



Consent to Rules
(Under the Incorporated Societies Act, 2022)

ROYAL NEW ZEALAND RETURNED AND SERVICES' ASSOCIATION INCORPORATED
No. 215442

This is to certify that the National Council of Royal New Zealand Returned And Services' Association (Incorporated) hereby consents to adopt Constitution version 118 with the signature of the undersigned and attached to this Certificate.

Noting that under section 6 of Schedule 1 of the Incorporated Societies Regulations 2023, that the RNZRSA will not comply with section 45(3) during the transitional period.

For and on behalf of **Royal New Zealand Returned and Services' Association** (Incorporated):

Evan Willaims
RNZRSA Chief Executive

Sir Wayne Shelford
RNZRSA National
President

Rhys Jones
RNZRSA Board Chair

ROYAL NEW ZEALAND RETURNED AND SERVICES ASSOCIATION



RNZRSA Constitution v118

RNZRSA CONSTITUTION

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1. NAME

- 1.1 The name of the Society is the "Royal New Zealand Returned and Services Association Incorporated | Te Rātonga Kāhui Mōrehu a Tūmataunga o Aotearoa" ("RNZRSA").

2. DEFINITIONS

- 2.1 **Definitions:** In this Constitution, the following capitalised words and phrases have these meanings, unless the context indicates otherwise:

"Act" means the Incorporated Societies Act 2022.

"Affiliate Member" means those Entities that have been granted membership of RNZRSA in this category, in accordance with clauses 16.11 - 16.16.

"Affiliate Member's Representative" means a representative appointed by the Affiliate Members from time to time, in accordance with the Bylaws.

"Annual General Meeting" or **"AGM"** means an annual general meeting of National Council, called in accordance with clause 18.1.

"Appointed Board Members" means those Board Members that have been appointed to the Board by the Board Selection and Eligibility Committee in accordance with clause 8.10.

"Board" means the National Board of Governance of RNZRSA, as further described in clause 8.

"Board Chair" means the Board Member who is elected as the chair of the Board from time to time, in accordance with clause 8.29.

"Board Member(s)" means the member(s) of the Board from time to time, comprising the National President and Appointed Board Members as set out in clause 8.9.

"Board Selection and Eligibility Committee" consists of the group of Individual Persons described in clause 8.11, which has the role set out in clause 8.10.

"Bylaws" means the Bylaws of RNZRSA which include any documents referred to in the Bylaws. The Bylaws are created and updated by the Board in accordance with clause 20.

"Chief Executive" means the Chief Executive of RNZRSA, appointed by the Board in accordance with clause 9.

"Complaint" has the meaning set out in clause 1.1 of Schedule Two.

"Constitution" means this Constitution, being the governing document of RNZRSA.

“Constitutional Principles” means the foundational principles of RNZRSA described in clause 3.

“Code of Conduct” means the Bylaw of this name, as updated or replaced by the Board from time to time. The Code of Conduct is a set of rules, principles and values that all Members, and their Delegate and Observers, all Officeholders and all RNZRSA committees (including the Selection and/or Eligibility Committees and the Complaints Committees) are required to comply with.

“Delegate” means an Individual Person appointed by an RSA Member Association, RSA Affiliate Member or RNZRSA National Women’s Association Member in accordance with clause 18.31, to attend and vote at General Meetings on their behalf.

“Dispute Resolution Procedures” means the procedures described in clause 17 and Schedule Two.

“District” means an area of New Zealand, as defined in the Bylaws, which encompasses all of the RSA Member Associations located within it.

“District President” means a representative elected by RSA Member Associations within each District in accordance with clause 12.11 and the Bylaws, and who has been approved by the Forum Eligibility Committee in accordance with clauses 12.8 and 12.9.

“Eligibility Criteria” means the criteria set out in Schedule One.

“Entity” means any entity of any type, whether incorporated or unincorporated, including, an incorporated society, incorporated charitable trust, company, partnership, limited partnership, association or trust.

“Ex-Officio Board Meeting Attendee” means an Individual Person appointed by the Board to attend Board meetings in accordance with clause 8.24.

“Forum” means the RNZRSA Forum, as further described in clause 12.

“Forum Chair” means the Forum Member who is elected as the chair of the Forum from time to time in accordance with clause 12.19.

“Forum Eligibility Committee” consists of the group of Individual Persons described in clause 12.7 which has the role set out in clause 12.6.

“Forum Member(s)” means the member(s) of the RNZRSA Forum, from time to time, as further described in clause 12.5.

“General Meeting” means a meeting of National Council, including an Annual General Meeting, a Special General Meeting, or other meeting of National Council, as the context requires.

“Individual Person” means a natural person aged 18 or over.

“Interest” or “Interested” means any Legal Person deriving a financial benefit from a Matter.

“Kaumātua” means the Individual Person appointed from time to time in accordance with clause 11.7.

“Kaumātua Selection and Eligibility Committee” consists of the group of Individual Persons described in clause 11.4 which has the role set out in clause 11.3.

“Legal Person” means Entities and Individual Persons.

“Matter” means any activity or action taken by RNZRSA or any agreement, contract, or arrangement involving RNZRSA.

“Members” means all members of RNZRSA, including RNZRSA Life Members, RSA Member Associations, RNZRSA National Women’s Association, and Affiliate Members.

“Membership Fee” means a fee payable by each Member (except RNZRSA Life Members) to RNZRSA to maintain their membership of RNZRSA, together with any other levies or charges as set out in the Bylaws.

“Member Information” means the information described in clause 16.49.

“Members of National Council” means all of the following: RSA Member Associations, RNZRSA National Women’s Association Members, Affiliate Members, Board Members, Kaumātua, Forum Members and RNZRSA Life Members.

“Motion of No Confidence” has the meaning set out in clause 8.37(a).

“National Council” means the group comprising the Members of National Council.

“National President” means the Individual Person serving as the National President of RNZRSA from time to time in accordance with this Constitution.

“National President Eligibility Committee” consists of the group of Individual Persons described in clause 10.5 which has the role set out in clause 10.6.

“National Vice President” means an Individual Person serving as a National Vice President of RNZRSA from time to time in accordance with this Constitution.

“National Vice President Eligibility Committee” consists of the group of Individual Persons described in clause 10.5 which has the role set out in clause 10.6.

“New Zealand Service Personnel” means New Zealand Veterans and Police Officers.

“New Zealand Veterans” or **“Veteran”** has the meaning set out in clause 3.1(a).

“Notice of Motion” means such notices in accordance with clause 18.5.

“Objects and Purposes” means the objects and purposes of RNZRSA in accordance with clause 4.

“Observers” means those Individual Persons appointed by each RSA Member Association, the RNZRSA National Women’s Association, or an Affiliate Member from time to time to attend a General Meeting, as observers without voting rights, on their behalf, in accordance with clause 18.31.

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

“Officeholders” means Board Members, Forum Members and the Kaumātua.

“Personnel from Other Recognised Militaries” has the meaning set out in clause 3.1(d).

“Police Officers” has the meaning set out in clause 3.1(b).

“Permitted Attendees” means those Individual Persons that are permitted to attend a General Meeting in accordance with clause 18.30 or 18.34.

“Register of Interests” means the register referred to in clause 15.3.

“Register of Members” means the register of Members as referenced in clause 16.49, which includes the Member Information.

“RNZRSA” has the meaning given in clause 1.1.

“RNZRSA Life Member” means any Individual Person appointed as a life member of RNZRSA in accordance with clause 16.3.

“RNZRSA National Women’s Association” means the RNZRSA National Women’s Association Incorporated.

“RNZRSA National Women’s Association Member” means a Member that has been granted membership of RNZRSA in the category described in clause 16.1(c). For clarity, only the RNZRSA National Women’s Association may be a member in this category.

“RNZRSA National Women’s Association Representative” means an Individual Person appointed as the representative of the RNZRSA National Women’s Association from time to time, in accordance with clause 12.11 and the Bylaws.

“RSA Member Association” means those incorporated societies and charitable trusts that have been granted membership of RNZRSA in this category, in accordance with clauses 16.11 to 16.17.

“RSA Model Constitution” means a standard form constitution prepared and approved by the Board, as may be updated and replaced from time to time.

“RSA Model Trust Deed” means a standard form trust deed prepared and approved by the Board, as may be updated and replaced from time to time.

“Selection and/or Eligibility Committee” means any one or more of the Board Selection and Eligibility Committee, Forum Eligibility Committee, National President Eligibility Committee, National Vice President Eligibility Committee and the Kaumātua Selection and Eligibility Committee, as the context requires.

“Selection and/or Eligibility Process” means the process to be followed by each Selection and/or Eligibility Committee, as set out in the Bylaws.

“Special General Meeting” or **“SGM”** means a special general meeting of National Council, in accordance with clauses 18.11 to 18.16.

“Suspend” or **“Suspension”** or **“Suspended”** means the suspension of a Member’s membership with RNZRSA, including the suspension of all of their rights and privileges of membership in accordance with clause 16.34.

“Veteran Community” means those Individual Persons comprising New Zealand Veterans, Whānau of New Zealand Veterans, New Zealand Service Personnel, and Personnel from Other Recognised Militaries.

“Voting Delegate” means a Permitted Attendee that is entitled to cast a vote at a General Meeting on behalf of themselves, or on behalf of a Member of National Council.

“Whānau” means an immediate family group linked by whakapapa, but when considered in relation to an Individual Person, means that Individual Person’s spouse, civil union partner, de facto partner, and child or whangai.

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

- 2.2 **References:** In this Constitution, unless the context requires otherwise, or specifically stated, reference to:
- (a) the plural includes reference to the singular, and vice versa;
 - (b) words importing one gender includes all genders;
 - (c) any law, legislation, or legislative provision includes any statutory modification, amendment, or re-enactment, and any subordinate legislation or regulations issued under that legislation or legislative provision whether before or after the date of this Constitution;
 - (d) “applicable laws” includes all applicable laws and legislation and all applicable common law requirements;
 - (e) any clause, paragraph, schedule or annexure is to a clause or paragraph of, or schedule or annexure to, this Constitution;
 - (f) reference to a range of clause references is inclusive of the first and last clause reference;
 - (g) “other meetings of National Council” means any General Meeting other than an AGM or SGM;
 - (h) 'including' (and its similar expressions) shall be interpreted as if followed by 'without limitation'; and
 - (i) "written" and "in writing" include any means of reproducing words, figures or symbols in a tangible and visible form.
- 2.3 **Headings:** Headings inserted in this Constitution are for convenience of reference only and do not affect the interpretation of this Constitution.
- 2.4 **Schedules:** All schedules, annexures or other attachments to this Constitution form part of this Constitution.
- 2.5 **Time period:** If a period of time is specified as being from a given day or the day of an act or event, it is to be calculated as excluding that day.
- 2.6 **Member Representatives:** Where this Constitution gives the right to an Entity to undertake an action (for example, to give a notice or sign a document), then unless otherwise specified in the Constitution, that action may be exercised by a duly authorised representative of the Entity. The RNZRSA may at any time request that any representative of an Entity (including Delegates and Observers) provide evidence (satisfactory to RNZRSA in all respects) that the representative has been so authorised to carry out such action, or request confirmation of the representative’s authority to carry out such action from the Entity.
- 2.7 **Conflict:** If any provision in the main body of this Constitution conflicts with the provisions of any schedule, annexures or other attachments, or Bylaw or other policy, then the provisions set out in the main body of this Constitution shall prevail.

3. CONSTITUTIONAL PRINCIPLES

- 3.1 In pursuance of its Objects and Purposes, RNZRSA seeks to recognise and create a fellowship of:
- (a) those Individual Persons who serve or have served as attested members of New Zealand's armed forces (Navy, Army, Air Force, and collectively called the New Zealand Defence Force) ("**New Zealand Veterans**");
 - (b) those Individual Persons who serve or have served as sworn officers in the New Zealand Police ("**Police Officers**");
 - (c) the Whānau of New Zealand Service Personnel; and
 - (d) those Individual Persons who serve or have served in recognised armed forces of commonwealth countries or New Zealand's allies, as set out in the Bylaws ("**Personnel from Other Recognised Militaries**").
- 3.2 In pursuance of its Objects and Purposes, and in addition to clause 3.1, RNZRSA seeks to provide remembrance of, support to, and advocacy for New Zealand Veterans and their Whānau in order to ensure that ongoing recognition of their service is valued by the Legal Persons of New Zealand.
- 3.3 As part of giving effect to the Objects and Purposes set out in this Constitution, each Member commits to:
- (a) a shared vision of the Objects and Purposes of RNZRSA;
 - (b) working constructively with other Members and RNZRSA to pursue the Objects and Purposes;
 - (c) treating each other and RNZRSA with courtesy, mutual respect and tolerance at all times;
 - (d) demonstrating acceptance of diversity, sensitivity for the customs, practices, culture and personal beliefs of others;
 - (e) supporting human rights and dignity including equality of opportunity; and
 - (f) personal integrity and honesty in all matters involving RNZRSA, its Members and third parties.
- 3.4 RNZRSA shall 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. OBJECTS AND PURPOSES

- 4.1 The Objects and Purposes of RNZRSA are:
- (a) to support and advocate for those who are serving or have served in the New Zealand Defence Force at home and abroad and actively assist them in their transition to civilian life, especially if they are detrimentally affected by their service;

- (b) to provide for New Zealand Veterans suffering hardship or poverty, the advancement of education of New Zealand Veterans or any other matter beneficial to New Zealand Veterans;
- (c) to loyally uphold the sovereignty of New Zealand as a member of the Commonwealth of Nations and as a member of the United Nations;
- (d) to foster and maintain the welfare and security in New Zealand within the concept of the establishment and maintenance of international peace with honour;
- (e) to perpetuate the comradeship born of military service to New Zealand and to promote the general welfare of those who serve or have served New Zealand, and their families;
- (f) to foster the Anzac spirit of courage, commitment, comradeship and compassion;
 - (i) by acting as guardians of remembrance including leading the community in preserving the memory of those who served, particularly those who lost their lives; and
 - (ii) by keeping the Spirit of Anzac alive through continuing to develop its meaning and relevance for today's world.
- (g) to foster remembrance of the service undertaken by New Zealand Veterans and New Zealand Service Personnel;
- (h) to cultivate a sense of responsibility within members of the RNZRSA community towards fellow citizens, the local community, and for the well-being of Individual Persons; and
- (i) to promote the defence of New Zealand, and guard the good name, interests and standing of serving members of the New Zealand Defence Force.

4.2 The Objects and Purposes are stand-alone independent Objects and Purposes.

5. POWERS

5.1 Except where stated otherwise in this Constitution, RNZRSA has full rights, powers and privileges granted to it by the Act including but not limited to, the following:

- (a) to trade, make profits and/or losses;
- (b) to construct, maintain, improve, alter, expand, demolish, remove, replace, manage, acquire, hold, gift, donate, sell, bail, exchange, license, lease, mortgage, grant security interests over, and otherwise encumber, exhaust, use and/or exploit any and all forms of real or intangible property;
- (c) to establish, disestablish, undertake, execute, and manage any trusts;

- (d) to lend, borrow, gift, invest or otherwise manage any form of money, security, or asset;
- (e) to write down or write off any debt to the extent it may be considered irrecoverable;
- (f) to communicate, discuss, and represent any information or concerns to governments, regulatory bodies, organisations or Legal Persons, in the interests of furthering the Objects and Purposes;
- (g) to join or collaborate with, any organisation, body, or individual, and to incorporate companies, enter partnerships and joint ventures, provided this does not conflict with the Constitutional Principles, and Objects and Purposes;
- (h) to delegate powers or responsibilities and to ensure that the responsibilities are performed, completed or complied with;
- (i) to the extent permitted by law, to indemnify including to obtain insurance cover, for Officeholders and others in accordance with clause 14;
- (j) without limiting the above, the ability to take any actions, incur any costs, and complete any documents that, in the opinion of RNZRSA, support the fulfilment of its Constitutional Principles, and Objects and Purposes;
- (k) to make, amend, delete, replace, and otherwise alter Bylaws, policies, and codes of conduct (including the Code of Conduct) applicable for RNZRSA and the Members, in accordance with clause 20; and
- (l) to terminate the membership of Members, remove Officeholders, and take all other action, in accordance with the Dispute Resolution Process.

