



CONSENT TO RULES

(Under the Incorporated Societies Act, 1908)

ROYAL NEW ZEALAND RETURNED AND SERVICES' ASSOCIATION INCORPORATED

No. 215442

This is to certify that the National Council of the Royal New Zealand Returned And Services' Association (Incorporated) hereby consents to the rule changes to Constitution of version 117 with the signature of the undersigned and attached to this Certificate.

For and on behalf of the Royal New Zealand Returned And Services' Association (Incorporated)

Marty Donoghue
Chief Executive

BJ Clark
RSA National President

Murray Hobson
Board Chair

01 November 2022

ROYAL NEW ZEALAND RETURNED AND SERVICES ASSOCIATION

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RNZRSA CONSTITUTION

RNZRSA CONSTITUTION INDEX

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1. NAME

- 1.1 The name of the Society is the "Royal New Zealand Returned and Services' Association Incorporated" (RNZRSA).

2. OBJECTS AND PURPOSE

The objects and purposes of RNZRSA are:

- a) Loyally to uphold the sovereignty of New Zealand as a member of the Commonwealth of Nations and as a member of the United Nations
- b) To foster and maintain the welfare and security in New Zealand within the concept of the establishment and maintenance of international peace with honour.
- c) To perpetuate the comradeship born of service to New Zealand and to promote the general welfare of those who serve or have served New Zealand, and their families;
- d) 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.
- e) To foster remembrance of the service undertaken by Service Personnel;
- f) To cultivate a sense of responsibility within members of the RNZRSA community towards fellow citizens, the local community, and for the well-being of mankind;
- g) To promote the defence of New Zealand, and guard the good name, interests and standing of serving members of the New Zealand Defence Force;
- h) To support those who have served New Zealand at home and abroad and actively assist them in their transition to civilian life, especially if they are detrimentally affected by their service;
- i) To provide for the relief of poverty, the advancement of education or any other matter beneficial to the community.

The objects and purposes listed above are stand-alone independent objects and purposes.

3. RNZRSA CONSTITUTIONAL PRINCIPLES

- 3.1 In pursuance of its Objects, RNZRSA seeks to recognise and create a fellowship of those who serve or have served New Zealand including in New Zealand's armed services (Navy, Army, Air Force, Reserves) and now called the New Zealand Defence Force, sworn New Zealand police officers, their families and those otherwise associated with the New Zealand Defence Force or other service to New Zealand. RNZRSA comprises organisations ("Member Associations") and individuals ("Individual Members") as members. RNZRSA and its Member Associations include those who are Service Personnel (people

who serve or have served in armed forces - further defined in clause 8) and those who are non-Service Personnel (people who have not served - further defined in clause 8) as set out in this Constitution. On joining RNZRSA each member (whether a Member Association or an Individual Member) commits to a shared vision of the Objects and Purposes of RNZRSA.

3.2 As part of giving effect to the Objects and Purposes set out in this Constitution, each member of RNZRSA commits to:

- a) Working constructively with other members and RNZRSA to pursue the Objects and Purposes;
- b) Treating each other and RNZRSA with courtesy, mutual respect and tolerance at all times;
- c) Demonstrating acceptance of diversity, sensitivity for the customs, practices, culture and personal beliefs of others;
- d) Supporting human rights and dignity including equality of opportunity; and
- e) Personal integrity and honesty in all matters involving RNZRSA, its members and third parties.

3.3 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. RNZRSA STRUCTURE

4.1 RNZRSA shall be structured as follows:

- a) There shall be an annual National Council of Members which will also be the Annual General Meeting of RNZRSA ("National Council");
- b) There shall be a National President who shall be the head of the RNZRSA and two National Vice Presidents elected by National Council;
- c) There shall be a National Board of Governance established pursuant to Clause 6 ("the Board") the members of whom shall be the officers of RNZRSA;
- d) There shall be a President's Forum including the National President established pursuant to Clause 7 ("the Forum");
- e) There shall be a Chief Executive appointed by the Board and who shall be the contact officer;
- f) There shall be operational roles approved by the Board;
- g) Members shall be grouped into districts as defined in the Bylaws from time to time.

- h) Each district shall be represented by a District President elected pursuant to the Bylaws.
- 4.2 The Board reports to National Council and shall be responsible for the governance and strategic oversight of RNZRSA's operations and financial affairs pursuant to Clauses 5 and 6.
- 4.3 The President's Forum reports to National Council and pursuant to Clause 7 shall be responsible for representation including commemorations and awards, together with such other functions or duties as may from time to time be set out in the Forum Charter.
- 4.4 The District Presidents, as elected representatives of their Districts, pursuant to Clause 7 are responsible for reporting to their Districts and representing the members and other service personnel in their Districts to the Forum.

5. POWERS

- 5.1 In addition to all other powers vested in RNZRSA by this Constitution or by law RNZRSA shall have and may exercise (either alone or with any other organisation, body, person or persons) the following powers:
 - a) To trade, make profits and/or losses;
 - b) To construct, maintain, improve, alter, enlarge, pull down, demolish, remove, replace, manage, acquire, hold, gift, sell, bail, exchange, license, lease, mortgage and otherwise encumber, exhaust, use and/or exploit any and all forms of real or intangible property;
 - c) To establish, undertake and execute any trusts;
 - d) To lend, borrow, gift, invest or otherwise deal with 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 to any government, regulatory authority, organisation, individual or other body information, matters of concern or interest to members generally;
 - g) To join with in any capacity such other organisation, body or person and to incorporate companies, to enter partnerships and joint ventures if to do so is not inconsistent with RNZRSA's Objects and Constitutional Principles;
 - h) To delegate;
 - i) To the extent permitted by law, to indemnify including to obtain insurance cover for its officers and others;
 - j) Without limiting the foregoing, to do such things, incur such costs and complete such documents as may in the opinion of RNZRSA be conducive to the performance of its Objects and Constitutional Principles.

