



# **HMNZS OTAGO ASSOCIATION**

## **CONSTITUTION**

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## **INTERPRETATION**

In this Constitution, the following interpretations shall be given to the under mentioned terms whenever they appear in the text:

<b>Association –</b>	The HMNZS Otago Association
<b>Member –</b>	A full member of the Association
<b>Committee –</b>	The properly elected Committee of the members of the Association

## **CHARITABLE OBJECTS**

The Charitable Objects of the Association are to:

1. To stimulate camaraderie with the Royal New Zealand Navy (RNZN) and in particular those that served or are currently serving in HMNZS OTAGO.
2. To promote opportunities for members to keep abreast of developments in the RNZN to enable them to promote the highest standards of efficiency in material and personnel.
3. To provide members with information and other assistance to support their health and welfare, particularly in relation to pensions, entitlements and medallic recognition.
4. To co-operate with other charitable organisations with similar purposes to maximise the public benefit of the Association's activities.

# **ASSOCIATION RULES**

## **Rule 1 COMPOSITION AND MEMBERSHIP OF THE ASSOCIATION.**

### **A. Full Membership –**

The rules relating to Full Membership are:

- i. They are currently serving and former Officers and Ratings of the RNZN and the Reserve Divisions who served on board HMNZS OTAGO at any time, and they will be required to pay an annual subscription, and may vote at General Meetings.
- ii. A Member who is three months in arrears with their annual subscription becomes a non-financial Member, and may not vote at General Meetings or attend any Association Function.
- iii. At the sole discretion of the Committee, non-financial or Honorary Members may be struck from the list of the Association Members, and cease to belong to the Association.

### **B. Honorary Membership –**

The rules relating to Honorary Membership are:

- i. Honorary membership may be granted to such persons as the Committee may from time to time approve.
- ii. Numbers are not to exceed 5% of the Full Membership at the time of granting.
- iii. They must be proposed and seconded by Full Members, and
- iv. Shall be required to pay an annual subscription.
- v. They shall not be entitled to vote at any General Meeting of the Association, and
- vi. Shall be liable for the cost of attending any Association function.

### **C. Life Membership –**

The rules relating to Life Membership are:

- i. May be granted to Full Members by a 75% majority vote at an Annual General Meeting of the Association, for Special or Outstanding Meritorious Service to the Association.
- ii. Must be proposed and seconded by Full members.
- iii. Voting must be by the means of a ballot.
- iv. Shall enjoy all the privileges of a Full Member.
- v. Shall not be required to pay an annual subscription.
- vi. Shall be liable for the cost of attending any Association function.

### **D. Patron –**

The Association may, at its discretion, elect a Patron.

- i. The Patron will retain this position until he/she resigns or is unable to participate in the activities of the association.
- ii. The Patron may enjoy all privileges of full membership, but shall not be liable for an annual subscription.
- iii. The Patron shall be liable for the cost of attending any Association function.

#### **E. Termination of Membership-**

- i. Any Member whose actions or behaviour are detrimental to the good name of the Association may, at the sole discretion of the Committee, have their membership suspended until the next General Meeting, where and when the matter will be reconsidered.

#### **F. Resignation -**

- i. Members who wish to resign, must do so in writing to the Association. An email to the Secretary is acceptable.

### **Rule 2      ASSOCIATION COMMITTEE**

#### **A. Function -**

- i. The management of the Association shall be vested in a Committee.

#### **B. Composition -**

- i. The Committee shall comprise of eight members, as follows:
  - President (Chairman)
  - Vice President (Chairman in the absence of the President)
  - Secretary/Treasurer
  - Five other Members
- ii. The Committee quorum shall be five, one of whom must be either the President or Vice President.
- iii. The Chairman shall have a Casting Vote as well as a Deliberate Vote.

#### **C. Election -**

- i. The Committee shall be elected at the Annual General Meeting (AGM).
- ii. Retiring members shall be eligible for re-election.
- iii. A vacancy caused by any reason, may be filled by means of the Committee co-opting a financial member, such co-opted Member having full voting rights on the Committee.
- iv. No Member is to be nominated for election to the Committee without his approval or during his absence, unless he has previously stated, in writing, his willingness to stand.

#### **D. Powers and Responsibilities -**

- i. The Committee shall conduct all the business of the Association in its own right and shall take collective responsibility for the accounts prepared by the Treasurer, including inspections of the accounts as required.
- ii. The Committee shall have all powers necessary to pursue such activities that are consistent with the Objectives of the Association, provided that any

- income, benefit, or advantage is to be used to advance the Objects of the Association.
- iii. The Committee shall have the power to make grants and donations to charitable organizations which have an association with the Royal New Zealand Navy and which the committee deemed to be an appropriate beneficiary. Such donations will be limited to \$5000 at any one time or to any one organization. Amounts larger than \$5000 will require the approval of the membership at an Annual Meeting.
  - iv. The Committee shall have the power to co-opt other Members for special purposes, (other than as laid down in Rule 2, C, iii), such co-opted Members not being entitled to vote at Committee meetings.
  - v. The Committee is to have the power to establish Sub-Committees for special purposes, members of which shall be entitled to vote only on the Sub-Committee. The Sub-Committee will report back to the Committee its findings and recommendations, as and when directed by the Committee.
  - vi. Committee meetings shall be held at least three-monthly to conduct business, or at any time, to consider urgent matters, or to administer and organise any function.
  - vii. Provincial Co-ordinators are to be appointed by the Committee to disseminate information relevant to the Association within their designated area of responsibility. The Secretary/Treasurer is to ensure that all relevant information is sent to the Provincial Coordinators, this information to include copies of the Minutes of all Meetings.
  - viii. Any payments authorised by the Committee and made to a member of the Association, or person associated with a member, must be for goods or services that advance the objects of the Association and must be reasonable and relative to payments that would be made between unrelated parties.
  - ix. The Secretary/Treasurer is to compile and mail regular Newsletters to all financial Members, in order to keep the membership informed of the affairs of the Association.