5.2 The powers set out in clause 5.1 are independent main powers, and they must be applied broadly. They are not to be interpreted in a way that limits RNZRSA's ability to achieve its Constitutional Principles, and Objects and Purposes, or operations.

6. RNZRSA STRUCTURE AND ROLES

6.1 RNZRSA is structured as follows:

- (a) there is a National Council;
- (b) there is a National President for RNZRSA;
- (c) there is a Kaumātua for RNZRSA;
- (d) there is a Board for RNZRSA;
 - (i) there is a Chief Executive; and

- (ii) there are operational roles;
- (e) there is a Forum; and
- (f) there are two National Vice Presidents.

7. NATIONAL COUNCIL

Role of National Council

- 7.1 The role, powers and responsibilities of National Council are, without restricting any other provision of this Constitution, set out in clause 18.

8. RNZRSA GOVERNANCE

Role of Board

- 8.1 The Board is responsible for the governance and strategic oversight of RNZRSA, including operating in accordance with the Constitutional Principles and the achievement of the Objects and Purposes.
- 8.2 The Board Members (including the National President) are the legally recognised Officers of RNZRSA.

Powers of Board

- 8.3 The Board has all the powers necessary to manage, direct, and supervise the operation and affairs of RNZRSA, subject to any modifications, exceptions or limitations contained in the Act or this Constitution.
- 8.4 The Board must obtain the approval of National Council at a General Meeting before borrowing or lending a cumulative (whether in one transaction or many) total amount exceeding NZ \$500,000 from or to any single Legal Person (or group of related Legal Persons).
- 8.5 The Board may delegate all or part of its responsibilities or powers to Legal Persons as it deems necessary for the effective operating of RNZRSA, ensuring that responsibilities are performed, completed or complied with, and powers properly exercised.
- 8.6 The Board has the power to remove an Individual Person as a Board Member in accordance with clause 8.33.
- 8.7 The Board has the power to appoint and remove the Kaumātua in accordance with clauses 11.7 and 11.15.
- 8.8 The Board has the power to co-opt a National Vice President as National President until the next AGM, in accordance with clause 10.15(c).

Board Composition

- 8.9 The Board shall comprise:
- (a) the National President; and

- (b) a minimum of five (5) and a maximum of eight (8) Appointed Board Members.

Board Selection and Eligibility Committee

- 8.10 The Board Selection and Eligibility Committee must:
- (a) appoint Appointed Board Members, that satisfy the Eligibility Criteria, to the Board if at any time there are less than five (5) Appointed Board Members, or where the Board otherwise requests;
 - (b) review and determine whether an Individual Person proposed to be co-opted by the Board meets the Eligibility Criteria; and
 - (c) on the Board's request, review and determine whether an Appointed Board Member continues to meet the Eligibility Criteria.
- 8.11 The Board Selection and Eligibility Committee comprises the following Individual Persons:
- (a) the National President or their representative, who is the chair of the Board Selection and Eligibility Committee;
 - (b) the Board Chair or their representative (or another Board Member, nominated by the Board, if the National President is the Board Chair, or if the Board Chair is under review);
 - (c) a Forum Member (selected by the Board Selection and Eligibility Committee chair);
 - (d) a Board Member (selected by the Board Selection and Eligibility Committee chair); and
 - (e) an independent advisor from a recognised Director Institute or Association, or other such professional body, appointed by the other members of the Board Selection and Eligibility Committee.
- 8.12 The Board Selection and Eligibility Committee must be satisfied that each Individual Person proposed to be an Appointed Board Member meets the Eligibility Criteria, before their appointment by the Board Selection and Eligibility Committee.
- 8.13 The Board Selection and Eligibility Committee is governed by the Selection and/or Eligibility Process.

Appointed Board Members

- 8.14 The appointment of an Appointed Board Member must be announced at an AGM, provided the appointment occurs close to the AGM, or where it is not, by

notifying Members in writing (which may be by email or by inclusion in a Member newsletter).

- 8.15 Appointed Board Members shall have an initial term of approximately three (3) years, which shall commence from their appointment and continue until the end of the third AGM after their appointment.
- 8.16 An Appointed Board Member's initial term may be renewed for a second term of three (3) years, subject to Board approval, and the Board Member's acceptance.
- 8.17 An Appointed Board Member's second term may be renewed for a third term of three (3) years, subject to Board approval, and the Board Member's acceptance.
- 8.18 An Appointed Board Member must retire after three (3) terms as an Appointed Board Member (excluding any co-opted period), whether the terms are consecutive or not.
- 8.19 For clarity:
- (a) the Board Member renewal process in clauses 8.16 to 8.18 applies to Appointed Board Members only, and does not apply to the National President; and
 - (b) the Board Selection and Eligibility Committee is not involved in the term renewal process for an Appointed Board Member (unless the Board requests the Board Selection and Eligibility Committee to do so in accordance with clause 8.10(c)).

Vacancies of Appointed Board Members

- 8.20 Where a vacancy of an Appointed Board Member arises and the Board has at least five (5) Appointed Board Members, the Board may:
- (a) leave the vacancy unfilled to a later date;
 - (b) co-opt an Individual Person to temporarily fill the vacancy until the next AGM, provided that such Individual Person must first satisfy the Eligibility Criteria, as determined by the Board Selection and Eligibility Committee; or
 - (c) request the Board Selection and Eligibility Committee fill the vacancy in accordance with clause 8.10.
- 8.21 A co-opted Board Member may (while in office) apply for a position as a Board Member and participate in the selection process run by any Selection and/or Eligibility Committee.
- 8.22 For clarity, a co-opted Board Member cannot remain a Board Member longer than the end of the next AGM after being co-opted, unless they are appointed as an Appointed Board Member or are co-opted again after the next AGM (after the Board has followed the process set out in clause 8.20).

- 8.23 If a vacancy of an Appointed Board Member arises which results in the Board having less than five (5) Appointed Board Members, the Board Selection and Eligibility Committee must fill the vacancy in accordance with clause 8.10(a).

Ex-Officio Board Meeting Attendees

- 8.24 The Board may from time to time appoint (and remove) up to two (2) Ex-Officio Attendees, chosen from the Forum Members, on terms and conditions determined by the Board.
- 8.25 An Ex-Officio Attendee may attend Board meetings as an observer only. Speaking rights may be conferred by the Board Chair.
- 8.26 Ex-Officio Attendees are not required to be approved by any Selection and/or Eligibility Committee.
- 8.27 An Ex-Officio Attendee will not:
- (a) become a Board Member, Officer, Officeholder or a member of National Council, solely by virtue of their Ex-Officio Attendee status;
 - (b) have any voting rights (either in respect of the Board or at any General Meeting), solely by virtue of their Ex-Officio Attendee status; and
 - (c) affect any rights that the Ex-Officio Attendee of the Board may otherwise have.

Board Chair

- 8.28 The Board Chair's role shall include amongst other duties:
- (a) the leadership of the Board to ensure the effective operation of the Board in the best interests of RNZRSA;
 - (b) representing RNZRSA, including advocating with Government and other relevant authorities in conjunction with the National President; and
 - (c) serving as a public spokesperson for RNZRSA at both the national and international levels (in conjunction with the National President).
- 8.29 The Board Chair must be elected annually from within the Board, by Board Members.
- 8.30 While the role of National President and Board Chair are distinct, they may be filled by the same Individual Person.
- 8.31 Consideration must be given to the importance of the relationship between the Board Chair and the National President when electing the Board Chair.
- 8.32 The Board Chair must be elected at the first meeting of the Board after each AGM and will hold office until the end of the first meeting of the Board after the next AGM. Provided the Board Chair remains a Board Member, there is no limit on the number of the terms the Board Chair may serve.

Ceasing to be a Board Member

- 8.33 A Board Member (including the National President) shall cease to be a Board Member upon:
- (a) death;
 - (b) mental incapacity;
 - (c) bankruptcy;
 - (d) conviction of a criminal offence punishable by imprisonment;
 - (e) failure to attend three (3) consecutive meetings of the Board without consent of the Board Chair;
 - (f) resignation in writing to the Board Chair (or in the case of the Board Chair, to all other Board Members). Resignations are irrevocable;
 - (g) removal from office in accordance with this Constitution or the Bylaws;
 - (h) removal from office in accordance with a Motion of No Confidence in accordance with clause 8.37(j), provided that this does not apply to the National President;
 - (i) removal from office by resolution of the Board, where the Board Member (including the National President) is a Respondent in respect of a Complaint, and the Complaints Committee has recommended to the Board that the Board Member (including the National President) be removed from the Board in accordance with the Dispute Resolution Procedures;
 - (j) removal from office by resolution of the Board, where the Board Member is:
 - (i) an Appointed Board Member, and the Board Selection and Eligibility Committee has determined that the Board Member no longer meets the Eligibility Criteria; or
 - (ii) the National President, and the National President Eligibility Committee has determined that the National President no longer meets the Eligibility Criteria;
 - (k) the Board Member accepting the position of District President, RNZRSA National Women's Association Representative, or the Affiliate Member's Representative; or
 - (l) the Board Member becoming an employee of RNZRSA or an employee of an RSA Member Association (for clarity, receipt of an honorarium or reimbursement of expenses permitted by this Constitution does not constitute employment).

Operation of Board

- 8.34 The Board shall generally operate by consensus. If consensus cannot be reached, decisions shall be made by a majority vote, with each Board Member in attendance entitled to one vote. In the event of a tie, the Board Chair shall have a second casting vote on the matter.
- 8.35 The quorum for Board meetings is at least a majority of Board Members. For clarity, proxies are not permitted.
- 8.36 Except as set out in this Constitution, the Bylaws and applicable law, the Board may otherwise govern its own procedures.

Removal of the Board

- 8.37 The Board (excluding the National President) may be removed by National Council at an AGM in accordance with the following process:
- (a) a motion of no confidence must be submitted to the Chief Executive which complies with clause 8.37(b) on or prior to 1 July of the year in which the AGM is to be held (**Motion of No Confidence**);
 - (b) a Motion of No Confidence must comply with the following requirements:
 - (i) be in writing;
 - (ii) propose a motion of no confidence in the Board and that the Board (other than the National President) should be removed;
 - (iii) include the reasons for the Motion of No Confidence in a background section;
 - (iv) include the wording of the specific motion to be put to the AGM; and
 - (v) be signed by at least 50 RSA Member Associations;
 - (c) all Motions of No Confidence, whether valid or not, must be provided to the Board for consideration;
 - (d) the Board is not required to put any Motion of No Confidence (or purported Motions of No Confidence) to an AGM if they do not comply with clauses 8.37(a) and 8.37(b);
 - (e) if the Motion of No Confidence complies with the requirements of clauses 8.37(a) and 8.37(b), the Board must provide a copy to the Forum;
 - (f) the Board is not required to put any Motion of No Confidence to an AGM where it is withdrawn at any time prior to the AGM. An RSA Member Association may withdraw their signature from the Motion of No Confidence prior to the AGM, by notifying the Chief Executive in writing, who will provide such withdrawals to the Board (withdrawals are irrevocable). New RSA Member Association signatories may not be added to the Motion of No Confidence. If the number of RSA Member

Associations that have signed the Motion of No Confidence drops below that required by clause 8.37(b)(v) prior to the AGM, then the Motion of No Confidence will be deemed to be withdrawn;

- (g) if the Motion of No Confidence is not withdrawn prior to the date that the notice of meeting is issued in respect of the applicable AGM, the Board must ensure the Motion of No Confidence is included in the agenda for that AGM, and a copy of the Motion of No Confidence must be included with the notice of meeting. Including the Motion of No Confidence in the notice of meeting does not prevent its withdrawal prior to the AGM;
- (h) the Board, as subject of the motion, is to be provided with the right to speak or have their representative speak in response to the reason for the motion before any voting on the Motion of No Confidence occurs;
- (i) the Motion of No Confidence must be passed by a majority of at least 75% of votes cast by Voting Delegates of RSA Member Associations in attendance at the applicable AGM. Notwithstanding any other clause in this Constitution, Board Members, Forum Members, RNZRSA Life Members, Affiliate Members and the RNZRSA National Women's Association Member are not entitled to vote on the Motion of No Confidence;
- (j) if the Motion of No Confidence passes with the majority set out in clause 8.37(i):
 - (i) all Appointed Board Members will be removed as Board Members, with immediate effect, provided that the Appointed Board Members may remain in an administrative/caretaker role only to undertake business required by applicable law and to facilitate the appointment of replacement Appointed Board Members;
 - (ii) the National President shall continue as National President. If the National President is the Board Chair, then the National President may remain as Board Chair also;
 - (iii) the AGM shall continue. The chair of the AGM shall have discretion to alter the agenda for the AGM, including the power to remove any item from the agenda of the AGM, provided that no agenda item shall be removed where it is required for RNZRSA to comply with applicable law; and
 - (iv) the Board Selection and Eligibility Committee will be deemed to have been instructed by the Board to appoint new Appointed Board Members within sixty (60) working days of the date of the AGM, in accordance with this Constitution and using the applicable Selection and/or Eligibility Process. Appointed Board Members removed by a Motion of No Confidence that passes will not be part of the Board Selection and Eligibility Committee formed for their replacement, and any such vacancies may be filled (notwithstanding clause 8.11) by the remaining members of

the Board Selection and Eligibility Committee provided they are suitably qualified, experienced and are independent of RNZRSA.

- 8.38 For clarity, a Motion of No Confidence, or a similar motion, may not be submitted as part of a Notice of Motion, or considered at a General Meeting other than an AGM.

Majority Requirement

- 8.39 From the date that is five (5) years after the re-registration of RNZRSA under the Act ("**Applicable Date**"), a majority of Board Members must be Members or representatives of the Entities that are Members ("**Majority Requirement**"). A Board Member must not be appointed to the Board where the Majority Requirement will not be complied with.
- 8.40 For clarity, prior to the restriction in clause 8.39 applying, a majority of Board Members may be Individual Persons that are not representatives of the Entities that are Members.
- 8.41 If the Board will not comply with the Majority Requirement at the Applicable Date, the Board must prior to the Applicable Date determine what steps will be taken to comply, or if no steps are available, which Board Members are required to retire so the Majority Requirement is complied with.
- 8.42 If a decision cannot be reached in a reasonable time prior to the Applicable Date, the Board Chair can decide which Board Members are required to resign, and those Board Members shall give effect to that decision.
- 8.43 Clauses 8.39 to 8.42 shall not be of any effect if clause 45(3) of the Act is repealed prior to the Transition Period End Date, or if a further exemption to the Majority Requirement is granted to RNZRSA.

9. CHIEF EXECUTIVE

Role of Chief Executive

- 9.1 The Chief Executive shall:
- (a) be responsible to the Board for the operational management of RNZRSA including implementing the policies and objectives for RNZRSA established by the Board from time to time;
 - (b) be the contact person for the purposes of the Act (and in the event of any Chief Executive vacancy, the Board shall appoint a temporary contact person); and
 - (c) otherwise have the powers and duties set out in the Bylaws, the relevant employment contract or contract for service, and delegated authorities from the Board.

Appointment of Chief Executive

- 9.2 The Board shall appoint (either as a contractor or employee) the Chief Executive.

- 9.3 The Individual Person holding the role of Chief Executive shall perform the role until that Individual Person resigns, is removed by the Board, or terminated pursuant to the terms of the appointment.

