

## **Constitution**

**Returned & Services League of Australia (Queensland Branch)**

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# **Returned & Services League of Australia (Queensland Branch)**

## **1. Nature of RSL (Queensland Branch) and liability**

### **Nature of RSL (Queensland Branch)**

- 1.1 RSL (Queensland Branch) is a body corporate pursuant to the *Religious, Educational and Charitable Institutions Act 1861*.
- 1.2 RSL (Queensland Branch) is an independent branch of the League.
- 1.3 If 75% of the total number of Service and Life Members of the League within the jurisdiction of RSL (Queensland Branch) so resolve, RSL (Queensland Branch) may secede from the League. The manner in which the wishes of such Service and Life Members shall be ascertained shall be as directed by National Congress.

### **Liability of the Members on winding up**

- 1.4 A Member is not personally liable, to contribute towards the payment of the debts and liabilities of RSL (Queensland Branch) or the costs, charges and expenses of a winding-up of RSL (Queensland Branch).

## **2. Objects**

- 2.1 The objects for which the RSL (Queensland Branch) is established are:
  - 2.1.1 provide for the sick, helpless, wounded, aged, vulnerable, destitute and needy among those who are serving or who have served in the Australian Defence Forces and their dependants;
  - 2.1.2 perpetuate the close and kindly ties of friendship created by a mutual service in the Australian Defence Force or in the forces of nations traditionally allied with Australia and the recollections associated with that experience;
  - 2.1.3 maintain a proper standard of dignity and honour among all past and present members of the Defence Forces of the nation and to set an example of public spirit and noble hearted endeavour;
  - 2.1.4 preserve the memory and the records of those who suffered and died for Australia, erect monuments to their valour, provide them with suitable burial places, and establish and preserve, in their honour, the annual commemoration days known as ANZAC Day, Remembrance Day and other commemorative days;
  - 2.1.5 encourage loyalty to Australia and secure patriotic service in the interests of Australia;
  - 2.1.6 protect the good name and preserve the interests and standing of members of the Australian Defence Force;
  - 2.1.7 encourage Members, as citizens, to serve Australia with that spirit of self-sacrifice and loyalty with which they served as members of the Australian Defence Forces; and
  - 2.1.8 provide welfare to the sick, helpless, wounded, vulnerable, aged, destitute and needy.

- 2.2 In furtherance of the objects, the RSL (Queensland Branch) may do any or all of the following:
- 2.2.1 be part of a national association which is non sectarian, and in relation to party politics, non partisan;
  - 2.2.2 establish and accept trusts having for their objects the welfare and benefit of members of the League, its branches, or Sub- Branches, or of any member, or ex-member, of the Australian Defence Force, or their dependants;
  - 2.2.3 establish Women's Auxiliary and Citizens' Auxiliary branches of the League throughout the State of Queensland and in such other places as RSL (Queensland Branch) may, from time to time determine;
  - 2.2.4 seek the cooperation of like associations, corporations and/or other persons to further the welfare and commemorative/patriotic objects;
  - 2.2.5 undertake all manner of charitable or other work to further the objects and to accept any specific or general gifts or bequests for such charitable or other purposes, whether conditional or not;
  - 2.2.6 make grants to and give assistance to such persons, trusts, groups, associations, societies, institutions or other organisations and authorities and to establish such scholarships as RSL (Queensland Branch) may, from time to time, determine;
  - 2.2.7 raise money to further the aims of the RSL (Queensland Branch) and to secure sufficient funds for the purposes of the RSL (Queensland Branch);
  - 2.2.8 receive any funds and to distribute these funds in a manner that best attains the objects of the RSL (Queensland Branch); and
  - 2.2.9 doing all such things as are incidental, convenient or conducive to the attainment of all or any of the objects of the RSL (Queensland Branch).

### **Application of income and property**

- 2.3 The income and property of RSL (Queensland Branch) must be applied solely to the purpose of promoting and fulfilling the Objects.

### **No distribution to Members**

- 2.4 No portion of the income or property of RSL (Queensland Branch) is to be distributed, paid or transferred by way of bonus, dividend or other similar payment to any Member.

## **3. Membership**

### **Classes of Membership**

- 3.1 The members of RSL (Queensland Branch) shall comprise:

- 3.1.1 Service Members; and
- 3.1.2 Life Members;

who shall have all of the rights of members of RSL (Queensland Branch) under and in accordance with this constitution, including the right:

- 3.1.3 to vote at their Sub-Branch general meetings;
- 3.1.4 to be appointed a Delegate; and
- 3.1.5 to stand for election to the Board, subject to any limitations:
  - (a) in this constitution;
  - (b) in the League Constitution; or
  - (c) at law.
- 3.2 RSL (Queensland Branch) may, in its discretion, approve categories of non-voting members for Sub-Branches, which shall comprise a single class of membership (which, for the sake of clarity, may be broken down further into categories of membership) and such non-voting members shall have the rights of membership provided in the relevant Sub-Branch rules, but for the avoidance of doubt, they shall not be entitled to:
  - 3.2.1 vote at general meetings of members either at a Sub-Branch or District Branch; or
  - 3.2.2 be appointed a Delegate;where so stated in the relevant Sub-Branch rules.
- 3.3 RSL (Queensland Branch) may, in its discretion, approve categories of voting members for Sub-Branches, which shall comprise a category of voting membership and such voting members shall have the rights of membership provided in the relevant Sub-Branch rules, but for the avoidance of doubt, they shall not be entitled to:
  - 3.3.1 vote at general meetings of members either at a Sub-Branch or District Branch unless limited voting rights are provided to a category of member, in which case such member may not vote on League matters;
  - 3.3.2 be appointed a Delegate; and
  - 3.3.3 where so stated in the relevant Sub-Branch rules, stand for election to the Board.

### **Membership**

- 3.4 Each Member of the League under the jurisdiction of RSL (Queensland Branch), shall be recorded as a Member in either:
  - 3.4.1 a Sub-Branch register of members;
  - 3.4.2 the Unattached List of Members; or
  - 3.4.3 the Miscellaneous List of Members.

### **Categories of members**

- 3.5 The Membership Eligibility Criteria for each category of membership is set out in the by-laws promulgated by the Board.

### **Voting Members**

- 3.6 Different categories of Members are as follows:
  - 3.6.1 Service Members; and
  - 3.6.2 Life Members.



### **Membership limitations**

3.7 The number of Service Members is unlimited.

### **Membership not transferrable**

3.8 A Member's rights, privileges and benefits of membership are personal to that Member and membership of the RSL (Queensland Branch) is not transferable.

### **Application for membership**

3.9 Subject to the State Branch by-laws, all applications for membership shall be the responsibility of the Sub-Branch which receives the applicant's application for membership.

### **Members**

3.10 All Members must do all of the following:

- 3.10.1 pay the application fee, if any, determined in accordance with clause 4.1;
- 3.10.2 in order to maintain membership, pay the annual subscription in accordance with clause 4.2, unless otherwise excused;
- 3.10.3 comply with the provisions of the League Constitution and any League By-Laws;
- 3.10.4 comply with the provisions of this constitution and any State Branch by-laws; and
- 3.10.5 otherwise comply with the provisions of the constitution and any by-laws promulgated by the Sub-Branch to which the Member belongs.

### **Form of Application**

3.11 An application for membership must comply with at least the following requirements:

- 3.11.1 it must be signed by the applicant;
- 3.11.2 it must be accompanied by such documents or evidence as to qualification for membership/the category of membership applied for as the Board may determine from time to time; and
- 3.11.3 it must be accompanied by an application fee, if any, determined in accordance with clause 4.1.

### **Admission to Membership**

3.12 The Board must, either through the Board or delegated officer, consider an application for membership if the Member is or is intended to be entered on either:

- 3.12.1 the Unattached List of Members; or
  - 3.12.2 the Miscellaneous List of Members,
- as soon as practicable after its receipt and either:
- 3.12.3 determine the admission or rejection of the applicant; or
  - 3.12.4 forward the application for membership to the appropriate Sub-Branch to consider and determine the application.

- 3.13 The application will be determined in accordance with clause 3.14 and the Board may in its absolute discretion determine the category of membership suitable for an applicant.
- 3.14 In determining an application under clause 3.12.3:
- 3.14.1 the Board or delegated officer must comply with the League Rules regarding membership; and
  - 3.14.2 if an application for membership is rejected, the Board or delegated officer will advise the applicant of any right to appeal the decision, if provided for in the League Constitution or League By-Laws.
- 3.15 If an applicant is accepted for membership under clause 3.12.3, the Secretary must notify the applicant of admission in the form of a receipt for the application fee, if any, and annual subscription or in such other form as the Board may determine from time to time and the name and details of the applicant must be entered in the Register.

### **Register of Members**

- 3.16 A Register of the Members of the RSL (Queensland Branch) must be kept.
- 3.17 The following details must be entered in the Register in respect of each Member:
- 3.17.1 the full name of the Member;
  - 3.17.2 the address of the Member;
  - 3.17.3 the category of membership;
  - 3.17.4 the date on which the entry of the Member's name in the Register is made.
- 3.18 The Register may also show the following information, which may be kept separately from the rest of the Register:
- 3.18.1 the name and details of each person who stopped being a Member within the last 7 years;
  - 3.18.2 the date on which each such person stopped being a Member;
  - 3.18.3 the telephone number, facsimile number and e-mail address (as applicable) of the Member;
  - 3.18.4 the date of last payment of the Member's annual subscription (if applicable); and
  - 3.18.5 such other information as the Board may require.
- 3.19 Each Member must notify the Secretary of RSL (Queensland Branch) or their Sub-Branch in writing of any change in that person's name, address, telephone or facsimile number or e-mail address within one month after the change.

### **Unattached List of Members**

- 3.20 RSL (Queensland Branch) shall keep and maintain a register to be known as the Unattached List of Members.

- 3.21 Persons becoming Service Members may request:
- 3.21.1 RSL (Queensland Branch) having jurisdiction over them to include them on the Unattached List of Members; or
  - 3.21.2 the Sub-Branch to which they belong to transfer them to the Unattached List of Members,
- if they do not wish to be a member of a Sub-Branch.
- 3.22 A Service or Life Member whose name is included on the Unattached List of Members may at any time request a transfer to a particular Sub-Branch or the unattached list of another State.
- 3.23 RSL (Queensland Branch) is responsible for transfer action, and the receiving Sub-Branch or other State Branch concerned may accept the transfer.

