



Rules of the Rhodesian Services Association Incorporated

THE SOCIETY.

1. The name of the society is Rhodesian Services Association Incorporated ("RhSA Inc.")
2. The Badge of the RhSA Inc. ("the Lion and Tusk") is comprised of a yellow lion holding an elephant's tusk, (*a lion guardant passant, supporting with its dexter fore paw an ivory tusk erect proper*).
3. Purposes of the RhSA Inc.
 - 3.1. The purpose of the RhSA Inc. is to provide benefit and education to the community by:
 - 3.1.1. Maintaining, protecting and adding to the collection of memorabilia and artefacts of Rhodesian interest and origin ("the Museum Collection");
 - 3.1.2. Maintain and increase the number of public displays of the Museum Collection;
 - 3.1.3. To assist anyone with an interest in the history of Rhodesia who may wish to study or research it;
 - 3.1.4. Promote attendance to ANZAC Day parades (25th April) throughout New Zealand, Australia and the Pacific;
 - 3.1.5. Promote world wide observation and attendance to Remembrance Day parades (11th November);
 - 3.1.6. Attend to wreath laying at an ANZAC Day parade each year in New Zealand;
 - 3.1.7. Maintain and promote fellowship between the RhSA Inc. and the Hobsonville Returned Services Association Inc. and the 6th Battalion (Hauraki) Regimental Association Inc. and any other similar organisations;
 - 3.1.8. Organise the annual assembly;
 - 3.1.9. To do anything necessary or helpful to the above purposes;
 - 3.2. Pecuniary gain is not a purpose of the RhSA Inc.
 - 3.2.1. Any income benefit or advantage must be used to advance the charitable purpose of the RhSA Inc.;
 - 3.2.2. Any payments made to a member of the RhSA Inc., or person associated with a member, must be for goods or services that advance the charitable purpose and must be reasonable and relative to payments that would be made between unrelated parties.

MANAGEMENT OF THE RhSA Inc.

4. Managing Committee.
 - 4.1. The RhSA Inc. shall have a managing committee ("the Committee"), comprising the following persons:
 - 4.1.1. President;
 - 4.1.2. Vice President;
 - 4.1.3. Secretary;
 - 4.1.4. Treasurer;

- 4.1.5. Curator;
- 4.1.6. Newsletter Editor;
- 4.1.7. CQ Store Manager
- 4.1.8. Webmaster
- 4.1.9. Other elected members

4.2. Only financial members may be members of the Committee.

5. Appointment of Committee Members.

5.1. Committee Members will be elected at the Annual General Meeting (“AGM”) and serve for the period until the next AGM (“the Term”).

5.2. At the AGM the Members may decide by majority vote:

- 5.2.1. How large the Committee will be;
- 5.2.2. Who shall have the titles/positions;
- 5.2.3. Whether any Committee Member may have more than one title.

6. Cessation of Committee Membership.

6.1. Persons cease to be Committee Members when:

- 6.1.1. They resign by giving written notice to the Committee;
- 6.1.2. They are removed by majority vote of the RhSA Inc. at a general meeting;
- 6.1.3. Their Term expires.

6.2. If a person ceases to be a Committee Member, that person must within one month give to the Committee all RhSA Inc. documents and property.

7. Nomination of Committee Members.

7.1. Nominations for members of the Committee shall be called for no less than 14 days before the AGM. Each candidate shall be proposed and seconded by Financial Members. All retiring members of the Committee shall be eligible for re-election.

7.2. If the position of any Committee Member becomes vacant between AGMs, the Committee may choose to appoint another Committee Member or to leave that position vacant until the next AGM.

