



UNITY LOYALTY COMRADESHIP

## ROYAL NEW ZEALAND NAVAL ASSOCIATION NATIONAL COUNCIL (INC)

### NATIONAL COUNCIL RULES

#### 1. Name

- 1.1 (a) The name of the Association shall be the Royal New Zealand Naval Association National Council Incorporated hereafter known as the Association.

#### 2. Objects

- 2.1 The Objects for which the Association and its Branches are formed, are:
- (a) To uphold the comradeship which began in the service of the Royal New Zealand Navy, Royal Navy and any Navy of other British Commonwealth Nations.
  - (b) To foster good fellowship
  - (c) To look after the welfare of our members.
  - (d) To publicise anniversaries and events of the Royal New Zealand Navy.
  - (e) To encourage and promote social gatherings among the members.
  - (f) To foster the creation of Branches, Sub Branches throughout New Zealand and to assist them in pursuing the objects of the Association
  - (g) To install and maintain a web site on the Internet.
  - (h) To contribute to charities devoted to the welfare of Ex Naval personnel.
  - (i) To promote, encourage and protect by lawful means the interests of the Members of the Association.
  - (j) To co-operate with, support or assist, any other person or group of persons, firm, company, body corporate or society in achieving any of the objects for which the Association is formed.
  - (k) To affiliate with or become a member of any Society whether in New Zealand or elsewhere, having objects wholly or in part similar to the objects of the Association

#### 3. Motto

- 3.1 The Motto of the Association shall be "UNITY, LOYALTY COMRADESHIP".

#### 4. Organisation and Management

- 4.1 The affairs of the Association shall be conducted as follows:
- (a) By National Council whose members shall be elected at the National Conference of Branch Delegates.
- 4.2 The Registered Office of the Association shall be the address of the National Secretary for the time being.

#### 5. Interpretation / Definitions

- 5.1 (a) **National Conference:** a meeting whereby delegates from each Branch (not numbering more than 3) attend in conference together once every two years.
- (b) **National Council:** body of Members charged with the overall management of the Association, who are elected at the National Conference of Branch Delegates (the National Conference).
- (c) **National Council Meeting:** A meeting of the members of the National Council called for any purpose.
- (d) **Resolution:** a decision made in regard to the affairs of the Association and which requires 2/3rds majority of members casting a valid vote



1<sup>TH</sup> APRIL 2009

### 6. National Life Membership:

This award is separate from Branch Awards and not awarded as a follow on from them.

National Life Membership may be awarded to a Full Member for meritorious service to the Association as a whole.

The award is to be recommended and passed by Financial Members of a Branch at an AGM or Special General Meeting, before being forwarded to the National Council for approval.

National Life Membership Card and Certificate to be signed by the National President and National Secretary and presented to the recipient together with his badge, at an appropriate time.

In addition, any Full Member who has served on the National Council may be eligible to be granted National Life Membership, and are still required to follow the procedure as set out above.

Capitation fees are not payable in respect of a National Life Member.

### 6.1 Cessation of Membership:

- (a) Any member of National Council may retire from National Council, by forwarding to the National Secretary a written resignation. Such resignation shall be effective as from the time of receipt thereof by the National Secretary.
- (b) Any member of National Council's term of Office maybe terminated by the National Council in respect of any member of National Council who:
  - i shall make default for a period of two calendar months in payment of *their* current subscription or any part thereof (after having received due notice thereof) or in discharge of any other obligations due by *them* to the Branch of which *they are* a member or the National Council howsoever arising.
  - ii If the National Council is satisfied and resolve by Resolution determining that the continued membership of such member is not in the best interests of the Branch or the Association *they* may be expelled. In such case the member so expelled shall be entitled to a refund of a proportionate part of the current year's subscription paid by *them* in respect of the balance of the year then expired. Provided however, that this right of expulsion shall not be exercised until the member affected has been given an opportunity to hear all evidence advanced against *them* and reply thereto.
  - iii The National Council shall have the power to call on any member of National Council for an explanation of any charge of misconduct against *them* by any member or for any other sufficient cause and if in the opinion of the National Council the facts proved warrant their doing so the National Council shall have the power to remove local awards and expel such member.

Any member of National Council so called upon shall have the right to appear before the National Council

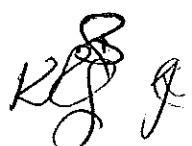
No member laying charges of misconduct or making statements for or against the Accused shall take part in consideration of the charges as a member of the National Council or be a member of an Appeal Tribunal.

