

## Section 1 - Name objects and particulars

COPY

### 1. Name

- 1.1 The name of the Association is **SAPPER'S ASSOCIATION (N Z) INCORPORATED** ("the Association").

### 2. Objects

- 2.1 The objects of the Association are:

- (a) To keep alive the spirit of unity amongst all ranks of the Corps of Royal New Zealand Engineers ("**the Corps**") whether serving or not, and thereby encourage the esprit-de-corps of the Corps;
- (b) To publicise the activities of Corps units and foster interest and pride as a stimulus to recruiting thereby building up and maintaining these units at strength;
- (c) To promote interest in the Corps by the control, encouragement and organisation of social functions which would assist in building up the esprit-de-corps of active units;
- (d) To assist in and organise the raising of funds for special purposes;
- (e) To promote Sapper welfare both in the Regular and Territorial forces and in civilian life;
- (f) To support and foster all Sapper reunions and functions held in New Zealand in such a manner to be determined by the Council;
- (g) To maintain friendly relationships with Sapper organisations throughout the world from whatever nation;
- (h) To assist in the maintenance and management of the Corps Memorial Centre at Linton Military Camp and its contents and the Corps artefacts and memorabilia wherever located in New Zealand;
- (i) Any purpose or purposes whether such purpose or purposes relates to the relief of poverty, the advancement of education or religion or any other matter beneficial to the Community which in accordance with the laws of New Zealand is or are charitable

PROVIDED HOWEVER that if by reason of any alteration in the law relating to income tax it is at any time necessary to amend such purposes in order to preserve the right to exemption from income tax of the kind referred to in ss CB 4 (1) (c) and CB 4 (1) (e) of the Income Tax Act 1994 such purposes shall thereupon be deemed to be amended to the extent necessary.



### Definitions & Interpretation

3.1 The following terms have the meanings given to them where the context permits:

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<b>Term</b>	<b>Meaning</b>
Biennial Meeting Month	Within four (4) months of the Balance Date
Balance Date	31st December
Cheque Signatories	Two (2) members of the Council at least one of whom must be the President or a Vice-President
Council	A Council comprising the Officers of the Association but excluding the Patron and Vice-Patrons
Common Seal Signatories	The President or a Vice President and one other Council Member
Financial Year	The year ending on the Balance Date.
Quorum for Council Meetings	Five (5) members of the Council
Quorum for Members Meetings	At least twenty (20) members
Association's Address	C/- R S A , P O Box 88, Palmerston North

### **Definitions**

#### 3.2 In these Rules:

- "Act" means the Incorporated Societies Act 1908.
- "special resolution" means a resolution passed by at least 75% of those persons present at a meeting and entitled to vote.

### **Interpretation**

#### 3.3 In these Rules:

- a. a reference to a person includes any other entity or association recognised by law and the reverse;
- b. words referring to the singular include the plural and the reverse;
- c. clause headings are for reference purposes only;
- d. a reference to a statute includes:
  - all regulations under that statute; and
  - all amendments to that statute; and
  - any statute substituting for it which incorporates any of its provisions
- e. all periods of time or notice exclude the days on which they are given.

- f. reference to the masculine includes the feminine

## **Section 2 – Membership**

### **4. Classes of membership**

- 4.1 The Membership of the Association is divided into 2 classes:
- a. Members
  - b. Honorary Members

### **5. Members**

- 5.1
- a. Any person who has served or is serving in any Sapper Unit of Her Majesty's Forces, in war or peace, for any period, whose names have been entered on the Association's roll of members and who have paid an entry fee (if required at the time of their entry as a member) and a subscription may be nominated as a Member.
  - b. The nomination must be in writing.
  - c. The nomination must be sent or given to the Secretary.
  - d. The nomination must be approved by the Council.

### **6. Honorary Members**

- 6.1
- a. Any member who is interested in the furtherance of the aims and objects of the Association and who has given outstanding service to the Association may be nominated as an Honorary Member with the prior approval of the Council.
  - b. Such nomination must be in writing and signed by two (2) existing Members as proposer and seconder respectively.
  - c. The nomination must be approved by special resolution at a meeting of members.
  - d. Prior to such meeting the names of prospective Honorary members shall in the first instance be submitted to the Council for recommendation and if so recommended shall be circulated to members before the next meeting of members.
- 6.2 **Privileges of Honorary Members**
- a. Honorary Members need not pay any Membership Fee.