- 5.2. The powers set out in Clause 5.1 are independent main powers, they shall be applied broadly and shall not be construed in a manner that limits RNZRSA's performance of its Objects, Constitutional Principles or operations.
- 5.3. The Board may execute all of the powers of RNZRSA on behalf of RNZRSA and do all such acts and things as may be exercised or done by RNZRSA that are not required to be exercised or done by National Council of RNZRSA in General Meeting provided that the Board shall seek the approval of National Council for borrowing or lending of amounts to any one body or group of bodies exceeding in total, cumulatively or at any one time, NZ\$200,000 (except where by bank deposit by RNZRSA in the ordinary course of business). The Board may delegate all or such of the powers of RNZRSA in such manner and to such persons as might be considered desirable by the Board for the operation of RNZRSA.
- 5.4. Prohibition on pecuniary/financial gain: While RNZRSA may trade and make profits, in no event will RNZRSA operate for the pecuniary/financial gain of any of its members. For the purposes of Clauses 5.4, 5.5 and 5.6, as the context requires, reference to a member includes a member of a Member Association. Subject to Clauses 5.5 and 5.6 in no event will a member:
- 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;
 - c) Be entitled to receive any gain, dividend, distribution, a share of any profits or any other financial benefit howsoever generated by RNZRSA.
- 5.5 It shall not contravene the prohibition on pecuniary/financial gain if a member receives:
- a) Remuneration for services provided to RNZRSA in the ordinary course of that member's employment or retention by RNZRSA;
 - b) Payment for services provided to RNZRSA by a member in the ordinary course of their occupation or the occupation of a business in which a member is retained;
 - c) Reimbursement for costs incurred by that member in performing service on behalf of RNZRSA;
 - d) Pecuniary/financial gain to which the member would be equally entitled if not a member of RNZRSA, having entered into a transaction with RNZRSA on arm's length terms;
 - e) Prizes other than financial prizes in competitions run by RNZRSA for members; or
 - f) Pecuniary/financial gain permitted by law and accepted by the Board in its sole discretion as appropriate.
- 5.6 To the extent permitted by law, membership of RNZRSA shall not disentitle a member from receiving a 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 in question has the ability to exercise effective control over the decision to make the distribution; and
- II. The distribution is permitted by the charitable trust or charity concerned.

5.7 RNZRSA may indemnify or obtain insurance for an officer, employee or a member for liabilities or costs to the extent permitted by law. Without limiting the foregoing, this includes indemnifying or insuring an officer 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 on an officer in their capacity as an officer; and
- b) Costs incurred by the officer in respect of any claim or proceeding relating to that

5.8 Conflict of Interest

- a) For the purposes of this clause and as may otherwise be required by law:
 - I. "Matter" means RNZRSA's performance of its activities or exercise of its powers or an arrangement, agreement, understanding or contract made or entered into or proposed to be entered into by RNZRSA;
 - II. "Interested" or "Interest" means deriving a financial benefit from the Matter; "Person" includes a body corporate; and
- b) Subject to (c) below, a Person is Interested in a Matter if that Person•
 - I. May derive a financial benefit from the Matter;
 - II. Is the spouse, civil union partner, de facto partner, child, grandchild or parent of a Person who may derive a financial benefit from the Matter;
 - III. May have a financial interest in a Person to whom the Matter relates;
 - IV. Is a partner, director, officer, board member, representative or trustee of a Person who may have a financial interest in a Person to whom the Matter relates; or
 - V. May be Interested in the Matter as defined in the Bylaws.
- c) A Person is not Interested in a Matter:
 - I. Because that Person receives an indemnity, insurance cover, remuneration or other benefits authorised by law, this Constitution or the Bylaws;
 - II. If that Person's Interest is the same or substantially the same as the Interest of all or most other members of RNZRSA due to their membership;

- III. That Person's Interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence that Person in carrying out the Person's responsibilities at law, under this Constitution or Bylaws.
- d) An officer Interested in a Matter relating to RNZRSA must disclose as soon as practicable after the Officer becomes aware of the Interest, details of the nature and extent of the Interest to the Board and which must record the Interest in an Interests Register.
- e) The process for dealing with an officer Interested in a Matter shall be:
 - I. consistent with the law relating to charities and incorporated societies in effect from time to time
 - II. shall be set out in the Board Charter; and
 - III. shall apply to the Board.

6. RNZRSA MANAGEMENT

6.1 National Council shall elect the National President as head of the RNZRSA and two Vice Presidents. Subject to the terms of this Constitution, the National President and National Vice Presidents shall hold office for a term of three (3) years commencing the end of the National Council in which they were elected. The National President and National Vice Presidents shall hold office up to and including the National Council in which an election is to be held and shall remain in office until the end of that National Council. The National President's role as head of the RNZRSA shall include amongst other duties:

- a) Representing RNZRSA, including, advocate with Government and other relevant authorities;
- b) Speaking on behalf of RNZRSA and generally as the public face of the RNZRSA at both national and international levels;
- c) Chair of the National Council;
- d) Chair of the Forum;
- e) Chair of the Board Member Selection Panel
- f) Communicating with and on behalf of members;
- g) Assisting with dispute resolution including in accordance with the Dispute Resolution procedures in the Bylaws, and acting within the RSA movement;
- h) Carrying out ceremonial duties on behalf of the RSA, both in New Zealand and overseas; and
- i) Work with the Board and the Forum for the benefit of the organisation and its Members.

The National Vice Presidents will undertake such duties and for such duration as the National President may determine.

6.2 Upon the person acting as National President ceasing to be National President for any reason the senior National Vice President shall assume the role of National President. The senior National Vice President shall be:

- a) The highest polling National Vice President; or
- b) In the event it is not possible to determine which of the National Vice Presidents is highest polling, the longest serving National Vice President.

Provided that in the event it is not possible to determine who is the senior National Vice President under 6.2(a) or (b) the Forum shall determine which of the National Vice Presidents shall assume the role of National President. The person assuming the role of National President shall hold office only until the end of the National Council immediately following their appointment as National President to the intent that a new National President shall be elected at National Council. The person assuming the role of National President shall immediately resign from any other role previously held within RNZRSA or any Member Association.

