RSA Taupō Returned Services Association Incorporated
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Taupō Returned Services Association Incorporated

Constitution

Signed on behalf:

Phil Constable
Secretary

Phil Greene
President

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RNZRSA Chief Executive

9/12/26

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1. **Name and Affiliation.**

   a. The name of the Society is the **"Taupō Returned Services Association Incorporated"** and may be referred to within this document as the **"Taupō RSA".**

2. **Definitions.**

   a. In this Constitution, the following embolden words and phrases have these meanings unless the context indicates otherwise:

   "Act" means the Incorporated Societies Act 2022.

   "Annual General Meeting" or **"AGM"** means a meeting of the Members of the Taupō RSA held once per year in accordance with Clause 27 of this constitution, to receive and consider reports on the Societies finances and general operations.

   "Chairperson" means the Officer responsible for chairing meetings.

   "Constitution" means this governing document of the Taupō RSA.

   "Delegate" means an Individual Person appointed to represent and vote on behalf of the Taupō RSA at meetings of RNZRSA.

   "District" means a geographical area of New Zealand which encompasses all the RNZRSA Member Associations located within it.

   "Executive Committee" means the elected Officers who are responsible for the governance and strategic oversight of the Taupō RSA.

   "General Meeting" means either an Annual General Meeting or Special General Meeting of the Taupō RSA.

   "Interest" or **"Interested"** means any Legal Person deriving a financial benefit from a Matter.

   "Matter" means any activity or action taken by the Taupō RSA or any agreement, contract, or arrangement involving the Taupō RSA.

   "Member" means a person who has been admitted to the Taupō RSA in accordance with Clause 9 of this constitution.

   "Membership Fee" means a fee payable by each Member to the Taupō RSA in accordance with Clause 16 of this constitution.

   "Member Information" means the information described in Clause 8.c of this constitution.

   "New Zealand Service Personnel" means those who have served in the New Zealand Defence Force or as a New Zealand Police Officer.

   "New Zealand Veterans" or **"Veteran"** has the meaning set out in the RNZRSA Constitution.

"Observer" means an Individual Person appointed to attend meetings of RNZRSA on behalf of the Taupō RSA, but who shall not have voting rights.

"Officer" has the meaning set out in section 5 of the Act.

"Other Associations" means any other Returned and Services Association which is a member of RNZRSA.

"President" means the Officer elected to lead the Taupō RSA and acts as Chairperson.

"Register of Members" means the register containing the members personal information as required by section 79 of the Act.

"RNZRSA" means the Royal New Zealand Returned and Services Association Incorporated.

"RSA Member Association" is an RSA that is affiliated with RNZRSA.

"Special General Meeting" or **"SGM"** means a meeting of the members called for a specific purpose, in accordance with Clause 28 of this constitution.

"Working Day" has the meaning set out in Section 13 of the Legislation Act 2019.

3. Purpose and Objectives.

a. The Taupō RSA is established for the express purpose of pursuing the objectives as expressed hereunder:

i. To loyally uphold the sovereignty of New Zealand as a member of the Commonwealth of Nations and as a member of the United Nations.

ii. To perpetuate the comradeship born of military service and to promote the general wellbeing of all servicepersons and their families.

iii. To lead the community in preserving the memory of those who have served, particularly those who have lost their lives.

iv. To keep the spirit of ANZAC alive by developing and promoting its meaning and relevance in modern times.

v. To foster the remembrance of service undertaken by New Zealand Service Personnel.

vi. To cultivate a sense of responsibility within members of the RNZRSA community toward fellow citizens and the local community.

vii. To support those who have served in the New Zealand Defence Force and assist them in their transition to civilian life.

viii. To provide all manners of assistance to service persons, former service persons, and their dependent families in need.

ix. To raise and coordinate funds for assisting service persons, former service persons, and their dependent families in need, and to see that those funds raised for such purposes are applied to those purposes and none other.

x. To work constructively with other RSA Member Associations and RNZRSA to provide effective support and advocacy for those who are serving or have served in the New Zealand Defence Force, and their dependent families.

xi. To remain politically neutral and non-sectarian, in that it shall neither endorse nor oppose any candidate or organisation seeking election to public office of any kind.

4. Powers

a. For the due attainment of its objects, the Taupō RSA shall have the following powers:

i. To diffuse information on all matters affecting service personnel and former service personnel, and to print, publish, issue, or circulate such papers, periodical books, circulars, and other literary undertakings as may seem conducive to its purpose.

ii. To affiliate with or accept affiliation from any society, body or association having similar objects, or to join, cooperate with, subscribe to, or accept subscriptions from the funds of any such society, body, or association for the purpose of better attaining or otherwise furthering the purpose and interests of the Taupō RSA.

iii. To establish, disestablish, undertake, execute, and manage any trusts that may seem beneficial to the purpose and objectives of the Taupō RSA.

iv. 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 all forms of real or intangible property.

v. To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Taupō RSA may deem beneficial to the purpose of the Taupō RSA.

vi. To write down or write off any debt to the extent it may be considered irrecoverable.

vii. To construct, maintain, alter, improve, remove, replace, manage, or control any buildings or works which may seem to the Taupō RSA beneficial to its purpose, either directly or indirectly.

viii. To sell, lease, exchange, bail, grant licences in respect of or otherwise deal with or dispose of any real or personal property, or part thereof, belonging to the Taupō RSA either together or in portions upon such terms as the Taupō RSA may think fit.

ix. To appoint or remove a Patron / Kaumatua in accordance with Clause 26 of this constitution.

x. Within the extent permitted by law, to indemnify including to obtain insurance cover for the Officers and other members of the Taupō RSA.

xi. To take any actions, incur any costs, and complete any documents that in the opinion on the Taupō RSA, supports the fulfilment of its purpose.

xii. To form or accept affiliation from a Women's Section, the name of which will be the "Women's Section of the Taupō Returned Services Association", provided that the rules of that Women's Section shall conform to the constitution of the Taupō RSA.

xiii. To form or accept affiliation from an Adjunct or Sports Section, the name of which will be the "(Relevant sport) Group / Club / Team / Section of the Taupō Returned Services Association", provided that the rules of that Adjunct or Sport Section shall conform to the constitution of the Taupō RSA.

xiv. To do such other things as in the opinion of the Taupō RSA may be incidental or beneficial to the purpose of the Taupō RSA or the exercise of any of the foregoing powers.