10. RNZRSA NATIONAL PRESIDENT AND NATIONAL VICE PRESIDENTS

Election, Eligibility, and Term

- 10.1 National Council shall, at an AGM, elect the National President, and two (2) National Vice Presidents, in accordance with the process set out in clause 18.39 to 18.54 and the Bylaws.
- 10.2 The National President Eligibility Committee and the National Vice President Eligibility Committee are responsible for providing National Council with candidates for the roles of National President and National Vice Presidents who meet the Eligibility Criteria.
- 10.3 Subject to clause 10.4, the Individual Person appointed by National Council as National President or a National Vice President must immediately resign from any other role held within RNZRSA, including Appointed Board Member, Kaumātua, National Vice President, District President, RNZRSA National Women's Association Representative, Affiliate Member's Representative and any role (including as an officer, president, vice president or executive committee member) within an RSA Member Association, the RNZRSA National Women's Association, or an Affiliate Member . For clarity, (subject to clause 10.4) a National Vice President cannot be a Board Member (at the same time).
- 10.4 For clarity:
- (a) an Individual Person co-opted as National President or co-opted National Vice President does not need to comply with clause 10.3 during the co-opted period, but if the Individual Person is elected as National President or National Vice President at the next or any subsequent AGM, the Individual Person must immediately comply with clauses 10.3; and
 - (b) an Individual Person holding office as National President or National Vice President and as any other Officeholder during a co-opted period, shall only be entitled to one vote at any General Meeting.

National President and National Vice President Eligibility Committees

- 10.5 The National President Eligibility Committee and National Vice Presidents Eligibility Committee comprise the following Individual Persons:
- (a) the Board Chair or their representative, who is the chair of the National President Eligibility Committee and the National Vice President Eligibility Committee;
 - (b) in the case of the National President Eligibility Committee, the two (2) National Vice Presidents or their representatives;
 - (c) in the case of the National Vice Presidents Eligibility Committee, the National President or their representative;

- (d) the Kaumātua or their representative;
 - (e) a Forum Member (selected by the Forum);
 - (f) a Board member (selected by the Board by a majority vote); and
 - (g) an independent advisor from a recognised Director Institute or Association, or other such professional body, appointed by the other members of the National President Eligibility Committee or National Vice Presidents Eligibility Committee, as applicable.
- 10.6 The National President Eligibility Committee is responsible to review and determine whether each proposed candidate for National President meets the Eligibility Criteria before the commencement of any applicable election process.
- 10.7 The National Vice Presidents Eligibility Committee is responsible to:
- (a) review and determine whether each proposed candidate for National Vice President satisfies the Eligibility Criteria before the commencement of any applicable election process; and
 - (b) on the Forum's request, to review and determine whether the National Vice President continues to meet the Eligibility Criteria.
- 10.8 The National President Eligibility Committee and the National Vice Presidents Eligibility Committees are governed by the Selection and/or Eligibility Process.

Term

- 10.9 Subject to the terms of this Constitution, the National President and National Vice Presidents shall hold office for an initial term of approximately three (3) years:
- (a) commencing at the end of the AGM at which they were elected; and
 - (b) concluding at the end of the third AGM after their election.
- 10.10 If the National President or a National Vice President is re-elected at an AGM, then they shall hold office for a second term of three (3) years.
- 10.11 If the National President or a National Vice President wishes to re-stand for election for a third term and is approved by a majority vote of firstly the Board and then the Forum, they may stand for re-election at an AGM for a third term of three (3) years.
- 10.12 No National President or National Vice President may hold office for more than three (3) terms, whether consecutive or not. A period during which a National President or National Vice President is co-opted pursuant to clauses 10.16 or 10.21 is not counted as a term.

Role of National President

- 10.13 The National President shall bring mana to the position, represent the mana of RNZRSA, and uphold the Constitutional Principles and Objects and Purposes.

- 10.14 The National President's responsibilities shall include amongst other duties:
- (a) representing RNZRSA at both national and international levels as required;
 - (b) representing RNZRSA, including advocating with the Government and other relevant authorities in collaboration with the Board Chair;
 - (c) serving as a public spokesperson for RNZRSA at both the national and international levels in collaboration with the Board Chair unless the National President is the Board Chair;
 - (d) carrying out ceremonial duties on behalf of RNZRSA, both in New Zealand and overseas;
 - (e) being the chair of all General Meetings;
 - (f) serving as a Board Member;
 - (g) chairing the Board Selection and Eligibility Committee;
 - (h) assisting with dispute resolution including in accordance with the Dispute Resolution Procedures; and
 - (i) other duties as set out in the Bylaws.

National President Vacancy

- 10.15 If the Individual Person serving as National President ceases to hold office for any reason (other than the expiration of their term):
- (a) one of the National Vice Presidents will be nominated to serve as National President, by majority vote of the Board and Forum;
 - (b) the nominated National Vice President, must be given the opportunity to accept or decline the nomination; and
 - (c) provided they have accepted, the Board shall co-opt the nominated National Vice President to the position of National President.
- 10.16 The Individual Person co-opted to the role of National President shall hold office only until the end of the AGM immediately after being co-opted, at which time a National President must be elected.
- 10.17 The Board shall have all necessary powers to co-opt the National President including co-opting as a Board Member (in accordance with clause 10.16), clause 8.20(b) shall apply, and no Selection and/or Eligibility Committee shall be involved.

Role of National Vice Presidents

- 10.18 Each National Vice President shall bring mana to the position, represent the mana of RNZRSA, and uphold the Constitutional Principles, Objects and Purposes.

- 10.19 The National Vice President's responsibilities shall include amongst other duties:
- (a) representing RNZRSA at a national level as requested by the National President;
 - (b) generally being the public faces of the Forum at a national level;
 - (c) providing leadership to the Forum;
 - (d) representing the Members, including advocating on matters relevant to the Members with the Chief Executive and other relevant authorities in collaboration with the National President and Board Chair;
 - (e) being chair of General Meetings, if requested by the National President;
 - (f) representing the National President at ceremonial events on behalf of RNZRSA, on the request of the National President; and
 - (g) representing the National President when requested to do so by the National President.

National Vice President Vacancy

- 10.20 If an Individual Person serving as National Vice President ceases to hold the office for any reason (other than the expiration of their term):
- (a) the Forum shall nominate, by majority vote, one Forum Member (excluding the National President and the National Vice Presidents) to serve as National Vice President and shall notify the Board of such nomination. The Forum Eligibility Committee shall not be involved;
 - (b) the nominated Forum Member must be given the opportunity to accept or decline the nomination; and
 - (c) provided they have accepted, the Forum shall co-opt the nominated Forum Member to the position of National Vice President until the end of the next AGM.
- 10.21 The Individual Person co-opted to the role of National Vice President shall hold office only until the end of the AGM immediately after being co-opted, at which time a new National Vice President must be elected.
- 10.22 For clarity:
- (a) an Individual Person co-opted as National Vice President does not need to comply with clause 10.3 during the co-opted period, but if the Individual Person is elected as National President or National Vice President at the next or any subsequent AGM, the Individual Person must immediately comply with clause 10.3; and
 - (b) an Individual Person holding office as National Vice President and as any other Officeholder during a co-opted period (including a Forum Member) shall only be entitled to one vote at any General Meeting.

11. RNZRSA KAUMĀTUA

Role of Kaumātua

- 11.1 The role of the Kaumātua is to:
- (a) advise and provide guidance to the Board and Forum on matters relating to Te Reo Māori, tikanga, and kawa; and
 - (b) represent RNZRSA at ceremonial occasions.
- 11.2 The Kaumātua is entitled to attend meetings of National Council, the Board, and the Forum and will have speaking rights at these meetings.

Selection of the Kaumātua

- 11.3 The Kaumātua Selection and Eligibility Committee is responsible to:
- (a) select a Kaumātua that meets the Eligibility Criteria when there is a Kaumātua vacancy and recommend that Kaumātua to the Board, or otherwise on the Board's request; and
 - (b) on the Board's request, review and determine whether the Kaumātua continues to meet the Eligibility Criteria.
- 11.4 The Kaumātua Selection and Eligibility Committee comprises the following Individual Persons:
- (a) the National President or their representative, who is the chair of the Kaumātua Selection and Eligibility Committee;
 - (b) the Board Chair or their representative;
 - (c) a Forum Member (selected by the chair of the Kaumātua Selection and Eligibility Committee);
 - (d) a Board Member (selected by the chair of the Kaumātua Selection and Eligibility Committee); and
 - (e) the Kaumātua Selection and Eligibility Committee chair shall appoint three (3) committee members with relevant expertise in relation to Te Reo Māori, tikanga, and kawa.
- 11.5 The Kaumātua Selection and Eligibility Committee must be satisfied that each Individual Person that it recommends as Kaumātua meets the Eligibility Criteria prior to their appointment.
- 11.6 The Kaumātua Selection and Eligibility Committee is governed by the Selection and/or Eligibility Process.

Appointment of Kaumātua

- 11.7 If the Board accepts the Kaumātua recommended by the Kaumātua Selection and Eligibility Committee, the Board shall appoint the recommended Kaumātua

to such position. If the Board does not accept the recommended Kaumātua, the Board shall notify the Kaumātua Selection and Eligibility Committee and request a new recommendation. The Board must not appoint a Kaumātua that has not been recommended by the Kaumātua Selection and Eligibility Committee.

- 11.8 The appointment of a Kaumātua will be announced at an AGM, provided the appointment occurs close to the AGM, or where it is not, by notifying Members in writing (which may be by email or by inclusion in a newsletter).
- 11.9 A Kaumātua shall have an initial term of approximately three (3) years, which shall commence from their appointment and continue until the end of the third AGM after their appointment.
- 11.10 A Kaumātua's initial term may be renewed for a second term of three (3) years, provided firstly the Board approves, and then the Forum approves, and the Kaumātua accepts.
- 11.11 The Kaumātua's second term may be renewed for a third term of three (3) years, provided firstly the Board approves, and then the Forum approves, and the Kaumātua accepts.
- 11.12 A Kaumātua must retire after three (3) terms, whether the terms are consecutive or not.
- 11.13 For clarity the Kaumātua Selection and Eligibility Committee is not involved in the term renewal process (unless the Board requests the Kaumātua Selection and Eligibility Committee to do so in accordance with clause 11.3(b)).

Vacancy of Appointed Kaumātua

- 11.14 Should a vacancy of the Kaumātua occur the Board will request the Kaumātua Selection and Eligibility Committee fill the vacancy.

Ceasing to be a Kaumātua

- 11.15 The Kaumātua will cease to be the Kaumātua upon:
- (a) the Kaumātua meeting any criteria described in clause 8.33 (a) — (d), (f), (g), (k) and (l) (with reference to Board Member replaced with reference to Kaumātua, and with all other necessary changes);
 - (b) the Kaumātua becoming any other Officeholder;
 - (c) removal from office by resolution of the Board, where the Kaumātua Selection and Eligibility Committee has determined that the Kaumātua no longer meets the Eligibility Criteria; or
 - (d) removal from office by resolution of the Board, where the Kaumātua is a Respondent in respect of a Complaint, and the Complaints Committee has recommended to the Board that the Kaumātua be removed from office in accordance with the Dispute Resolution Procedures.

12. FORUM

Role of Forum

- 12.1 The Forum is responsible for representing the views, interests and concerns of all Members at meetings of the Forum and to advise the Board on matters affecting the Members via the Board Chair's attendance at Forum meetings.
- 12.2 Forum Members shall not be Officers of RNZRSA and, to the extent permitted by applicable law, shall not be held liable for the governance or affairs of RNZRSA.
- 12.3 Forum Members are responsible for carrying out duties outlined in the Bylaws.
- 12.4 The Forum has the power to:
- (a) remove a Forum Member (except the National President) where the Forum Member (except the National President) is a Respondent in respect of a Complaint, and the Complaints Committee has recommended to the Forum that the Forum Member be removed from office in accordance with the Dispute Resolution Procedures;
 - (b) remove the National Vice President where the National Vice President Eligibility Committee has determined that the National Vice President no longer meets the Eligibility Criteria for a National Vice President;
 - (c) remove a Forum Member (except the National President and National Vice President) where the Forum Eligibility Committee has determined that the Forum Member no longer meets the Eligibility Criteria for the Forum or any office that enables them to join the Forum; and
 - (d) terminate the membership of a Member, after consultation with the Board, if the Complaints Committee recommends this action in accordance with the Dispute Resolution Procedures.

Forum Composition

- 12.5 The Forum shall comprise:
- (a) the National President;
 - (b) the two (2) National Vice Presidents;
 - (c) the eight (8) District Presidents;
 - (d) the RNZRSA National Women's Association Representative; and
 - (e) the Affiliate Member's Representative.

Forum Eligibility Committee

- 12.6 The Forum Eligibility Committee is responsible to:
- (a) Review and determine whether an Individual Person proposed to become a Forum Member (except a proposed National President and National Vice President) meets the Eligibility Criteria; and

- (b) On the Forum's request, to review and determine whether a Forum Member (other than the National President or National Vice President) continues to meet the Eligibility Criteria.

12.7 The Forum Eligibility Committee comprises the following Individual Persons:

- (a) the Board Chair or their representative, who is the chair of the Forum Eligibility Committee;
- (b) the Forum Chair or their representative;
- (c) the National President, if they are not the Forum Chair or Board Chair;
- (d) a Forum Member (selected by the Forum Eligibility Committee chair);
- (e) a Board Member (selected by the Forum Eligibility Committee chair); and
- (f) an independent advisor from a recognised Director Institute or Association, or other such professional body, appointed by the other members of the Forum Eligibility Committee.

12.8 The Forum Eligibility Committee must be satisfied that each District President, RNZRSA National Women's Association Representative and Affiliate Member's Representative proposed to be a Forum Member meets the Eligibility Criteria, before becoming a Forum Member.

12.9 The election of each District President, and the appointment of each RNZRSA National Women's Association Representative and Affiliate Member's Representative remains subject to the Forum Eligibility Committee being satisfied with that Individual Person in accordance with clause 12.6. If the Forum Eligibility Committee is not so satisfied, then the election as a District President, or appointment as RNZRSA National Women's Association Representative or Affiliate Member's Representative, shall not take effect, and the processes set out in the Bylaws shall be followed for a new candidate to be elected or appointed to such office, and put forward to the Forum Eligibility Committee for review.

12.10 The Forum Eligibility Committee is governed by the Selection and/or Eligibility Process.

Elected and Appointed Forum Members

12.11 The process for the election of District Presidents, and the appointment of the RNZRSA National Women's Association Representative and the Affiliate Member's Representative, are set out in the Bylaws (but remain subject to clauses 12.8 and 12.9).

12.12 New District Presidents, RNZRSA National Women's Association Representative and Affiliate Member's Representative will be announced at an AGM, provided the appointment occurs close to the AGM, or where it is not, by notifying Members in writing (which may be by email or by inclusion in a newsletter).

- 12.13 District Presidents, RNZRSA National Women’s Association Representative and Affiliate Member’s Representative shall have an initial term as a Forum Member of three (3) years and shall be renewable for two further terms of three (3) years each, in accordance with the requirements set out in the Bylaws.
- 12.14 A District President, RNZRSA National Women’s Association Representative, or Affiliate Member Representative must retire after nine (9) years of service, whether the years are consecutive or not.
- 12.15 For clarity:
- (a) the processes in clauses 12.8 to 12.14 applies to District Presidents, RNZRSA National Women’s Association Representative and Affiliate Member’s Representative only, and does not apply to the National President and the National Vice Presidents; and
 - (b) the Forum Selection Committee is not involved in the renewal of a term of a District President, RNZRSA National Women’s Association Representative or Affiliate Member’s Representative (unless the Forum requests the Forum Eligibility Committee to do so in accordance with clause 12.6(b)).

Vacancies

- 12.16 The process for replacement of a District President, RNZRSA National Women’s Association Representative or Affiliate Member’s Representative is set out in the Bylaws.