6.3 National Council may remove the National President and National Vice Presidents or any of them in accordance with the following process:

- a) Notice of a motion of no confidence shall be prepared and which must contain:
 - i. The basis for the motion of no confidence; and
 - ii. The motion of no confidence;
- b) The notice of a motion of no confidence must be given to each member of RNZRSA eligible to vote on the motion at a National Council;
- c) Failure to give such notice may be a basis on which to invalidate the motion and any resulting vote on the motion;
- d) The National President or National Vice President as subject of the motion is to be provided the right to speak or have their representative speak in response to the basis of the motion before any vote occurs;
- e) A motion of no confidence must be passed by a majority of no less than seventy-five percent (75%) of the members present and eligible to vote on the motion must be ratified within twenty-four (24) hours by second vote passed by a majority of no less than seventy-five percent (75%) of the members present and eligible to vote on the motion;
- f) Should a motion of no confidence in the National President pass, the senior National Vice President (determined in accordance with the process set out in

Clause 6.2) at National Council shall assume responsibility for running National Council until the conclusion of an election for a new National President and both Vice Presidents;

g) Should a motion of no confidence in either or both National Vice Presidents pass, an election will forthwith be held for a new or both Vice Presidents.

h) For the removal of doubt, a National President or National Vice President may be removed in accordance with this clause 6.3 without any need for the Dispute Resolution procedures in the Bylaws (as referred to in clause 9) to be complied with or followed.

6.4 Without limiting the Board's power to co-opt pursuant to its charter, the National President or a delegated representative shall not be a member of the Board but shall be entitled to attend and be heard at all meetings of the Board but shall have no voting rights. The Forum will communicate to the Board issues of concern to the membership of RNZRSA.

6.5 The Board shall comprise a minimum of five (5) and a maximum of eight (8) members. The Chief Executive shall not be a member of the Board.

6.6 The Board Chair shall be elected annually from within the Board, by members of the Board in consultation with the National President, noting the importance of the relationship between the Board Chair and the National President.

6.7 The Board shall be selected by the Board Selection Committee comprising:

a) The National President or their representative (who shall be Chair of the Board Selection Committee);

b) The Board Chair or their representative (or if re-standing another Board member nominated by the Board),

c) A member of the Forum, and

d) The Chair of the People and Culture Committee or their representative (or if re-standing another Board member nominated by the Board),

e) The Board Selection Committee may appoint an advisor from a recognised Director Institute or Association or other such professionals as required.

6.8 The Board Selection Committee shall be governed by a Selection Process prepared by the Board Selection Committee and ratified by the Board. Eligibility for recommendation to the Members to appointment to the Board to National Council shall be set out in the Selection Process

6.8.1 The Board Selection Committee act on behalf of the Members as their representatives to provide National Council with suitably qualified, skilled and

experienced potential Board Members. Appointment of a Board member is by ratification from National Council. During the proceedings the National President will move:

THAT this Council hereby ratifies the recommendation of the Board Selection Committee, [names of recommended candidates] be appointed to the RNZRSA Board of Governance for a term of three years; such appointment to take effect from the conclusion of this Council Meeting.'

- 6.9 The Board shall operate pursuant to a Board Charter governed by the Board. Board members shall hold office until they complete their term of appointment, resign, or are removed from the Board pursuant to this Constitution or the Board Charter. The Board shall otherwise govern its own procedures in accordance with the law, this Constitution, the Bylaws and the Board Charter.
- 6.10 The Board shall appoint the Chief Executive. The Chief Executive shall 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 and shall otherwise have the powers and duties set out in the Bylaws, the staff policy manual and delegated authorities from the Board. The person holding the role of Chief Executive shall perform the role until that person resigns, is removed by the Board, terminated pursuant to the terms of the appointment or as otherwise provided for in this Constitution or the Bylaws.
- 6.11 A Board member shall cease to be on the Board upon:
- a) Death;
 - b) Mental incapacity;
 - c) Bankruptcy;
 - d) Conviction of a criminal offence that includes a term of imprisonment as a penalty;
 - e) Failure to attend 3 consecutive meetings of the Board;
 - f) Resignation in writing to any one of the Chairman of the Board or National President;
 - g) Removal from office pursuant to this Constitution, the Bylaws or Board Charter;
 - h) A decision to remove the Board member from office made in accordance with the Dispute Resolution procedures in the Bylaws;
 - i) The Board member accepting the position of District President or District Vice President;
 - j) The Board member becoming an employee of RNZRSA or an employee of a Member Association of RNZRSA (for the removal of doubt receipt of an honorarium or reimbursement of expenses does not constitute employment).

6.12 Where a vacancy arises between National Council meetings for appointees under rule 6.5 and the Board has five (5) members, the Board shall:

- a) leave the vacancy for filling at the next National Council; or
- b) the Board may co-opt a suitable member for a period ending at the next National Council meeting;
- c) any co-opted person may apply for a position on the Board and go through the annual selection process (for clarity, a co-opted Board member cannot remain a Board member longer than next National Council unless they are confirmed by the selection process); and
- d) if endorsed, the term of office is the time from the National Council three years hence from the one which endorsed the appointment; or
- e) If not endorsed, then the term of office concludes at the end of the National Council meeting.

6.13 The Board may be removed by National Council in accordance with the following process:

- a) Notice of a motion of no confidence shall be prepared and which must contain:
 - i. The basis for the motion of no confidence; and
 - ii. The motion of no confidence;
- b) The notice of a motion of no confidence in the Board must be given to each member of RNZRSA eligible to vote on the motion at a National Council;
- c) Failure to give such notice may be a basis on which to invalidate the motion and any resulting vote on the motion;
- d) The Board as subject of the motion is to be provided the right to speak or have their representative speak in response to the basis of the motion before any vote occurs;
- e) A motion of no confidence must be passed by a majority of no less than seventy five percent (75%) of the members present and eligible to vote on the motion must be ratified within twenty-four (24) hours by a second vote passed by a majority of no less than seventy five percent (75%) of the members present and eligible to vote on the motion;
- f) Should a motion pass, the members of the Board shall continue solely as an administrative Board and the Selection Panel using the Selection Process shall select a new Board within sixty (60) working days of the motion to remove the Board taking effect.
- g) The National President shall continue as National President.

h) The Chief Executive shall continue as Chief Executive. The Chief Executive will continue to be responsible for the operational management of RNZRSA and to ensure RNZRSA meets its obligations to third parties.

i) For the removal of doubt, the Board may be removed in accordance with this clause 6.13 without any need for the Dispute Resolution procedures in the Bylaws (as referred to in clause 9) to be complied with or followed.

