



THE ROYAL NEW ZEALAND ARTILLERY ASSOCIATION (Incorporated)

CONSTITUTION AND RULES 2012

PART 1 – CONSTITUTION

NAME

- 1 The Association shall be called 'The Royal New Zealand Artillery Association (Incorporated)' herein referred to as 'the Association'.
- 2 The Association was originally formed for ex-members of the New Zealand Armed Constabulary, Permanent Militia, Permanent Artillery, Torpedo Corps, Submarine Mining Corps and the Royal New Zealand Artillery Regular Force and, when first incorporated, was known as The New Zealand Permanent Forces Old Comrades Association.
- 3 The letters 'RNZA' throughout these rules refer to and include the Royal Regiment of New Zealand Artillery, the Royal New Zealand Artillery and the New Zealand Artillery.

ASSOCIATION OFFICE

- 4 The Office of the Association shall be set up by the Secretary and situated at a place of convenience that will enable the Association's business to be carried out in a productive and efficient manner.
- 5 When the address of the Association's Office is changed, notice shall be sent to the Registrar of Incorporated Societies within seven days of the change of office.
- 6 All Association correspondence shall be addressed to The Secretary, RNZA Association, at the registered address.

OBJECTIVES

- 7 The objectives of the Association are:
 - 1 To be the principal Gunner association in New Zealand.
 - 2 To represent and make representations on behalf of all Gunners through the Colonel Commandant for the betterment of the RNZA and its members present and past.
 - 3 To communicate with the wider Gunner fraternity, both within New Zealand and internationally.
 - 4 To maintain artillery traditions through observance, promotion and education.
 - 5 To perpetuate the *esprit de corps* of the RNZA and keep alive the spirit of comradeship among Gunners.
 - 6 To assist and support any Gunner in need, within the means available to the Association.
 - 7 To ensure that any member knowing another member to be ill or in need, shall visit

- their comrade and then report to the Secretary, so that visits may be continued and attention given, and provision granted as and when needed.
- 8 To pay due honour and respect to departed comrades by attending their funerals and remembering them on Gunners' Day, St Barbara's Day, ANZAC Day and on any formal occasions.
 - 9 To raise funds and receive donations, gifts and bequests to be applied solely to the charitable purposes of the Association.

PRIVATE PECUNIARY PROFIT

- 8 Any income, benefit or advantage must be to advance the charitable purposes of the Association.
- 9 No member of the Association or any person associated with that member shall take part in or influence any decision made by the Association in respect of any payments of any income, benefit or advantage to or on behalf of that member or associated person.
- 10 Any payment made to a member of the Association or person associated with that member must be for goods or services that advance the charitable purpose and must be reasonable and relative to payments that would be made to unrelated parties.

PART 2 – MEMBERSHIP

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MEMBERSHIP QUALIFICATION

- 12 **Full Members.** The Executive Committee shall admit as Full Members former and current members of the RNZA who have had a minimum of three month's service in a New Zealand Artillery unit.
- 13 **Life Members.** Any Full or Associate Member who has rendered:
 - 1 Valuable service to the Association over an extended period, or;
 - 2 Distinguished service to the RNZA.
- 14 **Associate Members.** The Executive Committee may admit as Associate Members:
 - 1 Former and Serving Members of the New Zealand Defence Force or foreign Armed Services who have been attached to the RNZA;
 - 2 Any other person who has served with any artillery unit for a minimum of three years, other than with the RNZA;
 - 3 Persons, such as immediate family, who have a close relationship to a Full or Life Member, or to a deceased person who would have qualified for Full Membership had they applied;
 - 4 Persons who have a close affinity with the RNZA through their service attachment to an artillery unit, or who are Full Members of an organisation deemed by the Executive Committee to share common historical roots or interests.
- 15 **Honorary Members.** Any person who has rendered outstanding or valuable service to the Association, or to the RNZA, but who is not eligible for Full Membership.

APPLICATION FOR MEMBERSHIP

- 16 All intending Full and Associate Members shall complete the Application for Registration and send it to the Secretary. Associate Member applicants shall also forward the Annual Subscription.
- 17 Proposals for Honorary and Life Membership shall be in the form of a letter outlining fully

the reasons why that the person should be considered. The recommendation shall be proposed and seconded by two Full or Life Members of the Association and forwarded to the Secretary for approval by the Committee. All Applications for membership shall be considered by the Committee and to be accepted must be approved by a minimum of 60% of the full Committee.

- 18 The Committee shall have absolute authority to refuse any application for membership, reinstatement of membership or to dismiss any member for good and sufficient reason, subject to that member being given the right to state their case to the Committee in person or in writing.

CESSATION OF MEMBERSHIP

- 19 Membership in the Association will cease in the following circumstances:
 1. On the death of a Member;
 2. By resignation in writing;
 3. By being dismissed from the Association;
 4. Where an Associate Member allows their subscription to become in arrears for two years they shall cease to be a Member of the Association. The Secretary shall advise the member that cessation of their membership is being considered.