### 6.2 Suspension of Membership

- (a) In addition to the power of expulsion, the National Council may suspend any member of National Council who:
  - i Are in the opinion of the National Council guilty of conduct tending to bring a Branch or the Association into disrepute, or
  - ii Are in the opinion of the National Council guilty of a breach of any part of these Rules or of any rule, regulation or by-law of the Association or Branch for the time being in force.
  - iii The National Council shall have the power to call on any member of the National Council for an explanation of any charge of misconduct, within the terms of these rules, laid against *them* by any member or for any other sufficient cause and if in the opinion of the National Council the facts proved warrant their doing so the National Council shall have the power to suspend the member for a period not exceeding six months.

Any member of National Council so called upon shall have the right to appear before the National Council.

A suspended member shall have the right to appear before the National Council.



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- b. Such suspension shall be suspension from all or any of the privileges of membership of the National Council or Branch for such period, not exceeding at any one time six (6) calendar months as the National Council shall think fit PROVIDED that this suspension shall not become an expulsion. In both instances the right of expulsion shall not be exercised until the member of National Council affected has been given the opportunity to hear all the evidence advanced against *them* and reply thereto.

**6.3 Appeals Against Suspension or Expulsion:**

- i A member of National Council expelled, or suspended for more than one month shall have the right to appeal to a tribunal of not less than three, not more than five persons to be appointed by the National Council. Members of the tribunal shall be members of the Association but not of the National Council and should if possible include at least one member of the legal profession, who is a member of the Association.
- ii Written Notice of Appeal shall be given to the National Secretary of the Association within one month after the date of the decision expelling or suspending such member of National Council.
- iii The Tribunal may dismiss or allow the appeal or vary the decision of the National Council.
- iv The decision of the Tribunal shall be final.

**7. Referendums**

The National Council may at any time and from time to time submit to all members of the Association by postal ballot any question or issue affecting the members of the Association and the result of such ballot shall have the same effect as if it were a resolution duly passed by National Conference of Branch Delegates.

**8. Indemnity**

- 8.1 To indemnify all members of the National Council and their agents against all claims and demands made upon them in respect of all acts done by them in good faith purporting to be in pursuance of the objects of the Association whether such acts shall be strictly within the powers of the Association or not.
- 8.2 No action at law or otherwise shall be in favour of Members or their Executors or Administrators against any other Member of the Association or any Officer of Branches of the Association for or in respect of any act, matter or thing done, omitted, or suffered of purporting to be done, omitted or suffered in pursuance of the provisions of these Rules, and that notwithstanding any irregularity or informality occurring in or about the doing, or omitting or suffering of any act, matter or thing, no Member of the Executive Committee of a Branch of the Association, Auditor, Secretary or other Officer, shall be in any way liable for any loss or expense happening to the Branch unless the same happens from *their* own wilful default.
- 8.3 To enter into all such negotiations and contracts and rescind and vary the same and execute and do all such acts, deeds, matters and things in the name and on behalf of the Branch as they may consider expedient for or in relation to any of the matters aforesaid, or otherwise for the purposes of the Branch.

**9. Transmissible or Assignable Interest**

- i No member of National Council shall by reason of *their* membership of the Association or Branch have any transmissible or assignable interest by operation of law or otherwise in any of the assets or property of the Association and no member of National Council ceasing to be a member of National Council by death, resignation, or from any other cause whatsoever shall have any interest in any of the assets or property of the Association of which *they are* a member.
- ii No member of the society or any person associated with a member shall participate in or materially influence any decision made by the society in respect of the payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever. Any such income paid shall be reasonable and relative to that which would be paid in an arms length transaction (being the open market value). The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document).

**10. Financial Year of National Council**

The financial year of the National Council shall commence on the first day of February in every year.

### 11. Funds of the National Council

- 11.1 The funds of the National Council shall be devoted solely to the furtherance of the objects of the Association as set out in these Rules and shall as hereinbefore provided be under control of the National Council.
- 11.2 Subject as aforesaid the funds of the National Council shall be lodged to the credit of the National Council in such Bank as the National Council may from time to time determine, and all sums authorised by the National Council shall be drawn on the said account under the signatures of any two of the following: The National President, National Secretary, or a National Councillor.
- 11.3 All funds of the National Council not needed immediately for the ordinary purposes of the Association may be invested in the name of the National Council in any securities in which the National Council are for the time being authorised to invest trust moneys.

### 12. Auditor

- 12.1 The books of account of the Association shall be audited Biennially by the Auditor appointed at the National Conference of Branch delegates or National Council. **They** shall hold no other office on the National Council of the Association.