6.14 National Council, the Forum and the Board may each treat all or part of a meeting as 'in confidence' or 'in closed session' at their own motion or at the motion of the National President and/or the Board Chair.

6.15 All RNZRSA elected members of the Forum and Board are obligated to work co-operatively with each other in the best interests of the RNZRSA, with mutual trust, transparency, confidence and without bias at all times. All members shall uphold the authority, mana and status of the National President, Forum and Board members of the RNZRSA. The Code of Conduct is to be adhered to by the Board and Forum.

7 RNZRSA PRESIDENTS FORUM

7.1 There shall be a President's Forum comprising the following as members:

- a) The National President, who shall be Chair;
- b) The National Vice Presidents;
- c) The District Presidents;
- d) One member who shall be RNZRSA Kaumatua who shall be a financial member of a Member Association and who shall be appointed annually by the Forum;
- e) A member representing the RNZRSA National Women's Association Inc appointed by that association;
- f) A representative of the Affiliate membership appointed annually by the Affiliate membership pursuant to the process set out in the Bylaws; and
- g) The immediate Past National President, who shall hold office for a period not exceeding 12 months;

All of whom shall be selected, hold office, and act in accordance with the provisions of the Constitution and Bylaws.

7.2 The role of the Forum is as defined in this Constitution, the Bylaws and its Charter and shall include:

- a) Addressing matters raised by District Presidents in their role as representatives of the Districts;

- b) Representing the well-being and related interests of service personnel to the Chief Executive, Board and National Council including providing two-way communication between RNZRSA and the members;
- c) In conjunction with the Board, oversight and/or stewardship of remembrance projects, events and protocols;
- d) Promotion and encouraging a positive and productive relationship between members by amongst other things encouraging the development of standard District rules, ensuring that members within a district comply with all regulatory requirements and co-ordinating District budgets and business plans.
- e) Hosting a joint meeting with the Board for a portion of a Forum meeting as agreed with the Board to allow for a confidential free and frank exchange of views in order to promote the positive co-ordination of effort and co-operation between the Forum and the Board.
- f) To work co-operatively as both the Forum and as individual members thereof, with the Board in mutual trust and confidence.
- g) As part of the Board nomination process, provide the Board Selection Committee with timely nominations in accordance with the Constitution.

7.3 Without limiting the role of the District Presidents as defined in this Constitution and/or the Bylaws, a District President shall:

- a) Abide by and give effect to the decisions of the Forum;
- b) Undertake the responsibilities of the Forum as set out in clause 7.2;
- c) Promote and maintain a channel through which members can communicate their aspirations and concerns to the Forum; and
- d) Advocate the well-being and related interests of members and service personnel to the Forum.

7.4 The Board Chair or such other member of the Board as nominated by the Board Chair shall be entitled to attend and be heard at all meetings of the Forum but shall not be a member of the Forum and will have no voting rights. The Chief Executive will communicate with the Forum on matters relevant to RNZRSA. Prior to National Council, the Board will the Forum to contribute to an annual report, which will include financial statements of RNZRSA and the RNZRSA National Poppy Trust, in preparation for National Council.

7.5 A member of the Forum may be removed pursuant to Clause 6.11(a) — (h) of this Constitution (with reference to Board replaced with reference to the Forum and vice versa) or as set out in the Bylaws.

7.6 The members of the Forum shall not be officers of RNZRSA and to the extent permitted by law shall not be treated as having any governance or other liability for the affairs of RNZRSA. Eligibility for membership of the Forum, as a District President, the process by which Forum members and District Presidents are elected, the procedures for meetings of the Forum and scope of the role of the Forum together with any other matter surrounding the functions and operation of the Forum and Districts shall be set out in the Bylaws.

- 7.7 The Forum may endorse a course of action proposed by the Board (if sought by the Board) on the basis of the information disclosed or recommend a course of action to the Board on the basis of the information disclosed, but it shall not attempt to direct the Board as a result of the information received from the Board.

8 MEMBERSHIP

- 8.1 For the purposes of this Constitution and the members of RNZRSA:
- a) Individual means a natural person aged 18 or over;
 - b) Individuals who serve or have served in New Zealand's armed services (Navy, Army, Air Force, Reserves) and now called the New Zealand Defence Force or who are or were sworn New Zealand police officers shall be referred to as New Zealand Service Personnel;
 - c) Individuals who serve or have served in the armed services (Navy, Army, Air Force, Reserves) of other countries or who are or were the equivalent of sworn Police Officers in other countries shall be referred to as Non New Zealand Service Personnel;
 ["New Zealand Service Personnel" and "Non New Zealand Service Personnel" together may be referred to as "Service Personnel"]
 - d) Individuals who are not Service Personnel shall be referred to as Non Service Personnel.
- 8.2 While there shall be six classes of membership of RNZRSA as follows, it is intended that membership of RNZRSA shall primarily comprise Member Associations who have a membership of Service Personnel and Non Service Personnel:
- a) Full Membership;
 - b) RSA Online;
 - c) Life Membership;
 - d) Honorary Life Membership;
 - e) Corporate Membership;
 - f) Affiliate Membership.
- 8.3 Full Membership: All current and future members of RNZRSA comprising Returned and Services Associations Incorporated in New Zealand or the Cook Islands (being associations including among others individuals as members who could fall under the category of Service Personnel) shall be Full Members of RNZRSA.
- 8.4 RSA Online: There shall be an RSA Online which shall not be a separate legal entity but shall be governed by the Constitution and Bylaws of RNZRSA. Membership of the RSA Online may comprise Service Personnel and Non Service Personnel- The administration of the RSA Online shall be undertaken by RNZRSA. The RSA Online shall operate, hold an Annual General Meeting, determine its name, appoint a President and other officers as set out in the Bylaws. All current and future RSA Online Members shall be RSA Online Members but shall not be Individual Members

of RNZRSA. The RSA Online shall be treated as a Member Association and a Full Member of RNZRSA.