ANNUAL SUBSCRIPTIONS

- 20 Full Members, Life Members and Honorary Members are not required to pay any subscription.
- 21 Subscriptions for Associate Members shall be set at the Annual General Meeting for the current financial year and shall be due from 1 January.

PART 3 – MEETINGS

GENERAL

- 22 Ten members shall form a quorum at any Annual General Meeting or at any Special General Meeting.
- 23 At all meetings the presiding officer or Member shall be entitled to deliberate as well as give a casting vote.
- 24 **Voting.** Only Full Members and Life Members shall be entitled to vote at any Annual, Special or Committee Meeting.
- 25 The method of voting at all meetings shall be by Mover and Seconder and voted for by voice or show of hands. If the decision given is challenged, then another vote on the subject at issue shall immediately be taken either by show of hands or by secret ballot as may have been specially indicated by the challenging member.
- 26 Any Annual General, Special General or Committee Meeting may be adjourned from time to time for good and sufficient reason.

ANNUAL GENERAL MEETINGS

- 27 The Annual General Meeting (AGM) shall be held not later than 7 December in each year. Notice of such AGM accompanied by a copy of the Annual Report and Balance Sheet shall be published on the Association's web site (**rnzaa.org.nz**) not later than seven days prior to the date fixed for such AGM.

- 28 At such AGM the business to be transacted shall be to:
- 1 Receive the Annual Report and Balance Sheet,
 - 2 Fix the Annual Subscription,
 - 3 Elect Officers of the Executive Committee, and
 - 4 Discuss such Notices of Motion **and** General Business as may be brought forward.

SPECIAL GENERAL MEETINGS

- 29 A Special General Meeting may be called at any time by the Executive Committee. It shall be called on an application in writing signed by no fewer than twelve Full or Life Members. Due notice of every Special General Meeting shall be published on the Association's web site (**rnzaa.org.nz**) not later than seven days prior to the date fixed for such a meeting.
- 30 At any Special General Meeting, or at any meeting held in lieu by reason of a previous adjournment, the specified subject for consideration shall be discussed and any other business that may be brought forward.

PART 4 - MANAGEMENT

EXECUTIVE COMMITTEE

- 31 The affairs of the Association shall be administered by the Executive Committee which shall consist of the:
- 1 President;
 - 2 Vice President [*elected by and from the Executive Committee*];
 - 3 Treasurer;
 - 4 Secretary; and
 - 5 Up to six members
- 32 The positions of Treasurer and Secretary may be held by the same person.
- 33 The Executive Committee shall be elected at the AGM. All Officers shall retire annually, but remain eligible for re-election. Any vacancy that may occur during the year following the AGM shall be filled by the Executive Committee.
- 34 The office of Patron shall be determined at the AGM on the death or resignation of the previous Patron.
- 35 The Patron of the Association and the Colonel Commandant of the Royal Regiment of New Zealand Artillery shall be entitled, *ex-officio*, to attend meetings of the Committee.
- 36 The Executive Committee shall meet regularly – at least every two months – and on such other occasions as the President and Secretary may decide. The President or in his absence, the Vice President shall Chair the meetings.
- 37 At any meeting of the Executive Committee, five members present shall form a quorum. In the event that no fewer than four members of the Executive Committee are present, and to permit the Association's business to proceed, the Chairman may poll the absent members by telephone in the presence of the members who are there to reach consensus on any urgent items on the agenda.
- 38 Any member of the Executive Committee who has been absent from committee meetings on three consecutive occasions shall forfeit their position, unless the Committee is satisfied that their absence was unavoidable.
- 39 Sub-Committees may be appointed from time to time to carry out any special duties authorised by the Executive Committee.

- 40 The Executive Committee may co-opt members when required for specific projects.
- 41 The Executive Committee may appoint:
- 1 District Coordinators, Regional Representatives and Committee Members at Large to assist in the functioning of the Association throughout the country. Specific duties and organisation may vary from time to time, depending upon the availability of personnel for such appointments at any given time. District Coordinators, Regional Representatives and Committee Members at Large may attend and participate in any meeting of the Executive Committee. They shall have the right to vote.
 - 2 An editor for the Association's journal, a media manager for each of the Association's Internet sites, and a Quartermaster to operate the Association's Q Store. These appointees report to the Executive Committee.
 - 3 Other persons as necessary.

DUTIES OF SECRETARY

- 42 The Secretary on being appointed shall advise all members of her or his address. He or she is responsible for:
- 1 Convening and attending all Meetings required by the Association;
 - 2 Proper keeping in physical or electronic form of the Association's records including
 - 2.1 Register of Members and their addresses,
 - 2.2 Minute Book,
 - 2.3 Files of inward and outward correspondence, and
 - 2.4 Property Register as supplied under Rule 48;
 - 3 Arranging the preparation, editing and distribution to members of a quarterly newsletter;
 - 4 Coordinating the Association's Internet activities.
 - 5 The Executive Committee may appoint an Assistant Secretary for a specified period. His or her duties may be to act in the Secretary's absence, or to fulfil a role for a specific task.