### 13. Alteration of the Rules

- 13.1 These rules may be altered, added to or rescinded by resolution passed at the National Conference of Delegates or at such other General Meeting of Delegates called for the purpose by a majority of valid votes cast thereat provided that notice of the intention to propose such resolution shall have been included in the notice of meeting before the National Conference of Delegates from Branches or any General Meeting of Delegates called for that purpose. All votes, including abstentions, shall be counted and recorded in the Minutes.
- Any alterations to these Rules shall not affect the non profit aims, personal benefit or winding up clauses (National Council Rules 9, 13 & 14).**

### 14. Voluntary Winding Up of the National Association

- 14.1 The National Association may be wound up voluntarily if all Branches in General Meeting pass a resolution requiring the National Association so to be wound up, and the resolution is confirmed at a subsequent National Conference of Delegates called for that purpose and held not earlier than thirty (30) days nor more than two (2) calendar months after the date of which the resolution so to be confirmed was passed by the last Branch so to do and such National Conference of Delegates from Branches shall direct the manner in which the assets (if any) of the National Association after paying all liabilities shall be disposed of, **which must be distributed to a similar organisation or to a charitable purpose or organisation within New Zealand or if this is not possible, where the Registrar of Incorporated Societies so directs.**

### 15. Compulsory Winding Up of the National Association

- 15.1 On the dissolution of the National Association by the Registrar of Incorporated Societies all surplus assets after payment of liabilities shall be disposed of in accordance with these Rules, **which must be distributed to a similar organisation or to a charitable purpose or organisation within New Zealand or if this is not possible, where the Registrar of Incorporated Societies so directs.**

### 16. Formation of Branches of the National Association

- 16.1 The National Council shall be authorised to approve the formation of Branches of the National Association. Such Branches shall have the power to make their own by-laws governing the election of Officers and the general conduct of Branch affairs provided, however, that the Rules of any such Branch shall not conflict with the Rules of the National Association and shall be approved by the National Council before being finally adopted. Any Branch may, with the approval of the National Council, apply for separate incorporation under "The Incorporated Societies Act, 1908".

### 17. National Conference of Delegates of Branches of the National Association.

- 17.1 A National Conference of Delegates shall be held Biennially. The time, place and date to be fixed by the National Conference.
- 17.2 The number of Delegates to represent each Branch at the National Conference of Branch Delegates shall not be more than three (3).
- 17.3 All Branches of the Association shall conform to the Rules of the Association and in the event of any dispute arising as to the construction or interpretation of any of these Rules; the decision of the National Council shall be final and conclusive.

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- 17.4 The procedure to be adopted for the conduct of the Conference of Delegates and the method of bringing business before such meetings shall be fixed at the Biennial Meeting thereof. Until such procedure has been fixed, all business proposed to be dealt with, shall be lodged with the National Secretary of the Association in the form of Remits from the Branches or from the National Council at least seventy (70) days before the date of the holding of the Conference.  
Except with the unanimous consent of the delegates present, no business shall be discussed at Biennial Conferences of Delegates of the Branches, unless due notice of the same has been given in accordance with the agreed procedure.
- 17.5 The National Secretary is to produce BIENNIALY an audited Balance Sheet and Statement of Accounts and a copy signed by the National President and National Secretary, is to be forwarded to the Registrar of Incorporated Societies.
- 17.6 Only those Delegates who attend all business sessions of the National Conference shall be accorded full voting rights. All votes, including abstentions, shall be counted and recorded in the Minutes.  
Delegates will cast their vote in accordance with the number of financial members of their Branch. One vote for every fifty (50) members or part thereof. (Up to 49 – one vote, 51 – two votes.)
- 17.7 Any Branch forwarding a Remit to the National Conference and are unable to attend that Conference, can nominate another Branch to present their Remit on their behalf.
- 17.8 All Branches of the Association shall pay Capitation Fees to the National Council prior to the end of each financial year based on the Branch Membership as at 30<sup>th</sup> June of that year. The amount of the Capitation Fee to be decided by Conference.

**18. Gold Badge**

- 18.1 This award is separate from Branch Awards and not awarded as a follow on from them.

The Gold Badge is the Association's highest honour and established award to a member for outstanding or meritorious service *to the Association as a whole*. Any Branch who considers that there is a member of the Association whose service is worthy of this award, and after a resolution being passed at a Branch AGM or Special General Meeting, shall recommend to *National Council* to investigate the qualifications of the member concerned. If *National Council* considers that the necessary qualifications have been met, then it will recommend the awarding of this badge to the next *National Conference of Delegates of Branches*. In the event after application for the Gold Badge has been made and recommended by the National Council, should that member die, the Gold Badge shall be suitably mounted and presented to the next of kin. Application forms are available from the National Secretary.

- 18.2 The National Council have the power to make an award to any Member of the Association if it is deemed as urgent, for example ill health or impending death. The same said award to be ratified at the following National Conference. A citation must accompany any request for an award.