- 8.5 Life Membership: All current and future Life Members of RNZRSA shall be Life Members of RNZRSA. Life Membership shall be conferred by National Council on a recommendation of the Forum to National Council. Eligibility and the process for grant of Life Membership shall otherwise be defined in the Bylaws of RNZRSA.
- 8.6 Honorary Life Membership: All current and future Honorary Life Members of RNZRSA shall be Honorary Life Members of RNZRSA. Honorary Life Members shall not be entitled to a vote. Honorary Life Membership shall be conferred by National Council on a recommendation of the Forum to National Council. Eligibility and the process for grant of Honorary Life Membership shall otherwise be defined in the Bylaws of RNZRSA.
- 8.7 Corporate Membership: A business wishing to support RNZRSA or a Member of RNZRSA may be granted a Corporate Membership of RNZRSA on such terms and conditions as the Forum and the Board might agree.
- 8.8 Affiliate Membership: All other current members of RNZRSA shall be Affiliate Members of RNZRSA. Any person or organisation not meeting the criteria for membership of RNZRSA as a Full Member, an RSA Online Member, a Life Member, an Honorary Life Member or Corporate Member shall be an Affiliate Member.
- 8.9 While Member Associations may have such other categories of membership that are not inconsistent with the Constitution as the Member Association wishes, RNZRSA and Member Associations shall give effect to the following as defined in this Constitution and the Bylaws as a category of membership within Member Associations:
 - a) Returned Membership;
 - b) Service Membership;
 - c) Non Service Membership;
 - d) Overseas Reciprocal Membership; and
 - e) Provisional Membership.
- 8.10 Returned Membership: Returned Membership of Member Associations is available to individuals who meet the criteria of service determined by the Forum from time to time. The Forum upon determining the criteria of service required for Returned Membership shall advise the Board and which shall record the criteria in a Bylaw.
- 8.11 Service Membership: Service Membership of Member Associations is available to Service Personnel as defined in clause 8.1 and to individuals who meet the criteria of service determined by the Forum from time to time.
- 8.12 Non Service Membership: Non Service Membership of Member Associations is available to Non Service Personnel as defined in clause 8.1.

- 8.13 Overseas Reciprocal Membership: Non-New Zealand Service Personnel together with their families may be accepted as Overseas Reciprocal Members of Member Associations or the RSA Online on the terms and conditions determined by the Forum from time to time. Overseas Reciprocal Members shall not be entitled to a vote. The Forum upon determining the criteria required for Overseas Reciprocal Membership shall advise the Board and which shall record the criteria in a Bylaw.
- 8.14 Provisional Membership: For the purpose of providing non-members of Member Associations with the opportunity to experience membership of the RSA family, RNZRSA recognises a category of provisional membership within Member Associations on the terms and conditions set out in the Bylaws. Provisional Members shall not be entitled to a vote.
- 8.15 Subject to clause 8.20 and without limiting the rights of RNZRSA to terminate membership in accordance with the provisions of this Constitution, a Returned and Services Association incorporated in New Zealand or the Cook Islands which has not previously been expelled or suspended from membership of RNZRSA and which has adopted Rules and/or a Constitution that does not conflict with the Constitution of RNZRSA shall be entitled to be a Full Member of RNZRSA.
- 8.16 Subject to clause 8.20 and without limiting the rights of RNZRSA to terminate membership in accordance with the provisions of this Constitution, any other organisation which has not previously been expelled or suspended from membership of RNZRSA that has adopted Rules and/or a Constitution that do not conflict with the Constitution of RNZRSA shall be entitled to be an Affiliate Member of RNZRSA.
- 8.17 Any organisation wishing to join RNZRSA shall fully consent to their membership of RNZRSA, complete the application form prescribed from time to time in the Bylaws of RNZRSA and send it to the Chief Executive.
- 8.18 Each member of RNZRSA agrees that Service Personnel and Non Service Personnel shall be entitled to:
- I. full membership of a Member Association; or
 - II. entitled to join RNZRSA as a member of the RSA Online.
- 8.19 A member of a Member Association and an Individual Member shall be entitled to wear the badges and other indicia of membership set out in the Bylaws.
- 8.20 The Forum may reject an application for membership if the Forum considers that accepting the member is not in the interests of RNZRSA.
- 8.21 Each member, by joining RNZRSA, agrees to give effect to this Constitution.
- 8.22 Each Member Association agrees to:

- a) Alter its Rules, constitution and any other governing documents to give effect to this Constitution including to permit membership of the Member Association by Service Personnel and Non Service Personnel;
- b) Ensure that its members adhere to the Objects, Constitutional Principles and standards set out in this Constitution;
- c) Support and give effect to all resolutions of National Council;
- d) Maintain financial sustainability;
- e) Act in a manner that does not harm RNZRSA or members of RNZRSA; and
- f) Advise RNZRSA promptly of any inability to comply with this Constitution, the Bylaws or the laws of New Zealand; and
- g) Seek help from and work with RNZRSA to restore any breach to full compliance.

8.23 Upon an application for membership of RNZRSA being accepted, the prospective member shall pay a membership fee. The manner in which the membership fee is calculated and enforced shall be set out in the Bylaws.

8.24 Each member of RNZRSA agrees that the membership fee shall be payable irrespective of the manner in which a member structures the member's affairs. For the removal of doubt:

- a) A person for which a membership fee would usually be payable by a Member Association; and
- b) Who is not a member of a Member Association but who may enjoy the benefits of RSA membership; shall be included as a member of the Member Association for the purposes of calculating the membership fee. A question as to whether a membership fee is payable in connection with any member, person or body shall be determined by the Forum following consultation with the Board. For the removal of doubt, a Member Association may dispute any such determination by the Forum through the Dispute Resolution procedures in the Bylaws.