Ceasing to be a Forum Member

- 12.17 A Forum Member (except the National President) will cease to be a Forum Member upon:
- (a) that Individual Person meeting any criteria described in clause 8.33 (a) to (d), (f), (g), and (l) (with reference to Board Member being replaced with reference to Forum Member (except National President), Board Chair being replaced with Forum Chair, Board being replaced with Forum, and with all other necessary changes);
 - (b) removal from the Forum by resolution of the Forum, where the Forum Member is:
 - (i) the National Vice President, and the National Vice President Eligibility Committee has determined that the National Vice President no longer meets the Eligibility Criteria for a National Vice President; or
 - (ii) a Forum Member (other than the National President or National Vice President), and the Forum Eligibility Committee has determined that the Forum Member no longer meets the Eligibility Criteria for the Forum or any office that enables them to join the Forum;

- (c) removal from the Forum by resolution of the Forum, where the Forum Member (except the National President) is a Respondent in respect of a Complaint, and the Complaints Committee has recommended to the Forum that the Forum Member be removed from office in accordance with the Dispute Resolution Procedures; or
 - (d) no longer holding office of National Vice President, District President, RNZRSA National Women's Association Representative or the Affiliate Member's Representative.
- 12.18 For clarity, if a Forum Member ceases to be a Forum Member, they will also automatically cease to be a National Vice President, District President, RNZRSA National Women's Association Representative or the Affiliate Member's Representative (as applicable).

Operation of Forum

- 12.19 The Forum Chair must be elected annually from within the Forum, by Forum Members.
- 12.20 While the roles of National President and Forum Chair are distinct, they may be filled by the same Individual Person, unless the National President is also the Board Chair, in which case that Individual Person cannot also be the Forum Chair.
- 12.21 Consideration must be given to the importance of the relationship between the Board Chair and the Forum Chair when electing the Forum Chair.
- 12.22 The Forum Chair must be elected at the first meeting of the Forum after each AGM and will hold office until the end of the first meeting of the Forum after the next AGM. Provided the Forum Chair remains a Forum Member, there is no limit on the number of the terms the Forum Chair may serve.
- 12.23 The Board Chair or such other Board Member as nominated by the Board Chair, is entitled to attend and be heard at all meetings of the Forum but shall not be a Forum Member and will have no voting rights at meetings of the Forum.
- 12.24 The Forum shall generally operate by consensus. If consensus cannot be reached, decisions shall be made by a majority vote, with each Forum Member in attendance entitled to one vote. In the event of a tie, the Forum Chair shall have a second casting vote on the matter.
- 12.25 The quorum for Forum meetings is at least a majority of Forum Members. For clarity, proxies are not permitted.
- 12.26 The Forum has the power to co-opt a National Vice President until the next AGM, in accordance with clause 10.20.
- 12.27 Except as set out in clauses 12.19 to 12.27, the procedures for meetings of the Forum, the scope of the role of the Forum, the establishment of Districts together with any other matter surrounding the functions and operation of the Forum, are set out in the Bylaws.

- 12.28 Except as set out in this Constitution, the Bylaws and applicable law, the Forum may otherwise govern its own procedures.

13. NO FINANCIAL GAIN

- 13.1 While RNZRSA may trade and make profits, in no event will RNZRSA operate for the pecuniary/financial gain of any of its Members or Officeholders. Subject to clauses 13.2 and 13.3 in no event will a Member or Officeholder:

- (a) have an exclusive or otherwise disposable right to any property held by RNZRSA;
- (b) be entitled to share in the revenue generated by any RNZRSA activity irrespective of the contribution to the generation of that revenue by the Member or Officeholder; or
- (c) be entitled to receive any gain, dividend, distribution, a share of any profits or any other financial benefit howsoever generated by RNZRSA.

- 13.2 It shall not contravene the prohibition on pecuniary/financial gain if a Member or Officeholder receives:

- (a) remuneration for goods and/or services provided to RNZRSA in the ordinary course of that Member's or Officeholder's employment or retention by RNZRSA;
- (b) payment for goods and/or services provided to RNZRSA by a Member or Officeholder in the ordinary course of their occupation or the occupation of a business in which a Member or Officeholder is retained;
- (c) reimbursement for costs incurred by that Member or Officeholder in performing service on behalf of RNZRSA;
- (d) payment to which the Member or Officeholder would be equally entitled if not a Member or Officeholder having entered into a transaction with RNZRSA on arm's length terms;
- (e) prizes, including financial prizes in competitions run by RNZRSA for Members;
- (f) incidental Member benefits in accordance with the Objects and Purposes; or
- (g) as otherwise permitted in clause 24 of the Act,

provided in all circumstances that any such remuneration, payment or reimbursement must be reasonable, no more than market value and (where applicable) for services/goods actually performed/supplied by the recipient.

- 13.3 To the extent permitted by applicable law, a Member or Officeholder shall not be disentitled from receiving a distribution or other benefit from a charitable trust or any other form of independent charity:

- (a) established or administered by RNZRSA; or
- (b) where RNZRSA holds the power to appoint trustees or administrators of the charity,

provided that:

- (i) neither RNZRSA nor the Member or Officeholder in question has the ability to influence or exercise effective control over the decision to provide the distribution or benefit; and
- (ii) the distribution or benefit is permitted by the charitable trust or charity concerned.

Compliance

- 13.4 All Members (including their Delegate, Observers, officers and other representatives), and Officeholders shall uphold the authority, mana and status of RNZRSA and the National President, the National Vice Presidents, the Kaumātua, the Forum, and the Board of RNZRSA.
- 13.5 All Board Members and Forum Members are obligated to work cooperatively with each other in the best interests of RNZRSA, with mutual trust, transparency, confidence and without bias at all times.
- 13.6 The Members (including their Delegate, Observers, officers and other representatives), Officeholders, all RNZRSA committees and their members (including the Selection and/or Eligibility Committees and the Complaints Committees), must comply with:
- (a) the Constitution;
 - (b) the Bylaws;
 - (c) the Code of Conduct;
 - (d) the Act; and
 - (e) other applicable law,
- and must not do anything to put RNZRSA in breach of the Constitution, Bylaws, Act and other applicable law.
- 13.7 For clarity, Members (including their Delegate, Observers, officers and other representatives) and Officeholders failing to comply with clauses 13.4 and 13.6 are, without limitation, subject to the Dispute Resolution Procedures.

14. INDEMNITY AND INSURANCE FOR OFFICERS, OFFICEHOLDERS, EMPLOYEES AND MEMBERS

- 14.1 RNZRSA may indemnify and/or obtain insurance for its Officeholders, employees, Members, and RNZRSA committees and their members (including the Selection and/or Eligibility Committees and the Complaints Committees) for liabilities or costs to the extent permitted by clauses 94 to 98 of the Act. Without

limiting the foregoing, this includes indemnifying or insuring a Board Member for liabilities or costs in relation to the following matters:

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

14.2 RNZRSA shall indemnify each Board Member for all liability (other than RNZRSA) for any act or omission in their capacity as a Board Member, and costs incurred by them in defending or settling any claim or proceeding that relates to that liability, provided that this indemnity does not cover any:

- (a) criminal liability of the Board Member; or
- (b) liability that relates to the Board Member's dishonesty, wilful misconduct or gross negligence.

15. CONFLICT OF INTEREST

15.1 Subject to clause 15.2 below, an Individual Person is Interested in a Matter if that Individual Person:

- (a) may derive a financial benefit from the Matter;
- (b) is the spouse, civil union partner, de facto partner, dependent, child, grandchild, parent, grandparent, sibling, nephew, niece, uncle, aunty or first cousin of an Individual Person who may derive a financial benefit from the Matter;
- (c) may have a financial interest in a Legal Person to whom the Matter relates;
- (d) is a partner, director, officer, Board Member, representative or trustee of a Legal Person who may have a financial interest in a Legal Person to whom the Matter relates; or
- (e) may be Interested in the Matter as defined in the Bylaws.

15.2 An Individual Person is not Interested in a Matter:

- (a) because that Individual Person receives an indemnity, insurance cover, remuneration or other benefits authorised by law, this Constitution, or the Bylaws;
- (b) if that Individual Person's Interest is the same or substantially the same as the Interest of all or most other Members due to their membership of RNZRSA; or
- (c) where that Individual Person's Interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence that Individual

Person in carrying out the Person's responsibilities at law, under this Constitution or Bylaws.

- 15.3 A Board Member that is Interested in a Matter must disclose, as soon as practicable after the Board Member becomes aware of the Interest, details of the nature and extent of the Interest to the Board and the Board must record the Interest in a Register of Interests.
- 15.4 Where a Board Member is Interested in a Matter, that Board Member may, subject to 15.7 take part in discussion relating to that Matter, but is not entitled to vote on, or sign any document relating to that Matter.
- 15.5 An SGM is not required to be called where 50% or more of the Board are Interested in a Matter.
- 15.6 The procedures dealing with Officeholders (other than Board Members) and RNZRSA committees (including the Selection and/or Eligibility Committees and the Complaints Committees) having an Interest in a Matter relating to RNZRSA must be dealt with in accordance with the Bylaws.
- 15.7 No Member or Officeholder who is to be paid for goods or services or otherwise receive a benefit from RNZRSA (or where an associate of the Member or Officeholder is to be paid or receive a benefit) is permitted to take part in or influence any decision of RNZRSA regarding the payment/benefit.

16. MEMBERSHIP

Categories of Membership

- 16.1 RNZRSA will have four categories of membership. They are:
 - (a) RNZRSA Life Members;
 - (b) RSA Member Associations;
 - (c) RNZRSA National Women's Association Member; and
 - (d) Affiliate Members.
- 16.2 All Legal Persons who are or become Members, must consent (or have consented) to become a Member.

How to Become an RNZRSA Life Member

- 16.3 RNZRSA Life Memberships may be conferred on an Individual Person by a vote of National Council at a General Meeting on the recommendation of the Forum, after the Forum has consulted with the Board.
- 16.4 Eligibility and the process for granting RNZRSA Life Membership is outlined in the Bylaws.
- 16.5 RNZRSA Life Members are not required to pay a Membership Fee.

- 16.6 For clarity, Individual Persons who are life members of RSA Member Associations, RNZRSA National Women's Association, or Affiliate Members are not RNZRSA Life Members (unless they have been conferred RNZRSA Life Membership in accordance with clause 16.3).

Eligibility to Become an RSA Member Association

- 16.7 Any incorporated society or an incorporated charitable trust is eligible to apply to become an RSA Member Association if they:
- (a) have New Zealand Service Personnel as members;
 - (b) have adopted the RSA Model Constitution if they are an incorporated society or have adopted the RSA Model Trust Deed, without any changes except those approved by the Board in writing; and
 - (c) otherwise comply with the eligibility requirements set out in this Constitution and the Bylaws.

How to Become an RNZRSA National Women's Association Member

- 16.8 Only the RNZRSA National Women's Association is eligible to become a Member of RNZRSA in the RNZRSA National Women's Association Member category. For clarity, no other Legal Person can be a Member under this membership category.
- 16.9 If the RNZRSA National Women's Association is not already a Member of RNZRSA, it may apply by providing notice in writing, and be accepted by, the Chief Executive.

Eligibility to Become an Affiliate Member

- 16.10 Any Entity is eligible to apply to become an Affiliate Member if they:
- (a) are supportive of the Veteran Community;
 - (b) have objects and purposes that are generally aligned with the Objects and Purposes; and
 - (c) otherwise comply with the eligibility requirements set out in this Constitution and the Bylaws.

How to Become an RSA Member Association or an Affiliate Member

- 16.11 Any Entity meeting the applicable eligibility criteria that wishes to join RNZRSA as an RSA Member Association or Affiliate Member shall complete an application form and send it to the Chief Executive. The application form is included in the Bylaws.
- 16.12 On receipt of a membership application form, the Chief Executive shall:
- (a) review and consider the application;
 - (b) form a view as to whether the applicant satisfies the applicable eligibility criteria; and

- (c) provide a copy of the membership application to the Forum, together with their recommendation as to whether the applicable eligibility criteria have been met.
- 16.13 Notwithstanding the recommendation made by the Chief Executive, the Forum must assess the application against the applicable eligibility criteria and make a recommendation to the Board to either accept or reject the application for membership.
- 16.14 After receiving the Forum’s recommendation, the Board must assess the application against the applicable eligibility criteria and may accept or reject the application.
- 16.15 Upon acceptance of an application by the Board, the Chief Executive will notify the applicant of their acceptance as a Member, contingent upon payment of the Membership Fee to RNZRSA.
- 16.16 Membership shall not be conferred until the Membership Fee is paid by the applicant.
- 16.17 If the applicant is not accepted as a Member by the Board, then the Chief Executive will notify the applicant, and may provide an explanation as to why the application has been unsuccessful but is not required to do so.

Member Rights

- 16.18 Members shall have the voting rights set out in clause 18.37.
- 16.19 An RNZRSA Life Member is entitled to wear the badges of membership set out in the Bylaws.
- 16.20 RSA Member Associations may grant the right to wear badges of membership of RNZRSA to their members, as set out in the Bylaws.
- 16.21 Each RSA Member Association is granted a licence to use intellectual property owned or licensed by RNZRSA, as set out in the Bylaws.

Member Obligations

- 16.22 Each Member agrees to:
- (a) comply with, give effect to, and act in a manner that is consistent with, this Constitution, Bylaws, and Code of Conduct;
 - (b) where the Member is an Entity, ensure that their executive committee, officers, employees, contractors, Observers, Delegate, other representatives and members comply with this Constitution, Bylaws, and Code of Conduct when attending any General Meeting, undertaking any role within RNZRSA (including as a Delegate, Observer or Officeholder) or otherwise engaging with RNZRSA;
 - (c) support and give effect to all resolutions of National Council passed at a General Meeting;

- (d) act in a manner that does not harm RNZRSA or Members;
- (e) seek help from and work with RNZRSA to restore any breach to full compliance;
- (f) pay their Membership Fee pursuant to clauses 16.26 to 16.28; and
- (g) comply with all applicable laws.

16.23 Each RSA Member Association agrees to:

- (a) adopt the RSA Model Constitution or RSA Model Trust Deed, including giving effect to any updates that the Board (after consultation with the Forum) makes to such RSA Model Constitution or RSA Model Trust Deed, and notifies to RSA Member Associations;
- (b) the Board has the discretion to accept a modified RSA Model Constitution or RSA Model Trust Deed where it is satisfied in all respects that circumstances require it;
- (c) not modify, amend or replace their constitution or trust deed without the prior written consent of the Board;
- (d) comply with their own constitution and rules/bylaws;
- (e) be supportive of the Veteran Community;
- (f) ensure that their officers, employees, and members comply with the RSA Member Association's constitution and rules/bylaws;
- (g) maintain financial sustainability;
- (h) advise RNZRSA promptly of any inability to comply with this Constitution, the Bylaws, the RSA Member Association's constitution, rules/bylaws, or applicable law; and
- (i) permit the applicable District President (or their representative) and the Chief Executive (or their representative) to attend and speak at their meetings, as further set out in the Bylaws.

16.24 The RNZRSA National Women's Association Member agrees to:

- (a) not modify, amend or replace their constitution without the prior written consent of the Board;
- (b) maintain financial sustainability;
- (c) advise RNZRSA promptly of any inability to comply with this Constitution, the Bylaws, the RNZRSA National Women's Association constitution, rules/bylaws or applicable law;
- (d) permit the National President and National Vice Presidents to attend and speak at meetings of the RNZRSA National Women's Association;

- (e) comply with the Bylaws regarding the use of intellectual property owned or licensed by RNZRSA, including using “RNZRSA” in the name of the RNZRSA National Women’s Association;
- (f) be New Zealand Veteran centric and supportive of the Veteran Community; and
- (g) have objects and purposes that are generally aligned with the Objects and Purposes.

16.25 Each Affiliate Member agrees to:

- (a) adopt and maintain a constitution, trust deed or other governing document that is consistent with the Constitutional Principles, and Objects and Purposes, and the Bylaws;
- (b) maintain financial sustainability;
- (c) advise RNZRSA promptly of any inability to comply with this Constitution, the Bylaws, their own constitution, trust deed or governing document or applicable law;
- (d) be New Zealand Veteran centric and supportive of the Veteran Community;
- (e) permit a representative of RNZRSA to attend and speak at meetings of the Affiliate Member; and
- (f) ensure that their officers, employees, and members comply with the Affiliate Member’s constitution, trust deed or other governing document and all applicable rules/bylaws.