- b. Honorary Members will enjoy all the rights and privileges of membership and are included in the term "Members" for the purposes of these Rules.

## 7. **Roll of Members**

A roll of members shall be kept up to date by the Secretary as follows :

- a. Roll of Members consisting of all present and past members showing full name, present or past rank, regimental number(s) and address, together with a brief summary of all units served with and a record of all honours and awards earned.
- b. Roll of Honorary Members consisting of persons elected as such at a General Meeting of the Association showing full name and address at the time of entry on the Roll of Honorary Members and a summary of the reasons for appointment to Honorary Membership.
- c. Roll of Corresponding Officers consisting of persons appointed as such.

## 8. **Meetings of members**

### **Calling of Meetings**

- 8.1 A meeting of Members may be called on the authority of the Council. The Council shall convene a Meeting of Members within fourteen (14) days of receipt by the Secretary of a requisition for a meeting signed by not less than twenty (20) financial members of the Association.

### **Notice of meetings**

- 8.2 a. Every Member must be sent written notice of the time and place of each meeting of Members.
- b. The notice must be sent at least 14 days before the meeting.

### **Contents of notice**

- 8.3 Each notice must include:
  - a. An agenda for the meeting; and
  - b. The text for any special resolution to be put to the meeting.

### **Omission to send notice**

- 8.4 The accidental omission to give a notice of a meeting to, or the non receipt of a notice of a meeting by, any Member will not invalidate the proceedings at that meeting.

### **Chairperson**

- 8.5
- a. The President will chair all meetings of Members.
  - b. If the President is not present within 15 minutes of the start time, the Senior Vice-President will chair the meeting.
  - c. If neither the President nor the Senior Vice-President is present at the meeting within 15 minutes of the start time the Junior Vice-President will chair the Meeting.
  - d. If neither the President nor either of the Vice-Presidents are present at the Meeting within 15 minutes of the start time those present may elect a Chairperson for that Meeting.

### **Quorum**

- 8.6.
- a. Subject to the rest of this clause no business may be transacted at a meeting of Members if a Quorum for Members' Meetings is not present.
  - b. If a quorum is not present within 30 minutes of the start time for the meeting, the meeting will be adjourned to:
    - i. The same day in the following week at the same time and place; or
    - ii. To a date (at least five Working Days later) and at a time and place all fixed by those Members who are present.

If a quorum is not present for the adjourned meeting within 30 minutes of the start time the Members present will be a quorum.

### **Adjournments**

- 8.7
- a. The chairperson may adjourn a meeting of Members from time to time and from place to place, but no business can be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
  - b. The chairperson must adjourn the meeting as above if directed to do so by the meeting.

### **Notices of Motion**

- 8.8
- Notices of Motion in respect of any matter to be dealt with at a meeting of members shall be sent to the Secretary at least twenty one (21) days before any meeting for inclusion in the meeting papers. The meeting may deal with notices of motion which have not been circulated if the meeting so agreed with the exception of any notice of motion detailing amendments to these rules which must have been circulated prior to the meeting.

**Voting**

- 8.9 a. Voting at each meeting of Members will be by:
- i. Voting by voice; or
  - ii. Voting by show of hands.
- The chairperson will decide which method is used but must comply with any request for voting by a show of hands made by a Member entitled to vote.
- b. A declaration by the chairperson of a meeting that a resolution is carried by the necessary majority is conclusive evidence of that fact.
  - c. The chairperson of each meeting will be entitled to a second or casting vote.
  - d. Subject to these Rules every other Member present has 1 vote.

**Decisions**

- 8.10 All decisions of Members' meetings will be made by a majority of the votes of those Members present and entitled to vote unless these Rules provide otherwise.