5. Act and Regulations

a. Nothing in this constitution authorises the Taupō RSA to do anything which contravenes or is inconsistent with the Act, any regulations made under the Act, or any other New Zealand legislation.

6. Financial Gain

a. No member shall have an exclusive or otherwise disposable right to any property held by the Taupō RSA.

b. The Taupō RSA may trade and make profits, but no member shall be entitled to share in the revenue generated by any Taupō RSA activity, irrespective of the members contribution to the generation of that revenue, other than:

i) Reimbursement for costs spent by that member in performing service on behalf of the Taupō RSA.

ii) Payment for goods and/or services provided to the Taupō RSA by a member in the ordinary course of their occupation or business.

iii) Prizes, including financial prizes in competitions run by the Taupō RSA for members.

iv) Incidental benefits being received in accordance with the Purpose and Objectives outlined in Clause 3 of this Constitution.

c. Any Member who is receiving any type of financial benefit listed in Clause 6.b of this constitution may not take part in or influence any decision of the Taupō RSA about that payment/benefit.

7. Conflict of Interest

a. an Individual Person is Interested in a Matter if that Individual Person:

i) May derive a financial benefit from the Matter, or:

ii) Is the spouse, civil union partner, de facto partner, child, parent, grandchild, sibling, nephew, niece, uncle, aunt or first cousin of an Individual Person who may derive a financial benefit from the Matter, or:

iii) May have a financial interest in a Legal Person to whom the Matter relates, or:

iv) Is a partner, director, officer, board member, representative or trustee of a Legal Person to whom the Matter relates.

b. If an Officer is Interested in a Matter, they shall disclose it as soon as they become aware they have an interest in any matter being considered by the Executive Committee.

c. Details of the nature and extent of the Interest shall be given to the Executive Committee, and the Executive Committee shall record the disclosure in an 'Interests Register'.

d. Any Officer who is Interested in a Matter may take part in discussion relating to that Matter but is not entitled to vote on or sign any document relating to that Matter.

e. Any Officer who is prevented from voting on a Matter may still be counted for the purpose of determining whether there is a quorum at any meeting where the Matter is considered.

f. An SGM does not need to be called where 50% or more of the Executive Committee are Interested in a Matter.

8. Membership.

a. The Taupō RSA shall maintain the minimum number of members required by the Act.

b. The membership of the Taupō RSA shall consist of:

i) Returned & Service Members.

ii) Members.

iii) Life Members.

iv) Provisional Members.

c. The Taupō RSA shall keep a register of its members, which must contain:

i) The full name of each member.

ii) The members date of birth.

iii) The last known contact details of each member (postal address, email address, telephone number).

iv) The date on which each person became a member.

v) A unique membership number that is allocated to the member.

vi) The members membership classification.

vii) Any relevant military service information.

viii) Any information required for the Taupō RSA to comply with its legal obligations, including the name of each Member that ceased to be a member within the previous 7 years, the date on which each member ceased to be a member, and any other information required by the Act or applicable law.

d. The Taupō RSA must update its members register as soon as practicable after becoming aware of any changes to the information that is required to be recorded on the register.

e. The Taupō RSA will hold all member information securely and not allow access to any members information by anyone other than the Executive Committee, employees, and contractors of the Taupō RSA, including lawyers, accountants, auditors, or any other legal person contemplated by the Taupō RSA's privacy policy or this Constitution, provided that at all times such access and use is for a proper purpose.

f. The Executive Committee will only permit member information to be used for the following purposes:

i) Communication to that member on behalf of the Taupō RSA.

ii) As required or permitted by the Constitution and Bylaws, including any Taupō RSA privacy policy.

iii) To enable the Taupō RSA to comply with the Act and laws of New Zealand.

iv) To enable the Taupō RSA to meet its objectives and purpose in this Constitution.

g. Members are entitled to request information held by the Taupō RSA pursuant to section 80 of the Act.

h. The Taupō RSA is entitled to refuse any request for information on the grounds set out in section 81 of the Act.

9. Becoming a Member.

a. Any person who wishes to become a member of the Taupō RSA must give their written consent to becoming a member and submit their completed membership application form to the Executive Committee.

b. On receipt of the completed membership application form and membership fee, the receiving Executive Committee Member will issue the applicant with a Provisional Membership card.

c. Based off all the information provided, the membership application will be considered for approval at the next Executive Committee meeting and if approved, the applicant's membership category will be determined.

d. The member will be advised of the outcome of their application.

10. Returned and Service Members.

a. Any member that the Executive Committee determines as having served or is currently serving as a uniformed member of any recognised military or police force, whether or not that members service was operational or domestic service in the New Zealand Defence Force or New Zealand Police Force, or in any ally country of New Zealand, or:

b. Any member who has campaign medals awarded to them for operational service in the Merchant Navy during World War 2 or the Falklands War.

11. Members.

a. Any member that the Executive Committee determines as being supportive of the veteran community but who has not served as a uniformed member of any recognised military or police force.

12. Life Members.

a. Life Membership to the Taupō RSA may be awarded to any member as defined by Clauses 10 or 11 of this constitution in recognition of their outstanding service to the Taupō RSA or to Returned and Service Personnel.

b. Any member of the Taupō RSA may propose that a person be awarded Life Membership to the Taupō RSA by submitting their nomination in writing to the Executive Committee setting out the basis upon which the proposer considers the person has rendered outstanding service.

c. Nominations for Life Membership to the Taupō RSA may only be proposed and seconded by financial members of the Taupō RSA.

d. Nominations for Life Membership to the Taupō RSA must be submitted by way of Notice of Motion in accordance with Clause 29 of this constitution, before being reviewed by the Executive Committee and decided by a vote of members at an AGM.

e. Life Members of the Taupō RSA shall be entitled to enjoy all the Membership Obligations and Rights that are listed in Clause 14 of this constitution for the entirety of their lifetime without being required to pay an annual membership subscription.