Membership Fees and Failure to Pay Membership Fees

16.26 All Members (except Life Members) must pay the Membership Fees on an annual basis during the term of their membership of RNZRSA, in accordance with the requirements set out in this Constitution and the Bylaws.

16.27 The manner in which the Membership Fee is calculated, and paid/payable is set out in the Bylaws.

16.28 Membership Fees must be paid in full by the end of the RNZRSA financial year in which they apply (“**Payment Period**”).

16.29 If payment of Membership Fees has not been received by RNZRSA by the end of the Payment Period, the Member is automatically Suspended. The Board may lift the Suspension on receipt of the Membership Fees in full, by notifying the Member. Membership Fees will continue to accrue during any period of Suspension.

16.30 If the Member enters into a documented payment arrangement with RNZRSA that is satisfactory to the Board, the Board may lift the Suspension, subject to the Member’s compliance with the payment arrangement. In the event the Board

considers the Member has not complied with the payment arrangement, the Board may re-impose the Suspension.

- 16.31 If the Member has not paid Membership Fees within a further 20 Working Days after the expiry of the Payment Period, or any time thereafter, then the Board, after consultation with the Forum, may terminate the Member's membership with RNZRSA without being required to give prior notice to that Member.
- 16.32 Any Membership Fees that are unpaid as at the expiry of the Payment Period may be collected from the Member by RNZRSA (or its nominated collection agent) as a due debt. The Member shall on request reimburse RNZRSA for all costs and expenses incurred (on a solicitor client basis) in collecting any unpaid Membership Fees.
- 16.33 Termination of membership does not relieve a Member from the obligation to pay Membership Fees that accrued while they were a Member.

Suspension

- 16.34 Notwithstanding anything else in this Constitution, if a Member is Suspended, then all of their rights and privileges, but not their obligations, of membership set out in this Constitution, Bylaws or otherwise applying, are suspended.

Ceasing to be a Member

- 16.35 A Member's membership of RNZRSA will terminate:
- (a) where the Member is a:
- (i) RNZRSA Life Member, immediately on the RNZRSA Life Member notifying the Chief Executive in writing that they wish to terminate their membership;
 - (ii) RSA Member Association, on the Chief Executive confirming in writing to the RSA Member Association that their notice of termination of membership issued in accordance with clause 16.38 has been accepted by the Board. A notice of termination of membership from an RSA Member Association will only be considered by the Board after the process in clauses 16.36 to 16.38 have been followed and completed;
 - (iii) RNZRSA National Women's Association, on the Chief Executive confirming in writing to the RNZRSA National Women's Association notice of termination of membership issued pursuant to clause 16.43. A notice of termination of membership will only be considered by the Board after the process in clause 16.43 has been followed and completed; or
 - (iv) Affiliate Member, on the Chief Executive confirming in writing to the Affiliate Member that their notice of termination of membership issued pursuant to clause 16.44 has been accepted;

- (b) on the Forum resolving to terminate the membership of a Member, after receiving a recommendation to terminate that Member's membership from the Complaints Committee, in accordance with the Dispute Resolution Procedures;
- (c) upon a Member's death, mental incapacity, liquidation, bankruptcy, insolvency, other winding up or cessation of existence for any reason;
- (d) where the Member fails to pay their Membership Fees, pursuant to clause 16.31; and
- (e) as otherwise expressly set out in this Constitution.

Withdrawing as an RSA Member Association

16.36 An RSA Member Association may only terminate their membership of RNZRSA if:

- (a) the RSA Member Association has passed a resolution to terminate their membership with RNZRSA at a validly called annual general meeting or special general meeting of their members, and such resolution is passed with at least a 75% majority of those members present and voting on the matter; or
- (b) the RSA Member Association has passed a resolution to wind up, dissolve, enter liquidation or be removed from the Register of Incorporated Societies (or where multiple resolutions are required, the final resolution is passed) at a validly called annual general meeting or special general meeting of their members, in accordance with the process set out in the RSA Member Association's Constitution.

16.37 Notice of a meeting being called to consider a matter under either clause 16.36(a) or clause 16.36(b) must be provided to the Chief Executive at least 14 days prior to the AGM or SGM. The Chief Executive may attend, and shall have speaking rights at, the RSA Member Association's annual general meeting or special general meeting.

16.38 Immediately after the resolution to withdraw from membership of RNZRSA has been passed by the RSA Member Association at a meeting as detailed above, the RSA Member Association may issue notice to the Chief Executive requesting termination of the RSA Member Association's membership with RNZRSA ("**Termination Notice**"), and such Termination Notice shall set out:

- (a) the steps taken to follow the process outlined in clauses 16.36(a) and 16.36(b) above, including reasonable supporting evidence; and
- (b) the date from which it is intended termination should become effective.

16.39 If an RSA Member Association submits a Termination Notice to the Chief Executive, the Chief Executive will review the information provided.

16.40 If the Chief Executive reasonably determines that the process outlined in clauses 16.36(a) and 16.36(b) has not been followed by the RSA Member Association, the Termination Notice shall not have effect, and the Chief

Executive may return the Termination Notice, specify the required steps the RSA Member Association must take to properly terminate the membership, and report the attempted termination to the Board.

- 16.41 If the Chief Executive is satisfied that the process outlined in 16.36(a) and 16.36(b) has been followed, the Chief Executive shall pass the information to the Board, and the Board shall consider the information, and if satisfied pass a resolution to accept the Termination Notice. The Chief Executive will then notify the RSA Member Association of such resolution being passed.
- 16.42 The Board has full discretion to accept or reject the recommendation of the Chief Executive where the process or the notice submitted by the RSA Member Association have not complied with the requirements set out in clauses 16.36 to 16.41 above.

Withdrawing as the RNZRSA National Women's Association

- 16.43 The RNZRSA National Women's Association may only terminate their membership of RNZRSA if:
- (a) the RNZRSA National Women's Association has followed all procedural steps necessary to terminate their membership as set out in their constitution;
 - (b) notified the Chief Executive in writing that they are terminating their membership of RNZRSA (including identifying all procedural steps taken); and
 - (c) the Chief Executive, is satisfied that the RNZRSA National Women's Association has followed all necessary procedural steps and has accepted such termination notice by notifying the RNZRSA National Women's Association in writing.

Withdrawing as an Affiliate Member

- 16.44 An Affiliate Member may only terminate their membership of RNZRSA if:
- (a) the Affiliate Member has followed all steps necessary to terminate their membership as set out in their governing documents (if any);
 - (b) the Affiliate Member has notified the Chief Executive in writing that they are terminating their membership of RNZRSA (including identifying all procedural steps taken); and
 - (c) the Chief Executive, is satisfied that the Affiliate Member has followed all necessary procedural steps and has accepted such termination notice by notifying the Affiliate Member in writing.

Consequences of Ceasing to be a Member

- 16.45 On the termination of a Member's membership for any reason:
- (a) all rights and privileges of membership of RNZRSA shall end;

- (b) all concessions and other arrangements for the payment of monies (including Membership Fees) owing to RNZRSA as at the date of termination shall immediately end and all monies owing to RNZRSA by the terminated Member (including Membership Fees) will be immediately due and payable;
- (c) all badges of membership of RNZRSA must be removed and either destroyed or returned to RNZRSA within ten (10) working days of the date of termination of membership, and all rights to use and grant further use of badges of membership shall immediately cease on termination;
- (d) the terminated Member shall immediately cease all use of intellectual property owned or licensed by RNZRSA, with effect from the date of termination, and all licenses to use RNZRSA's owned or licensed intellectual property shall immediately terminate;
- (e) if the terminated Member uses the words "Returned" and "Services" together or separately and/or the initials "RSA" or "RNZRSA" as part of its name or to identify itself, the terminated Member shall change its name to remove those words and shall complete such name change within 20 Working Days of the date of termination;
- (f) the Member must:
 - (i) not distribute the Poppy, solicit donations in connection with the Poppy or otherwise collect Poppy funds;
 - (ii) not hold itself out as a Member; and
 - (iii) shall cause any trust or Entity within the control of the Member to change its name to remove all use of RNZRSA intellectual property, including the words "Returned", "Services" and the initials "RSA" and "RNZRSA" (or any combination thereof);
- (g) the terminated Member shall ensure that any funds held, that were collected utilising:
 - (i) the Poppy;
 - (ii) intellectual property owned or licensed by RNZRSA; or
 - (iii) the initials RNZRSA, the words "Returned" and "Services" and the initials "RSA" in any combination,

are transferred to the RNZRSA National Poppy Trust or such other Entity able to complete the purpose for which the funds were collected as determined by the RNZRSA Board; and
- (h) shall cease to be entitled to any rights or privileges associated with membership of RNZRSA, including the right to attend and vote at a General Meeting.

- 16.46 The provisions of this Constitution that are intended to survive the termination of membership from RNZRSA shall remain in full effect despite such termination.

Becoming a Member Again

- 16.47 Any former Member may apply for re-admission as a Member in the manner prescribed for new applicants and may be re-admitted by resolution of the Board, after the Board has consulted with the Forum.
- 16.48 If a former Member's membership was terminated following a Dispute Resolution Procedure, the applicant may be re-admitted only by a resolution passed by National Council at a General Meeting, on the recommendation of the Forum after consultation with the Board.

Register of Members and Access to Information

- 16.49 The Chief Executive (or such other Person appointed by the Board during a Chief Executive vacancy) shall keep and maintain the Register of Members comprising the following Member Information:
- (a) the Member's full name and where applicable incorporation number;
 - (b) the Member's full postal address and email address (if any);
 - (c) the Member's phone number;
 - (d) the date on which each Member became a Member;
 - (e) in respect of RSA Member Associations, with the written consent of the members of the RSA Member Association (which may be in the RSA Member Association's constitution, trust deed or rules/bylaws as applicable), the full names, addresses, email addresses, dates of birth, service numbers (if applicable) of its members/supporters, and any other information RNZRSA requires to calculate the Membership Fees for the RSA Member Association;
 - (f) information required for RNZRSA to comply with its legal obligations, including the name of each Member that ceased to be a Member within the previous 7 years and the date on which each Member ceased to be a Member; and
 - (g) such other information required by the Act, applicable law or as determined by the Board from time to time.
- 16.50 The Board and Chief Executive shall only permit Member Information to be used for the following purposes:

- (a) communication to Members (and members of RSA Member Associations, the RNZRSA National Women’s Association, and Affiliate Members) on behalf of RNZRSA;
 - (b) as required or permitted by the Constitution and Bylaws, including any RNZRSA privacy policy;
 - (c) to enable RNZRSA to comply with the Act and applicable law; and
 - (d) to enable RNZRSA to meet the obligations in the Constitutional Principles and Objects and Purposes.
- 16.51 RNZRSA shall hold the Member Information securely and not allow access to or use of the Register of Members or Member Information by anyone other than the Board, Chief Executive, employees and contractors of RNZRSA or any other Legal Person contemplated by the RNZRSA privacy policy, provided that at all times such access and use is for a proper purpose.
- 16.52 Each Member agrees to provide Member Information to RNZRSA. Each Member agrees to promptly advise RNZRSA if there are any changes to their Member Information (including where applicable after the Member’s annual general meeting). Each RSA Member Association, RNZRSA National Women’s Association and Affiliate Member agrees to promptly advise RNZRSA if they are advised of any changes to their member’s member information.
- 16.53 RNZRSA shall comply with applicable law relating to the collection, use, and disclosure of personal information in all circumstances.
- 16.54 Member Information shall ultimately be the property of the Individual Person about whom it is collected. An Individual Person about whom Information has been collected shall have full rights of access to their personal information on the Register of Members, and a right to have that information corrected upon written notice to the Chief Executive.
- 16.55 The Chief Executive shall have the right to amend the Register of Members. The process for amending or otherwise correcting Members Information on the Register of Members is set out in the Bylaws or RNZRSA’s privacy policy.
- 16.56 Members are entitled to request information held by RNZRSA pursuant to section 80 of the Act.
- 16.57 RNZRSA is entitled to refuse any request for information on the grounds set out in section 81 of the Act.

Patrons

- 16.58 RNZRSA may appoint a patron by a vote of National Council at a General Meeting on the recommendation of the Forum, after the Forum has consulted with the Board.
- 16.59 Eligibility, the process for appointing a patron, the role of being a patron and other terms and conditions relating to the appointment of a patron are all set out in the Bylaws.

- 16.60 Patrons are not required to pay a Membership Fee.
- 16.61 The appointment of a patron will terminate on written resignation by the patron to RNZRSA, the RNZRSA notifying the patron in writing of such termination or as otherwise set out in the Bylaws.

17. DISPUTES

- 17.1 Every Member (including their Delegate and Observers), Officeholders and RNZRSA itself, will comply with and follow the Disputes Resolution Procedures.
- 17.2 A Member, Board Member, Kaumātua, Forum Member or the RNZRSA (“**Complainant**”) may commence the Dispute Resolution Procedures in respect of any of Legal Persons listed in clause 17.3, but only in relation to the matters set out in clause 17.5, or where the Complainant is the RNZRSA also in relation to the matters set out in clause 17.6.
- 17.3 A Complainant may commence the Dispute Resolution Procedures in respect of any of the following Legal Persons (“**Respondent**”):
- (a) a Member (including their Delegate, Observers, officers or other representatives);
 - (b) any Board Member;
 - (c) Kaumātua;
 - (d) any Forum Member; or
 - (e) RNZRSA.
- 17.4 For clarity, a Member will be the Respondent in respect of any Complaint regarding that Member’s Delegate, Observers, officers, employees, contractors, members and/or other representatives, on the basis that the Member is responsible to ensure such Individual Persons comply with the Constitution, Bylaws and Code of Conduct as set out in clause 16.22(b) of the Constitution.
- 17.5 The following matters as between any Complainant and any Respondent are subject to the Dispute Resolution Procedures:
- (a) an allegation that the Respondent has engaged in misconduct, including any breach of the Constitution, Bylaws or Code of Conduct;
 - (b) an allegation that the Respondent has breached or is likely to breach a duty under this Constitution, Bylaws or the Act;
 - (c) an allegation that the Respondent is or has acted in a manner that has, or may materially harm the interests of RNZRSA or Members generally, or brought RNZRSA into disrepute;
 - (d) an allegation that the Respondent has damaged or may damage the rights or interests of a Member, or has damaged or may damage the rights or interests of the Members generally; and

- (e) such other matters that this Constitution refers to as matters of dispute or where this Constitution provides for a complaint to be resolved, other than such matters where this clause 17 is specifically excluded.
- 17.6 Without limiting clause 17.5, the following matters between the RNZRSA as Complainant and a Member as Respondent are subject to the Dispute Resolution Procedures:
- (a) an allegation that the Member cannot comply with or is not compliant with this Constitution or Bylaws or where the Member is an Entity, the Member's own constitution, trust deed or other governing document;
 - (b) where the Member is the subject of a complaint by a third party to RNZRSA, the RNZRSA may commence the Dispute Resolution Procedures on an own motion basis; and
 - (c) where the Member is in financial difficulty.
- 17.7 A decision made pursuant to the Dispute Resolution Procedures is not subject to review or appeal.

18. MEETINGS OF NATIONAL COUNCIL

AGM

- 18.1 The Board shall call an AGM annually, to be held within six (6) months of RNZRSA's balance date and no later than 15 months after the previous AGM. Notice of each AGM shall include:
- (a) an agenda;
 - (b) the minutes from the previous AGM;
 - (c) annual financial statements in respect of the last financial year;
 - (d) notice of disclosures or types of disclosures made in interests register during the last financial year;
 - (e) matters to be discussed and motions to be voted on, including Notices of Motion;
 - (f) whether an election is to be undertaken for National President and/or National Vice President, and if so, provide information relating to the nominees for such election as required by the Bylaws (if any); and
 - (g) any other matters required by applicable law or that the Board considers appropriate.
- 18.2 Notice of the AGM will be sent to all Members of National Council (and anyone else the Board deems appropriate) at least twenty-one (21) days before the meeting, using email, post, or any other method permitted by the Bylaws, as determined by the Board.