### **Miscellaneous List of Members**

- 3.24 RSL (Queensland Branch) shall keep and maintain a register to be known as the Miscellaneous List of Members.
- 3.25 There shall be recorded in the Miscellaneous List of Members the names of all those Service Members and Life Members who have been transferred consequent upon a determination made by RSL (Queensland Branch) Tribunal.
- 3.26 A Service Member who has been transferred to the Miscellaneous List of Members for a period of time as a result of a matter before the RSL (Queensland Branch) Tribunal shall, then at the conclusion of that period, be transferred to the Unattached List of Members.
- 3.27 If, instead of being transferred to the Unattached List of Members of RSL (Queensland Branch) under clause 3.26, the Service Member requests a transfer to a Sub-Branch or the unattached list of another State, then the prior approval of that Sub-Branch or State shall be obtained by the RSL (Queensland Branch). An application for transfer shall not be rejected on the same grounds, which resulted in the Service Member's transfer to the Miscellaneous List of Members.
- 3.28 The Sub-Branch to which a Service Member wishes to transfer from the Unattached List of Members may accept or reject a proposed transfer. If a Sub-Branch decides to reject the proposed transfer of a Service Member it shall advise the Service Member as appropriate, in writing within 14 days, together with the reasons for its decision and the Service Member's right of appeal, if any.
- 3.29 Within 28 days after the date of notification in writing referred to in clause 3.28, the Service Member may lodge an appeal in writing. Such an appeal shall be lodged, together with the sum to process the appeal as is determined and published by the Board through RSL (Queensland Branch).
- 3.30 In the case of a decision made by a Sub-Branch to reject an application, RSL (Queensland Branch) having jurisdiction over that Sub-Branch shall be responsible for resolving the appeal.
- 3.31 In the case of a decision made by RSL (Queensland Branch) to reject an application of the Member the Secretary shall notify the applicant of the decision and shall be final.

- 3.32 Service Members whose names are included in the Miscellaneous List of Members shall so long as their name is so included:
- 3.32.1 not be eligible to hold any office in the League; and
  - 3.32.2 not be eligible to be a Member of any Sub-Branch or attend, meet or be involved in any official activity or function conducted or sponsored by a Sub-Branch other than commemorative services.

#### **Readmission to membership**

- 3.33 Despite any other clause in this constitution, neither RSL (Queensland Branch) nor any Sub-Branch shall readmit a person as a Member if that person has ceased to be a Member as a result of a Termination Event, until such time as that person has been readmitted to membership by the National Executive, which governing body may call on RSL (Queensland Branch) to express a view regarding readmission of the person.

### **4. Application fee and annual subscription**

#### **Application fee**

- 4.1 The application fee payable by each applicant for membership is such sum as the Board may prescribe from time to time in respect of each category of membership, and for the avoidance of doubt may be nil.

#### **Annual subscription**

- 4.2 The annual subscription payable by a Member is such sum as the Board may prescribe from time to time in respect of each category of membership, and for the avoidance of doubt may be nil.
- 4.3 All annual subscriptions are due and payable in advance on 1 January in each year.
- 4.4 If a person applies for membership after 30 June in any year, the Board may reduce the annual subscription payable by the applicant in such manner as they think fit.

#### **Unpaid annual subscriptions**

- 4.5 A Member ceases to be entitled to any of the rights or privileges of membership if the annual subscription of a Member remains unpaid by 28 February in any year the annual subscription becomes payable.
- 4.6 If the annual subscription of a Member remains unpaid after 28 February, a notice of default is to be given to the Member by RSL (Queensland Branch).
- 4.7 The rights or privileges of membership may be reinstated in extenuating circumstances only, which circumstances shall be at the sole discretion of the Board, on payment by the Member of all arrears in the year in which the notice of default under clause 4.6 is given.

#### **Payment equals consent**

- 4.8 The payment of the application fee and annual subscription and any payment of subscription thereafter shall be deemed as that Member's consent to comply with this constitution as amended from time to time.

## **5. Removal, suspension and cessation of membership**

### **Resignation**

- 5.1 A Member may resign from membership of the RSL (Queensland Branch) by giving written notice to the Secretary or to his or her Sub-Branch.
- 5.2 The resignation of a Member is deemed to take effect from the date of receipt of the written notice of resignation or such later date as is provided in the notice.
- 5.3 For the avoidance of doubt, any Service Member or Life Member who resigns from a Sub-Branch and who subsequently rejoins the same or any other Sub-Branch shall be a "new applicant" under clause 3.9 for membership purposes.

### **Failure to pay**

- 5.4 If a Member has not paid all arrears of annual subscriptions in accordance with clause 4.3, each of the following applies in respect of that Member:
  - 5.4.1 the Member remains liable for all the obligations and liabilities of membership for six months after the date of notification under clause 4.6;
  - 5.4.2 the Member ceases to be a Member and the Member's name removed from the Register to the Unattached List of Members at the end of the six month period.

### **Removal from Membership**

- 5.5 If a Member conducts himself or herself in a way considered to be conduct unbecoming a Member then provided clauses 5.6 and 5.7 are complied with, the Board may resolve that:
  - 5.5.1 the Member be placed on a warning to improve his or her conduct;
  - 5.5.2 the Member be reprimanded;
  - 5.5.3 the Member be suspended from membership for a period not exceeding 3 months;
  - 5.5.4 the Member be removed from membership; and/or
  - 5.5.5 the Member and his/her conduct be referred for consideration by the RSL (Queensland Branch) Tribunal.
- 5.6 If the Board has reason to believe that a Member may be guilty of conduct unbecoming a Member, the Secretary must give the Member at least 14 days notice in writing to the Member of:
  - 5.6.1 the date, time and place of the meeting of the Board at which it will consider whether the Member has been guilty of such conduct; and
  - 5.6.2 a statement of the full and precise particulars of the conduct of the Member which will be considered by the Board.
- 5.7 The Board shall provide such further particulars of any of the matters set forth in the statement referred to under clause 5.6.2 either prior to or at the meeting called by the Board, if requested by the Member whose conduct is being considered.

- 5.8 The conduct referred to in clause 5.5 can include but is not limited to conduct whereby the Member:
- 5.8.1 has wilfully refused or neglected to comply with the provisions of the League Constitution or any League By-Laws;
  - 5.8.2 has been found to have engaged in conduct unbecoming a Member;
  - 5.8.3 has been found to have engaged in conduct subversive to the objects of the League;
  - 5.8.4 has been found to have engaged in conduct prejudicial to the interests of the League;
  - 5.8.5 has been found to have engaged in conduct detrimental to the interests of the Sub-Branch of which s/he is a Member;
  - 5.8.6 has been convicted of an indictable offence;
  - 5.8.7 has been found guilty of falsely representing him or herself to be a soldier, sailor or airman; or
  - 5.8.8 has been found guilty of wearing a service medal, award or decoration for which s/he is not authorised.
- 5.9 Where the Member under this rule is a Service Member or Life Member, the Member may avail himself or herself of any avenues of appeal so provided for in any of the rules and by-laws noted in clause 5.10 below, subject to any pre-conditions set out in those rules and by-laws.
- 5.10 The disciplinary provisions applying to RSL (Queensland Branch) shall be those set out in:
- 5.10.1 the League Constitution and League By-Laws;
  - 5.10.2 this constitution and the State Branch by-laws; and
  - 5.10.3 any applicable District Branch or Sub-Branch rules and by-laws.

### **Transfer of income or property**

- 5.11 The RSL (Queensland Branch) may not pay or transfer any income or property, directly or indirectly to any Member.

### **Payments, services and information**

- 5.12 Nothing in clause 5.11 prevents the RSL (Queensland Branch) making a payment in good faith of any of the following:
- 5.12.1 remuneration to any officers or employees of the RSL (Queensland Branch) for services actually rendered to the RSL (Queensland Branch) (including payment of directors' fees in accordance with clause 10.1);
  - 5.12.2 an amount to any Member in return for any services actually rendered to the RSL (Queensland Branch) or for goods supplied in the ordinary and usual course of business;
  - 5.12.3 reasonable and proper interest on money borrowed from any Member;
  - 5.12.4 reasonable and proper rent for premises let by any Member to the RSL (Queensland Branch); and

- 5.12.5 reimbursement of expenses reasonably and properly incurred by any Member on the RSL (Queensland Branch)'s behalf with the prior written consent of the Board.
- 5.13 Nothing in clause 5.11 prevents RSL (Queensland Branch) from pursuing its charitable objects through the application of income or property or distributing its funds to any persons contemplated by the objects in clause 2.1.1.

## **6. General meetings**

### **Convening of AGM**

- 6.1 The Board shall convene an AGM of all District Branches and Sub-Branches within its jurisdiction at least once a calendar year, at such time and place and on such date as the Board may determine.

### **Convening of general meetings**

- 6.2 General meetings of all District Branches and Sub-Branches within its jurisdiction must be convened at the written request of:
- 6.2.1 three quarters of the Board; or
  - 6.2.2 [three quarters of the State Council of District Presidents;](#)
  - 6.2.3 the Chair; or
  - 6.2.4 10% of Sub-Branches from within a District Branch, rounded up to the nearest whole number.
- 6.3 A written request mentioned in clause 6.2.4 must state:
- 6.3.1 why the special general meeting is being called; and
  - 6.3.2 the business to be conducted at the meeting including the resolutions to be voted upon.

### **General meetings to be convened**

- 6.4 The Board must hold a general meeting, or cause it to be held, if required to do so under this constitution.

### **Notice of general meeting**

- 6.5 The Board may give notice of a general meeting by any form of communication decided, in the discretion of the Board, however:
- 6.5.1 the notice of a general meeting must specify the place, the day and the hour of meeting and if the meeting is to be held in two or more places, the technology that will be used to facilitate the meeting; and
  - 6.5.2 the general nature of the business to be transacted.
- 6.6 The accidental omission to give notice of any general meeting to, or the non-receipt of a notice by, a person entitled to receive notice does not invalidate a resolution passed at the general meeting.

### **Cancellation of general meetings**

- 6.7 The Board may cancel a general meeting if notice of the cancellation is given to all persons entitled to receive notice of the meeting at least two business days prior to the time of the meeting as specified in notice of meeting.

### **Quorum at general meetings**

- 6.8 The general meeting may not transact any business unless a quorum of Delegates is present at the time when the meeting proceeds to business.
- 6.9 Except as otherwise set out in this constitution, Delegates representing 25% of Sub-Branches within the jurisdiction of RSL (Queensland Branch) present in person is a quorum.
- 6.10 If a quorum is not present within half an hour from the time appointed for the meeting or a longer period allowed by the chairperson:
- 6.10.1 if the meeting was convened by virtue of a request under clause 6.2.4, it must be dissolved;
- 6.10.2 if the meeting is convened by any other means, the meeting:
- (a) shall be adjourned for at least 7 days; and
- (b) the Board is to decide the day, time and place of the adjourned meeting.