13. Provisional Members.

a. Any person may be granted Provisional Membership to the Taupō RSA for up to a maximum of thirty (30) days by an Officer of the Taupō RSA. The membership may be rescinded by the Executive Committee or person granting the membership for any reason within the thirty (30) days.

14. Membership Obligations and Rights.

a. Each Member of the Taupō RSA shall provide the Executive Committee in writing that Members name, postal address, email address, telephone number, and relevant supporting documentation that confirms their military service, and shall promptly advise the Executive Committee in writing of any changes to those details.

b. Each Member of the Taupō RSA shall have reciprocal visiting rights with any other Society that is an affiliated member of RNZRSA

c. Each Member of the Taupō RSA shall have Social Membership rights to Bowls Taupō in accordance with the conditions set out in their Constitution.

d. Each Member of the Taupō RSA agrees to comply with this constitution and the Bylaws that are set out under the authority of this constitution.

e. Each Member of the Taupō RSA agrees to promote the interests and purposes of the Taupō RSA and shall do nothing to bring the Taupō RSA or any of its members into disrepute.

f. The Executive Committee may decide what access or use members may have to any premises, facilities, equipment, or property owned, occupied, or otherwise used by the Taupō RSA.

15. Transfer of Membership.

a. The Taupō RSA shall admit to its membership any member of another RNZRSA Member Association who possesses the qualification for membership set out in Clauses 10 - 11 of this constitution.

b. Such transfer shall be affected on receipt of a certificate from the other Member Association confirming that the member has paid their subscription for that current year, plus the payment of any additional fees to the Taupō RSA, the amount of which shall be determined by the Executive Committee at the time of transfer.

16. Membership Fees

a. Members of the Taupō RSA shall be required to pay an annual membership fee. The amount payable for each member shall be recommended by the Executive Committee and be determined by the members at each AGM.

b. Membership fees shall be due within one (1) calendar month from the first day of the financial year.

c. Any member that has not paid their annual membership fee within one (1) calendar month of the first day of the financial year will be sent a notice requiring them to pay their membership fee prior to the expiry of two (2) calendar months of the first day of the financial year.

d. Any member that has not paid their annual membership fee within two (2) calendar months of the first day of the financial year may, at the Executive Committees discretion, have their membership to the Taupō RSA suspended without notice.

e. Notwithstanding anything else in this Constitution and without being released from the obligation of payment of arrears, if a member is suspended, then all their rights and privileges as a member are suspended until payment has been received,

f. Any member that has not paid their membership fee after six (6) calendar months of the first day of the financial year will be determined as having had their membership lapsed and subsequently be struck of the register of members.

g. The Executive Committee, at their discretion, may at any time reinstate such lapsed memberships upon receipt of payment of the outstanding membership fee.

h. The Executive Committee at its discretion, shall have the authority to waive membership fees in whole or in part for any individual member of the Taupō RSA.

i. Pursuant to Clause 12.e of this constitution, Life Members of the Taupō RSA shall not be required to pay an annual membership fee to the Taupō RSA.

j. Members of the Taupō RSA that are over the age of 90 years may be required to pay an annual membership fee. The amount payable for each member over the age of 90 years shall be determined by the members at each AGM.

k. Members of the Taupō RSA that are over the age of 90 years shall be entitled to enjoy all the Membership Obligations and Rights that are listed in Clause 14 of this constitution.

l. Taupō RSA members that are currently serving as a uniformed members of the New Zealand Defence Force or New Zealand Police Force shall be deemed to be financial members of the Taupō RSA without being required to pay an annual membership subscription.

17. Termination of Membership.

a. Any member's membership of the Taupō RSA will terminate:

   i) Upon the Executive Committee receiving the members resignation in writing, or:

   ii) The Executive Committee resolving to terminate the membership of that member in accordance with the Dispute Resolution Procedures set out in Clauses 41 - 44 of this constitution, or:

   iii) Upon a Member's death or mental incapacity, or:

   iv) Where the member fails to pay their membership fees, pursuant to Clauses 16. b – f of this constitution.

b. A member who has ceased to be a member of the Taupō RSA for any reason outlined within this Constitution:

   i) Remains liable to pay all membership fees for the remainder of that financial year, and:

   ii) Shall return to the Executive Committee all material that is provided to members of the Taupō RSA including badges and certificates of membership, handbooks, and manuals, and:

   iii) Shall forfeit all rights and privileges of membership of the Taupō RSA, including the right to attend and vote at a General Meeting, and:

   iv) Shall cease to hold themselves out as a member of the Taupō RSA.

c. Any former member may apply for re-admission in the manner prescribed for new applicants and may be readmitted by resolution of the Executive Committee.

18. Executive Committee.

a. The Executive Committee provides the governance and strategic oversight for the Taupō RSA and is responsible for the staff, professional business standards, proper and profitable trading, and accurate and timely delivery of all its objectives and purposes.

b. The Executive Committee Members are the legally recognised Officers of the Taupō RSA.

c. For the due attainment of its purpose and objectives, the Executive Committee shall have the following powers:

   i) To manage, direct, and supervise the operation and affairs of the Taupō RSA, except where modified, excepted, or limited by the Act or this Constitution.

   ii) To control and raise money, including to borrow, invest, loan or advance monies, and to secure the payment of such by way of mortgage not exceeding $10,000 over all or part of any of its real and personal property, provided interest paid on such funds borrowed or raised must not exceed the current market rate.

   iii) To delegate some or all its responsibilities or powers to legal persons (including subcommittees) as it considers necessary to effectively operate the Taupō RSA, ensuring that responsibilities are performed, completed, or complied with, and powers properly exercised.

   iv) To co-opt an Executive Committee Member (including the President and Vice President) until the next AGM, in accordance with Clauses 24.b – d of this constitution.

d. The Executive Committee shall comprise:

   i) The President, and:

   ii) The Vice President, and:

   iii) The Secretary, and:

   iv) The Treasurer, and:

   v) Up to 4 members.