Notices of Motion for AGM

- 18.3 Members may raise matters for consideration at an AGM as follows:
- (a) where the Member is an RNZRSA Life Member, by notifying a National Vice President; or
 - (b) where the Member is an RSA Member Association, by notifying the applicable District President; or
 - (c) where the Member is the RNZRSA National Women's Association Member, by notifying the RNZRSA National Women's Association Representative; or
 - (d) where the Member is an Affiliate Member, by notifying the Affiliate Member Representative,
- on or prior to 1 June of the year in which the applicable AGM is to be held.
- 18.4 All matters raised for consideration at an AGM by a Member under clause 18.3 must be passed to the Forum and considered by the Forum. A Member cannot raise a matter for consideration directly to the Forum or Board.
- 18.5 The Forum may, after having received all matters for consideration at an AGM and resolving to propose one or more motions to an AGM, notify the Chief Executive in writing of such motion no later than 1 August of the year in which the applicable AGM is to be held ("**Notice of Motion**").
- 18.6 Notices of Motion must set out the specific motion to be voted on, the reason for the motion and must be in the form provided for in the Bylaws.
- 18.7 The Chief Executive shall provide all Notices of Motion to the Board for consideration.
- 18.8 Upon receiving a Notice of Motion, the Chief Executive and/or Board may discuss the matter with the Forum.
- 18.9 The Board after consultation with the Forum is not required to put any Notice of Motion to an AGM where the Board determines that the Notice of Motion:
- (a) or a similar matter, has been considered and rejected by National Council at a General Meeting within the immediately preceding three (3) years;
 - (b) is contrary to the requirements of the Constitution (including in relation to the process to be followed to submit a Notice of Motion), the Constitutional Principles, or Objects and Purposes;
 - (c) is contrary to applicable law or seeks to have RNZRSA, the Board or any other Legal Person act in a manner contrary to law;
 - (d) could reasonably be considered defamatory, hate speech, or otherwise derogatory;
 - (e) is vexatious;

- (f) is unreasonable;
- (g) can reasonably be interpreted in several ways or is otherwise ambiguous as to its meaning or purpose; or
- (h) is withdrawn by the Forum prior to the AGM.

18.10 A Notice of Motion must be put to the AGM by the Board, unless clause 18.9 applies. If clause 18.9 applies and the Board decides not to put the Notice of Motion to the AGM, the Board must notify the Forum as to which category of clause 18.9 applies, but is not otherwise required to provide reasons.

SGM

18.11 An SGM may be called by the Board at any time in accordance with clauses 18.11 to 18.16.

18.12 The Board must call an SGM if it receives a written request from the Forum, or a written request signed by at least 50 RSA Member Associations (“**SGM Request**”). The SGM Request must specify the business that the SGM is proposed to deal with, including any motion to be put to the SGM (“**SGM Business**”). The SGM Request must be in the form provided in the Bylaws.

18.13 Notice of the SGM will be sent to all Members of National Council (and anyone else the Board deems appropriate) at least twenty-one (21) days before the meeting, using email, post, or any other method allowed by the Bylaws, as determined by the Board.

18.14 The notice of the SGM must set out the SGM Business.

18.15 An SGM may only consider SGM Business.

18.16 For clarity, Notices of Motion do not apply to SGMs or other meetings of National Council.

Other Meetings of National Council

18.17 Other meetings of National Council may be called by the National President from time to time.

18.18 Any resolution passed at a General Meeting other than at an AGM or SGM shall not be binding on RNZRSA, the Board, Forum, Officeholders or Members.

Procedure for General Meetings

18.19 The Board are responsible for:

- (a) ensuring accurate minutes of each General Meeting are kept; and
- (b) the logistics, administration and any other requirements for any General Meeting.

18.20 The National President, or a National Vice President appointed by the National President in their absence, will be the chair of each General Meeting.

- 18.21 The accidental omission to give notice of a General Meeting to, or the failure to receive notice of a meeting by, a Member of National Council, does not invalidate a General Meeting.
- 18.22 The Board may allow attendance at an AGM or SGM by Permitted Attendees by video conference. Attendance by Permitted Attendees by video conference at any other meeting of National Council will be at the National President's discretion. If attendance at a General Meeting by video conference is allowed, details of registration and attendance will be included with the applicable notice of meeting.
- 18.23 For clarity, a General Meeting may be held by video conference only, with no physical meeting location.
- 18.24 If attendance at a General Meeting by video conference is permitted, those Permitted Attendees who attend the General Meeting via video conference will, provided they are able to engage in the meeting through such means, be considered as in "attendance" at the General Meeting, including when assessing a quorum.
- 18.25 Subject to clause 18.26(c), the quorum for each General Meeting shall be attendance by at least forty (40) Voting Delegates. Decisions made at a General Meeting when a quorum is not present are not valid.
- 18.26 If within half an hour after the start time of a General Meeting a quorum is not present, the meeting:
- (a) if called at the request of a Member, must be dissolved; or
 - (b) if called at the request of the Board or Forum, must be adjourned to a day, time, and place determined by the chair of the meeting, and the Board or Forum shall use reasonable endeavours to advise the Members of National Council of such adjournment prior to the commencement of the adjourned meeting, which may be by email; or
 - (c) if a quorum is not present at the adjourned General Meeting, the Permitted Attendees in attendance, will be a sufficient quorum.
- 18.27 Subject to applicable law, any meeting of National Council (except an AGM), the Forum or the Board may be held 'in confidence' or 'in closed session' either on the motion of the meeting itself or at the request of the National President and/or the Board Chair. Each such meeting attendee agrees to comply with such motion or request of confidence.
- 18.28 The chair of a General Meeting has the discretion to alter the agenda, introduce any business item the Board deems necessary for discussion, and make any other procedural ruling required for the efficient conduct of the meeting, as long as the exercise of such discretion or such rulings do not contradict the provisions of this Constitution or the Bylaws.
- 18.29 Written resolutions cannot replace a General Meeting.

Attendance at General Meetings

- 18.30 The following Individual Persons may attend a General Meeting:
- (a) Board Members;
 - (b) Forum Members;
 - (c) RNZRSA Life Members;
 - (d) one (1) Delegate and two (2) Observers appointed by each RSA Member Association in accordance with clause 18.31;
 - (e) one (1) Delegate and two (2) Observers appointed by the RNZRSA National Women's Association in accordance with clause 18.31; and
 - (f) one (1) Delegate and two (2) Observers appointed by each Affiliate Member in accordance with clause 18.31.
- 18.31 Each RSA Member Association, RNZRSA National Women's Association and Affiliate Member must advise the Chief Executive of their Delegate and Observers at least seven (7) days prior to any General Meeting. Otherwise, the Delegate and Observer appointment process is set out in the Bylaws.
- 18.32 No Individual Person may be a Delegate for more than one Member at a General Meeting. For clarity:
- (a) an Individual Person may be a delegate for one organisation and an Observer for others;
 - (b) RNZRSA National Women's Association Representative must be a separate Individual Person to the RNZRSA National Women's Association Delegate; and
 - (c) the Affiliate Member's Representative must not be a Delegate of an Affiliate Member.
- 18.33 Board Members, Forum Members and the Kaumātua must not be a Delegate of a Member and cannot vote on behalf of any other Legal Person.
- 18.34 Additional attendees at a General Meeting (including media and other visitors) must be approved by the Chief Executive or Board Chair in advance of the General Meeting.
- 18.35 The chair of any General Meeting may remove, or procure to be removed, 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 must comply with the chair's request to leave.
- 18.36 All attendees at a General Meeting are subject to the applicable requirements of this Constitution, the Bylaws and the Code of Conduct.

Voting Rights at General Meetings

- 18.37 The following voting rights shall apply at all General Meetings:
- (a) the National President shall have one vote;

- (b) each Board Member (excluding the National President) shall have one vote;
- (c) the Kaumātua shall have one vote;
- (d) each Forum Member (excluding the National President) shall have one vote;
- (e) each RNZRSA Life Member shall have one vote;
- (f) each RSA Member Association shall have two votes, to be cast by their Delegate (except elections for National President and National Vice President which can be cast in accordance with clause 18.44);
- (g) RNZRSA National Women's Association shall have one vote, to be cast by their Delegate (except elections for National President and National Vice President which can be cast in accordance with clause 18.44); and
- (h) each Affiliate Member shall have one vote, to be cast by their Delegate (except elections for National President and National Vice President which can be cast in accordance with clause 18.44).

Voting Processes at Meetings of National Council

18.38 Decisions of National Council at General Meetings (excluding elections for National President and National Vice Presidents which are dealt with under clause 18.39) must be made as follows:

- (a) by simple majority of votes cast by Voting Delegates in attendance at the General Meeting, unless a higher majority applies to the particular resolution pursuant to this Constitution;
- (b) no proxies are permitted;
- (c) voting shall in the first instance, be by voice or show of hands, as determined by the chair of the General Meeting, or if determined necessary by the chair of the General Meeting, by poll;
- (d) a determination that a poll is necessary may be withdrawn;
- (e) if a poll is required:
 - (i) the poll shall use a voting method determined by the chair of the meeting, and follow procedures set out in the Bylaws (if any);
 - (ii) if there are Voting Delegates attending the General Meeting via video conference, the chair may permit those Voting Delegates to cast votes using an electronic voting method determined by the chair of the meeting;
 - (iii) each Voting Delegate in attendance will have the number of votes set out in clause 18.37;

- (iv) the poll will be deemed to be conclusive in respect of the matter which the poll was required;
 - (v) the poll shall not prevent the continuance of a General Meeting for the transaction of any business other than the resolution on which the poll is required; and
 - (vi) if the poll results in an equality of votes, the chair of the General Meeting shall have a second casting vote in addition to any vote that they may otherwise be entitled;
- (f) in respect of any vote at a General Meeting, a declaration by the chair that a resolution has been carried or lost is conclusive evidence of the fact without proof of the number of votes recorded in favour of or against such resolution; and
- (g) as otherwise set out in the Bylaws.

Elections for National President and National Vice Presidents

- 18.39 Elections for National President and the National Vice Presidents at AGMs must be conducted in accordance with the remote voting process set out in clauses 18.40 to 18.54, and as set out in the Bylaws.
- 18.40 The candidate nomination process will be set out in the Bylaws. All candidates must be approved by the National President Eligibility Committee and/or National Vice President Eligibility Committee prior to any election process commencing.
- 18.41 Each Member of National Council will have the number of votes specified in clause 18.37 for each National President and/or National Vice President vacancy being voted on.
- 18.42 If a Member of National Council is allowed to cast more than one vote for a vacancy, then all votes must be cast for the same candidate.
- 18.43 The Board shall ensure that it sets voting forms ("**Voting Form**") and instructions to complete the Voting Form ("**Instructions**") and includes both the Voting Form and Instructions with the notice of meeting for the General Meeting.
- 18.44 The Voting Form must be correctly completed in accordance with the Instructions, and signed by the Member of National Council, or where the Member of National Council is an Entity, by that Entity's Voting Delegate or another representative of the Member of National Council.
- 18.45 Each Voting Form must be returned to the Chief Executive as follows:
- (a) by post to the registered office of RNZRSA, in a sealed envelope addressed to the Chief Executive;
 - (b) sending a copy (being a scanned copy or a photo) of the Voting Form, by email to nationalcouncil@rsa.org.nz, addressed to the Chief Executive; or

- (c) by hand delivery to the Chief Executive (or an RNZRSA employee), in a sealed envelope.
- 18.46 Each Voting Form must be received by the Chief Executive prior to the cut off time and date specified in the notice of meeting, or if no cut off time is stated, then 5pm on the day that is two Working Days prior to the commencement of the AGM.
- 18.47 Voting Forms that are not legible, not correctly completed, that do not comply with the Instructions, that are unsigned by the Voting Delegate, that are received after any cut off time/date, are not provided to the Chief Executive using one of the methods set out in clause 18.45 or are otherwise void, must be discarded by the Chief Executive, and will not be counted. Voting Forms must not be submitted using more than one method set out in clause 18.45. If a Member submits two or more Voting Forms, then the Chief Executive must accept the first Voting Form and discard any subsequent Voting Forms received (with the time of receipt for each Voting Form being determined by the Chief Executive in their discretion).
- 18.48 The order of elections will first be National Vice President, and then National Vice President.
- 18.49 If vacancies for National President and National Vice President are being voted on at the same time, and a candidate is nominated for National President and National Vice President, and is successfully elected as National President, then any votes cast for that candidate as National Vice President are void.
- 18.50 If two vacancies for National Vice President are being voted on at the same time, then all candidates for National Vice President will be put forward for both vacancies. The candidate successfully elected to the first National Vice President vacancy will be removed from the voting process for the second National Vice President vacancy, and all votes cast for the successful National Vice President in respect of the second vacancy will be void.
- 18.51 In respect of each vacancy, the Chief Executive shall tally the votes received and provide a copy of that tally to the chair of the AGM. Voting Forms may be destroyed once the tally is completed. The candidate with the highest number of votes for a vacancy will be elected to fill that vacancy. The chair of the AGM shall declare the results (including vote tally) of the election at the AGM.
- 18.52 If the election results in an equality of votes, the chair of the AGM shall have a second casting vote in addition to any vote that they may otherwise be entitled.
- 18.53 In respect of any election, a declaration by the chair of the AGM as to the results of an election shall be conclusive evidence of the fact.
- 18.54 If there are the same, or lesser, number of candidates than vacancies, then all candidates are considered to be elected to the applicable vacancy without the need to complete this election process.

General

- 18.55 The procedures for attending, calling, and holding General Meetings are otherwise set out in the Bylaws.

19. AMENDMENTS TO THE CONSTITUTION

- 19.1 Minor amendments to this Constitution may be made by the Board pursuant to section 31 of the Act.
- 19.2 Subject to clause 19.3, National Council may resolve to amend this Constitution, using the following process:
- (a) such resolution may only be passed at an AGM or SGM;
 - (b) at least 21 days' notice of the AGM or SGM must be provided to all Members of National Council, in accordance with clauses 18.2 or 18.13 (as applicable);
 - (c) the notice of meeting for the AGM or SGM must set out the resolution proposed; and
 - (d) the resolution must be passed in accordance with the applicable majorities set out in clause 19.4 and 19.5.
- 19.3 Changes to clauses 3.1 to 3.4, 4.1, 4.2 , 13.1 to 13.3, and 24.3 of this Constitution must not be made unless:
- (a) the charitable status of RNZRSA is not compromised under the Charities Act 2005 or other applicable law governing the operations of charities in New Zealand; and
 - (b) the amendment is consistent with the Constitutional Principles, and Objects and Purposes.
- 19.4 Changes to this Constitution other than clauses 3.1 to 3.4, 4.1, 4.2 , 13.1 to 13.3, and 24.3 requires a simple majority of votes cast by Voting Delegates in attendance at the AGM or SGM.
- 19.5 Replacing this Constitution, or making changes to clauses 3.1 to 3.3, 4.1, 4.2, 13.1 to 13.3, and 24.3 requires a majority of at least 75% of votes cast by Voting Delegates in attendance at the AGM or SGM.

20. RNZRSA BYLAWS

- 20.1 Bylaws may be created to cover any matter not already addressed in this Constitution, or required by law, or required to be addressed in this Constitution by applicable law governing the formation and operation of charities and incorporated societies.
- 20.2 The Board, after consultation with the Forum, has the power to create, amend, delete, replace or alter Bylaws at any time.
- 20.3 The creation, amendment, deletion, replacement or other alteration of a Bylaw is not an amendment to this Constitution.

- 20.4 If a provision of this Constitution refers to Bylaws that do not exist, the Board, after consulting with the Forum, will determine a Bylaw to apply to the situation.
- 20.5 If the Board refuses to change or remove a Bylaw at a Member's request, that Member may raise the change of a Bylaw as a matter for consideration at an AGM under clause 18.3.
- 20.6 No Bylaw may conflict with the provisions of this Constitution. If a Bylaw does conflict, it is considered to the extent of the inconsistency, invalid, thereby becoming void and of no effect.
- 20.7 The Bylaws must include the Code of Conduct.