### **Adjournment of meetings**

- 6.11 The chairperson:
- 6.11.1 must adjourn a meeting if the requirements of clause 6.10.2 are met; and
- 6.11.2 may, with the consent of any general meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting to another time and to another place.
- 6.12 The only business that may be transacted at any adjourned meeting is the business left unfinished at the meeting from which the adjournment took place.
- 6.13 When a meeting is adjourned for less than 30 days, it is not necessary to give a notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 6.14 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of calling an original general meeting.

### **Quorum at adjourned general meetings**

- 6.15 At the adjourned meeting Delegates representing 15% of Sub-Branches present is a quorum but if a quorum is not present within half an hour after the time appointed for the meeting, the meeting must be dissolved.

### **Appointment of chairperson**

- 6.16 Every general meeting must be chaired by a chairperson. The chairperson will be determined as follows:
- 6.16.1 if the Board has a ~~Chair~~chair, that person is entitled to chair every general meeting;
- 6.16.2 the Directors present at a general meeting must elect one of their number to chair that meeting if either of the following applies:
- (a) no ~~Chair~~chair has been elected in accordance with clause 9;
- (b) the ~~Chair~~chair is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act.



- 6.16.3 The Members present at a general meeting must elect one of the Members present to chair that meeting if either of the following applies:
- (a) there are no Directors present within 15 minutes after the time appointed for the holding of the meeting; and
  - (b) all Directors present decline to chair the meeting.

### **Chairperson's powers**

- 6.17 ~~The Chair or, if appointed, the~~The chairperson may temporarily vacate the chair at a general meeting in favour of another person present at any time and for any reason they see fit, and must do so if the Members are voting on the chairperson's election or re-election to the Board.
- 6.18 Subject to the terms of this constitution regarding adjournment of meetings, the chairperson's ruling on all matters relating to the order of business, procedure and conduct of the general meeting is final and no motion of dissent from a ruling of the chairperson may be accepted.
- 6.19 The chairperson may, in his or her absolute discretion, refuse any person admission to a general meeting, or expel the person from the general meeting and not permit them to return, if the chairperson reasonably considers that the person's conduct is inappropriate. Inappropriate conduct in a general meeting includes:
- 6.19.1 the use of offensive or abusive language which is directed to any person, object or thing;
  - 6.19.2 attendance at the meeting while under the influence of any kind of drug, or using or consuming any drug at the meeting, including any alcoholic substance; and/or
  - 6.19.3 possession of any article, including a recording device or other electronic device or a sign, banner or pamphlet, which the chairperson considers is dangerous, offensive or disruptive or likely to become so.

### **Voting on show of hands**

- 6.20 A question arising at a general meeting is to be decided by a majority vote of the Delegates present at the meeting and, if the votes are equal, the question is decided in the negative
- 6.21 At a general meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is demanded:
- 6.21.1 before that vote is taken; or
  - 6.21.2 before the result is declared; or
  - 6.21.3 immediately after the result is declared.
- 6.22 If a poll is not duly demanded, a declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the RSL (Queensland Branch), is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

### **Demand for a poll**

- 6.23 A poll may be demanded by either:
- 6.23.1 the chairperson; or
  - 6.23.2 at least five Delegates entitled to vote on the resolution.
- 6.24 The demand for a poll may be withdrawn.
- 6.25 The demand for a poll does not prevent the continuance of a meeting for the transaction of business other than the question on which a poll is demanded.
- 6.26 If a poll is duly demanded, it must be taken in the manner and, except as to the election of a chairperson or on a question of adjournment, either at once or after an interval or adjournment or otherwise as the chairperson directs. The result of the poll is the resolution of the meeting at which the poll is demanded.
- 6.27 A poll demanded on the election of a chairperson or on a question of adjournment must be taken immediately.

### **Voting rights at general meetings**

- 6.28 On a show of hands every Delegate present has one vote.
- 6.29 On a poll every Delegate present has one vote.

### **Vote of the chairperson at general meetings**

- 6.30 The chairperson of a general meeting has one deliberative vote only and does not have a second or casting vote at general meetings.

### **Objections to Delegate qualification**

- 6.31 No objection may be raised to the qualification of a Delegate except at the meeting or adjourned meeting at which the vote objected to is given or tendered.
- 6.32 An objection to the qualification of a Delegate must be referred to the chairperson, whose decision is final.
- 6.33 A vote not disallowed according to an objection as provided in this constitution is valid for all purposes.

### **Technology for general meetings**

- 6.34 A general meeting may be called or held using any technology consented to by all the Sub-Branches. The consent may be a standing one. A Sub-Branch may only withdraw their consent within a reasonable period before the meeting.

### **Resolution in writing**

- 6.35 A resolution in writing signed by all Delegates entitled to vote on the resolution is to be treated as a determination of the Delegates passed at a general meeting duly convened and held.

### **General meeting by postal ballot**

- 6.36 The Board may convene a general meeting to be conducted via postal ballot or any other acceptable communication method, to resolve any urgent matter of a specific nature, and about which reasonable notice has been previously given to all Districts and Sub-Branches.

## **Form of resolution in writing**

- 6.37 A resolution in writing may consist of several documents in like form, each signed by one or more Delegates and if so signed it takes effect on the latest date on which a Delegate signs one of the documents.
- 6.38 In relation to a resolution in writing a document generated by electronic means which purports to be a facsimile of a resolution of Delegates is to be treated as a resolution in writing and a document bearing a facsimile of a signature is to be treated as signed.

## **7. Delegates**

### **Appointment of Delegates**

- 7.1 District Branches and Sub-Branches may appoint a Service or Life Member of that District Branch or Sub-Branch as a Delegate.
- 7.2 A document appointing the Delegate must be in writing, in any form permitted by the Board and signed by the District Branch or Sub-Branch making the appointment.
- 7.3 A document, provided it is lodged with the Secretary 5 business days prior to any general meeting, may specify the manner in which the Delegate is to vote in respect of particular resolutions and, where the document so provides, the Delegate is not entitled to vote on the resolution except as specified in the document. For the sake of clarity, where no such document is lodged with the Secretary, the Delegate may vote as he or she sees fit.

### **Verification of Delegates**

- 7.4 Before the time for holding the meeting or adjourned meeting at which a Delegate proposes to vote, the document appointing the Delegate must be deposited with the RSL (Queensland Branch).
- 7.5 The document appointing the Delegate must be received at the Office, at a fax number at the Office or at another place, fax number or electronic address specified for that purpose in the notice convening the meeting not less than 5 business days before the time for holding the meeting.
- 7.6 If a general meeting has been adjourned, an appointment and any authority received by the RSL (Queensland Branch) at least 24 hours before the resumption of the meeting are effective for the resumed part of the meeting.

### **Validity of appointment of Delegates**

- 7.7 A document appointing a Delegate is invalid if it is not produced in accordance with clause 7.5 or 7.6.

### **Revocation of appointment of Delegate**

- 7.8 A vote given in accordance with the terms of a document appointing a Delegate is valid despite the occurrence of any one or more of the following events if no intimation in writing of any of those events has been received by the RSL (Queensland Branch) at the Office before the commencement of the meeting or adjourned meeting at which the document is used:
- 7.8.1 the unsoundness of mind of the Delegate; or
  - 7.8.2 the revocation of the instrument or of the authority under which the instrument was executed.

## 8. AGM specific provisions

- 8.1 The Secretary shall notify all District Branches and Sub-Branches of the calling of an AGM, provided that such notice shall not be less than three calendar months notice prior to the first day of the AGM.
- 8.2 All motions for the AGM are to be received by RSL (Queensland Branch) from any Sub-Branch or District Branch at least eight weeks before an AGM.
- 8.3 No motion will be accepted by RSL (Queensland Branch) for consideration at an AGM by a Sub-Branch or District Branch:
- 8.3.1 unless accompanied by relevant written supporting information directly addressing the motion; and
  - 8.3.2 prior to forwarding a motion for inclusion on the AGM agenda, the Board may:
    - (a) alter or amend the wording of any motion to be put to the AGM whether passed at a general meeting of a District Branch or Sub-Branch, provided that the tenor and intent of such motion is not altered; or
    - (b) request that the District Branch or Sub-Branch which initiated the motion, reframes the motion;to enable such motion to be presented with clarity at the AGM.
- 8.4 The Board may submit resolutions directly to the Secretary for resolution at an AGM, provided always that such resolutions are passed at a meeting of the Board by a simple majority.
- 8.5 RSL (Queensland) shall forward a copy of the motions and resolutions for any AGM to District and Sub-Branch secretaries at least four weeks prior to the first day of the AGM by any such means as is considered expedient by the Board or its delegated officer.
- 8.6 The resolutions of the AGM, whether initiated by the Board or by a Sub-Branch or District Branch motion, shall be binding on District Branches and Sub-Branches within the State and shall, except where the AGM expressly decides otherwise, be operative from the close of the AGM at which the resolution was passed.
- 8.7 The business of an AGM shall include:
- 8.7.1 the presentation and adoption of the Chair's annual report;
  - 8.7.2 the receiving of the auditor's report on the financial affairs of RSL (Queensland Branch) for the last financial year;
  - 8.7.3 the presenting of the audited statement and any other appropriate financial statements to the AGM for adoption;
  - 8.7.4 in relation to the composition of the Board, [the election of Executive Officers and Directors to the Board](#);  
~~(a) the election of Executive Officers; and~~  
~~(b) the confirmation of the appointment of Directors to the Board;~~
  - 8.7.5 the appointment of an auditor; and
  - 8.7.6 the consideration of other matters on the agenda.

### AGM minutes

- 8.8 The CEO shall cause the draft minutes of the AGM to be forwarded to each District Branch and Sub-Branch within 6 weeks of the AGM.

### **Expenses of Delegates**

- 8.9 RSL (Queensland Branch) will pay reasonable accommodation and travelling expenses as provided for in any State Branch by-law in relation to reimbursement or payment of expenses of Delegates attending an AGM.