19. Executive Committee Eligibility.

a. Each Executive Committee Member shall meet and continue to meet the following eligibility criteria:

   i) No person who is employed by the Taupō RSA shall be eligible for election to the Executive Committee (for clarity, receiving an honorarium or reimbursement does not count as employment).

   ii) No person who is undischarged bankrupt shall be eligible for election to the Executive Committee.

iii) 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 in the past seven (7) years for a serious offence. "Serious" shall include, but is not limited to, fraud, theft, assault, sexual offences, or any other offence that has a maximum penalty of imprisonment of two years or more.

iv) Any person who is serving on the Executive Committee and convicted of a serious offence shall at the time of their conviction disclose to the Executive Committee their conviction. "Serious" shall include, but is not limited to, fraud, theft, assault, sexual offences, or any other offence that has a maximum penalty of imprisonment of two years or more.

20. Nomination for a Position on the Executive Committee.

a. Nominations for positions on the Executive Committee shall be called at least sixty (60) days before the date of the AGM. The call for nominations shall be via email and a physical notice posted on the Taupō RSA noticeboard.

b. Nominations for Executive Committee positions must be received by the Executive Committee on the prescribed nomination form at least fourteen (14) days before the AGM.

c. Each Nomination Form is to include:

i) The position for which the nominee is being nominated.

ii) The nominee's consent to be a candidate for the position in which they're being nominated.

iii) The nominee's certification that they meet the Eligibility Criteria.

iv) The nominees signature.

d. The election of Executive Committee Members will take place at each AGM in accordance with the process set out in Clause 32 of this constitution.

21. Term of the Executive Committee.

a. Subject to the terms of this Constitution, all Members of the Executive Committee shall hold office from the end of the AGM at which they are elected until the conclusion of the next AGM and shall be eligible for re-election from year to year.

b. There is no maximum term to which a person may serve as a member of the Executive Committee.

22. Roles and Duties of the Executive Committee.

a. Each Executive Committee member must adhere to the Officers duties that are outlined in the Act.

b. The roles and responsibilities of each Executive Committee member shall be detailed in the Bylaws.

c. The Secretary and Treasurer shall be the contact persons for the purpose of the Act.

23. Operation of the Executive Committee.

a. The Executive Committee shall meet at least monthly at such times and places, and in such manner that suits the Executive Committee members (including audio and audio-visual attendance).

b. The quorum for Executive Committee meetings is attendance by at least half the number of Executive Committee Members, but not less than three.

c. No business shall be transacted at any meeting where a quorum is not present. Business that is transacted without a quorum shall be retrospectively void.

d. Attendance at a meeting of the Executive Committee by video conference or telephone may be permitted. Executive Committee members who are attending by video conference or telephone shall be considered in attendance when assessing a quorum and shall be entitled to vote.

e. Proxy votes are not permitted at meetings of the Executive Committee.

f. If a quorum is not achieved within half an hour from the time the meeting is scheduled to start, the meeting will be adjourned to the same time, place, and day the following week, and the members present at the adjourned meeting may transact business as if they constituted a full quorum.

g. Unless otherwise specified in this Constitution, the Executive Committee will generally operate by consensus. If consensus cannot be reached, decisions will be made by a majority vote. Each Executive Committee Member in attendance will have one vote. In case of a tie, the chair of the meeting will have a second casting vote.

h. Subject to applicable law, any meeting of the Executive Committee may be held 'in confidence' or 'in closed session' either on the meeting's motion or at the President's request. Attendees shall comply with such motion or request of confidence.

i. The Executive Committee may produce subordinate rules, known as the Bylaws, to manage the day-to-day operation of the Taupō RSA. The Bylaws are given authority under this constitution and:

   i) Cannot conflict with this Constitution or alter the Purpose and Objectives detailed in Clause 3, and:

   ii) Must be approved or amended by a majority vote at an Executive Committee meeting, and:

   iii) Are to be made available to all members of the Taupō RSA.

24. Ceasing to be an Executive Committee Member.

a. An Executive Committee Member will cease to be an Executive Committee Member upon:

   i) Death.

   ii) Mental incapacity.

iii) Bankruptcy.

iv) Failure to attend three (3) consecutive meetings of the Executive Committee without the Chairpersons consent.

v) Resignation in writing to the Executive Committee.

vi) Removal from office in accordance with this Constitution or Bylaws, including under the Dispute Resolution Procedure set out in Clauses 41 - 44 of this constitution.

vii) Removal with a Motion of No Confidence as per Clause 25 of this constitution.

viii) Removal by majority vote of the Executive Committee, if the Executive Committee Member no longer meets or satisfies the Eligibility Criteria set out in Clause 19 of this constitution.

b. If the Individual Person serving as President ceases to hold office for any reason (other than the expiration of their term) the Vice President will have all the powers of President until the Executive Committee co-opts another person into the role or until the next AGM, whichever comes first.

c. If any of the Executive Committee members including President and Vice President ceases to hold office for any reason (other than the expiration of their term), the Executive Committee, at their discretion, may co-opt a member to temporarily fill the vacancy until the next AGM where an election will be held.

d. Any co-opted member shall first be nominated by the Executive Committee by way of majority vote and complete and sign a nomination form pursuant to Clause 20.c of this constitution.

e. For clarity, a co-opted Executive Committee Member can only be an Executive Committee Member until the end of the next AGM after being co-opted, unless they are elected as an Executive Committee Member at that next AGM or are co-opted again after the next AGM, pursuant to Clauses 24.b – d of this constitution.