8.25 On all matters put to the members of RNZRSA:

- a) The following shall have one vote:
 - (i) Life Members;
 - (ii) The National President;
 - (iii) Each Member of the Forum in addition to the National President as above;
 - (iv) Each Member of the Board; and
 - (v) An Affiliate Member.
- b) Each Full Member shall be entitled to vote on the following basis:
 - (i) A Full Member is represented by delegates at National Council with each delegate having a single vote.
 - (ii) The maximum number of delegates to be appointed by each Full Member shall be determined on the basis of the number of financial members of that Full Member as at the December preceding the vote.

(iii) The maximum number of delegates to be appointed under this clause by each Full Member shall be limited to the following scale:

Number of members for which the fee for membership of RNZRSA is paid as at December in the year preceding the vote	Maximum number of Delegates
Up to 100	ONE
From 101 to 500	TWO
501 or more	THREE

8.26 Votes at National Council shall be cast and scrutinised as prescribed in the Bylaws from time to time and for all other meetings, as determined by the Chair of the meeting in which a vote is to be called.

8.27 Each member of RNZRSA, upon being granted membership of RNZRSA, is granted a licence and agrees to use Intellectual Property held by RNZRSA on such terms and conditions as might be set out in the Bylaws from time to time.

8.28 Cessation of Membership: Membership of RNZRSA terminates:

- a) Upon the expiry of no less than 20 (twenty) working days written notice of termination of membership by a member to the Chief Executive and the National President;
- b) Following a decision to terminate membership made in accordance with the Dispute Resolution procedures in the Bylaws; or
- c) Upon the death, mental incapacity, liquidation, other winding up or cessation of existence for any reason of a member.

8.29 Effect of Termination of Membership: Upon the termination of membership for any reason:

- a) All concessions and other arrangements for the payment of monies owing to RNZRSA as at the date of termination shall immediately end and all monies owing to RNZRSA by the terminating member shall be payable within 10 (ten) working days of the date of termination of membership;
- b) All badges and other indicia of membership of RNZRSA shall be removed and either destroyed or returned to RNZRSA within 10 (ten) working days of the date of termination of membership;
- c) The terminating member shall immediately cease all use of Intellectual Property held by RNZRSA effective the date of termination;
- d) If the terminating member at the time of termination uses the words "Returned" and "Services" together or separately and/or the initials "RSA" as part of its name or to identify itself, the terminating member shall change its

name to remove the words "Returned" and "Services" and the initials "RSA" and unless expressly required by law, shall cease use of such indicia within 20 working days of the date of termination;

8.30 Subject to clause 8.31, compliance with RNZRSA's privacy policy as set out in the Bylaws and New Zealand law relating to the collection, use and disclosure of personal information:

- a) The Chief Executive shall keep a Register of Members comprising the following member information in order for RNZRSA to communicate information, comply with its obligations and/or provide assistance to members:
 - I. The member's full name and where applicable incorporation number;
 - II. The member's full postal address and email address (if any);
 - III. The member's phone number;
 - IV. If a Member Association, with the written consent of the members of the Member Association, the full names, addresses and email addresses of those members;
 - V. Information required for RNZRSA to comply with its legal obligations; and
 - VI. Such other information as determined by the Board from time to time; ("Member Information")
- b) RNZRSA shall not allow access to the Register of Members or Member Information by anyone other than RNZRSA staff and officers needing access to perform the purpose for which the Member Information was collected;
- c) Each member agrees to provide Member Information to RNZRSA and in doing so to comply with RNZRSA's privacy policy;
- d) RNZRSA agrees to hold Member Information securely with access limited to those staff requiring access to perform the purpose set out above or as otherwise agreed in accordance with RNZRSA's privacy policy.

8.31 Member information shall ultimately be the property of the person about whom it is provided. A person about whom Member Information has been collected shall have a full right of access to their Member's Information on the Register of Members and a right to have that information removed and/or corrected upon written notice to the Chief Executive. 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 shall be set out in RNZRSA's privacy policy.

8.32 Pursuant to the process in the Bylaws members shall be entitled to all information howsoever held that is in the control of RNZRSA upon request at such cost and on such terms as the Chief Executive determines except for the following confidential information:

- a) All information, minutes and other material associated with an 'in confidence' or
- b) 'in closed session' meeting of National Council, the Forum or the Board;
- c) Subject to clauses 8.30 and 8.31, Member Information;
- d) Information that is commercially sensitive;

- e) Information that could harm a third party;
- f) Information that the Chief Executive considers should be treated as confidential.

8.33 RNZRSA shall not release confidential information unless required by law to do so. A person requesting information from RNZRSA whether or not a member or whether or not the request includes confidential information, who does not accept the costs, terms or conditions surrounding the provision of information or the refusal to provide confidential information, may apply to the Board to review the Chief Executive's decision. The process for making such an application will be as set out in the Bylaws from time to time.

8.34 RNZRSA may award Life Membership, Honorary Life Membership, the Badge in Gold and such other awards. Such awards may only be made by National Council in response to a favourable recommendation from the Forum. The process for making awards shall otherwise be set out in the Bylaws.

8.35 Members acknowledge that they may own or be the custodians of memorabilia or other items that could be of significance to Service Personnel, museums or the RSA movement ("Memorabilia"). Each member agrees to the greatest degree reasonably possible to ensure that in the event of liquidation, receivership or other circumstance whereby Memorabilia may no longer be under the control of a member, that such Memorabilia shall be passed to a museum, RNZRSA or other body capable of preserving Memorabilia for the benefit of Service Personnel

9 DISPUTES

9.1 Every member of RNZRSA, Board member, Forum member, and RNZRSA itself will comply with and follow the Disputes Resolution procedures in the Bylaws in respect of the matters set out in this clause 9.

9.2 The following persons/entities ("Complainant") may commence the Dispute Resolution procedures in the Bylaws in respect of any of the persons/entities listed in clause 9.3, but only in relation to the matters set out in clause 9.4, or, where the Complainant is the RNZRSA also in relation to the matters set out in clause 9.5:

- a) A member of RNZRSA;
- b) Any member of the Board;
- c) Any member of the Forum; or
- d) The RNZRSA.