21. FINANCIAL STATEMENTS AND AUDIT

- 21.1 The Board is responsible to control and manage RNZRSA's finances, including the funds and property of RNZRSA, investing and spending of RNZRSA funds, and purchase and sale of property of RNZRSA, in a way that is in compliance with the Objects and Purposes and this Constitution.
- 21.2 The Board shall ensure that RNZRSA complies with the applicable law relating to the operation of charities and incorporated societies including the preparation, reporting, and registration of financial statements and any applicable Bylaws.
- 21.3 If required by New Zealand law, the accounts of RNZRSA must be audited by an independent Auditor who is not a representative of a member of RNZRSA, in accordance with the Financial Reporting Act 2013.
- 21.4 The Board shall appoint any required Auditor.

22. TRUSTS AND FUNDS

- 22.1 The Board is responsible for the administration of all trusts and funds operated by RNZRSA, and all funds held on trust by RNZRSA.
- 22.2 Subject to clause 22.4, and without limiting clause 5.1(c), the Board may establish any new charitable trust, or (subject to applicable law) update and amend an existing charitable trust, or establish or update any fund management documents, policies and procedures for the management of charitable trusts and any funds collected for charitable purposes, by donation or otherwise.
- 22.3 Each Member of National Council agrees to comply with all fund management documents, policies and procedures established or updated by the Board pursuant to clause 22.2, unless otherwise agreed in writing with the Board.
- 22.4 The Board and each Member agree as follows:
 - (a) Members shall ensure that all funds raised or collected by that Member (or its representatives) in connection with the Poppy or ANZAC are received and receipted into the bank account of one or more charitable trusts approved by the Board from time to time;
 - (b) Members shall ensure that all trusts (including funds collected and/or held by such trusts) and funds that:

- (i) relate to the Poppy, Returned Services, Returned and Services or that use the RSA name; and
 - (ii) they have settled, operate, control, administer or have any interest in (through the appointment of trustees or otherwise),
are administered in accordance with the terms of the applicable trust or fund, unless otherwise directed by a Court of appropriate jurisdiction;
- (c) the Board shall ensure that all trusts (including funds collected and/or held by such trusts) and funds that:
- (i) relate to the Poppy, Returned Services, Returned and Services or that use the RSA name; and
 - (ii) they have settled, operate, control, administer or have an interest in (through the appointment of trustees or otherwise),
are administered in accordance with the terms of the trust or fund, unless otherwise directed by a Court of appropriate jurisdiction;
- (d) all funds, monies and other property that are subject to a trust or fund must be kept separate from any operating accounts of RNZRSA and each Member;
- (e) on the winding up of RNZRSA the powers of RNZRSA in connection with any trust and/or fund must (subject to applicable law) be transferred to Legal Persons capable of performing its purpose in accordance with New Zealand law, as determined by the Board or a Court of competent jurisdiction; and
- (f) on the winding up of a Member, the powers of the Member in respect of any trust or fund (including any Poppy Trust, Welfare Trust or other similar trust) must, subject to applicable law, be transferred to the executive committee/board or trustees of another RSA Member Association provided the Chief Executive approves in writing, or in the absence of such approval, to the trustees of the National Poppy Trust.
- 22.5 Where the power of appointment of trustees of any trust or fund was or is held by the Board (or any predecessor of the Board, including the Dominion Executive Committee or National Executive Committee) or RNZRSA, that power will be exercised and administered by the Board.
- 22.6 RNZRSA, acting through the Board, is authorised to settle or resettle any funds (except funds that are subject to any other trust which does not permit resettlement) held by RNZRSA or under its control on any charitable trust to benefit Legal Persons falling within the following categories:
- (a) New Zealand Service Personnel or Individual Persons from Other Recognised Militaries, whether or not a Member or a member of an RSA Member Association, Affiliate Member or RNZRSA National Women's Association Member; or

- (b) for the relief of New Zealand Veterans suffering hardship or poverty, the advancement of education of New Zealand Veterans, or such other charitable purposes within New Zealand as are recognised by the laws of New Zealand that relate to New Zealand Veterans,

provided that in all cases, the settlement of funds is consistent with the Constitutional Principles and Objects and Purposes. For clarity, settlement of funds onto the RNZRSA National Poppy Trust is deemed to comply with the requirements of this clause 22.6.

- 22.7 Where RNZRSA has the power to appoint or remove trustees or control trusts or entities, the Board must ensure those trusts and entities operate according to their purposes and governing documents, as required by law. This does not require the Board to audit or supervise these entities beyond its primary legal obligations.
- 22.8 Where required by the Financial Reporting Act 2013, RNZRSA's financial statements will include a consolidation of any trusts controlled by RNZRSA, where RNZRSA has the power to appoint and remove trustees or those tasked with exercising control over the operations of trusts.
- 22.9 For clarity, clauses 22.1 to 22.8 do not limit any of the Board's powers.

23. EXECUTING DOCUMENTS AND COMMON SEAL

- 23.1 RNZRSA may, but is not required to, have a common seal for ceremonial purposes as set out in the Bylaws. The common seal is not required to be affixed to any deed, agreement or other document signed by RNZRSA.
- 23.2 Any deed required to be signed by RNZRSA must be signed by any two Board Members.
- 23.3 Agreements and other documents required to be signed by RNZRSA must be signed by either:
- (a) any two Board Members; or
 - (b) such other Individuals that are approved to do so pursuant to the then current delegated authority policy that has been approved by the Board.

24. LIQUIDATION AND WIND UP

- 24.1 The Members of National Council may resolve to wind up or dissolve RNZRSA, place RNZRSA into liquidation or have RNZRSA removed from the Register of Incorporated Societies, using the following process:
- (a) such resolution may only be passed at an AGM or SGM;
 - (b) at least 21 days' notice of the AGM or SGM must be provided to all Members of National Council, in accordance with clauses 18.2 or 18.13 (as applicable);

- (c) the notice of meeting for the AGM or SGM must set out the resolution proposed; and
 - (d) the resolution must be passed by a majority of at least 75% of votes cast by Voting Delegates in attendance at the AGM or SGM.
- 24.2 Failure to follow the process set out in clause 24.1 shall invalidate the resolution to wind up, dissolve or liquidate RNZRSA or to have RNZRSA removed from the Register of Incorporated Societies.
- 24.3 If RNZRSA is wound up or liquidated and any property remains after all debts are settled, it will not be distributed to Members but will be given to other charitable institutions or societies in New Zealand with similar principles, objects, purposes to the Constitutional Principles and Objects and Purposes, as determined by the Board. If the Board cannot decide, the Registrar of Incorporated Societies, the High Court, or a judge of the High Court may direct how the property is distributed.

25. TRANSITIONAL PROVISIONS

Officeholders and Committees

- 25.1 All Officeholders in office when this Constitution is adopted will remain in office until the later of the next AGM following adoption of this Constitution, or the expiry of their term in office that applied immediately prior to this Constitution being adopted.
- 25.2 Any time or terms (excluding co-opted periods) served in office prior to the adoption of this Constitution, must be included within the calculation of time or terms served under this Constitution.
- 25.3 A National Vice President that is also a District President upon the adoption of this Constitution, may remain in such dual office until such time as the first of such office terms expires. That expiring office term shall not be renewed, and the remaining office term shall continue. While in such dual office, the National Vice President/District President shall only have one vote on the Forum and at any General Meeting.
- 25.4 All RNZRSA committees (including any currently formed Complaints Committees) in existence immediately prior to the adoption of this Constitution shall remain in effect for the purpose of completing pending business and will continue to operate in accordance with their terms of reference applicable immediately prior to the adoption of this Constitution. Once that business has been concluded, or they are wound up in accordance with their terms of reference or by resolution of the Board, they will be dissolved.

Members

- 25.5 All Members as at the date this Constitution is adopted shall continue to be Members as provided for, and on the terms contained, in this Constitution. Members shall transition to new memberships with RNZRSA from adoption of this Constitution as follows:

Member Type under previous Constitution	Member Type under this Constitution
Member Associations (Full Members) including RSA Online	RSA Member Association
Honorary Life Member, Life Member	RNZRSA Life Member
Affiliate Member	Affiliate Member
Corporate Member	Deleted

- 25.6 RSA Ipurangi Incorporated, is an RSA Member Association that is separate to RNZRSA.
- 25.7 The RNZRSA National Women’s Association will transition from an Affiliate Member to the RNZRSA National Women’s Association Member on adoption of this Constitution.

Live Complaints, Suspensions and Sanctions

- 25.8 Any validly made, but unresolved complaints, that have been made prior to the adoption of this Constitution, shall remain governed by the constitution (and dispute resolution procedures set out in clause 9 of that constitution and the Bylaws relating to dispute resolution) in effect immediately prior to the adoption of this Constitution.
- 25.9 Any suspensions of Members, or other sanctions which applied or were imposed, prior to the adoption of this Constitution will remain in effect, in accordance with their terms and conditions, after the adoption of this Constitution.

Miscellaneous

- 25.10 The Board has the authority to complete such documents, pay such costs and do such things as are necessary to complete the transition of RNZRSA from the constitution in force prior to this Constitution being adopted to this Constitution, including re-registration under the Act, preparing the Bylaws and any other governing document and all other arrangements (and transitional arrangements) considered by the Board to be appropriate.
- 25.11 Clause 18.9(a) shall apply to notices of motion or other matters that have been considered and rejected by National Council at a General Meeting before or after the adoption of this Constitution.

SCHEDULE ONE: Eligibility Criteria

1. Eligibility Criteria

- 1.1 All proposed Officeholders must, prior to their election or appointment as an Officeholder:
- (a) consent to being appointed as an Officeholder in accordance with this Constitution;
 - (b) certify that they are not disqualified from becoming an Officeholder in accordance with the Constitution or applicable law; and
 - (c) be approved by the relevant Selection Committee and/or Eligibility Committee as satisfying the applicable Eligibility Criteria set out in this Schedule One.
- 1.2 All Officeholders must continue to comply with the Eligibility Criteria set out in this Schedule One at all times while in office.

2. National President, National Vice Presidents, and Kaumātua Eligibility

- 2.1 The National President must:
- (a) be a New Zealand Veteran;
 - (b) bring mana to the position of National President;
 - (c) comply with any applicable requirements set out in the Constitution or Bylaws in respect of such office;
 - (d) not cause the RNZRSA or the Board to fail to comply with the requirements of the Constitution or Bylaws;
 - (e) not be disqualified from being an officer of a registered charity under the Charities Act 2005, or an officer of an incorporated society under the Act; and
 - (f) be a “fit and proper person”, which is a term that describes an assessment of an Individual Person’s competence and suitability for a specific role, occupation or privilege in accordance with clause 4 of Schedule One.
- 2.2 The Kaumātua must:
- (a) be a New Zealand Veteran;
 - (b) bring mana to the position of Kaumātua;
 - (c) be a financial member of an RSA Member Association (that is not suspended);
 - (d) comply with any applicable requirements set out in the Constitution or Bylaws in respect of such office;

- (e) not cause the RNZRSA or the Board to fail to comply with the requirements of the Constitution or Bylaws;
- (f) not be disqualified from being an officer of a registered charity under the Charities Act 2005, or an officer of an incorporated society under the Act (whether or not these requirements apply to the office of Kaumātua); and
- (g) be a “fit and proper person”, which is a term that describes an assessment of an Individual Person’s competence and suitability for a specific role, occupation or privilege in accordance with clause 4 of Schedule One.

2.3 A National Vice President must:

- (a) bring mana to the position of National Vice President;
- (b) comply with any applicable requirements set out in the Constitution or Bylaws in respect of such office;
- (c) not cause the RNZRSA or the Board to fail to comply with the requirements of the Constitution or Bylaws;
- (d) not be disqualified from being an officer of a registered charity under the Charities Act 2005, or an officer of an incorporated society under the Act (whether or not these requirements apply to the office of National Vice President); and
- (e) be a “fit and proper person”, which is a term that describes an assessment of an Individual Person’s competence and suitability for a specific role, occupation or privilege in accordance with clause 4 of Schedule One.

3. Appointed Board Members and Forum Members

3.1 An Appointed Board Member must:

- (a) comply with any applicable requirements set out in the Constitution or Bylaws in respect of such office;
- (b) not cause the RNZRSA or the Board to fail to comply with the requirements of the Constitution or Bylaws;
- (c) not be disqualified from being an officer of a registered charity under the Charities Act 2005, or an officer of an incorporated society under the Act; and
- (d) be a “fit and proper person”, which is a term that describes an assessment of an Individual Person’s competence and suitability for a specific role, occupation or privilege in accordance with clause 4 of Schedule One.

3.2 A Forum Member (other than the National President and National Vice President) must:

- (a) comply with any applicable requirements set out in the Constitution or Bylaws in respect of such office;
- (b) not cause the RNZRSA or the Board to fail to comply with the requirements of the Constitution or Bylaws;
- (c) not be disqualified from being an officer of a registered charity under the Charities Act 2005, or an officer of an incorporated society under the Act; and
- (d) be a “fit and proper person”, which is a term that describes an assessment of an Individual Person’s competence and suitability for a specific role, occupation or privilege in accordance with clause 4 of Schedule One.

4. Fit and Proper Person

4.1 For the purpose of determining whether or not an Officeholder, or an Individual Person proposed to be an Officeholder, is a “fit and proper person”, as the case may be, the applicable Selection and/or Eligibility Committee may take into account any matters they consider relevant and, in particular, may take into account any of the following matters:

- (a) whether the Individual Person complies with, and is likely to continue to comply with, the requirements of the Constitution, including clauses 13.4 to 13.6;
- (b) whether the Individual Person is suitably qualified, skilled and experienced for the role;
- (c) whether the Individual Person is disqualified from being an “officer” of a registered charity under the Charities Act 2005 (whether or not the Individual Person will actually be an “officer” of RNZRSA in accordance with that Act);
- (d) whether the Individual Person is disqualified from being an “officer” of an incorporated society under the Act (whether or not that Act currently applies to RNZRSA, and whether or not the Individual Person will actually be an “officer” of RNZRSA in accordance with that Act);
- (e) whether the Individual Person has been convicted of an offence in New Zealand, or elsewhere, within the last 7 years, and, if so:
 - (i) the nature of the offence; and
 - (ii) the time that has elapsed since the offence was committed;
- (f) whether the Individual Person is subject to an unresolved Complaint under the Dispute Resolution Procedure.
- (g) whether the Individual Person has been the subject of a Complaint, either from within or outside of the RNZRSA, and either to the RNZRSA or to some other body or Individual Person, of a nature that could, in the opinion of the relevant Eligibility and Selection Committee as the case

may be, cause risk to the reputation of the RNZRSA if that Individual Person held, or continued to hold, a position of representation or governance with the RNZRSA.

- (h) whether the Individual Person:
 - (i) is a subject of current disciplinary action in another profession or occupation in New Zealand or elsewhere; or
 - (ii) has been the subject of disciplinary action of that kind that has involved a finding of guilty, however expressed.

5. Selection and/or Eligibility Committee Processes

- 5.1 The Selection and/or Eligibility Committee may request, and the Individual Person who is being assessed as to their eligibility as an Officeholder shall provide, any information reasonably required for the purposes of assessing the matters set out in this Schedule.
- 5.2 The Selection and/or Eligibility Committee may review eligibility as an Officeholder based on the documents or information provided, or may undertake any process it deems necessary, including:
 - (a) obtaining information, testimonials or references from third parties;
 - (b) interviewing the Individual Person whose eligibility as an Officeholder is being considered, or any Individual Person who provides information, testimonials or references from third parties;
- 5.3 The Individual Person whose eligibility as an Officeholder is being considered by the Selection and/or Eligibility Committee consents to the matters set out in clause 5.1 and 5.2 of Schedule One, and agrees to provide reasonable assistance to the Selection and/or Eligibility Committee in all such matters.
- 5.4 The Selection and/or Eligibility Committee processes shall otherwise operate pursuant to the Bylaws.