## **9. Appointment Election, appointment and retirement of Directors**

### ~~Number of Directors~~

### Composition of the Board

- 9.1 The Board shall comprise:
- 9.1.1 ~~the following persons elected as Executive Officers at the AGM:~~the Chair;
  - 9.1.2 the Deputy Chair;
  - 9.1.3 the Vice Chair; ~~and~~
  - 9.1.4 ~~the four elected Directors;~~
  - 9.1.5 ~~the Chair of the State Council of District Presidents so elected by the District Branches as at;~~ and
  - 9.1.6 ~~the date of the AGM; and where so appointed, the if required, up to two~~ Appointed Directors ~~under clause 9.2 (subject to clauses 9.17 to 9.20.~~
- 9.2 All members of the Board, other than the Appointed Directors (subject to clauses 9.17 to 9.20), must be current Service Members or Life Members (whose names do not appear on the Miscellaneous List of Members or the Unattached List of Members), members of the State Council of District Presidents (other than the Chair of the State Council of District Presidents), or officers of a District Branch or Sub-Branch.

### Election of the Board

- 9.3 The Chair, Deputy Chair, Vice Chair and the four Directors identified in clause 9.1.4 will be elected by the Members in the manner prescribed in clauses 9.6 to 9.16 and 9.25 to 9.34.
- 9.4 The Appointed Directors may be appointed by the Board in the manner prescribed in clauses 9.17 to 9.20 to ensure that the Board has the appropriate mix of skills, expertise and experience to properly discharge its functions.
- 9.5 Further Director election and appointment processes may be set out in the State Branch by-laws from time to time.

### Founding Directors

- 9.6 Upon the adoption of this constitution, the Executive Officers will be deemed to have been elected in accordance with the provisions of this constitution and will be comprised of the Members who respectively held the positions of the Chair, Deputy Chair and Vice Chair of RSL (Queensland Branch) at the close of the AGM at which this constitution was adopted.
- 9.7 The terms of each of the offices in clause 9.6 will expire, and their respective

positions will become vacant, on the following dates:

- 9.7.1 Chair – AGM 2024;
  - 9.7.2 Deputy Chair – AGM 2023; and
  - 9.7.3 Vice Chair – AGM 2025.
- 9.8 The First Directors are those elected in accordance with the process set out in Appendix A.

### **Election of Executive Officers**

- 9.9 Each Executive Officer will be nominated, elected and must retire in the same manner as is provided for the nomination, election and retirement of the Directors in clauses 9.11 to 9.16 and 9.25 to 9.34.
- 9.10 Directors appointed by the Board pursuant to clauses 9.17 to 9.20 cannot be Executive Officers unless elected to that position by the Members.

### **Election and retirement of Directors**

- 9.11 In addition to the provisions in this constitution, the State Branch by-laws will outline the election procedures for Executive Officers and the four Directors identified in clause 9.1.4.
- 9.12 When necessary, an election of Directors will be held at an AGM. Any Director who, if they do not retire, will at the conclusion of an AGM have been in office for three or more years, must retire from office as a Director.
- 9.13 A Director who is required to retire at an AGM in accordance with clause 9.12 may submit themselves for re-election at the AGM, subject to clause 9.22.
- 9.14 The Members may at any AGM at which any Director retires, fill the vacated office by re-electing the retiring Director or electing some other appropriately qualified person as a Director and in the case of a Director identified in clause 9.1.4, provided that any proposed Director satisfies the qualifications specified by the Board for the vacated office and possesses the required background, skills and/or expertise necessary or prudent to enhance the ability of the Board to properly perform its role and to discharge its legal duties and responsibilities.
- 9.15 Despite any other clause in this constitution or the State League by-laws, if at an AGM a vacated office is not filled, the retiring Director, if willing and not disqualified, must be treated as re-elected unless a resolution for the re-election of that Director is put and lost regardless of any applicable nomination procedures or criteria.
- 9.16 A Director may retire from office by giving notice in writing to the Secretary of that Director's intention to retire. A notice of resignation takes effect at the time of giving the notice to the Secretary or, if another time is specified in the notice, at that time.

### **Appointed Directors**

- 9.17 The Board may appoint up to ~~3~~two Appointed Directors to the Board by a simple majority on the basis that they are persons whose background, skills and/or experience may be thought prudent or necessary to enhance the ability of the Board to better discharge its role and its legal duties and responsibilities ~~which appointment shall, notwithstanding any other provision in this constitution, be for such term or period of tenure as the Board shall, in its discretion, decide. The appointment of Appointed Directors shall be in~~

- ~~accordance with any State Branch by laws.~~
- 9.18 For the two Appointed Directors referred to in clause 9.17, the Board must first seek suitably qualified members whose background, skills and/or expertise are necessary or prudent to enhance the ability of the Board, from the Service Members or Life Members of RSL (Queensland Branch). If the appointments are unable to be identified from the Service Members or Life Members, then the Board may seek non-members to fulfil the required positions.
- 9.19 An appointment under clause 9.17, if any, will be on such terms and conditions as the Board in its absolute discretion decides provided however that no such appointment can be for a period exceeding three years. For the avoidance of doubt, after the three year period has expired, the Board may resolve to extend the appointment under clause 9.17 for a further period of up to three years, subject to clause 9.20.
- 9.20 An Appointed Director cannot serve any more than three consecutive terms, and is not entitled to be re-appointed as an Appointed Director after that time until a period of 12 months has elapsed since the conclusion of that person's last term of office as a Director.

### **Number of Directors**

- 9.21 The RSL (Queensland Branch) in general meeting may, by resolution, increase or reduce the number of Directors and the Board may determine in what rotation the increased or reduced number is to go out of office.

### **Term of office**

- ~~9.21.1 — No Executive Officer may retain office for more than 3 years after the 2012 AGM without submitting himself or herself for re-election. At the AGM of RSL (Queensland Branch) specified below, each Executive Officer shall retire from office but, provided they are not disqualified by law or ineligible under this constitution from being elected, shall be eligible for re-election: Vice Chair to stand down in 2013;~~
- ~~9.21.2 — Deputy Chair to stand down in 2014; and~~
- ~~9.21.3 — Chair to stand down in 2015.~~
- 9.22 Subject to the provisions of clauses 9.7, 9.19, 9.20, 9.23 and 9.38 and Appendix A, each Director will:
- 9.22.1 be elected/appointed for terms of three years at a time; and
- 9.22.2 hold office for the term determined in accordance with this clause 9.
- 9.23 For the purposes of clause 9.22.1, a Director will be deemed to have not held office for more than three years if the AGM in that Director's third year of term is held more than three calendar years from the Director's appointment.
- 9.24 No Director can hold office for any more than three consecutive terms, and is not entitled to be re-elected as a Director after that time until a period of 12 months has elapsed since the conclusion of that person's last term of office as a Director. For the purposes of this clause, appointments effected prior to this constitution coming into effect will be counted.

## Qualifications of Directors

- 9.25 ~~A person is only eligible~~Each candidate for the election: as a Director must be:
- 9.25.1 ~~as an Executive Officer if the person is proposed by a~~ Service Member or Life Member; and
- 9.25.2 seconded by another Service Member or Life Member.
- 9.26 A nomination of a candidate for election as a Director of must:
- 9.26.1 be in writing in the RSL (Queensland Branch) if form approved by the person is a District President. Board;

## ~~Election of Executive Officers~~

- 9.26.2 be signed by the candidate;
- 9.26.3 be signed by the proposer and seconder; and
- 9.26.4 satisfy the qualifications specified by the Board for that particular Director role and possess the required background, skills and/or expertise necessary or prudent to enhance the ability of the Board to properly perform its role and to discharge its legal duties and responsibilities.
- 9.27 ~~The election of Executive Officers will be in accordance with such Director nomination process is as set out in the State Branch League by-laws or policy approved by the Board from time to time.~~
- 9.27.1 ~~The Board shall determine the date upon which nominations will close, and reasonable notice of such dates shall be given to Members at such time and in such manner as the Board shall determine. The election of Executive Officers shall be decided in the following order: Chair; Deputy Chair; and Vice Chair.~~

~~A Service or Life Member may be nominated for any or all of the Executive Officer elected positions. Where a Service or Life Member is elected into an Executive Officer role, in the order determined in clause 9.9, all other nominations for that Member shall lapse. Retirement of Directors~~

- 9.28 Once the nomination process is complete, a list of the Eligible Candidates' names in alphabetical order must be sent to the District Branches and Sub-Branches at least one month prior to the AGM.

## Election procedure

- 9.29 If there is only one Eligible Candidate for a specific Director vacancy on the Board, the Chair must declare that Eligible Candidate to be duly elected as a Director at the relevant general meeting.
- 9.30 If there is more than one Eligible Candidate for a specific Director vacancy on the Board, a ballot must be held for the election of the vacant position.
- 9.31 If a ballot is required, balloting lists must be prepared listing the names of the Eligible Candidates in alphabetical order only.
- 9.32 At a general meeting each Delegate may vote for Eligible Candidates to fill the applicable vacancies.
- 9.33 The Eligible Candidates receiving the greatest number of votes cast in their favour must be declared by the chairperson of the meeting to be elected as



### Directors.

- 9.34 If an equality of votes would otherwise prevent the successful candidate for a vacancy from being determined, then the names of the Eligible Candidates who received the same number of votes must be put to further ballots until such time as an Eligible Candidate is elected.

### **Time appointment or retirement takes effect**

- 9.35 Directors who are appointed at a general meeting take office immediately after the end of the general meeting.
- 9.36 Directors who retire at a general meeting continue to hold office until the end of the general meeting.

### **Chair of the State Council of District Presidents as a Director**

- 9.37 The Chair of the State Council of District Presidents will take office as a Director immediately upon being elected as Chair of the State Council of District Presidents.
- 9.38 The term of office of the Chair of the State Council of District Presidents as a Director will end upon:
- 9.38.1 the expiration of that person's term of office as the Chair of the State Council of District Presidents; or
  - 9.38.2 the expiration of the term referred to in clause 9.23, or
  - 9.38.3 that person vacates the office of Chair of the State Council of District Presidents for whatever reason
- whichever is first to occur.

### **Casual vacancies**

- 9.39 The Board, or if there is only one Director, that Director, may at any time appoint a person to be a Director, either to fill a casual vacancy or as an addition to the existing number of Directors. The total number of Directors may not exceed the number which can be calculated in accordance with this constitution under clause 9.1.at any time may not exceed 10 Directors.
- 9.40 A Director appointed under clause 9.39 holds office for the balance of the term of the Director whom he or she is replacing and, at the end of the term, is then eligible for re-election or re-appointment provided he or she is not disqualified at law or ineligible for election under the terms of this constitution.