25. Removal of the Executive Committee.

a. Any or all members of the Executive Committee may be removed by members of the Taupō RSA at an AGM by submitting a Motion of No Confidence. The Motion of No Confidence must:

i) Be submitted to the Executive Committee in writing at least one (1) month prior to the date the AGM is to be held, and:

ii) Propose the removal of the Executive Committee members, and:

iii) Include the reasons for the Motion of No Confidence, and:

iv) Include the wording of the specific motion to be put to the AGM, and:

v) Have a Proposer and Seconder who are financial members of the Taupō RSA, and:

vi) Be signed by at least 25% of Taupō RSA members.

b. All Motions of No Confidence, whether valid or not, shall be given to the Executive Committee for consideration.

c. The Executive Committee does not need to bring any Motion of No Confidence (or purported Motions of No Confidence) to an AGM if the requirements of Clause 25.a of this constitution are not met.

d. If the Motion of No Confidence complies with the requirements of Clause 25.a of this constitution, the Executive Committee must provide a copy to the RNZRSA Chief Executive.

e. A Member may withdraw their signature from the Motion of No Confidence before the AGM by notifying the Executive Committee and Proposer in writing. New Member signatories may not be added to the Motion of No Confidence after it has been submitted. If, at any time prior to the AGM, the number of members that have signed the Motion of No Confidence drops below that what is required in Clause 25.a.vi of this constitution, then the Motion of No Confidence will be deemed to have been withdrawn.

f. The Executive Committee is not required to put any Motion of No Confidence to an AGM if it is withdrawn before the AGM.

g. If the Motion of No Confidence is not withdrawn before the notice of AGM is issued, the Executive Committee shall ensure the Motion of No Confidence is included in the agenda for that AGM and a copy of the Motion of No Confidence shall be included with the notice of AGM. Including the Motion of No Confidence in the agenda or notice of meeting does not prevent its withdrawal prior to the AGM.

h. All Executive Committee members, as subject of the motion, will have the right to speak or have their representative speak in response to the reason for the motion before the vote.

i. The Motion of No Confidence shall be passed by a resolution of 75% of votes in favour, cast by members in attendance at the AGM.

j. If the Motion of No Confidence passes:

i) The Executive Committee members will be removed immediately; Nominations will then be called from the floor for the immediate election of an interim management committee and from within that new committee, a new Chairperson will be appointed.

ii) The AGM will continue. The new Chairperson of the meeting will have discretion to alter, remove, or add any agenda item for the remainder of the meeting, provided that no agenda item will be removed where it is required for the Taupō RSA to comply with applicable law.

iii) The Interim Management Committee will be required to call an SGM to elect a replacement Executive Committee. The SGM must be held no later than three (3) calendar months following the date of the AGM where the Motion of No Confidence was conducted.

iv) The election of the replacement Executive Committee shall be conducted in accordance with Clause 32 of this constitution.

v) An SGM that is held to appoint a new Executive Committee following a Vote of No Confidence shall be held in accordance with Clause 28 of this constitution.

k. A Motion of No Confidence may not be considered at any General Meeting other than an AGM.

26. Patron / Kaumātua

a. Members of the Taupō RSA, on recommendation of the Executive Committee, may elect or remove a Patron / Kaumatua at an AGM.

b. The role of the Patron / Kaumātua is to advise and provide guidance to the Taupō RSA and to represent the Taupō RSA at ceremonial occasions.

c. The Patron / Kaumātua may attend and speak at meetings of the Executive Committee but shall not have voting rights.

d. The Patron / Kaumātua may attend and speak at an AGM or SGM and shall have the same voting rights as a financial member.

e. The Patron / Kaumātua is not an Officer of the Taupō RSA for the purposes of the Act.

f. The Patron / Kaumātua shall hold their role from the end of the AGM at which they are elected until they resign their position (in writing to the Executive Committee) or until they are removed from the position by the members at an AGM.

g. There is no maximum term to which a person may serve as Patron / Kaumātua.

27. Annual General Meetings (AGM).

a. An AGM must be held annually, within six months of the Taupō RSAs end of financial year and no later than 15 months after the previous AGM.

b. The Executive Committee shall issue a Notice of AGM at least 60 days before the date of the AGM, which must include:

i) The date, time, and location of the AGM, and:

ii) A call for nominations of Executive Committee members, in accordance with Clause 20 of this constitution, and:

iii) A call for any Notices of Motion to be heard at the AGM, in accordance with Clause 29 of this constitution.

c. The Notice of AGM shall be advertised to members via email and a physical notice posted on the Taupō RSA noticeboard.

d. The Executive Committee shall issue an Annual Report to members at least seven (7) days before the date of the AGM, which will include:

   i) An agenda, and:

   ii) The minutes from the previous AGM, and:

   iii) A report on the operations of the Taupō RSA from the previous period, and:

   iv) Any financial statements for the previous financial period, and:

   v) Notice of any disclosed conflicts of interest from the previous period, including a summary of the matters or types of matters disclosed, and:

   vi) A list of the nominees for all Executive Committee positions and if an election is required, any information relating to the nominees for such election, and:

   vii) A copy of any Notices of Motion that are to be considered at the AGM, and:

   viii) Any other matters required by applicable law or that the Executive Committee considers appropriate.

e. A quorum for an AGM shall be 15% of all financial members at the time the meeting is held.

f. No business shall be transacted at an AGM where a quorum is not present. Business that is transacted without a quorum shall be retrospectively void.

g. If a quorum is not achieved within half an hour from the time the AGM is set to start, the AGM will be adjourned to the same time, place, and day the following week, and the members present at the adjourned AGM shall transact business as if they constituted a full quorum.