### **Rule 3**      **GENERAL MEETINGS**

#### **A. Annual General Meetings –**

- i. The Annual General Meeting shall be held on a date which will be decided by the Association Committee.
- ii. The Secretary shall give at least Twenty One (21) days notice of the Meeting, in writing, to all financial Members. This notice may be by means of a Newsletter, Email, or website.
- iii. The President shall submit a Report of the Association's activities over the previous year, to be presented at the Annual General Meeting (AGM).
- iv. The Treasurer shall submit a Financial Report, including a Balance Sheet and Profit & Loss Statement for the Financial Year ending 31st March, and a Report on the current state of the Association Membership.
- v. Remits, Notices of Motion, etc. are to be in the hands of the Secretary at least seven days prior to the Annual General Meeting (AGM).
- vi. General Business will be conducted after the conclusion of all other business.

## **B. Special General Meetings –**

Special General Meetings may be convened only as follows:

- i. By the Secretary/Treasurer, for matters of finance only.
- ii. By a requisition of the Committee.
- iii. By a signed requisition of at least Twenty Per Cent (20%) of all financial Members, to include a Proposed and Seconded Notice of Motion.
- iv. Special General Meetings are to be called within Twenty Eight (28) working days of the receipt of a requisition.
- v. At least twenty One (21) days notice of a Special General Meeting shall be given in writing to all financial members, such notice giving the substance of the business to be discussed.
- vi. No other business shall be discussed at an Special General Meeting.

## **C. Constitution Amendments –**

- i. No amendment shall be made to the Constitution of the Association unless a properly Proposed and Seconded Notice of Motion detailing the change(s) is made in writing and delivered to the Secretary/Treasurer.
- ii. Such Notices of Motion will be considered at an Annual or Special General Meeting, as appropriate, in accordance with Rule 3 A and Rule 3 B.

## **D. Voting –**

- i. Voting at General Meetings shall be by simple majority on the voice or by a show of hands or, if resolved by the meeting, by ballot.
- ii. In the case of a ballot, counting of votes shall be conducted by three Scrutineers elected by the meeting by show of hands.
- iii. Ballot papers, if used, are to be destroyed by the Scrutineers immediately after the Meeting.

## **Rule 4 FINANCE**

### **A. Financial Reporting –**

- i. Annual accounts approved by the Committee are to be provided to Members for endorsement at the AGM, and subsequently included in the Annual Report to the Charities Commission.
- ii. The Treasurer is to present a brief statement showing the current financial state of the accounts to Committee Meetings. The report is also to include details of any payments made since the last report to the Committee.

### **B. Bank Accounts-**

- i. A Bank Account is to be kept in the name of "THE HMNZS OTAGO ASSOCIATION", and any cheques for payment of accounts are to be signed by any two of the following Officers of the Association:
  - Secretary/Treasurer
  - President

- Vice President

### **C. Payments –**

- Cheques for payment to the Association are to be made out to "The HMNZS Otago Association", and are to be 'crossed'.
- Payments may also be made by the Treasurer using the banks 'Direct Crediting' facility. In such instances, the payment will be authorised by the President or Vice President. All payments made by this method of payment will be included within the Treasurers financial report to the Committee.
- Payments to members of the Committee or Members of the Association (Refer to Rule 2, D Viii).

### **Rule 5      MEMBERSHIP FEES**

The following rules apply to members of the Association:

- Membership Fees are due on the 1st day of April each year.
- Membership Fees for the next financial year are to be set at the Annual General Meeting.
- Members may voluntarily elect to pay a "one off" Life Subscription of \$100.

### **Rule 6      GENERAL**

#### **A. Functions & Hosting –**

- The cost of functions organised by the Association shall usually be covered by the Members attending, but may, at the sole discretion of the Committee, be subsidised by the Association's funds, by any amount decided by the Committee.
- Any expense for the hosting of Official Guests to Association functions shall be met from the Association's funds.
- At the sole discretion of the Committee, Members may invite guests to certain functions, the cost of such guests being met by the member concerned. Of necessity, some functions will be deemed by the Committee to be for Members only.
- The conduct of Member's guests at any function are the responsibility of the Member concerned, and the Member should not leave the function before their guest.
- Members and their guests will be expected to comply with reasonable standards of dress and decorum.

#### **B. Suggestions to Improve the Running of the Association –**

- Suggestions and/or constructive criticism regarding better management of the Association or of any function held by the Association, will always be welcomed by the Committee, and should be addressed to the Secretary preferably in writing or via email.

**Rule 7**      **WINDING UP OF THE ASSOCIATION -**

- i.    The decision to wind up the Association can only be made at a General Meeting of the Association.
- ii.   Any assets held by the Association at the time of winding up shall be donated to a charity recognised under New Zealand law and has objects similar to those of the Association. Priority will be given to a Royal New Zealand Navy Charity, but the end disposal will be directed by the General Meeting.
- iii.  No member of the Association may receive, acquire or otherwise participate in any residual asset.
- iv.  All Books, records etc. held by the Association shall be donated to the Royal New Zealand Navy Museum or such other recipient as shall be decided by the General Meeting.

These rules were approved by the Members at a Special General Meeting on 28 August 2011

Certified by Noel Davies, Secretary/Treasurer.....