### **Removal from office**

- 9.41 ~~The Board may by ordinary resolution, if a Director has been stood down under the provisions of clauses 12.29 to 12.35, appoint another person as a replacement provided that if the Director was elected under clause 9.1.2, the person appointed must be from the same District Branch as the Director who has been required to stand down.~~ A person appointed to replace a Director who has been required to stand down from office must retire as a Director at the time ascertained as if the person became a Director on the day on which the Director who has been stood down from office was elected or appointed or last re-elected re- appointed as a Director.

### **Vacation of office**

- 9.42 In addition to the circumstances in which the office of a Director becomes

vacant by virtue of another provision of this constitution, the office of Director immediately becomes vacant if any of the following occurs:

- 9.42.1 the Director dies, or commits an act of bankruptcy or makes any arrangements with their creditors;
- 9.42.2 the Director becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- 9.42.3 the Director is absent from at least 3 consecutive Board meetings or at least 5 Board meetings over a consecutive period of 12 months without the prior written consent of the Board;
- 9.42.4 a Director becomes a paid employee of the League, RSL (Queensland Branch) or any District Branch or Sub-Branch; ~~or~~
- 9.42.5 the Director becomes prohibited from being a director by reason of an order made under the Corporations Act; ~~or~~
- [9.42.6 if an Appointed Director is removed under the Director's terms of appointment.](#)

## **10. Directors' remuneration**

### **Determination of fees**

- 10.1 The Directors may be paid by way of fees for their services the amounts, if any, determined from time to time by the Board.

### **Additional services rendered**

- 10.2 A Director may be paid a fee in return for any extra services actually rendered to the RSL (Queensland Branch) in a professional or technical capacity (other than within his or her ordinary duties as a Director):
  - 10.2.1 with the prior approval of the Board; and
  - 10.2.2 where the amount payable does not exceed a commercially reasonable amount.
- 10.3 A fee payable in accordance with clause 10.2 may be paid either by fixed sum or salary determined by the Board.

### **Payment for expenses**

- 10.4 With the Board's consent, each Director may be reimbursed for out-of-pocket expenses reasonably and properly incurred by the Director in connection with RSL (Queensland Branch) business (including travel and accommodation expenses). Alternatively, the RSL (Queensland Branch) may pay such amounts on the Director's behalf.

## **11. Powers of the Board**

- 11.1 The Board may exercise all those powers of the RSL (Queensland Branch) as are not, by this constitution, required to be exercised by the Members in general meeting or otherwise.
- 11.2 The Board has authority to interpret the meaning of this constitution and any matter relating to RSL (Queensland Branch) on which this constitution is silent, but any interpretation must have regard to the League Constitution and League By-Laws.

- 11.3 Without limiting the powers of the Board as set out in clause 11.1, the Board may exercise the powers of the RSL (Queensland Branch) to:
- 11.3.1 direct, control and conduct the business and affairs of RSL (Queensland Branch);
  - 11.3.2 purchase, sell, lease, mortgage, charge, exchange or otherwise deal with or dispose of any real or personal property of RSL (Queensland Branch) upon such terms and conditions as it shall decide;
  - 11.3.3 invest money in the names of RSL (Queensland Branch), or trustees for RSL (Queensland Branch), in any investment authorised by the laws of the State of Queensland for the investment of trust moneys or in the purchase or improvement of any land, estate or interest therein or other property whatsoever or by way of mortgage over freehold land, or in debentures, notes, or other deposits, with permanent building societies or any finance company which is an Australian resident for the purposes of the *Corporations Act*;
  - 11.3.4 promote and contribute to any enterprise, present or future, which shall have for its objects the carrying out of any works or construction or use of any buildings for a purpose connected directly or indirectly with objects of the trust under which the property is accepted by RSL (Queensland Branch);
  - 11.3.5 pay all expenses incurred in the management of the affairs and concerns of RSL (Queensland Branch) from moneys coming into its hands or to the hands of any person under its control;
  - 11.3.6 employ solicitors and take counsel's opinion on any matter considered necessary and no responsibility shall rest upon it or any Member for any loss which may arise from action taken upon legal advice;
  - 11.3.7 raise committees, sub-committees or Auxiliaries consisting of Members and non-members of the League, fix the quorum of any committee, sub-committee or Auxiliary and delegate certain authority by terms of reference;
  - 11.3.8 approve the appointment of non-members of the League to committees, sub-committees or Auxiliaries upon such terms and conditions as RSL (Queensland Branch) may determine,
  - 11.3.9 direct and control all District Branches and Sub-Branches on questions of public policy;
  - 11.3.10 inspect the books, papers and correspondence and other documents of a District or of a Sub-Branch, which inspection may be carried out by the CEO or such other person or persons as the Board may direct;
  - 11.3.11 investigate any matter associated with RSL (Queensland Branch) including:
    - (a) appointing an investigating officer either at the request of the Board, any District Branch, Sub-Branch or the RSL (Queensland Branch) Tribunal to make inquiries that are in

relation to and in the interests of the League, and carry out investigations, on that account, that are considered necessary, desirable or appropriate in relation to any:

- (i) District Branch;
  - (ii) Sub-Branch;
  - (iii) Member of the League;
  - (iv) fundraising or business activity conducted by or in the name of the League; or
  - (v) services provided by, or in the name of the League.
- (b) ensuring any investigating officer promptly provides the Board with a detailed written report in relation to any inquiries made and investigations carried out including recommendations;
- 11.3.12 engage in dispute resolution in relation to any matter associated with RSL (Queensland Branch) including:
- (a) appointing a mediation officer to conduct mediation in relation to and in the interests of the League, and carry out a process of mediation that is considered necessary, desirable or appropriate in relation to any matter as directed within the terms of reference provided;
  - (b) ensuring any mediation officer promptly provides the Board with a detailed factual written report in relation to any mediation outcome including recommendations;
- 11.3.13 discipline a Member, Sub-Branch or District Branch in relation to any matter associated with RSL (Queensland Branch) including establishing the RSL (Queensland Branch) Tribunal;
- 11.3.14 apply for registration or incorporation of RSL (Queensland Branch);
- 11.3.15 establish/incorporate separate legal entities, including but not limited to companies limited by guarantee, of which RSL (Queensland Branch) is the sole member, for the purpose of furthering the objects of RSL (Queensland Branch); and
- 11.3.16 do all such acts and things as may be considered necessary in connection with the above powers, other than those expressly directed and required by these rules to be exercised or done at the AGM.

## 12. Proceedings of the Board

### Convening of Board meetings

- 12.1 Any [53](#) Directors or the Chair may at any time request that a meeting of the Board be convened, and the Secretary must on the requisition of those [53](#) Directors or the Chair, convene a Board meeting.

### Notice of Board meetings

- 12.2 The Secretary must ensure that notice of the Board meeting is given to each Director at least 7 days before the meeting or at another time determined by Board resolution, except that:
- 12.2.1 all Directors may waive in writing the required period of notice for a particular meeting; and
  - 12.2.2 it is not necessary to give a notice of a Board meeting to a Director who is out of Australia or who has been given leave of absence by the Board.
- 12.3 [There shall be a standing item on the agenda for each Board meeting pursuant to which the Chair of the State Council of District Presidents will be invited to present reports and recommendations of the State Council of District Presidents to the Board.](#)

### Mode of meeting for Directors

- 12.4 A Board meeting (hereinafter referred to as a *technology meeting*) may be called or held using any technology consented to by all the Directors. The consent may be a standing one. A Director may only withdraw their consent within a reasonable period before the meeting. The Board may otherwise regulate its meetings as it thinks fit.
- 12.5 If a Board meeting is held using any technology and all the Directors take part in the meeting, they must be treated as having consented to the use of the technology for that meeting.
- 12.6 The following provisions apply to a technology meeting:
- 12.6.1 each of the Directors taking part in the meeting must be able to hear and be heard by each of the other Directors taking part in the meeting; and
  - 12.6.2 at the commencement of the meeting each Director must announce his or her presence to all the other Directors taking part in the meeting.
- 12.7 If the Secretary is not present at a technology meeting, one of the Directors present must cause minutes of the meeting to be taken.
- 12.8 A Director may not leave a technology meeting by disconnecting his or her link to the meeting unless that Director has previously notified the chairperson of the meeting.
- 12.9 A Director is conclusively presumed to have been present and to have formed part of a quorum at all times during a technology meeting unless that Director has previously obtained the express consent of the chairperson of the meeting to leave the meeting.

## **Quorum and Board meetings**

- 12.10 At a Board meeting, the number of Directors whose presence is necessary to constitute a quorum is half the number of ~~District Branches in existence~~Directors comprising the Board plus one.
- 12.11 If the number of Directors is reduced below the number necessary for a quorum of Directors, the continuing Director or Directors may act only to:
- 12.11.1 appoint additional Directors to the number necessary for a quorum; or
  - 12.11.2 convene a general meeting of the RSL (Queensland Branch).

## **Voting at Board meetings**

- 12.12 The Board must determine any questions arising at a Board meeting by a majority of votes of Directors present and voting and, if the votes are equal, the question is decided in the negative.

## **AppointmentChairing meetings of the Board**

- 12.13 Meetings of the Board will be chaired by the Chair.
- 12.14 If at any meeting the Chair is not present within twenty minutes after the time appointed for holding the meeting or is unwilling to act, the Directors present must choose one of their number to chair that meeting.

## **Chairperson's vote at Board Meetings**

- 12.15 The Chair (or other Director chairing the meeting in accordance with clause 12.14) has one deliberative vote only and does not have a second or casting vote at Board meetings.

## **Participating where Directors interested**

- 12.16 Members of RSL (Queensland Branch) and Directors whilst holding any office in RSL (Queensland Branch):
- 12.16.1 shall not provide a service, a fee or reward or advantage to any person for which such service is provided for or is available from RSL (Queensland Branch) at no fee;
  - 12.16.2 must disclose any financial or material interest in a contract or arrangement made or proposed to be made with RSL (Queensland Branch), at the first meeting at which the contract or arrangement is first considered and such disclosure and the method by which the conflict is managed is to be recorded in the minutes; and
  - 12.16.3 are excluded from voting at RSL (Queensland Branch) meetings in respect of a contract or arrangement in which they have a financial or material interest.
- 12.17 Despite clause 12.16, a Director is not precluded from voting in respect of any contract or proposed contract of insurance, merely because the contract insures or would insure the Director against liability incurred by the Director as an officer of RSL (Queensland Branch).
- 12.18 If there are not enough Directors to form a quorum as a result of a Director having an interest which disqualifies them from voting then one or more of the Directors (including those who have the disqualifying interest in the matter) may call a general meeting of the RSL (Queensland Branch) and the general meeting may pass a resolution to deal with the matter.