28. Special General Meetings (SGM)

a. An SGM may be called at any time by the Executive Committee or upon requisition in writing by 15% of the financial members.

b. Any such requisition by the members shall:

   i) Specify the objects of the meeting.

   ii) Be signed by 15% of the financial members of the Taupō RSA.

c. If the Executive Committee fails to call an SGM within fourteen (14) days of receiving the written requisition, the members making such requisition may themselves call an SGM no later than three (3) months after the date of the written requisition.

d. Notice of an SGM must be advised to members at least fourteen (14) days before the date of the SGM, and shall include:

   i) The date, time, and location of the SGM, and:

   ii) The objects of the meeting.

e. The only business transacted at an SGM is that which is detailed on the Notice of SGM.

f. Notices of Motion do not apply to SGMs.

g. A quorum for an SGM shall be 15% of all financial members at the time the meeting is held.

h. No business shall be transacted at any SGM where a quorum is not present. Business that is transacted without a quorum shall be retrospectively void.

i. If a quorum is not achieved within half an hour from the time the SGM is set to start, the SGM:

   i) If called by the Executive Committee, shall be adjourned to the same time, place, and day the following week, and the members present at the adjourned SGM shall transact business as if they constituted a full quorum, or:

   ii) If called upon requisition of the members, shall be dissolved.

29. Notices of Motion.

a. Notices of Motion to be heard by an AGM must be received by the Executive Committee at least fourteen (14) days before the date of AGM, and must:

   i) Clearly set out the specific motion to be voted on.

   ii) Have a Proposer and Seconder who are financial members of the Taupō RSA.

b. The Executive Committee is not required to bring any Notice of to an AGM if the requirements of Clause 29.a are not met, or:

   i) The matter has been considered and rejected by the Members at a General Meeting within the past three (3) years, or:

   ii) The matter is contrary to the Purposes and Objectives of the Taupō RSA, or:

   iii) The matter is contrary to applicable law or seeks to have the Taupō RSA, the Executive Committee, or any other Legal Person act in a manner contrary to law, or:

   iv) The matter could reasonably be considered defamatory, hate speech, or otherwise derogatory.

30. Conduct of General Meetings.

a. The Executive Committee shall be responsible for:

   i) Ensuring accurate minutes of each General meeting are kept, and:

   ii) Organising the logistics and administration and for any General Meeting.

b. The following persons may attend an AGM:

   i) Financial members of the Taupō RSA, and:

   ii) Any other person at the invitation of the Executive Committee.

c. The chair of an AGM may remove any Individual Person who is not entitled to be present, is disrupting the meeting, behaving in a disorderly or abusive manner, or failing to follow the chair's directions. The Individual Person shall comply with the chair's request to leave.

d. All attendees at an AGM are subject to the Constitution and bylaws of the Taupō RSA.

e. The President or in the Presidents absence, the Vice President, shall be the Chairperson of each General Meeting.

f. The Chairperson 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 in which the adjournment took place.

g. Attendance at a General Meeting by video conference may be permitted by the Executive Committee. Members who are attending by video conference shall be considered in attendance when assessing a quorum and shall be entitled to vote.

h. Accidentally failing to give notice of a General Meeting to a member, or the failure to receive notice of a meeting by a member does not invalidate a General Meeting.

31. Voting at a General Meeting.

a. Decisions of members at General Meetings shall be made by simple majority of votes (51%), unless a higher majority applies to the particular resolution pursuant to this Constitution.

b. Only financial members in attendance at a General Meeting are eligible to vote.

c. Proxy votes are not permitted.

d. In the first instance, voting at a General Meeting shall be by show of hands unless there is a determination by the Chairperson or at least three (3) members present that a ballot is necessary.

e. Unless a ballot is determined by the Chairperson or at least three (3) members present, a declaration by the Chairperson that a resolution has been carried or lost shall be conclusive and an entry to that effect into the minutes shall be recorded as evidence.

f. If a ballot is required:

i) The ballot shall be taken in such a manner as the Chairperson of the meeting may direct and the result of the ballot shall be deemed to be a resolution of the meeting.

g. A determination that a ballot is necessary may be withdrawn.

h. In the case of an equality of votes, the motion will be deemed to have been unsuccessful, and the status quo will remain.

32. Election of the Executive Committee.

a. Nominations for positions on the Executive Committee shall be called in accordance with Clause 20 of this constitution.

b. Where the number of persons nominated for an Executive Committee position is no greater than the number called for, those persons so nominated shall be declared duly elected without the need for a ballot.

c. If no valid nominees for a vacancy are received prior to the Cut Off Date, nominations may be accepted from the floor of the AGM. Nominees must meet the eligibility requirements of Clause 19 of this constitution and shall sign a nomination form before being put forward for election.

d. Elections for Executive Committee members will take place via a ballot process, undertaken as follows:

i) A separate ballot voting process shall be undertaken in respect of each vacancy.

ii) The order of elections will first be President, then Vice President, then Secretary, then Treasurer, then other Executive Committee vacancies.

iii) Ballot papers shall be handed out for voters to record the full name of each candidate and the vacancy for which they are voting on.

iv) The Chairperson shall appoint two scrutineers who are not candidates in the election. The scrutineers shall supervise the election, collect the ballot papers, tally the votes recorded for each candidate and provide that tally to the Chairperson.

v) The candidate with the highest number of votes for a vacancy will be elected to fill that vacancy.

vi) The Chairperson shall announce the results of the election.

vii) In the event of an equality of votes for any of the vacancies, there will be a second ballot.

viii) If following the second ballot there remains an equality of votes for the position of President or Vice President and the Individual Person then holding the position of President or Vice President is a candidate for election, the Individual Person then holding the position of President or Vice President will remain in that position for a further term.

ix) If following the second ballot there remains an equality of votes for the position of President or Vice President and the Individual Person then holding the position of President or Vice President is not a candidate for election, or if there is an equality of votes for the election of any other member(s) to the Executive Committee, the result will be determined by the tied candidates drawing lots.

x) Any candidate who is nominated for more than one vacancy and is successfully elected to a vacancy, will be removed as a candidate for all other vacancies.