**Proxies**

- 8.11 a. A Member may appoint a proxy to vote on behalf of the Member at a meeting of Members.
- b. The appointment must be in writing and received by the Secretary at least 24 hours before the start time for the meeting.
  - c. The appointment may require the proxy to vote in the manner specified in the appointment.
  - d. A Member will be deemed to be present at a meeting of Members if his or her properly appointed proxy is present.

**Postal ballot**

- 8.12 a. The Council may seek any resolution of Members by postal ballot.
- b. The rules applying to quorums and voting will, with any necessary changes, apply to postal ballots.
  - c. The Council must make sure that Members are fully informed of all relevant issues relating to a postal ballot.
  - d. The Council may otherwise decide how to conduct a postal ballot.

**Minutes**

- 8.13 Minutes must be kept of all proceedings at all Members' meetings.

**Other proceedings**

- 8.14 Except as provided in these Rules and any regulations made under these Rules each meeting of Members may regulate its own procedure.

### **Procedural omissions**

- 8.15 The inadvertent omission of any procedural requirement for any Members' meeting will not invalidate the proceedings at that meeting.

## **9. Biennial meeting**

- 9.1 a. A Biennial Meeting of Members shall be held every second year ("**the Biennial Meeting**") in the Biennial Meeting Month.
- b. The following business will be considered at the Biennial Meeting:
- i. Receipt from the Council of a report, balance sheet and statement of accounts for the preceding year.
  - ii. The election of officers.
  - iii. The appointment of an auditor.
  - iv. The fixing of the Membership Fee and Entrance Fee for the coming 2 years.
  - v. Consideration of any proposed special resolution of Members which must have been received by the Secretary in writing at least 21 Working Days before the date of the meeting unless it is proposed by the Council.
  - vi. General business
- c. Failure to hold the Biennial Meeting in the Biennial Meeting Month will not invalidate the proceedings of an Biennial Meeting which is held in any other month.

## **9.2 Annual Meeting**

Every year in which a Biennial Meeting is not held the Association shall cause to be held within the same period a meeting of Members inter alia to comply with the provisions of Section 23 of the Act in respect of the required annual financial statements.

## **10 Entrance fees**

### **Amount of entrance fee**

- 10.1 The Members may from time to time at the Biennial Meeting fix an Entrance Fee which must be paid by all new Members.

### **Payment of entrance fee**

- 10.2 Entrance Fees must be paid within 30 Working Days of a person being advised that the Council has approved his membership.

## **11. Membership fees**

### **Amount of membership fee**

- 11.1 A Membership Fee will be fixed from time to time by the Members at the Biennial Meeting.

### **Loss of rights**

- 11.2 No person whose Entrance Fee or Membership Fee is due and not paid may vote at a meeting of Members or enjoy any of the other rights or privileges of Membership.

## **12. Termination of membership**

### **Preliminary decision to remove member**

- 12.1 The Council may decide to consider ending the membership of any Member:
- a. If any payment due by the Member to the Association is at least 30 days overdue; or
  - b. If the Member fails to observe these Rules or any regulations made under these Rules; or
  - c. If the Council considers that the conduct of the Member has adversely affected the reputation of the Association or may do so.

### **Notice to member**

- 12.2 The Council must then:
- a. Give the Member written notice of its decision and the reasons for it.
  - b. Allow the Member a reasonable time to remedy any default which can be remedied.
  - c. Give the Member a reasonable time and opportunity to explain his actions.

### **Member's right to explain**

- 12.3 The Member may explain his actions:
- a. By letter to the Council.
  - b. In person before the Council either with or without a representative.
  - c. By a representative who appears before the Council.

### **Removal of member**

- 12.4 The Council may by special resolution decide to terminate the Member's membership if:
- a. The default cannot be remedied or, is not remedied within the time allowed by the Council; and
  - b. The Member does not offer an explanation within the time allowed; or

- c. The Council does not accept the Member's explanation.

The Council must then give written notice of termination to the Member.

#### **Resignation of members**

- 12.5 a. A Member may resign from the Association by giving at least 15 Working Days prior written notice to the Secretary.
- b. The Council may decline to accept the resignation of a Member until all moneys due by the Member to the Association have been paid.
- c. Acceptance of a resignation will not limit the operation of the following rule.