SCHEDULE TWO: Dispute Resolution Procedures

1. Commencing a Dispute Resolution Procedure

- 1.1 A Complainant (as defined in clause 17.2 of the Constitution) makes a complaint in accordance with the Constitution by giving written notice in accordance with clause 1.2 to the Chief Executive (who will pass it on to the chair of the Determining Body on behalf of the Complainant) or directly to the chair of the Determining Body (as set out in clause 1.3 and 1.4 of Schedule Two) (“**Complaint**”).
- 1.2 The Complaint must:
- (a) state that the Complainant is starting a Dispute Resolution Procedure;
 - (b) sets out the allegation or matter to which the dispute relates (being a matter that is subject to the Dispute Resolution Process in accordance with clause 17.5 or 17.6 of the Constitution);
 - (c) sets out whom the allegation is against or relates to (the Respondent as defined in clause 17.3 of the Constitution);
 - (d) 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; and
 - (e) set out any other information reasonably required by RNZRSA including, where applicable, any remedy sought.
- 1.3 Where the Respondent is a Member, the Determining Body is a Complaints Committee as set out in clause 3.2 of Schedule Two.
- 1.4 Where the Respondent is a Board Member, Forum Member, Kaumātua or RNZRSA, the Determining Body is a Complaints Committee as set out in clause 4.2 of Schedule 2.

2. Complainant and Respondent Right to be Heard

- 2.1 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.
- 2.2 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 the right to be heard if:
- (a) the Complainant has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held);
 - (b) an oral hearing is held, if deemed necessary by the Determining Body, to ensure an adequate hearing;
 - (c) an oral hearing (if any) is held before the Determining Body; and

- (d) the Complainant's written statement or submissions (if any) are considered by the Determining Body.

2.3 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 the right to be heard if:

- (a) the Respondent is fairly advised of all allegations against them, with sufficient details and time given to enable the Respondent to prepare a response;
- (b) the Respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held);
- (c) an oral hearing is held if the Determining Body considers that an oral hearing is needed to ensure an adequate hearing;
- (d) an oral hearing (if any) is held before the Determining Body; and
- (e) the Respondent's written statement or submissions (if any) are considered by the Determining Body.

3. Where the Respondent is a Member

3.1 Where the Respondent is a Member, the Determining Body for any Complaint regarding the Member is a Complaints Committee as set out in clause 3.2 below, and clauses 3.2 to 3.11 of Schedule Two will apply.

3.2 A Complaints Committee must be convened by the National President on receipt of the Complaint. Subject to clause 3.11 of Schedule Two, the Complaints Committee must be a minimum of five (but not more than six) Individual Persons including:

- (a) the National President, who will serve as the chair of the Complaints Committee (the "**CC Chair**");
- (b) one of the National Vice Presidents, appointed to the Complaints Committee by the CC Chair;
- (c) the Board Chair;
- (d) the Board Member who is the current chair of the RNZRSA Board People and Culture Committee;
- (e) at least one suitably qualified and/or experienced, independent Individual Person, appointed to the Complaints Committee by consensus of the Individual Persons listed in clauses 3.2(a) to 3.2(d) of Schedule Two; and
- (f) at the discretion of the Individual Persons listed in clauses 3.2(a) to 3.2(d) of Schedule Two, a second suitably qualified and/or experienced independent Individual Person may be appointed by consensus of the Individual Persons listed in clauses 3.2(a) to 3.2(d) of Schedule Two.

- 3.3 An Individual Person will be an independent Individual Person for the purposes of clause 3.2 Schedule Two if they are not:
- (a) a Forum Member;
 - (b) a Board Member;
 - (c) the Kaumātua;
 - (d) a Member, Officeholder, or employee or contractor of RNZRSA; or
 - (e) a member, committee member, officer, employee or contractor of a Member.
- 3.4 The Complaints Committee must ensure that the Complaint is investigated and resolved as soon as reasonably practicable after receiving it. The process to investigate and resolve the Complaint must be fair, efficient, and effective.
- 3.5 The Complaints Committee shall conduct the Dispute Resolution Procedures as the Complaints Committee sees fit but subject to the requirements of Schedule Two. The processes that the Complaints Committee uses may include, but are not required to include, and are not limited to:
- (a) meeting with the Complainant and Respondent, together or separately, to try and reach agreement on resolution of the Complaint;
 - (b) engaging an external Individual Person to investigate the Complaint and report to the Complaints Committee;
 - (c) referring the matter to the Board for advice on governance issues affecting RNZRSA and other Members in respect of the Complaint and/or matters raised in the Complaint, and taking any such advice into account;
 - (d) referring the matter to the Forum for advice on representation issues affecting RNZRSA and other Members in respect of the Complaint and/or matters raised in the Complaint, and taking any such advice into account;
 - (e) arranging for formal mediation to try and reach agreement on resolution of the Complaint; and/or
 - (f) obtaining legal advice.
- 3.6 Despite clause 3.5 of Schedule Two, the Complaints Committee may decide not to proceed further with a Complaint if:
- (a) the Complaint is trivial;
 - (b) the Complaint does not involve any allegation as defined in clause 17.5 or 17.6 of the Constitution (if applicable) where the Complainant is RNZRSA;

- (c) the Complaint appears to lack foundation or there is no apparent evidence to support it;
 - (d) the Complainant has an insignificant interest in the matter;
 - (e) the conduct, incident, event, or issue giving rise to the Complaint has already been investigated and dealt with under the Dispute Resolution Procedures; or
 - (f) there has been an undue delay in making the Complaint.
- 3.7 If the Complaints Committee proceeds with the Complaint, and subject to clauses 3.6 and 3.8, the Complaints Committee may:
- (a) determine the Complaint, and issue directions, with which the Complainant and Respondent must comply;
 - (b) dismiss the Complaint or take no further action in respect of the Complaint;
 - (c) uphold the Complaint and make such directions as they consider appropriate, with which the Complainant and Respondent must comply; and/or
 - (d) uphold the Complaint and:
 - (i) reprimand or admonish the relevant Member(s); and/or
 - (ii) Suspend the relevant Member(s) for a specified period;
 - (iii) recommend to the Member where the Complaint relates to the Member's including their Delegate, Observers, officers and other representatives of the Member, such Individual Person no longer be appointed to represent the Member; and/or
 - (iv) recommend to the Forum that the Member's membership of RNZRSA be terminated.
- 3.8 In addition to the outcomes in clauses 3.6 or 3.7 of Schedule Two, and whether the Complaints Committee decides not to proceed further with a Complaint in accordance with clause 3.6 of Schedule Two, or proceeds with the Complaint in accordance with clause 3.7 of Schedule Two, the Complaints Committee may order the Complainant and/or Respondent to meet any reasonable costs incurred by RNZRSA in dealing with the Complaint.
- 3.9 For clarity, the Complaints Committee cannot terminate the membership of a Member. Such a decision may only be made by the Forum, after consultation with the Board, if the Complaints Committee recommends this action in accordance with the Dispute Resolution Procedures.
- 3.10 If the Complaints Committee determines that the matter is serious enough to warrant urgent action the Complaints Committee will consult with the Board and the Forum to determine what urgent action, if any, is required to preserve the

reputation and/or integrity of RNZRSA, the RSA Movement, a Member, the Board or a member of the Board, the Forum or a member of the Forum.

- (a) These measures will not replace the Dispute Resolution Procedures but may be implemented alongside it.
- (b) Where any urgent action is deemed to be necessary by the Board and the Forum, the Board shall immediately communicate that decision to the Complainant and the Respondent (except where it may endanger the health and safety of any Individual Person).
- (c) The taking of urgent action shall not replace the Dispute Resolution Procedures.

3.11 In relation to a Complaints Committee convened under clause 3.2, in the event that for any reason (including the application of clause 5.1) there are fewer than five Individual Persons on a Complaints Committee at any time, the Committee may continue as long as at least one independent Individual Person remains. However, if there are fewer than three Individual Persons as members, or no independent Individual Persons, the CC Chair must appoint replacement Individual Persons as members to maintain a minimum of five members.

4. Where the Respondent is a Board Member, Kaumātua, a Forum Member, or RNZRSA

4.1 Where the Respondent is a Board Member, Kaumātua, a Forum Member or RNZRSA, the Determining Body for the Complaint is a Complaints Committee as set out in clause 4.2, and clauses 4.2 to 4.12 of Schedule Two will apply.

4.2 A Complaints Committee must be convened by the chair of the Complaints Committee (the “**CC Chair**”) on receipt of the Complaint. Subject to clause 4.12, the Complaints Committee must be a minimum of five (but not more than six) Individual Persons being:

- (a) subject to clause 4.3 of Schedule Two, the Board Member who is the then current chair of the RNZRSA Board People and Culture Committee, with that Individual being the CC Chair;
- (b) one other Board Member appointed by the CC Chair (excluding the Board Chair where the Respondent is a Board Member);
- (c) two Forum Members appointed to the Complaints Committee by the CC Chair (excluding the Forum Chair where the Respondent is a Forum Member);
- (d) at least one suitability qualified and/or experienced independent Individual Person, appointed to the Complaints Committee by consensus of the Individual Persons listed in clause 4.2(a) to 4.2(c) of Schedule Two; and
- (e) at the discretion of the Individual Persons listed in clauses 4.2(a) to 4.2(d) of Schedule Two, a second suitability qualified and/or experienced independent Individual Person, may be appointed by

consensus of the Individual Persons listed in clauses 4.2(a) to 4.2(d) of Schedule Two.

- 4.3 An Individual Person will be an independent Individual Person for the purposes of clause 4.2 where that Individual Person is not:
- (f) a Forum Member;
 - (g) a Board Member;
 - (h) a Member, Officeholder, or employee or contractor of RNZRSA; or
 - (i) a member, committee member, officer, employee or contractor of a Member.
- 4.3 If the current chair of RNZRSA Board People and Culture Committee is the Respondent or Complainant in respect of the Complaint, or is unable to act as the CC Chair:
- (a) the CC Chair must be another Board Member appointed as CC Chair by the Board Chair (and for clarity, the Board Chair may appoint themselves as the CC Chair); and
 - (b) where the Board Chair is the Respondent or Complainant, the CC Chair must be another Board Member appointed as CC Chair by majority vote of the Board (with any Board Member who is the Respondent or Complainant not eligible to be appointed, not eligible to vote, and not counted for the purposes of determining a majority vote).
- 4.4 The Complaints Committee must ensure that the Complaint is investigated and resolved as soon as reasonably practicable after receiving it. The process to investigate and resolve the Complaint must be fair, efficient, and effective.
- 4.5 In the situation where the Complaint involves serious allegations, the CC Chair will appoint an independent Individual Person to investigate the Complaint, and report, with recommendations, to the Complaints Committee, prior to the Complaints Committee proceeding with the Disputes Resolution Process. Those matters are:
- (a) assaulting or causing bodily harm to another Individual;
 - (b) sexual or racial harassment or intimidation;
 - (c) dishonesty; and/or
 - (d) aggressive behaviour.
- 4.6 The Complaints Committee shall conduct the Dispute Resolution Procedures as the Complaints Committee sees fit but subject to the requirements of this Schedule Two. The processes that the Complaints Committee uses may include, but are not required to include, and are not limited to:
- (a) meeting with the Complainant and Respondent, together or separately, to try and reach agreement on resolution of the Complaint;

- (b) engaging an external Individual Person to investigate the Complaint and report to the Complaints Committee (for clarity this may be done where the matter is not one of those listed in clause 4.5 of Schedule Two); and/or
 - (c) arranging for formal mediation to try and reach agreement on resolution of the Complaint; and/or
 - (d) obtaining legal advice.
- 4.7 Despite clause 4.6 Schedule Two, the Complaints Committee may decide not to proceed further with a Complaint if:
- (a) the Complaint is trivial;
 - (b) the Complaint does not appear to disclose or involve any allegation of the kind set out in clause 17.5 of the Constitution;
 - (c) the Complaint appears to lack foundation or there is no apparent evidence to support it;
 - (d) the Complainant has an insignificant interest in the matter;
 - (e) the conduct, incident, event, or issue giving rise to the Complaint has already been investigated and dealt with under the Dispute Resolution Procedures; or
 - (f) there has been an undue delay in making the Complaint.
- 4.8 If the Complaints Committee proceeds with the Complaint, and subject to clause 4.10 of Schedule Two, the Complaints Committee may:
- (a) determine the Complaint, and make such directions as they consider appropriate, with which the Complainant and Respondent must comply;
 - (b) dismiss the Complaint or take no further action in respect of the Complaint;
 - (c) uphold the Complaint and make such directions as they consider appropriate, with which the Complainant and Respondent must comply;
 - (d) uphold the Complaint and refer the matter to the relevant Selection and/or Eligibility Committee; and/or
 - (e) uphold the Complaint and:
 - (i) reprimand or admonish the Respondent; and/or
 - (ii) where the Respondent is the Kaumātua, recommend to the Board that the Kaumātua be removed from office; and/or

- (iii) where the Respondent is a Board Member, recommend to the Board that the Respondent be removed from the Board; and/or
 - (iv) where the Respondent is a Forum Member, recommend to the Forum that the Respondent be removed from the Forum.
- 4.9 In addition to the outcomes in clauses 4.7 and 4.8 of Schedule Two, and whether the Complaints Committee decides not to proceed further with the Complaint in accordance with clause 4.7 of Schedule Two, or proceeds with the Complaint in accordance with clause 4.8 of Schedule Two, the Complaints Committee may order the Complainant and/or Respondent to meet any of RNZRSA's reasonable costs in dealing with the Complaint.
- 4.10 For clarity, the Complaints Committee cannot remove the National President, National Vice President, Board Member, Kaumātua, Forum Member or District President from office. Such action may only be taken on recommendation of the Complaints Committee at the conclusion of the Dispute Resolution Procedures, where:
- (a) the Respondent is the National President, Kaumātua or Board Member, by majority vote of the other Board Members, or where the Complainant is also a Board Member, by majority vote of the Board Members excluding both the Respondent and the Complainant; and
 - (b) the Respondent is a National Vice President, Forum Member or District President, by majority vote of the other Forum Members, or where the Complainant is also a Forum Member, by majority vote of the Forum Members excluding both the Respondent and the Complainant.
- 4.11 If the Complaints Committee determines that the matter is serious enough to warrant urgent action the Complaints Committee will consult with the Board and the Forum to determine what urgent action, if any, is required to preserve the reputation and/or integrity of RNZRSA, the RSA movement, a Member, the Board or a Board Member, the Forum or a Forum Member. For clarity:
- (a) These measures will not replace the Dispute Resolution Procedures but may be implemented alongside it.
 - (b) Where any urgent action is deemed to be necessary by the Board and the Forum, the Board shall immediately communicate that decision to the Complainant and the Respondent (except where it may endanger the health and safety of any Individual Person).
 - (c) The taking of urgent action shall not replace the Dispute Resolution Procedures.
- 4.12 In relation to a Complaints Committee convened under clause 4.2 in the event that for any reason (including the application of clause 5.1) there are fewer than five Individual Persons on a Complaints Committee at any time, the Committee may continue as long as at least one independent Individual Person remains. However, if there are fewer than three members, or no independent Individual

Person, the CC Chair must appoint replacement members to maintain a minimum of five members.

5. Other Matters

- 5.1 In addition to any specific restrictions in this Schedule Two, an Individual Person may not be a member (or continue to be a member) of the relevant Determining Body if two or more other members of that Determining Body consider that there are reasonable grounds to believe that the Individual may not be:
- (a) impartial; or
 - (b) able to consider the matter without a predetermined view.
- 5.2 Notwithstanding the provisions of this Schedule Two, in no circumstances does the convening of a Complaints Committee, or any process that a Complaints Committee is undertaking in accordance with this Schedule Two, prevent or limit the power of RNZRSA to:
- (a) Refer the matter back to the Complainant with the recommendation that the matter be referred to an appropriate external body.
 - (b) Notify and/or refer any matter that is the subject of or relates to a Complaint, to an appropriate external body at any time.