8. Role of the Committee.

8.1. Subject to the rules of the RhSA Inc. (“The Rules”), the role of the Committee is to:

- 8.1.1. Administer, manage, and control the RhSA Inc.;
- 8.1.2. Carry out the purposes of the RhSA Inc., and use money or other assets to do that;
- 8.1.3. Manage the RhSA Inc.'s bank accounts;
- 8.1.4. Ensure that all Members follow the Rules;
- 8.1.5. Decide how a person becomes a Member, and how a person stops being a Member;
- 8.1.6. Decide the times and dates for Meetings, and set the agenda for Meetings;
- 8.1.7. Appoint suitable person/s from within the Committee to administer the RhSA Inc. website, write newsletters, purchase and sell such clothing, medals, memorabilia and the like as may be beneficial and within the purpose of the RhSA Inc. The appointed person/s shall report on all sales and purchases to the Treasurer and any other member of the Committee as required by the Committee;
- 8.1.8. Decide the procedures, set Membership fees, make regulations.

8.2. The Committee has all of the powers of the RhSA Inc., unless the Committee's power is limited by these Rules, or by a majority decision of the RhSA Inc.

8.3. Decisions of the Committee bind the RhSA Inc., unless the Committee's power is limited by these Rules or by a majority decision of the RhSA Inc.

9. Roles of Committee Members.

- 9.1. The President's role is to:
 - 9.1.1. Ensure that the Rules are followed;
 - 9.1.2. Convene Meetings;
 - 9.1.3. Chair Meetings, deciding who may speak and when;
 - 9.1.4. Oversee the operation of the RhSA Inc.;
 - 9.1.5. Present a report on the operation of the RhSA Inc. at each AGM.
- 9.2. The Secretary's role is to:
 - 9.2.1. Record or appoint someone to record the minutes of Meetings;
 - 9.2.2. Keep the Register of Members;
 - 9.2.3. Hold the RhSA Inc.'s records, documents, and books;
 - 9.2.4. Receive and reply to correspondence as required by the Committee;
 - 9.2.5. Receive and promptly bank any payments received for the RhSA Inc.;
 - 9.2.6. Promptly report all deposits to the Treasurer and President or appointed Committee member;
 - 9.2.7. Present a report at the AGM;
 - 9.2.8. Advise the Registrar of Incorporated Societies of any rule changes;
- 9.3. The Treasurer's role is to:
 - 9.3.1. Promptly bank any payments received;
 - 9.3.2. Keep a true and accurate record in the RhSA Inc.'s account book, so that the Society's financial situation can be clearly understood at any time;
 - 9.3.3. Give a financial report and statement of accounts (including an Income and Expenditure Account and Balance Sheet) at each AGM and more often if either the Committee or a majority of the RhSA Inc. decides this at a Meeting;
 - 9.3.4. Forward the annual financial statements for the RhSA Inc. to the Registrar of Incorporated Societies upon approval by the Members at an AGM.

MEMBERSHIP.

10. Types of Members:

- 10.1.1. Non Financial Member;
- 10.1.2. Financial Member;
- 10.1.3. Associate member;
- 10.1.4. Life Member.
- 10.2. A Financial Member has the rights and responsibilities set out in these Rules.
- 10.3. A Non Financial Member receives newsletters and general correspondence by email without charge.
- 10.4. Associate Members shall encompass other groups, societies, or associations whose affiliation is by mutual interest and whose Secretary or appointed representative receives newsletters and general correspondence by email without charge.
- 10.5. A Life Member is a person who is acknowledged as a longstanding Member of the Society who has been accorded this title at an AGM by majority vote. A Life Member has all the rights and responsibilities of a Financial Member (including the right to vote), but does not have to pay the Annual Subscription.

11. Admission of Members.

- 11.1. To become a Non Financial Member, a person ("the Applicant") must:
 - 11.1.1. Write to the Secretary requesting inclusion on the mailing list;
 - 11.1.2. Supply any information the Secretary requires;
 - 11.1.3. The Secretary at his/her discretion, may consult with the Committee should there be any question over the Applicant's motives for requesting membership;
 - 11.1.4. The Secretary as directed by the Committee, shall have complete discretion in the decision whether or not to let the Applicant become a Non

Financial Member. The Secretary shall advise the Applicant of the decision, and that decision shall be final.

