the applicant by way of the initial subscription shall be refunded to him.
4. The Executive Committee has the right to vet all Corporate Associates, at any time, and accept or reject their admission to the Taupo RSA.

SIXTH SCHEDULE

LIFE MEMBER

Eligibility

1. Any Returned, Service or Associate member who, on the recommendation of the Executive Committee, may be awarded Life membership at a General Meeting, in recognition of local service.
2. A Life Member shall be deemed to be a financial member for all purposes without being required to pay an annual subscription.
3. Life Membership, on the recommendation of the Executive Committee, may be reviewed and either confirmed or revoked at a General Meeting.

HONORARY MEMBER

Eligibility

4. Persons not being eligible for Returned or Service membership who have rendered outstanding service to the Taupo RSA or to former servicemen, on the recommendation and after reading of the citation the by Executive Committee, may be awarded Honorary Life Membership at a General Meeting.
5. A Honorary Member shall be deemed to be a financial member for all purposes without being required to pay an annual subscription.
6. Honorary Life Members shall have the right to speak at General Meetings but not to exercise a vote.
7. Life Membership, on the recommendation of the Executive Committee, may be reviewed and either confirmed or revoked at a General Meeting.

PROVISIONAL MEMBER

Eligibility

1. Any person or entity may be granted Provisional Membership up to a maximum of 21 days by an Officer of the Taupo RSA or a Manager (including a Duty Manager). The membership may be rescinded by the President, Executive Committee or person granting the membership, for any reason, within the 21 Days.

Admission

2. The membership grants full access to all facilities and services, including the right to invite guests into the Taupo RSA. The member isn't a financial member therefore is denied those rights granted on any membership type who is financial.