9.3 A Complainant may commence the Dispute Resolution procedures in the Bylaws in respect of any of the following persons/entities ("Respondent") in relation to any of the matters set out in clause 9.4, or where the Complainant is the RNZRSA also in relation to any of the matters set out in clause 9.5:

- a) A member of RNZRSA;
- b) Any member of the Board;
- c) Any member of the Forum; or
- d) The RNZRSA.

9.4 The following matters as between any Complainant and any Respondent shall be subject to the Dispute Resolution procedures in the Bylaws:

- a) Allegation that the Respondent has engaged in misconduct, including any breach of the RNZRSA Code of Conduct where that Code is applicable to the Respondent;
- b) Allegation that the Respondent has breached or is likely to breach a duty under this Constitution, the Bylaws, or the Incorporated Societies Act 1908;
- c) Allegation that the Respondent is or has acted in a manner that has or may harm the interests of RNZRSA or members of RNZRSA generally;
- d) Allegation that the Respondent has damaged or may damage the rights or interests of a member of RNZRSA, or has damaged or may damage the rights or interests of the members of RNZRSA generally;
- 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 9 is specifically excluded.

9.5 The following matters as between the RNZRSA as Complainant and a member of RNZRSA as Respondent shall be subject to the Dispute Resolution procedures in the Bylaws:

- a) Allegation that the member cannot comply with or is not compliant with this Constitution or, in the case of a Member Association, the member's own constitution;
- b) Where the member is the subject of a complaint by a third party to RNZRSA;
- c) Where the member has not paid any monies that it owes to RNZRSA;
- d) Where the member is in financial difficulty.

9.6 For the removal of doubt, it is recorded that the matters referred to in clauses 9.4 and 9.5, and the Dispute Resolution procedures in the Bylaws, apply only in respect of a person's or entity's actions (or inactions) in their capacity as a member of RNZRSA or as a Board member or as a Forum member, as the case may be.

10 GENERAL MEETINGS OF THE RNZRSA - NATIONAL COUNCIL

10.1 A meeting of National Council comprising the Annual General Meeting of RNZRSA shall be called by the National President on behalf of the Forum annually and within 6 months of the RNZRSA's balance date in such location in New Zealand as the Forum on the advice of the Board shall determine and shall comprise:

- a) The Forum;
- b) The Board of RNZRSA;
- c) Delegates appointed by:
 - I. Each Full Member;

- II. Each Affiliate Member;
- III. The RSA Online;
- d) Life Members; and
- e) Honorary Life Members.

Provided that if the Forum does not call National Council, the Board shall call an Annual General Meeting and the clauses and Bylaws surrounding calling National Council shall apply to the calling of an Annual General Meeting and which shall be known as National Council.

- 10.2 Any extraordinary or special general meeting shall be an additional meeting of National Council and the Constitution and Bylaws surrounding a meeting of National Council shall apply.
- 10.3 At the direction of the National President, the Board shall be responsible for:
- a) Ensuring accurate minutes of any meeting of National Council are kept and
 - b) The logistics, administration and any other requirements for the calling of National Council.
- 10.4 Notice of National Council shall include an agenda, the minutes from the previous National Council, a financial report, matters to be discussed and motions to be voted on, the nominees for election (if any) and any other matter required by law or that the Forum or the Board considers appropriate. The Notice shall be given no later than twenty-one (21) days prior to National Council to:
- a) The Forum;
 - b) The Board;
 - c) Each Full Member;
 - d) Each Affiliate Member;
 - e) The RSA Online;
 - f) Life Members;
 - g) Honorary Life Members; and
 - h) Anyone else the Forum or the Board considers appropriate.
- 10.5 Only the Forum, the Board, and members ("the Proposer") may raise a matter at National Council by providing notice of motion to the Chief Executive no later than:
- a) 1 August for motions to change the Constitution, and
 - b) forty-nine (49) days before the date of National Council for all other motions.

Notices of motion must set out the motion to be voted on and the basis for the motion. If the Board cannot resolve a matter raised in a notice of motion and considers a matter to be raised at National Council:

Does not require a vote at National Council;

- a) Has been considered and rejected by National Council within the immediately preceding three (3) years;

- b) Is contrary to the requirements of the Constitution for the bringing of a notice of motion, the Objects, Constitutional Principles or Clauses 5.4 — 5.6;
- c) Is contrary to law or seeks to have RNZRSA 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 purpose;

the Board shall refer the matter to the Forum. The Forum may either allow the matter to proceed to National Council or require that the matter be referred back to the Proposer with an explanation of the issue or issues of concern. The Proposer shall then have ten (10) working days to address those issues to the satisfaction of the Forum in consultation with the Board. If the matter is not resolved within that time or such further time as might be agreed between the Proposer and the Forum in writing, the matter shall be withdrawn from National Council.

- 10.6 Attendees of any meeting, whether it be of a National Council, the Forum, the Board, or any other meeting of RNZRSA who are present electronically or through equivalent technology and able to engage in the meeting through such means shall be considered present for the purposes of attendance at a meeting and in assessing a quorum.
- 10.7 The quorum for any meeting of National Council shall be attendance pursuant to this Constitution of a majority of the members entitled to vote.
- 10.8 An Individual Member may grant a proxy in the form set out in the Bylaws or attend National Council and who pursuant to Clause 8.25 shall have a single vote.
- 10.9 An Affiliate Member that is a Member Association may grant a proxy in the form set out in the Bylaws or send one delegate to National Council who pursuant to Clause 8.25 shall have a single vote.
- 10.10 A Full Member may grant a proxy in the form set out in the Bylaws.
- 10.11 Other than to give effect to a proxy, no delegate may represent more than one member.
- 10.12 The procedures for calling and holding National Council shall otherwise be set out in the Bylaws provided that the National President as Chairman of National Council shall have the discretion at National Council to alter the agenda, introduce any item of business that the Forum or the Board considers requires discussion at or a decision from National Council, and to make any other procedural ruling that the National President considers necessary for National Council to proceed efficiently.
- 10.13 A member of RNZRSA or the Forum may ask the Board to call an additional of National Council. The process set out in Clause 10 and the Bylaws shall apply to such a meeting. In the event the Board does not call the meeting of National Council within the time prescribed in the Bylaws, the member seeking the meeting may do so in the manner prescribed in the Bylaws and Clause 10 of this Constitution.