- 11.2. To become a Financial Member, the Applicant must:
 - 11.2.1. Write to the Secretary requesting to be a Financial Member;
 - 11.2.2. Supply any information the Secretary requires;
 - 11.2.3. The Secretary at his/her discretion, may consult with the Committee should there be any question over the Applicant's motives for requesting membership;
 - 11.2.4. The Secretary as directed by the Committee, shall advise the Applicant of the decision, and that decision shall be final;
 - 11.2.5. Upon notification of the Applicant's acceptance to be a Financial Member the Applicant shall pay the Annual Subscription. Upon receipt of that payment the Applicant will then be a Financial Member.
- 11.3. To become an Associate Member the procedure is the same as applies to Non Financial Member applications.
- 11.4. A Financial or Non Financial Member may become a Life Member only if:
 - 11.4.1. The Committee recommends that the RhSA Inc. should appoint the person as a Life Member;
 - 11.4.2. The RhSA Inc. passes a resolution at the AGM appointing the person as a Life Member by a two-thirds majority of those Financial Members present and voting.

12. The Register of Members

- 12.1. The Secretary shall keep a register of Members ("the Register"), which shall contain the names, contact details and any other information which may be required of all Members.
- 12.2. All Members are required to keep this information current by informing the Secretary of any changes.

13. Cessation of Membership

- 13.1. Any Member may resign by giving written notice to the Secretary.
- 13.2. A Member may have his or her Membership terminated in the following way:
 - 13.2.1. If, for any reason whatsoever, the Committee is of the view that a Member is breaching the Rules or acting in a manner inconsistent with the purposes of the RhSA Inc., the Committee may give written notice of this to the Member ("the Committee's Notice"). The Committee's Notice must:
 - 13.2.1.1. Explain how the Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society;
 - 13.2.1.2. State that if the Member wishes to challenge the decision that the Member must write to the Committee within 7 days of receipt of the Committee's Notice;
 - 13.2.1.3. State that if the Committee terminates the Member's Membership, that decision is final.

14. Re-admission of former Members.

- 14.1. Any former Member who has resigned may apply for re-admission in the same way as a new applicant, but if the former Member's membership was terminated by the Committee or the RhSA Inc. the Applicant shall not be readmitted without the approval of the Committee by majority vote.

15. Obligations of Members:

- 15.1. All Members (and Committee Members) shall promote the purposes of the RhSA Inc. and shall do nothing to bring it into disrepute.

MONEY AND OTHER ASSETS OF THE SOCIETY

16. Use of Money and Other Assets

- 16.1. The RhSA Inc. may only use money and other assets if:
 - 16.1.1. It is for a purpose of the RhSA Inc.;
 - 16.1.2. It is not for the sole personal or individual benefit of any Member;
 - 16.1.3. That use has been approved by either the Committee or by majority vote of the RhSA Inc.

17. Membership Fees (“Annual Subscription”)

- 17.1. The Committee will make annual recommendation to the AGM regarding the Annual Subscription for Financial Members.

18. Additional Powers.

- 18.1. The RhSA Inc. may:
 - 18.1.1. Employ people for the purposes of the RhSA Inc.;
 - 18.1.2. Make investments;
 - 18.1.3. Borrow money and provide security for that if authorised by Majority vote at any RhSA Inc. meeting;
 - 18.1.4. Apply for funding or grants for the benefit of and to further the purpose of the RhSA Inc.

19. Financial Year

- 19.1. The financial year of the RhSA Inc. ends on the 30th September of every year.

20. Payments

- 20.1. All payments made by Association must be made by an approved method and fully recorded.

21. Appointing an Auditor.

- 21.1. At the AGM, the RhSA Inc. may by majority vote, appoint someone to audit the RhSA Inc.’s accounts. The Auditor must be a member of the New Zealand Society of Accountants, and must not be a Member of the RhSA Inc. If the Society appoints an Auditor who is unable to act for some reason, the Committee shall appoint another Auditor as a replacement.