12.19 Subject to clauses 12.16 and 12.17, a Director may execute or participate in the execution of a document by or on behalf of the RSL (Queensland Branch).

### **No disqualification**

12.20 A Director or any entity in which the Director has a direct or indirect interest may:

12.20.1 enter into a contract or arrangement with an Associated Party;

12.20.2 hold any office or place of profit (other than auditor) in an Associated Party; or

12.20.3 act in a professional capacity (or be a member of a firm that so acts) other than as auditor of an Associated Party.

### **Exercise of rights**

12.21 If the RSL (Queensland Branch) holds or owns membership, shares or other interests in another body corporate, trust or other entity, the Board may exercise any and all voting rights conferred by the membership, shares or interests in any manner they consider fit.

### **Delegation of powers**

12.22 Subject to the right to alter or revoke any delegation, the Board may delegate any of its powers to any person, as the Board sees fit. This includes delegating any of the Board's powers to committees consisting of Directors or other persons (as the Board sees fit) to act in Australia or elsewhere.

12.23 The exercise of a power in accordance with this constitution by a committee is to be treated as the exercise of that power by the Board.

12.24 A committee must conform to the directions of the Board in the exercise of any powers delegated to it.

### **Minutes**

12.25 The Board must cause minutes of all proceedings of general meetings, of Board meetings and of committees formed by the Directors to be entered in books kept for the purpose.

12.26 The Board must cause all minutes to be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting.

### **Resolution in writing**

12.27 A resolution in writing signed by all Directors entitled to vote on the resolution (excluding Directors who have requested and been given leave of absence by the Board) is to be treated as a determination of the Board passed at a Board meeting duly convened and held.

12.28 A resolution in writing may consist of several documents in like form, each signed by one or more Directors and if so signed it takes effect on the latest date on which a Director signs one of the documents.

12.29 In relation to a resolution in writing a document generated by electronic means which purports to be a facsimile of a resolution of Directors is to be treated as a resolution in writing and a document bearing a facsimile of a signature is to be treated as signed.

### **Validity of acts of Directors**

12.30 All acts done by a Board meeting or by a committee of Directors or by a person acting as a Director are valid even if it is later discovered that there is a defect in the appointment of the person as a Director or a member of the committee or that they or any of them were disqualified or were not entitled to vote.

### **Standing down provisions**

12.31 If the Board resolves that:

12.31.1 a Director; or

12.31.2 any Member appointed to a committee,

ought be suspended from their appointment due to that person's conduct being detrimental to the interests of the League, the Board is obliged to communicate in writing with the said Director or Member by giving notice of the proposed suspension, which shall include:

12.31.3 particulars of the Director or Member's alleged conduct; and

12.31.4 the date, time and venue of the Board meeting at which all particulars of the alleged conduct will be considered.

12.32 The Director or Member is to be notified not less than 30 days prior to the date of the meeting referred to in clause 12.31.4.

12.33 At the meeting referred to in clause 12.31.4, the Director or Member shall be afforded the opportunity to appear in person and submit evidence in his or her defence or submit representation in writing to the Board.

12.34 The CEO or his/her representative is to notify the Director or Member in writing within 14 days of the decision agreed upon by a majority ruling of the Board.

12.35 If the Board decides that the Director or Member should be suspended, the CEO or his/her representative is to notify the Secretary in writing within 14 days of the decision of the Board and all particulars relating to the alleged conduct and request that the RSL (Queensland Branch) Tribunal conduct a formal investigation of the matter.

12.36 Formal procedures required to commence an investigation are to occur no later than 30 days of the suspension commencing.

12.37 When notice has been delivered under clause 12.35 the RSL (Queensland Branch) Tribunal shall:

12.37.1 either confirm or set aside the determination after having afforded the Director or Member reasonable opportunity to appear in person and put forward evidence in his or her defence, or make representations in writing to the RSL (Queensland Branch) Tribunal; and

12.37.2 the decision of the RSL (Queensland Branch) Tribunal shall be final and no further communication relating to the matter shall be entered into.

[12.38 In the event the Chair of the State Council of District Presidents is removed from office as Director for any reason, the Chair of the State Council of District Presidents will resign their position as Chair of the State Council of District Presidents but will remain a member of the State Council of District Presidents, subject to that person remaining as a District President.](#)



12.39 In the event the Chair of the State Council of District Presidents is removed from office as Chair of the State Council of District Presidents for any reason, that person will also resign their position as Director, but will remain a member of the State Council of District Presidents, subject to that person remaining as a District President.

### **13. National Congress and League elections**

- 13.1 The Board delegates to National Congress shall comprise the Chair, Deputy Chair or such other person approved by the Board.
- 13.2 Nominations in writing for the League positions of National Chair, Deputy Chair and Treasurer may be submitted by members such that they reach RSL (Queensland Branch) by 17 March each calendar year and the CEO is to ensure they reach the National Secretary not later than 31 March in the year of the election.

### **14. District Branches and Sub-Branches**

#### **Establishment of District Branches and Sub-Branches**

- 14.1 The Board may by ordinary resolution at a Board meeting establish District Branches and Sub-Branches of RSL (Queensland Branch).
- 14.2 The Board may by ordinary resolution establish, amalgamate or abolish (as the case may be) District Branches and Sub-Branches of RSL (Queensland Branch). In the case of abolition of a District Branch or Sub-Branch the Board may take into account, inter alia, whether the District Branch or Sub-Branch has ceased to operate effectively.

#### **Obligations of District Branches and Sub-Branches**

- 14.3 Each District Branch and Sub-Branch of RSL (Queensland Branch) shall:
- 14.3.1 be established and conducted in accordance with State Branch by-laws and any other relevant policies and directives of the Board as to the manner in which the District Branches and Sub-Branches of RSL (Queensland Branch) (or District Branches or Sub-Branches generally) are to be conducted;
  - 14.3.2 operate under the leadership of a Sub-Branch President or a District President (as the case requires) approved and appointed by the members of the Sub-Branch or District Branch, as the case may be, in accordance with any policies and directives of the Board, and on terms from time to time determined by the Board;
  - 14.3.3 ensure its Members comply with and are bound by the League Constitution, League By-Laws and State Branch by-laws, rules, policies and directives made by the Board;
  - 14.3.4 ensure its Members comply with and are bound by such District and Sub-Branch by-laws, rules, policies and directives made by the District Branch and Sub-Branch as are applicable to the Member;
  - 14.3.5 report as regularly as required by the Board in the form, and providing the information, required by the Board from time to time; and
  - 14.3.6 report annually to the AGM on the matters, and in the manner, from time to time required by the Board.

- 14.4 Without limiting any of the foregoing, the Sub-Branches or District Branches shall ensure that its Members:
- 14.4.1 allow and co-operate with RSL (Queensland Branch) in relation to any inspection of books, papers and correspondence and other documents of a District or Sub-Branch, which inspection may be carried out by the CEO or such other person or persons as the Board may direct;
  - 14.4.2 allow and co-operate with an appointed investigating officer making inquiries that are in relation to matters in the interests of the League, and carrying out investigations, on that account, that are considered necessary, desirable or appropriate in relation to any:
    - (a) District Branch;
    - (b) Sub-Branch;
    - (c) Member of the League;
    - (d) fundraising or business activity conducted by or in the name of the League; or
    - (e) services provided by, or in the name of the League.
  - 14.4.3 co-operate fully with any mediation officer appointed by RSL (Queensland Branch) and promptly provide any information or disclose any documents relevant to the matter or required by the mediation officer.

#### **Withdrawing recognition of District Branches and Sub-Branches**

- 14.5 The Board may by resolution at any time withdraw recognition of a Sub-Branch or District Branch if in the opinion of the Board that Sub-Branch or District Branch:
- 14.5.1 has ceased to function;
  - 14.5.2 has conducted itself in a manner detrimental to the interests of RSL (Queensland Branch) or the objects of the League;
  - 14.5.3 has failed to comply with any State Branch by-laws, polices or directives applicable to Sub-Branches or District Branches made by the Board from time to time existing; or
  - 14.5.4 fails to ensure that its Members are bound by this constitution and such polices and directives made by the League and the Board as are applicable to Sub-Branches or District Branches as the case requires.

#### **Notice of address for service of District Branches and Sub-Branches**

- 14.6 Sub-Branches or District Branches shall each have an office or headquarters to which communications or notices may be addressed or served and that address, including any change to such address, shall be furnished to the Board.

#### **Incorporation of District Branches and Sub-Branches**

- 14.7 A Sub-Branch or District Branch may incorporate only with the express written consent of the Board.
- 14.8 Before seeking incorporation, the Sub-Branch or District Branch shall apply to RSL (Queensland Branch) for approval:

- 14.8.1 to incorporate;
  - 14.8.2 of its rules and by-laws to the extent they differ from the Sub-Branch or District Branch rules and by-laws as published from time to time by RSL (Queensland Branch); and
  - 14.8.3 for the use of the words "Returned & Services League of Australia" or the letters "RSL" in its name.
- 14.9 Following incorporation of a Sub-Branch or District Branch:
- 14.9.1 the Sub-Branch or District Branch must comply with all of the provisions set out in clause 14 of this constitution;
  - 14.9.2 the Sub-Branch or District Branch must comply with all of the laws that apply to the Sub-Branch or District Branch, subject to the obligations referred to in clause 14.9.1 above;
  - 14.9.3 the Sub-Branch or District Branch must immediately provide the Secretary with:
    - (a) a copy of the certificate of incorporation;
    - (b) the names and addresses of all Sub-Branch or District Branch committee members and office bearers (and thereafter on an annual basis); and
    - (c) an application to RSL (Queensland Branch) for a new charter to be issued in the name of the newly incorporated Sub-Branch or District Branch.
- 14.10 The Sub-Branch or District Branch must not change its rules or by-laws without the express written consent of RSL (Queensland Branch).

#### **Liabilities of District Branches and Sub-Branches are their own**

- 14.11 RSL (Queensland Branch) shall not be responsible for the liabilities of any Sub-Branch or District Branch unless those liabilities are expressly taken over by resolution of the AGM or the Board.

### **15. Appointment of committees**

- 15.1 The Board may establish one or more committees to provide advice and recommendations to the Board on specified matters (among any other functions determined by the Board).
- 15.2 The Board may, with respect to any committee:
- 15.2.1 specify in writing from time to time the terms of reference and functions of the committee;
  - 15.2.2 appoint such persons as they consider appropriate to the committee (including, if thought fit, one or more Directors), and remove any such person from the committee at any time by written notice;
  - 15.2.3 specify the period and conditions (including as to remuneration, if any) of any such appointment to the committee; and
  - 15.2.4 terminate the committee at any time.