**19. National Council**

- 19.1 i The entire management of the Association (except as otherwise provided in the Rules of the Association) shall be deputed to the National Council of not more than six (6) persons, who shall be elected at the National Conference of Branch Delegates who shall be Full Financial Members of the Association, in addition thereto, there shall be a National President, two National Vice Presidents and a National Secretary. National Council Officers preferably should have served at least the following terms on National Council before being elected – National President 6 years, National Vice President 4 years, and National Secretary 2 years.  
Appointment to higher office of the Association should be on merit, experience and length of service.  
The Immediate Past National President shall hold office ex officio until the next Council Meeting or National Conference of Branch Delegates following the election of a new National President. In the event of the early demise of the National President, the Senior National Vice President automatically becomes National President and holds office until the next National Conference of Branch Delegates.
- ii ***Existing National Council Members are eligible to stand for re election to the National Council and have full voting and speaking rights at National Conference.***
- 19.2 The National Council shall hold office until such time as a new Council has been elected at the National Conference of Branch Delegates, when the National President shall dissolve the old Council.
- 19.3 The Council in carrying out the policy of the Association shall carry out all resolutions and directions of the National Conference of Branch Delegates.

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- 19.4 The National Council shall meet at least once a year and manage the affairs of the Association. Five Members of the Council shall form a quorum. Minutes shall be taken of the proceedings of the National Council's Meetings and shall be open to inspection by any financial Member of the Association applying to the National Secretary for the same. The President may call special meetings of the National Council by posting notices to the last known address at least three days from the time fixed for the Meeting.
- 19.5 At all times the National Council Standing Orders shall be adhered to.
- 19.6 The National Council is the sole authority within the Association for the interpretation of the Rules of the Association (Rule 23.3) by laws and regulations and the decision of the National Council upon any question of interpretation, or upon any matter affecting the Association and not provided for in the Rules of the Association shall be final and binding on all Members. The National Council shall have the power to transmit that resolution to that Branch and after a lapse of 21 days from that date, the National Council may, by further resolution, declare vacant all Officers of that Branch Executive Committee and forthwith call a General Meeting of that Branch at which the National President, Vice President, or a Member of the National Council will attend and act as *Chairperson* and give to the meeting the reasons for the decisions of the National Council. The meeting shall then proceed to elect Members to fill the vacancies and shall do any other business at the meeting.
- 19.7 All expenses incurred by the National Council Members, as to travelling etc, may be borne by the Branch of which they are Members, with the exception of the National President and National Secretary which will be borne by National Council. No Branch to withhold National Council Members from attending a meeting, eg by refusing to meet the aforesaid expenses.
- 19.8 The National Council shall decide from time to time on the allowance paid to the National Secretary.
- 19.9 The National Council funds shall be operated under two signatures as appointed by National Council.
- 19.10 Branches may appoint a proxy. The proxy will have no other duty than to act for that branch and carry out their instructions. In matters of urgency affecting national policy, a phone linked message can be organised by the National Secretary.

**20. Peggy Warren Memorial Trophy**

The Trophy to be awarded under the following conditions

1. Awarded to the Branch with the highest percentage intake of FULL MEMBERS in the previous year, based on the number of FULL MEMBERS in that Branch at the beginning of that year.
2. Does not include Rejoining Members.
3. Does not include Members of any other Branch.
4. To be presented Annually by a Member of National Council or their Representative.
5. Trophy to be returned to the National Secretary before the next National Council Meeting or National Conference whichever the case may be.
6. If the Trophy is lost or damaged whilst in the possession of a Branch, it is that Branch's responsibility to repair or replace.

**21. Affiliates**

The following Associations are affiliated to the Royal New Zealand Naval Association (Inc).

- 21.1 Royal New Zealand Naval Women's Association.
- i Affiliation Fee of \$50.00 is payable annually.
  - ii Affiliation Fee to be set at the National Conference of Branch Delegates.
  - iii Entitled to one Delegate who is allocated one vote at the National Conference of Branch Delegates.

**AMMENDMENTS**

These Rules were passed in their entirety at the Inaugural Meeting of the Royal New Zealand Naval Association on Sunday 13<sup>th</sup> May 2007.


*(Refer Branch Rule Amendment List for Amendments)*

Amendment No 1: 11<sup>th</sup> April 2009 Passed at National Conference of Branch Delegates



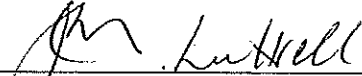
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I am a member of the Royal New Zealand Naval Association (Inc)  
Keith Gordon  
National President  
Royal New Zealand Naval Association (Inc)



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I am a member of the Royal New Zealand Naval Association (Inc)  
Brian Gill  
National Secretary  
Royal New Zealand Naval Association (Inc)



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I am a member of the Royal New Zealand Naval Association (Inc)  
Jan Luttrell  
National Senior Vice President  
Royal New Zealand Naval Association (Inc)