CONDUCT OF MEETINGS

22. RhSA Meetings

- 22.1. An RhSA Inc. Meeting is either an Annual General Meeting (“AGM”), a Special General Meeting or an Electronic/Postal Meeting.
- 22.2. The AGM is to be held to coincide with the Financial Year every year.
- 22.3. Special General Meetings may be called by the Committee.
- 22.4. A Special General Meeting may be called if the Secretary receives a written request signed by at least a quarter of the Financial Members.
- 22.5. Electronic/Postal Meetings may be held as required.

23. The Secretary shall give all Members no less than 14 days written notice of the business to be conducted at any RhSA Inc. Meeting.

- 23.1. All Financial Members may attend and vote at RhSA Inc. Meetings.
 - 23.1.1. A Financial member who is unable to attend an AGM or Special General Meeting may appoint another member to vote on his or her behalf. That proxy must have the Financial Member’s written consent and this is to be given to the Secretary prior to the commencement of the meeting.
 - 23.1.2. There will be no proxy voting at Electronic/Postal Meetings.

23.2. All RhSA Inc. Meetings shall be chaired by the President. If the President is absent, the Vice-President shall chair the Meeting. If the Vice-President is also absent, the attending Financial Members shall elect another Committee Member to chair that meeting. Any person chairing an RhSA Inc. Meeting has a casting vote.

23.3. Decisions of RhSA Inc. Meetings shall be by majority vote

23.4. On any given motion at an RhSA Inc. AGM or Special General Meeting, the Chairperson shall in good faith determine whether to vote by:

23.4.1. Voices;

23.4.2. Show of hands;

23.4.3. Secret ballot.

However, if any Financial Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the Chairperson will have a casting vote.

23.5. The business of an Annual General Meeting shall be:

23.5.1. Any minutes of the previous Meeting(s);

23.5.2. The President's report on the business of the RhSA Inc.;

23.5.3. The Secretary's report on the business of the RhSA Inc.;

23.5.4. The Treasurer's report on the finances of the RhSA Inc., and the Statement of Accounts;

23.5.5. Election of Committee Members;

23.5.6. Motions to be considered;

23.5.7. General business;

23.5.8. Approval of future plans.

23.6. Motions at other RhSA Inc. Meetings.

23.6.1. Any Member may request that a motion be voted on at a particular Meeting. The Member may also provide information in support of the motion. The Committee may in its absolute discretion decide whether or not the RhSA Inc. will vote on the Motion;

23.6.2. The Committee may also decide to put forward motions for the RhSA Inc. to vote on;

23.7. Committee Meetings.

23.7.1. No Committee Meeting may be held unless more than half of the total Committee Members attend;

23.7.2. Committee Meetings shall be chaired by the President. If the President is absent, the Vice President shall chair the Meeting. If the Vice President is also absent, the attending Committee Members shall elect another Committee Member to chair that meeting. Any person chairing a Committee Meeting has a casting vote;

23.7.3. Decisions of the Committee shall be by majority vote;

23.7.4. Only Committee Members present at a Committee Meeting may vote at that Committee Meeting;

23.7.5. The Committee may use email to communicate over issues and reach agreement to make decisions by majority vote.

23.7.6. Subject to these Rules, the Committee may regulate its own practices.

24. Electronic/Postal Meetings.

24.1. From time to time the Committee may call for an Electronic/Postal Meeting in order to put forward a motion to all Financial Members.

24.2. The Secretary will send the motion, supporting material and instructions to all Financial Members by email and where no email address is listed, by post, all at approximately the same time.

24.3. Financial Members must return their votes within 14 days from the day on which the motion was sent out.

- 24.4. All votes received by the Secretary by midnight (the Secretary's local time) on the due date shall be counted.
- 24.4.1. The Secretary will prepare a list of all the votes. The list will be passed to the President who will declare the result. The Secretary will communicate the result to all the Financial Members.
- 24.4.2. In the event of any irregularity being detected in the voting, then the vote shall be declared void and, at the discretion of the President, retaken.
- 24.4.3. The Secretary will ensure that all votes are recorded and added to the minutes of the next formal meeting.