33. Amendments to this Constitution

a. Amendments to this constitution may be made at any General Meeting by Notice of Motion, provided that:

i) The Notice of Motion is accompanied by a written explanation of the reasons for the proposed amendment, and:

ii) A copy of the proposed amendment (Notice of Motion) is given to members at least seven (7) days prior to the General Meeting being held, and:

iii) The amendment shall not be contrary to the Purposes and Objectives of the Taupō RSA, and:

iv) The amendment is passed by resolution of a 51% simple majority vote of eligible voters present at the General meeting.

b. Notwithstanding Clause 33.a of this constitution, the Executive Committee may make minor or technical amendments to this constitution, provided that the amendment:

i) Has no more than a minor effect; or

ii) Corrects errors or makes similar technical alterations.

c. The Executive Committee must, in accordance with section 31 of the Act, ensure that written notice of any minor or technical amendment is sent to every member of the Taupō RSA. The notice must state:

i) The text of the amendment; and:

ii) The right of the member to object to the amendment.

d. If no objection from a member is received within 20 working days after the date on which the notice is sent, the Executive Committee may make the amendment.

e. If such an objection is received, the Executive Committee may not make the amendment under section 31 of the Act.

f. All amendments made under Clause 33 of this constitution must be approved in writing by the Chief Executive of the RNZRSA prior to being filed with the Registrar of Incorporated Societies, on the understanding that such approval shall not be unreasonably withheld if the proposed amendment does not conflict with the Objects and Purposes of the Taupō RSA.

g. A copy of the approved amendment and a copy of the constitution as amended must be given to the Registrar of Incorporated Societies for registration within the timeframe and manner described in the Act, and the amendment shall take effect from the date of registration.

34. Awards

a. At a General Meeting, upon the recommendation of the Executive Committee, any member of the Taupō RSA may be awarded a Merit Award or Presidential Citation in recognition of outstanding service to the Taupō RSA, RNZRSA, or Veterans Support.

b. 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.

35. Bylaws

a. The Executive Committee may produce subordinate rules, known as the Bylaws, to manage the day-to-day operation of the Taupō RSA and any other relevant matter that is not already addressed in this Constitution, provided that:

i) They do not alter the Purpose and Objectives of the Taupō RSA, and:

ii) They do not conflict with this constitution, and:

iii) They are approved or amended by a resolution at a meeting of the Executive Committee.

36. Withdrawal from Membership of RNZRSA.

a. The Taupō RSA shall withdraw from membership of RNZRSA upon the following:

i) A resolution of 75% of eligible voters present at a General Meeting in favour of placing the Taupō RSA into liquidation, or:

ii) A resolution of 75% of eligible voters present at a General Meeting in favour of such withdrawal.

b. Written notice shall be given to the Chief Executive of RNZRSA at least fourteen (14) calendar days prior to any General Meeting where a vote will occur to consider either matter described in Clause 36.a of this constitution, and shall:

i) Include the date, time, and place at which the General Meeting shall occur, and:

ii) Be accompanied by payment in full of all capitation and other sums due by the Taupō RSA.

c. Immediately following any resolution to withdraw as a member of RNZRSA has passed, written notice shall be given to the Chief Executive of RNZRSA advising them of the decision, and:

i) The date from which Taupō RSAs membership to RNZRSA will terminate, and:

ii) Whether the Taupō RSA intends to be put into voluntary liquidation.

37. Liquidation.

a. The Taupō RSA may be liquidated in accordance with the provisions of Part 5 of the Act, by either:

i) A 75% resolution of eligible voters present at a General Meeting who are in favour of liquidating, or:

ii) By decision of the High Court for any of the reasons listed in section 210 of the Act.

b. The Executive Committee shall provide to all members at least thirty (30) calendar days prior written notice of any General Meeting to consider a proposed resolution that will put the Taupō RSA into liquidation. Such notice shall include all information as required by section 228(4) of the Act.

38. Removal from the register.

a. The Taupō RSA may be removed from the register in accordance with the provisions of Part 5 of the Act and by way of 75% resolution of eligible voters present at a General Meeting who are in favour of removing the Taupō RSA from the register.

b. The Executive Committee shall provide to all members at least thirty (30) calendar days prior written notice of any General Meeting to consider a proposed resolution that will remove the Taupō RSA from the register. Such notice shall include all information as required by section 228(4) of the Act.

39. Surplus Assets.

a. If the Taupō RSA is liquidated or removed from the register of Incorporated Societies and any assets remain after all debts are settled (surplus assets), no distribution of those assets shall be made to any member of the Taupō RSA.

b. On the winding up or liquidation or removal from the Register of Incorporated Societies, the surplus assets belonging to the Taupō RSA shall be vested in an organisation whose Purpose and Objectives are consistent with those of the Taupō RSA. Such organisation shall be determined by a 51% simple majority resolution of eligible voters who are present at a General Meeting.

40. Finances.

a. All funds and property of the Taupō RSA shall be:

i) Controlled, invested, and disposed of by the Executive Committee, subject to the provisions of this constitution, and:

ii) Devoted solely toward the purpose and objectives of the Taupō RSA.

b. The Executive Committee shall maintain bank accounts in the name of the Taupō RSA.

c. All accounts paid or for payment shall be submitted to the Executive Committee for approval of payment.

d. Physical payment of all approved accounts shall be authorised by not less than two signatories who are authorised by the Executive Committee.

e. The financial year of the Taupō RSA shall commence on the 1st of April each year and end on the 31st of March (The latter being the balance date).

f. The Executive Committee shall ensure that the annual financial statements of the Taupō RSA are filed with the Registrar within six (6) months of the balance date.

g. The Executive Committee shall ensure that the annual return is completed and submitted to the Registrar each year at the same time as the financial statements.

h. The Executive Committee shall at all times:

i) Keep accounting records of the Taupō RSA and ensure that those records:

(1) Be kept in written form in English, or in a form or manner that is easily accessible and convertible into written form in English, and:

(2) Be kept for the current accounting period plus the last seven (7) completed accounting periods of the Taupō RSA, and:

(3) Correctly record the financial transactions of the Taupō RSA, and:

(4) Allow the Taupō RSA to produce financial statements that comply with the requirements of the Act, and:

(5) Enable the financial accounts to be readily and properly audited (if required by the Act), and:

(6) Comply with the auditing requirements set out in the Act.