#### **Consequences of termination of membership**

- 12.6 A person who ceases to be a Member for any reason:
  - a. Will still be liable to the Association for payment of all moneys which are due for payment before his or her membership ends; and
  - b. Must immediately return to the Secretary all the Association's property which is in the person's possession or control; and
  - c. Must not hold himself out in the future as a Member of the Association.

## **Section 3 - Officers**

### **13. Officers of the Association**

- 13.1 The Officers of the Association shall consist of a Patron, a number of Vice-Patrons, a President, the immediate past- President, two Vice-Presidents (one senior, one junior), a Secretary, a Treasurer plus not more than eight additional members of the Association one of whom shall be a serving Sapper.

#### **Corresponding Officers**

- 13.2 Corresponding officers shall be persons representing Sapper Units and/or Sapper interests. They shall be entitled to receive minutes of Council meetings and general meetings and shall be entitled to make and speak to suggestions and recommendations to the Council. Corresponding officers shall include the following or their representatives :
  - i. The Colonel Commandant
  - ii. The Regimental Colonel RNZE and/or Commanding Officer 2 Engineer Regiment
  - iii. Such other persons appointed from time to time.

## 14 **Election of Officers**

### **Election**

- 14.1 The Officers will be elected at the Biennial Meeting provided however that to preserve continuity of management and administration the two Vice-Presidents, Secretary and Treasurer may continue in office unless their appointment is terminated by election of another person, by resignation or death or by the Council. All other Councillors shall be elected at the Biennial general meeting from members who signify their willingness to accept office. The President shall be Chairperson of the Council.,

### **Nomination for Officers**

- 14.2 Nominations for election of Officers must be -
- a. In writing; and
  - b. Signed by two Members as proposer and seconder respectively; and
  - c. Received by the Secretary at least 21 days before the Annual Meeting.

### **Resignation**

- 14.3 Except as provided in Rule 16.1 all officers shall be deemed to have resigned at the time of the Biennial General Meeting but may be nominated for re-election.

## **Section 4 – Council**

### 15. **Council**

The Officers of the Association with the exception of the Patron and Vice Patrons shall comprise the Council of the Association.

### 16. **Council's Responsibilities**

#### **Conduct of Association's affairs**

- 16.1 (a) The Council will be responsible for the conduct of the Association's affairs.
- (b) At its first Meeting the Council shall appoint from its members as required, the Chairmen of sub-committees who shall continue in such office until the election of a new Council at the next annual general meeting. The sub-Committees should include –
- (i) Rules
  - (ii) Reunions
  - (iii) Welfare
  - (iv) Publicity/Public Relations

- (v) Merit awards and such other sub-committees as the Council may from time to time deem necessary. The merit awards sub-committee shall include the Patron, President, Secretary and all current holders of the merit award.

Such sub-committees shall conduct their affairs as they think fit.

#### **Directions by members**

- 16.2 If, however, a Members' meeting gives the Council any valid directions the Council must exercise its powers in accordance with those directions.

#### **Council Authority**

- 16.3 The Council shall have the authority to co-opt any member of the Association for assistance or work in connection with the Association's activities provided that the consent of any such co-opted member is first obtained.

### **17. Council meetings**

#### **Notice of meetings**

- 17.1 a. At least fourteen (14) days prior written notice of all Council meetings must be given to each Council Member.
- b. This notice requirement may, however, be waived for any Council meeting or meetings if all the Council members agree to the waiver.

#### **Chairperson**

- 17.2 a. The President will chair all Council meetings.
- b. If the President is not present within 15 minutes of the start time, the Senior Vice-President will chair the Council meeting.
- c. If neither the President nor the Senior Vice-President is present at the Council meeting within 15 minutes of the start time the Junior Vice-President will chair the Council meeting.
- d. If neither the President nor either of the Vice-Presidents are present at the Council meeting within 15 minutes of the start time those present may elect as Chairperson for that Council meeting.