11 AMENDMENTS TO THE CONSTITUTION

- 11.1 The Constitution of RNZRSA may be changed or rescinded and replaced at National Council provided that:
- a) Each member is provided with no less than twenty-one (21) days written notice of the motion to change or rescind and replace the Constitution; and
 - b) The charitable status of RNZRSA is not compromised under the Charities Act 2005 or any other legislative provisions or rule of law governing the operations of charities in New Zealand.
- 11.2 To change provisions of the constitution other than clauses 2.1, 3.1—3.3, 5.4—5.6, and 16 a simple majority of members eligible to vote on the motion shall be sufficient. To rescind and replace the Constitution or to alter clauses 2.1, 3.1 — 3.3, 5.4 — 5.6, and 16, a majority of 75% of members eligible to vote on the motion shall be required.
- 11.3 The law governing the formation and operation of charities and incorporated societies shall otherwise apply.

12 RNZRSA BYLAWS

- 12.1 RNZRSA may create Bylaws governing any matter that is not expressly addressed in this Constitution or required to be addressed in this Constitution by the law governing the formation and operation of charities and incorporated societies.
- 12.2 The Board in consultation with the Forum at the discretion of the Board has the power to create, amend, delete, replace or otherwise alter RNZRSA Bylaws at any time.
- 12.3 The creation, amendment, deletion, replacement or other alteration of a Bylaw is not an amendment to this Constitution.
- 12.4 In the event a provision of this Constitution refers to Bylaws and the requisite Bylaws are not in effect, the Board shall determine a process to apply to the situation. The members agree to abide by the decision of the Board insofar as the process is concerned provided that a member may appeal to the Forum a decision of the Board under this Clause 12.4 regarding the process. To the extent permitted by law, the decision of the Forum shall be final, subject to the process being a matter that clause 9 applies to in which case that clause 9 may be applied by the member as Complainant.
- 12.5 Without limiting the foregoing or any other provision of this Constitution, if the Board and the Forum have refused to remove or amend a Bylaw at the request of a member, any member may ask National Council to invalidate or amend a Bylaw by notice of motion setting out the Bylaw, the reasons for the motion and if amendment is sought, the wording of the amendment.

13 REPORTING STANDARDS

- 13.1 RNZRSA shall comply with the applicable law relating to the operation of charities and incorporated societies including the reporting and production of financial statements. The accounts shall be kept in the manner set out in the Bylaws.
- 13.2 Unless otherwise permitted by New Zealand law and determined by National Council, the accounts of RNZRSA shall be audited by an Auditor who shall be a member of the Institute of Chartered Accountants of Australia and New Zealand. The Board shall appoint the Auditor.

14 TRUSTS AND FUNDS

- 14.1 Administration within RNZRSA of all Trusts and Funds administered by RNZRSA shall be the responsibility of the Board.
- 14.2 Subject to Clause 14.3, the Board may introduce trust deeds, fund management documents, policies and procedures for the management of charitable trusts and any funds collected for welfare purposes through donations or otherwise. Each member adopting such arrangements shall, subject to clause 14.3, comply with all Board directives given pursuant to this Clause 14.2 unless otherwise agreed in writing with the Board.
- 14.3 The Board and each member recognise and accept that:
- a) All charitable trusts and funds collected or held under or in connection with the Poppy, Returned Services or RSA name, settled by or under the control of RNZRSA or a member (through the appointment of trustees or otherwise) must only be applied or administered in accordance with the terms of the trust and/or fund unless otherwise directed by a Court of appropriate jurisdiction;
 - b) All monies held by such a trust and/or fund must be kept separate from any operating accounts of RNZRSA or the member; and
 - c) On the winding up of RNZRSA or a member or a member otherwise leaving RNZRSA for any reason, the powers of RNZRSA or the member in connection with the trust and/or fund must be transferred to persons capable of performing its purpose in accordance with New Zealand law.
- 14.4 Where the power of appointment of trustees of any trust or fund was or is held by DEC (subsequently NEC) or RNZRSA, that power will be exercised and administered by the Board.
- 14.5 RNZRSA acting through the Board is authorised to settle any funds held by RNZRSA or under its control on any charitable trust to benefit people falling within the definition of New Zealand Service Personnel or Non Service Personnel, whether a member of RNZRSA or of a Member Association, for the relief of poverty, the advancement of education, or such other charitable purposes within New Zealand as are recognised by

the laws of New Zealand and consistent with the Objects and Constitutional Principles of RNZRSA.

15 RNZRSA SEAL

- 15.1 The Common Seal of RNZRSA shall be in the custody of the Chief Executive and may be affixed to any deed or document of any kind by any three members of the Board. The attestation clause as detailed below shall be used whenever the Seal is affixed:

The Common Seal of the Royal New Zealand Returned and Services' Association (Incorporated) was hereunto affixed in the presence of:

Board Member _____

Board Member _____

Board Member _____

16 LIQUIDATION

- 16.1 The members of RNZRSA may place RNZRSA in liquidation using the following process:

- a) Written Notice of Motion proposing liquidation and the appointment of a liquidator must be given to every member eligible to vote on the motion;
- b) The Notice of Motion must be considered at a National Council held no earlier than sixty (60) days from the date of the Notice of Motion and if passed at that National Council, must be confirmed by a further National Council held not earlier than thirty (30) days and not later than sixty (60) days after the date on which the resolution to be confirmed was passed.

- 16.2 Failure to follow the process set out in Clause 16.1 shall invalidate the liquidation.

- 16.3 If upon the liquidation of RNZRSA there remains, after the satisfaction of all its liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of RNZRSA but shall be given or transferred to some other charitable institutions or societies within New Zealand having objects and/or constitutional principles similar to those of RNZRSA, as determined by the Board and in default thereof to such charitable institutions or societies within New Zealand as a Registrar of Incorporated Societies, or the High Court of New Zealand or a Judge thereof, or in the event of an appeal being made, the relevant appeal authority may direct.