41. Disputes Resolution.

a. Disputes must be dealt with in a fair, efficient, and effective manner, and in accordance with the Disputes Resolution Procedures set out in this constitution and the Act.

b. The Executive Committee must ensure that any complaint is investigated and resolved in accordance with the Disputes Resolution Process as soon as reasonably practicable after receiving or becoming aware of it.

c. A dispute is a disagreement or conflict involving the Taupō RSA and/or its members in relation to one of the following:

   i) An allegation that a member or officer has engaged in misconduct, including any breach of this constitution or bylaws, or:

   ii) An allegation that a member or officer has breached or is likely to breach a duty under this constitution, bylaws, or the Act, or:

   iii) An allegation that a member or officer is acting or has acted in a manner that has harmed or may materially harm the interests of the Taupō RSA or its members generally, or brought the Taupō RSA into disrepute, or:

   iv) An allegation that a member or officer's rights or interests as a member have been damaged, or a member's rights or interests generally have been damaged, or:

   v) Any other matter or allegation pertaining to a member or officer of the Taupō RSA that requires resolve.

d. The disagreement or conflict may be between any of the following persons:

   i) Two or more members, or:

   ii) One or more members and the Taupō RSA, or:

   iii) One or more members and one or more officers of the Taupō RSA, or:

   iv) Two or more officers of the Taupō RSA, or:

   v) The Taupō RSA and one or more officers of the Taupō RSA.

e. A member resigning their membership of the Taupō RSA or an Officer, Patron / Kaumātua resigning their position will not prevent the Dispute Resolution Procedure under this Constitution from continuing, deciding the matter, and determining an appropriate remedy.

f. Where the Executive Committee, acting reasonably, considers it is appropriate, they may:

   i) Suspend the Respondent whilst the outcome of the Dispute Resolution Procedures is pending.

   ii) Immediately suspend any member for a period of up to fourteen (14) days if that member:

      (1) Assaults or attacks another Individual Person or otherwise acts in a way that is likely to be the subject of a criminal complaint.

      (2) Places the RSA Member Association in breach of its regulatory or other legal obligations.

      (3) For any other reason specifically set out in the Rules.

iii) The Executive Committee may extend the period of Suspension if it considers it appropriate to do so, or if a Complaint has been made in relation to the events giving rise to such Suspension, the Executive Committee may impose an ongoing Suspension under Clause 43.c.(2) of this constitution.

42. Commencing a Dispute Resolution Procedure.

a. A Complainant makes a complaint by giving written notice in accordance with Clause 42.b of this constitution to the Executive Committee, who shall be the Determining Body.

b. The Complaint shall:

i) State that the Complainant is starting a Dispute Resolution Procedure.

ii) Set out the allegation or matter to which the dispute relates.

iii) Set out whom the allegation is against or relates to.

iv) Provide sufficient details of the allegation to enable the Respondent to be fairly advised of the allegation and to enable the Respondent to prepare a response.

v) Set out any other information reasonably required by the Executive Committee including where applicable, any remedy sought.

43. Investigating a Dispute Resolution Procedure.

a. If the Taupō RSA is the complainant, an officer may exercise all rights on behalf of the Taupō RSA.

b. In all cases, the Complainant and the Respondent have the right to be heard by the Determining Body before any complaint is resolved, or any outcome is determined.

c. Without limiting the manner in which the Determining Body gives a Complainant the right to be heard, it will be taken that a Complainant has been given that right where the Complainant has a reasonable opportunity to be heard in writing or at an oral hearing, if one is deemed necessary by the Determining Body to ensure a fair resolution.

d. Without limiting the manner in which the Determining Body gives a Respondent the right to be heard, it will be taken that a Respondent has been given that right where:

i) The Respondent is fairly advised of all allegations against them, with sufficient details and time given to enable the Respondent to prepare a response, or:

ii) The Respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held), or:

iii) The Respondent's written statement or submissions (if any) are considered by the Determining Body.

e. After both the Respondent and Claimant have been heard, the Executive Committee may decide not to proceed with the complaint further if:

i) The matter raised is deemed by the Executive Committee to be trivial or vexatious, or:

ii) The matter does not meet the criteria set out in Clause 41.c of this constitution, or:

iii) The matter appears to be without foundation or there is no apparent evidence to support it, or:

iv) The individual person who made the complaint has an insignificant interest in the matter, or:

v) The matter has already been investigated and dealt with under the constitution, or:

vi) There has been undue delay in making the complaint.

f. The Executive Committee may at their discretion, refer any complaint or matter to a subcommittee or external individual person to investigate and report.

44. Deciding on a Dispute Resolution Procedure.

a. The Executive Committee may at their discretion, refer any complaint or matter to a subcommittee or external individual person to investigate and make a decision on the outcome.

b. An individual person may not act as a decision maker (as part of the Executive Committee or subcommittee making a decision) in relation to a complaint that two (2) or more members of that committee consider that there are reasonable grounds to believe that the individual person may not be impartial or be able to consider the matter without a predetermined view.

c. The Executive Committee, subcommittee, or external individual person making the decision regarding the complaint may:

i) Dismiss the complaint, or:

ii) Uphold the complaint and make one or more of the following directions as they consider appropriate with which the respondent will comply:

(1) Reprimand or admonish the Respondent.

(2) Suspend the Respondent from the membership of the Taupō RSA for a specified period of time.

(3) Terminate the Respondents membership from the Taupō RSA.

(4) Where the Respondent is a member of the Executive Committee or Patron / Kaumatua, remove that Executive Committee member or Patron / Kaumatua from office.

d. The decision, but not the reasons for the decision of the Executive Committee, subcommittee, or external individual person as the case may be, will be given in writing to the Respondent and Complainant as soon as reasonably practicable following the decision being made.

e. The Executive Committee, where they are not the decision-making body, will also be provided with the decision in writing as soon as practicably possible after the decision being made.

f. A decision made under this Dispute Resolution Procedure will be final and no further appeal will be permitted.