#### **Quorum**

- 17.3 a. Subject to the rest of this clause no business may be transacted at a Council meeting if a Quorum for Council Meetings is not present.
- b. If a quorum is not present within 30 minutes of the start time for the Council meeting, the Council meeting will be adjourned to :
- i. The same day in the following week at the same time and place; or

- ii To a date, time and place fixed by those of the Committee who are present

### **Adjournments**

- 17.4 a. The chairperson may adjourn a Council meeting from time to time and from place to place, but no business can be transacted at any adjourned Council meeting other than the business left unfinished at the Council meeting from which the adjournment took place.
- b. The chairperson must adjourn the meeting as above if directed to do so by the Council meeting.

### **Voting**

- 17.5 a. Voting at each Council meeting will be by:
  - i. Voting by voice; or
  - ii. Voting by show of hands.

The chairperson will decide which method is used but must comply with any request for voting by a show of hands made by a Council member.
- b. A declaration by the chairperson of a Council meeting that a resolution is carried by the necessary majority is conclusive evidence of that fact.
- c. The chairperson of each Council meeting will be entitled to a second or casting vote.
- d. Every other Council member present has 1 vote.

### **Decisions**

- 17.6 All decisions of Council meetings will be made by a majority of the votes of the Council members present and entitled to vote unless these Rules provide otherwise.

### **Minutes**

- 17.7 Minutes must be kept of all proceedings at all Council meetings.

### **Telephone conference**

- 17.8 Council meetings may be held by telephone conference call (or any similar audio or audio/visual communication) provided each of the Council members participating can at all times during the meeting hear and communicate with all of the other participating Council members.

### **Omissions**

- 17.9 The inadvertent omission of any procedural requirement for any Council meeting will not invalidate the proceedings at that meeting.

**Casual Vacancies**

- 17.10 Any vacancy in any office may be temporarily filled by the Council and any person so appointed shall continue as appointed until the next annual general meeting.

**Section 5 – Financial**

**18. Fund Raising**

- 18.1 The Association shall raise funds amongst its members and from any other sources authorised by Council sufficient only for the requirement of its activities. Association funds shall not be used for the personal benefit of any member or class of members except out of a special welfare fund which the Council may determine to establish at any time.

**Funds to be banked**

- 18.2 All funds received by the Association must be paid into its bank account.

**Cheque signing**

- 18.3 All cheques or withdrawals made from the bank account must be signed by the Cheque Signatories.

**Investment**

- 18.4 The Association may invest its funds as it thinks fit.

**Borrowing**

- 18.5 The Association may borrow funds as it thinks fit.

**Annual accounts**

- 18.6 a. The Council must arrange for annual accounts of the Association to be promptly prepared in accordance with accepted accounting principles after the Balance Date each year.
- b. The annual accounts for the preceding Financial Year must be submitted to each Annual Meeting.

**Auditor**

- 18.7 a. The Association's books must be audited each year.
- b. The auditor's report must be submitted to the Annual Meeting with the annual accounts.
- c. The auditor will be appointed at the Annual Meeting each year.

**Imprest Account**

- 18.8 The Treasurer shall be authorised to maintain an Imprest Petty Cash account. The Council shall approve the maximum amount of petty cash to be held at any one time. The Treasurer shall present at each Council meeting a statement of accounts due for payment.

#### **The Guardians of the Trust Fund**

- 18.9 The Council shall appoint not more than four (4) members of the Association as guardians of the Association's funds. Such persons shall be responsible to advise the Council from time to time on the proper investment of the Association's funds. The guardians shall maintain and from time to time review a portfolio of investments and shall advise the Council of their recommendations in respect of investment or realisation and reinvestment. The guardians shall appoint one of their number to be convenor and he, if not already an elected member of the Council, shall attend Council meetings when called upon to do so. Each guardian shall be appointed for a maximum of three (3) years.

## **Section 6 – General**

### **19. Branches**

#### **Establishment of Branch**

- 19.1 The Council shall have the power to establish any Branch of the Association at any place within New Zealand. Any such branch shall be affiliated to the Association and its financial management shall remain the responsibility of the Council who shall be entitled to create an Imprest Account for the operation of the Branch of such an amount and on such conditions as the Council shall determine. A full report of the operation of such Branch Imprest Account shall be tabled at each Council meeting.