ALTERING THE RULES

25. Altering the Rules

- 25.1. The RhSA Inc. may alter or replace these Rules at an RhSA Inc. Meeting by a majority vote.
- 25.2. No less than 14 days before the Meeting at which any Rule change is to be considered the Secretary shall give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.
- 25.3. No addition to or alteration or rescission of the Rules shall be approved if it detracts from or alters the nature of the RhSA Inc.
- 25.4. No addition to or alteration of the aims/objects, payments to members clause or winding-up clause shall be approved without the approval of Inland Revenue. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any replacing document.
- 25.5. When a Rule change is approved, the Secretary will file the change with the Registrar of Incorporated Societies in the required format. No Rule change shall take effect until this is done.

WINDING UP

26. Winding up.

- 26.1. If the RhSA Inc. is wound up:
- 26.1.1. The RhSA Inc.'s debts, costs and liabilities shall be paid;
- 26.1.2. Items on loan to the museum collection must be returned to each owner or owner's immediate family or descendant/s;
- 26.1.3. No distribution may be made to any Member;
- 26.1.4. If any property remains after the winding up or dissolution of the RhSA Inc. and the settlement of all the RhSA Inc.'s debts and liabilities, that property must be given or transferred to another organisation that is charitable under the New Zealand law and has purpose similar to those of the RhSA Inc.

COMMON SEAL

27. Common seal

- 27.1. The RhSA shall provide a common seal and may replace it from time to time.
- 27.2. The Treasurer shall have custody of the common seal for use as applicable on legal documents with accompanying signatures as required.

AMMENDMENTS:

1. Complete re-write presented to Committee 30/12/2007
2. Amended rules presented to Financial Membership 14/01/2008
3. Amended rules accepted unanimously 29/01/2008
4. Amended clause 25 - Inland Revenue requirement inserted at 25.4. and original contents of that clause moved into 25.5. Presented to financial members on 02/08/2008.
5. Amended rules accepted unanimously 18/08/2008.

6. Amended Section 4 to add positions for CQ Store Manager and Webmaster. Accepted unanimously by AGM on 24/10/2010.
7. Various amendments accepted unanimously by AGM on 10/11/2018. See details below:
Clause 3.1.6
Change to read: Attend to wreath laying at an ANZAC Day parade each year in New Zealand.
Reason: The Hobsonville RSA is under threat of closure so the Rhodesian Services Association needs to take this into consideration as to where they lay their wreath.

Clause 3.1.7

Change to read: Maintain and promote fellowship between the RhSA Inc. and the Hobsonville Returned Services Association Inc, the 6th Battalion (Hauraki) Regimental Association Inc, and any other similar organisations.

Reason: We have a wide range of stakeholders and associated organisations so do not wish to be restricted to those listed.

Clause 3.1.8

Change to read: Organise the annual assembly.

Reason: We no longer wish to be tied to having the gathering in October each year. Members have advised their preference to have it in the earlier part of the year when the weather is milder, and people are not tied up with school holidays. The Association believes this will attract more members to participate in the gathering.

Clause 11.2.6

Remove this clause.

Reason: We no longer wish to tie members to paying their annual subscriptions in the manner.

Clause 20.1

Change to read: All payments made by the Association must be made by an approved method and fully recorded.

Reason: The Treasurer is not the only person making purchases for the Association. Payment methods have moved away from cheque payments.

Clause 22.2

Change to read: The AGM is to be held to coincide with the Financial Year every year.

Reason: The Association is wanting to move away from the October RV date. However, it is not practical to move the AGM away from this date due to financial and reporting reasons.

Clause 23.1.2

Change the word: "Secretary" to "Vice President".

Reason: The Vice President's roll in the Association is to support the President. The Secretary has an important roll in recording the meeting and the Association feel it is onerous on the Secretary to be expected to carry both the recording and the controlling of meetings.

Clause 23.7.2

Change the word: "Secretary" to "Vice President".

Reason: as per clause 23.1.2 change.

8. Inclusion of clause 27 Common Seal accepted unanimously by Special General Electronic Meeting 24/02/2019.