#### **Proceedings of committees**

- 15.3 Except as provided in a direction of the Board, the meetings and proceedings

of a committee must be governed by the provisions of this constitution, in so far as they are applicable, as if meetings and proceedings of the committee are meetings and proceedings of the Board.

## **16. Advisory Committees**

- 16.1 The Board may establish one or more advisory committees to provide advice and recommendations to the Board on specified matters (among any other functions determined by the Board).
- 16.2 The Board may, with respect to an Advisory Committee:
  - 16.2.1 specify in writing from time to time the terms of reference and functions of the Advisory Committee;
  - 16.2.2 appoint such persons as they consider appropriate to the Advisory Committee (including, if thought fit, one or more Directors), and remove any such person from the Advisory Committee at any time by written notice;
  - 16.2.3 specify the period and conditions (including as to remuneration, if any) of any such appointment to the Advisory Committee; and
  - 16.2.4 terminate the Advisory Committee at any time.
- 16.3 The Board must not delegate any of its powers to an Advisory Committee, and an Advisory Committee must not exercise any powers of a Director or the Board.

### **Proceedings of Advisory Committees**

- 16.4 Except as provided in a direction of the Board, the meetings and proceedings of an Advisory Committee must be governed by the provisions of this constitution, in so far as they are applicable, as if meetings and proceedings of the Advisory Committee are meetings and proceedings of the Board.

## **17. Auxiliaries**

- 17.1 The Board may by ordinary resolution at a Board meeting:
  - 17.1.1 establish Auxiliaries; or
  - 17.1.2 approve a request from a District Branch or Sub-Branch to establish an Auxiliary.
- 17.2 The Board may by ordinary resolution establish, amalgamate or abolish (as the case may be) Auxiliaries.
- 17.3 Auxiliaries are established to support the objects of RSL (Queensland Branch) and as at the date of adoption of this constitution, RSL (Queensland Branch) acknowledges the establishment of:
  - 17.3.1 Citizens' Auxiliaries; and
  - 17.3.2 Women's Auxiliaries.
- 17.4 Each Auxiliary shall:
  - 17.4.1 be established and conducted in accordance with State Branch by-laws, District Branch and Sub-Branch by-laws (where such Auxiliary is attached to a District Branch or Sub-Branch) and any other relevant policies and directives of the Board as to the manner in which the Auxiliaries are to be conducted;

- 17.4.2 operate under the leadership of a chair approved and appointed by the members of the Auxiliary in accordance with any policies and directives of the Board, District Branch or Sub-Branch (where such Auxiliary is attached to a District Branch or Sub-Branch), and on terms from time to time determined by the Board, District Branch or Sub-Branch (where such Auxiliary is attached to a District Branch or Sub-Branch);
  - 17.4.3 report as regularly as required by the Board, District Branch or Sub-Branch (where such Auxiliary is attached to a District Branch or Sub-Branch) in the form, and providing the information, required by the Board, District Branch or Sub-Branch (where such Auxiliary is attached to a District Branch or Sub-Branch) from time to time; and
  - 17.4.4 report annually to the Board on the matters, and in the manner, from time to time required by the Board.
- 17.5 The Board may by resolution at any time withdraw recognition of an Auxiliary if in the opinion of the Board the Auxiliary:
- 17.5.1 has ceased to function;
  - 17.5.2 has conducted itself in a manner detrimental to the interests of RSL (Queensland Branch) and the objects of the League;
  - 17.5.3 has failed to comply with any polices or directives applicable to Auxiliaries made by the Board, District Branch or Sub-Branch (where such Auxiliary is attached to a District Branch or Sub-Branch) from time to time existing; or
  - 17.5.4 fails to ensure that its members are bound by this constitution and such polices and directives made by the Board, District Branch or Sub-Branch (where such Auxiliary is attached to a District Branch or Sub-Branch) as are applicable to Auxiliaries.
- 17.6 Each Auxiliary shall have an office or headquarters to which communications or notices may be addressed or served and that address, including any change to such address, shall be furnished to the Board.
- 17.7 RSL (Queensland Branch) shall not be responsible for the liabilities of any Auxiliary unless those liabilities are expressly taken over by resolution of the AGM or the Board.

## **18. CEO**

- 18.1 The Board may appoint a person, other than a Director [or State Councillor](#), to the position of CEO, to act as chief executive officer of RSL (Queensland Branch) for the period and on the terms (including as to remuneration) the Board sees fit.
- 18.2 The Board may, upon terms and conditions and with any restrictions they see fit, confer on the CEO any of the powers that the Board can exercise.
- 18.3 The Board may at any time revoke or vary an appointment of, or any of the powers conferred on, the CEO.
- 18.4 If the CEO becomes incapable of acting in that capacity the Directors may appoint any other person, not being a Director, to act temporarily as CEO until such time as the position can be permanently filled.

## **19. Secretary**

- 19.1 The Board may appoint one or more Secretaries and may at any time terminate the appointment or appointments.
- 19.2 The Board may determine the terms and conditions of appointment of a Secretary, including remuneration. Any one of the Secretaries may carry out any act or deed required by this constitution or by any other statute to be carried out by the secretary of the RSL (Queensland Branch).

## **20. State Council of District Presidents**

### **Purpose and functions of the State Council of District Presidents**

- 20.1 **Members' voice to the Board.** A State Council of District Presidents will be established to formulate recommendations to the Board on all matters concerning or relevant to District Branches, Sub-Branches and Members.
- 20.2 **Board must consider.** The Board must take into consideration recommendations received from the State Council of District Presidents, but ultimately, must make its own independent and informed decision on those matters.
- 20.3 **Committee of the Board.** For the avoidance of doubt, the State Council of District Presidents is to be classified as a committee of the Board.

### **Membership of the State Council of District Presidents**

- 20.4 The State Council of District Presidents will be comprised of the District Presidents.

### **Matters for consideration by the State Council of District Presidents**

- 20.5 Without limiting the generality of clause 20.1, matters upon which the State Council of District Presidents may report and make recommendations to the Board include, but are not limited to:
- 20.5.1 applications for membership;
  - 20.5.2 membership fees;
  - 20.5.3 Members' services, including but not limited to introducing new services, expanding services and discontinuing services;
  - 20.5.4 training for Members and Sub-Branches including training in assisting Veterans with pensions and other entitlements and, where necessary, in corporate governance and regulatory compliance;
  - 20.5.5 Sub-Branch and District Branch governance;
  - 20.5.6 establishing Auxiliaries;
  - 20.5.7 local ceremonies and functions on commemorative days including Anzac Day, Remembrance Day and other commemorative days;
  - 20.5.8 welfare initiatives generally and welfare initiatives at local levels;
  - 20.5.9 raising public awareness and support for RSL (Queensland Branch);
  - 20.5.10 fundraising at the local levels and generally;

20.5.11 [research and development aimed at improving RSL \(Queensland Branch\)'s understanding of the challenges faced by current serving and ex \(former\) serving veterans and their dependents and implementing appropriate programs in response to those challenges; and](#)

20.5.12 [matters relating to the State Branch by-laws.](#)

## **21. Disciplinary provisions**

21.1 The disciplinary provisions applying to RSL (Queensland Branch), District Branches and Sub-Branches shall be those set out in the League Constitution and any League By-Law or State Branch by-law dealing with such matters as promulgated by the League or Board from time to time

## **22. Dispute resolution**

22.1 The grievance procedure set out in this clause applies to disputes between:

22.1.1 a Member and another Member; or

22.1.2 a Member and RSL (Queensland Branch).

22.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

22.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

22.4 The mediator must be:

22.4.1 a person chosen by agreement between the parties; or

22.4.2 in the absence of agreement:

(a) in the case of a dispute between a Member and another Member, a person appointed by the Board of RSL (Queensland Branch); or

(b) in the case of a dispute between a Member and RSL (Queensland Branch), a person who is a mediator appointed by the National Executive.

22.5 A Member of RSL (Queensland Branch) can be a mediator.

22.6 The mediator cannot be a Member who is a party to the dispute.

22.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

22.8 The mediator, in conducting the mediation, must:

22.8.1 give the parties to the mediation process every opportunity to be heard;

22.8.2 allow due consideration by all parties of any written statement submitted by any party; and

22.8.3 ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

22.9 The mediator must not determine the dispute.

22.10 If the mediation process does not result in the dispute being resolved, the parties must seek to resolve the dispute in accordance with any State Branch dispute resolution by-law, and only otherwise at law if the dispute is not within the jurisdiction of the RSL (Queensland Branch) Tribunal.

#### **Mediation officer**

22.11 In addition to the mediation process set out in clauses 22.1 to 22.10, or as a separate and independent process, RSL (Queensland Branch) through the Board may appoint a mediation officer to conduct mediation in relation to matters in the interests of the League, and carry out a process of mediation that is considered necessary, desirable or appropriate in relation to any matter as directed by the Board.

22.12 The mediation officer must promptly provide the Board with a detailed factual written report in relation to any mediation outcome including recommendations.

22.13 All District Branches, Sub-Branches, members of the League and those employed or engaged by the League in any fundraising or business activity or in the provision of any service, must co-operate fully with the mediation officer and must promptly provide any information or disclose any documents relevant to the matter or required by the mediation officer.

#### **Investigatory powers of RSL (Queensland Branch)**

22.14 RSL (Queensland Branch) through the Board may appoint an investigating officer to make inquiries that are in relation to matters in the interests of the League and RSL (Queensland Branch), and carry out investigations, on that account, that are considered necessary, desirable or appropriate in relation to any:

22.14.1 District Branch;

22.14.2 Sub-Branch;

22.14.3 Member of the League;

22.14.4 fundraising or business activity conducted by or in the name of the League and/or RSL (Queensland Branch); or

22.14.5 services provided by, or in the name of the League and/or RSL (Queensland Branch).

22.15 The investigating officer must promptly provide the Board with a detailed written report in relation to the inquiries made and investigations carried out including recommendations.

22.16 All District Branches, Sub-Branches, Members of the League and those employed or engaged by the League in any fundraising or business activity or in the provision of any service, must co-operate fully with the investigating officer and must promptly provide any information or disclose any documents relevant to the matter or required by the investigating officer.