#### **Election**

- 19.2 Any Branch shall be entitled to elect a President, Vice-President, Secretary and Treasurer and up to four other members to form a Branch committee. The Branch Committee shall also have authority to co-opt any members in the same manner as set out in Clause 16.3.

#### **Responsibility of Branch Committee**

- 19.3 The Branch committee shall be responsible for the operations of the Branch.

#### **Council Authority**

- 19.4 Notwithstanding any determination made by the Branch committee the same shall be subject in all things to the over-riding authority of the Council at any Council meeting.

#### **Dissolution of Branch**

- 19.5 Any Branch of the Association may be dissolved by ordinary resolution of any meeting of the Association.

### **Branch Affairs**

- 19.6 Except as set out above any Branch shall be entitled to order and conduct its affairs in such manner as it shall think fit subject to an over-riding responsibility to ensure that the reputation of the Association is maintained at all times.

## **20. Rules and regulations**

### **Regulations**

- 20.1 a. A Member's meeting may by special resolution make and change regulations concerning its business and the conduct of its Members.
- b. The regulations must not be inconsistent with these Rules.

### **No rules**

- 20.2 a. If anything for which there is no applicable Rule or regulation arises the matter will be decided by the Council.
- b. The Council's decision will be final.

### **Alteration to rules**

- 22.3 These Rules may be changed by a special resolution of a meeting of Members.

## **21. Common seal**

### **Common seal**

- 21.1 The Association will have a Common Seal.

### **Use of common seal**

- 21.2 The use of the Common Seal must be authorised by the Council.

### **Witnesses**

- 21.3 The affixing of the Common Seal must be witnessed by the Common Seal Signatories.

### **Control of common seal**

- 21.4 The Common Seal will be kept under the control of the Secretary or any other person appointed by the Council.

## **22. Registered office**

### **Situation of registered office**

- 22.1 The Association's Address will be its registered office.

### **Change of registered office**

22.2 The Council may change the Association's Address from time to time.

**Notice of change**

22.3 The Council must give the Registrar of Incorporated Societies and the Members written notice of any change of the Association's Address.

**23. Service of notices**

**Service by post or delivery**

23.1 Every notice required to be given to a Member (including a Council member) will be deemed to have been given when it is posted by pre-paid post to, or left at, the Member's last known address or place of business.

**Personal service**

23.2 Notices may be given to Members (including Council members) in person.

**Publication**

23.3 If determined by Council any notice required to be given to a Member (including a Council Member) will be deemed to have been given when it is published in an issue of the Association's publication "The N Z Sapper".

**24. Confidentiality**

**Association's affairs - confidential**

24.1 The affairs of the Association are confidential and Members must not disclose them to any third party except:

- a. For the purposes of obtaining professional advice; or
- b. To the extent required by law.

**Continuing obligations**

24.2 Each Member's obligations in this clause continue after their membership ceases.

**25. Liquidation**

**Members liquidation**

- 25.1 a. A Members' meeting may appoint a liquidator ("the Resolution").
- b. The Resolution must then be confirmed by another Members' meeting held at least 30 days after the Resolution was passed.
- c. The Association may then be placed into liquidation.

**Surplus assets**

25.2 On liquidation the Association's surplus assets (after the discharge and payment of all of the Association's liabilities) will be paid:

- a. To an institution having objects similar to those of the Association and chosen by the Members or, by the Council, if the Members do not choose; or
- b. If no appropriate institution can be found to a charity or charities in New Zealand chosen by the Members or, by the Council, if the Members do not choose.
- c. Surplus assets may not be directly or indirectly distributed to the Members.

## **26 Award for Meritorious Service to the Association**

- 26.1 The Association shall have a special meritorious service badge which may be awarded at an annual general meeting based upon the recommendation of the merit award sub-committee.
- 26.2 The award shall only be made for outstanding and high quality service to the Association. That standard is to be jealously guarded to ensure that all awards are made only for appropriate reasons.
- 26.3 Any member of the Association may nominate in writing any other member of the Association for a meritorious service award. Nominations should be made at least three (3) months before the annual general meeting. Any nominations made within three (3) months of the annual general meeting shall unless special circumstances exist (to be accepted by the Council) would normally be deferred to the following year.