DUTIES OF THE TREASURER

- 43 The Treasurer is responsible for:
- 1 Proper keeping of the Association's books of account by physical or electronic means including
 - 1.1 Receipt, bank cheque and deposit books,
 - 1.2 Multi-column cash book,
 - 1.3 Files of paid and unpaid accounts and bank statements,
 - 1.4 Petty cash book, and
 - 1.5 Register of members and fees paid (in conjunction with the Secretary);
 - *2 Providing at all meetings an up-to-date statement of funds available;
 - 3 Regular submission to the committee of accounts for payment and their subsequent prompt payment;
 - 4 Preparation and submission of a statement of accounts to be duly examined and reported to the AGM as provided by Rule 49.

FINANCE AND PROPERTY

- 45 The financial year shall be from 1 October in the one year to 30 September of the following year.

- 46 The funds and property of the Association shall be under the control of the Executive Committee.
- 47 All moneys received shall be deposited to the credit and in the name of The Royal New Zealand Artillery Association (Incorporated) in a Bank approved by the Executive Committee. The account or any sub-account shall be managed by at least two members of the Executive Committee they being the Treasurer and either the Chairman, the Secretary, or the Assistant Secretary.
- 48 **Property Management.** The Committee shall appoint one of its members to maintain an up-to-date record of the Association's physical assets of all kinds and to arrange for their safe-keeping. The record shall be supplied to the Secretary for inclusion in the Association's files.

EXAMINATION OF ACCOUNTS

- 49 The Executive Committee shall appoint at least two capable and experienced persons who together will examine the records and accounts of the Association and report their findings to the AGM. The Examiners shall:
 - 1 Have right of access at all times to the financial books, accounts and vouchers of the Association,
 - 2 Be entitled to require from officers and members such information and explanations as may be deemed necessary for the performance of their duties,
 - 3 Examine the Treasurer's accounts and Annual Balance Sheet, and if they find them correct certify accordingly by affixing their signatures thereto.
- 50 No elected officer or any committee member shall be appointed as an Examiner.
- 51 The Executive Committee may at any time appoint a professionally qualified Auditor to examine the financial affairs of the Association.
- 52 A majority of members at any properly convened AGM or Special General Meeting may direct that the Executive Committee act under Rule 51.

ALTERATION OF RULES

- 53 These Rules may at any time be amended by a resolution passed by a majority of not less than two-thirds of the Members of the Association present at the Annual General Meeting, or at a Special General Meeting called for that purpose. Notice of any such amendments shall be duly given to the Registrar of Incorporated Societies.
- 54 The notice of any intention to move for amendment of any Rule shall be given in writing to the Secretary not less than thirty days prior to the date fixed for the Annual General Meeting or if warranted a Special General Meeting, and shall be notified to members not later than seven days before such meeting.
- 55 The decisions of the Executive Committee on any question relating to or interpretation of these Rules, the rights or claims of any Member, or any matter concerning the Association shall be conclusive and final.

INDEMNITY

- 56 No member shall have any right of action in a Court of Law against the Association, or against any Officer or Member of the Association in relation to any matter relating to or connected with the affairs of the Association or as between himself and any member thereof with respect to or concerning Association matters.
- 57 Officers of the Association appointed under Rules 31 and 39 or related rules are

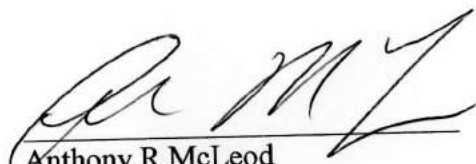
indemnified by the Association against the adverse outcome of any decision or action taken in performing their duties under these rules lawfully and in good faith. This indemnity shall be recorded as part of any contract entered into by or on behalf of the Association.

WINDING UP

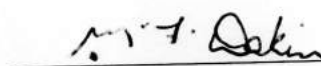
58 The Association may be wound up voluntarily if at a Special General Meeting its Members pass a resolution requiring it to be wound up. The resolution to wind up the Association shall be further confirmed at a second Special General Meeting to be held not earlier than thirty (30) days after the date of the first meeting. A simple majority is required to pass the resolution. If the confirming resolution is lost, the earlier resolution lapses. If the confirming resolution is passed, the members must appoint one (1) or more liquidators to wind up the affairs of the Association provided that:

- 1 The Association shall be wound up in accordance with the provisions of the Incorporated Societies Act (1908) and the Charities Act 2005, and their amendments.
- 2 The assets of the Association shall after payment of all debts and liabilities be distributed to the RNZA Corps Fund for charitable purposes, or in the event that the entity does not exist, to another entity for charitable purposes.
- 3 Other than for services rendered, Association funds are not to be used on dissolution for the private gain of any individual member. (*See also Rule 8.*)

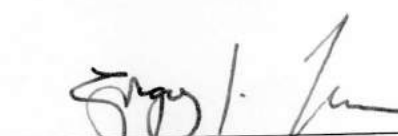
Passed by unanimous vote at the RNZA Assn Inc Annual General Meeting,
held at the East Coast Bays RSA, Browns Bay, Auckland on Saturday 10 Nov 2012.


Anthony R McLeod
President

5 December 2012


Michael F Dakin
Vice President

5 December 2012


Gregory J Thwaite
Executive Committee Member
13.08.2013

5 December 2012