## **23. By-laws**

- 23.1 The Board may make, amend or repeal State Branch by-laws, not inconsistent with:
- 23.1.1 this constitution; and
  - 23.1.2 the League Constitution and League By-Laws,
- to:
- 23.1.3 promote the good governance of RSL (Queensland Branch);
  - 23.1.4 accommodate varying regional and local conditions; and
  - 23.1.5 assist in the internal management of the RSL (Queensland Branch).
- 23.2 Upon the Board approving a State Branch by-law, the by-laws shall become immediately effective and binding, unless the State Branch by-law stipulates a later operative date.
- 23.3 An AGM may amend or repeal any State Branch by-law.

## **24. Indemnity and insurance**

### **Indemnity**

- 24.1 Every officer and past officer of the RSL (Queensland Branch) may be indemnified by the RSL (Queensland Branch), to the fullest extent permitted by law, against a liability incurred by that person as an officer of the RSL (Queensland Branch) including without limitation legal costs and expenses incurred in defending an action.

### **Insurance premiums**

- 24.2 The RSL (Queensland Branch) may pay the premium on a contract insuring a person who is or has been an officer of the RSL (Queensland Branch) to the fullest extent permitted by law.

## **25. Seals and execution of documents**

### **Custody of Seal**

- 25.1 If the RSL (Queensland Branch) has a Seal, the Board must provide for the safe custody of the Seal.

### **Execution of documents**

- 25.2 Subject to any delegations of the Board, the RSL (Queensland Branch) may execute a document by affixing the Seal to the document where the fixing of the Seal is witnessed by any of the following:
- 25.2.1 two Directors;
  - 25.2.2 a Director and the CEO; or
  - 25.2.3 a Director and another person appointed by the Directors for the purpose.
- 25.3 The RSL (Queensland Branch) may execute a document without the use of a seal if the document is signed by either of the following:
- 25.3.1 two Directors; and

25.3.2 a Director and the CEO.

## **26. Surplus assets on winding up or dissolution**

- 26.1 If RSL (Queensland Branch) is endorsed as a deductible gift recipient and is wound up, dissolved or having endorsement as a deductible gift recipient is revoked, its endorsement is revoked (whichever comes first), any surplus of the following assets shall be transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made:
- 26.1.1 gifts of money or property for its principal purpose;
  - 26.1.2 contributions made in relation to an eligible fundraising event held for its principal purpose;
  - 26.1.3 money received by RSL (Queensland Branch) because of such gifts and contributions.
- 26.2 If upon the winding up or dissolution of RSL (Queensland Branch) there remains (after the satisfaction of all its debts and liabilities and the transfer of all assets referred to in clause 26.1.1 any surplus assets or property (Surplus), the Surplus must not be paid to or distributed amongst the Members but rather, must be transferred:
- 26.2.1 to an institution that may be registered as a charitable institution under the *Taxation Administration Act 2001 (Qld)*;
  - 26.2.2 to an institution the Commissioner of State Revenue is satisfied has a principal object or pursuit of fulfilling a charitable object or promotion of the public good; or
  - 26.2.3 for a purpose the Commissioner of State Revenue is satisfied is charitable or for the promotion of the public good.
- 26.3 For the avoidance of doubt, RSL (Queensland Branch) is not required to transfer any Surplus in the event its endorsement as a deductible gift recipient is revoked after the completion of the transfer of all assets referred to in clause 26.1.1.
- 26.4 If RSL (Queensland Branch) is not endorsed as a deductible gift recipient at the time of its winding up or dissolution and upon its winding up or dissolution there remains a Surplus, the Surplus must not be paid to or distributed amongst the Members but rather, must be transferred:
- 26.4.1 to an institution that may be registered as a charitable institution under the *Taxation Administration Act 2001 (Qld)*;
  - 26.4.2 to an institution the Commissioner of State Revenue is satisfied has a principal object or pursuit of fulfilling a charitable object or promotion of the public good; or
  - 26.4.3 for a purpose the Commissioner of State Revenue is satisfied is charitable or for the promotion of the public good.

## **27. Accounts, audit and records**

### **Accounts**

- 27.1 The Board must cause proper accounting and other records to be kept in accordance with appropriate accounting standards.

## **Reports**

- 27.2 The Board must cause the RSL (Queensland Branch) to:
- 27.2.1 prepare financial reports in accordance with appropriate accounting standards;
  - 27.2.2 notify each Member, either directly or through the Sub-Branches, of the Member's right to receive reports from the RSL (Queensland Branch).

## **Audit**

- 27.3 A registered RSL (Queensland Branch) auditor must be appointed. The remuneration of the auditor must be fixed and the auditor's duties regulated in accordance with the *Corporations Act*.

## **Rights of Inspection**

- 27.4 The Board may determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of the RSL (Queensland Branch) or any of them are open to the inspection of Members other than Directors, and a Member other than a Director does not have the right to inspect any document of the RSL (Queensland Branch) except as provided by law or authorised by the Board or by the RSL (Queensland Branch) in general meeting.
- 27.5 Despite clause 27.4, the Board may refuse access to a document where the Board (acting reasonably) considers that such access would or would be likely to cause the RSL (Queensland Branch) to lose the benefit of any form of evidentiary privilege, including legal professional privilege.

## **Copy of this constitution**

- 27.6 Newly admitted Members may be provided with a free copy of this constitution and State Branch by-laws if requested, and subsequent copies will be made available to each Financial Member at cost price.
- 27.7 This constitution and State Branch by-laws shall be published on the RSL (Queensland Branch) website, and for the avoidance of doubt, may be published in a Member-only part of the website.

## **28. Notices**

### **Persons authorised to give notices**

- 28.1 A notice by the RSL (Queensland Branch) in connection with this constitution may be given on behalf of the RSL (Queensland Branch) by a solicitor, a Director, the CEO or the Secretary.
- 28.2 The signature of a person on a notice given by the RSL (Queensland Branch) may be written, printed or stamped.

### **Method of giving notices**

- 28.3 In addition to the method for giving notices permitted by statute, a notice by the RSL (Queensland Branch) or a Member in connection with this constitution may be given to the addressee by any of the following means:
- 28.3.1 by delivering it to a street address of the addressee;
  - 28.3.2 by sending it by prepaid ordinary post (airmail if outside Australia) to a street or postal address of the addressee; or

- 28.3.3 by sending it by facsimile or e-mail to the facsimile number or e-mail address of the addressee.

### **Addresses for giving notices to Members**

- 28.4 The street address or postal address of a Member is the street or postal address of the Member shown in the Register.
- 28.5 The facsimile number or e-mail address of a Member is the number which the Member may specify by written notice to the RSL (Queensland Branch) as the facsimile number or e-mail address to which notices may be sent to the Member.

### **Addresses for giving notices to the RSL (Queensland Branch)**

- 28.6 The street and postal address of the RSL (Queensland Branch) is the Office.
- 28.7 The facsimile number or e-mail address of the RSL (Queensland Branch) is the number which the RSL (Queensland Branch) may specify by written notice to the Members as the facsimile number or e-mail address to which notices may be sent to the RSL (Queensland Branch).

### **Time notice of meeting is given**

- 28.8 A notice of meeting given in accordance with this constitution is to be taken as given, served and received at the following times:
- 28.8.1 if delivered in writing to the street address of the addressee, at the time of delivery;
- 28.8.2 if sent by post to the street or postal address of the addressee, on the business day after posting; and
- 28.8.3 if sent by facsimile or e-mail to the facsimile number or e-mail address of the addressee, at the time transmission is completed.

### **Time other notices are given**

- 28.9 A notice given in accordance with this constitution is to be taken as given, served and received at the following times:
- 28.9.1 if delivered in writing to the street address of the addressee, at the time of delivery;
- 28.9.2 if sent by post to the street or postal address of the addressee, on the 2nd (5th if outside Australia) business day after posting;
- 28.9.3 if sent by facsimile or e-mail to the facsimile number or e-mail address of the addressee, at the time transmission is completed.

### **Proof of giving notices**

- 28.10 The sending of a notice by facsimile or e-mail and the time of completion of transmission may be proved conclusively by production of the relevant one of the following:
- 28.10.1 a transmission report by the facsimile machine from which the notice was transmitted which indicates that a facsimile of the notice was sent in its entirety to the facsimile number of the addressee; and
- 28.10.2 a print out of an acknowledgment of receipt of the e-mail or equivalent proof that the e-mail was successfully transmitted.

## **Persons entitled to notice of meeting**

28.11 Notice of every general meeting must be given by a method authorised by this constitution to all of the following persons:

28.11.1 every Sub-Branch;

28.11.2 every Director;

28.11.3 the auditor for the time being of the RSL (Queensland Branch), if any.

28.12 No other person is entitled to receive notices of general meetings.

## **Notices to "lost members"**

28.13 If, after making reasonable enquiry and on at least 2 or more consecutive occasions a notice served on a member in accordance with clause 28.4 or 28.5 is returned unclaimed or with an indication that the Member is not known at the address to which it was sent, RSL (Queensland Branch) may give effective notice to that Member by exhibiting the notice at the RSL (Queensland Branch)'s registered office for at least 48 hours.

28.14 This rule ceases to apply if the member gives RSL (Queensland Branch) notice of a new address.

## **29. Amendment**

29.1 This constitution may, from time to time, be added to, repealed or amended by resolution passed by a majority of at least two-thirds of the votes of Delegates present at any general meeting.

[29.2 Appendix A to this constitution forms part of this constitution and cannot be amended other than by resolution passed by a majority of at least two-thirds of the votes of Delegates present at any general meeting.](#)

[29.3 The Members acknowledge that this Constitution has no force or effect until such time as it is approved by the Minister of Fair Trading pursuant to Section 29 of the Collections Act 1966 \(Qld\).](#)

## **30. League specific provisions**

### **Auxiliary Badges**

30.1 The badges of the Women's Auxiliary and Citizens' Auxiliary shall only be used by the District Branches and Sub-Branches for the purposes of their respective identification and publicity. The District Branches and Sub-Branches shall not permit any use without the approval of RSL (Queensland Branch).

30.2 The sole authority for the production, sale and distribution of Women's Auxiliary and Citizen's Auxiliary badges lies with RSL (Queensland Branch) and that authority cannot be delegated without the written approval of RSL (Queensland Branch).

30.3 A register of Women's and Citizens' Auxiliary Branches including their representatives is to be maintained by RSL (Queensland Branch).

### **Community Link**

30.4 The badges, plaques and memorabilia of Community Link shall only be used by the District Branches and Sub-Branches for the purposes of Community

Link identification and publicity. The District Branches and Sub-Bran­ches shall not permit any use of Community Link badges, plaques and memorabilia without the approval of RSL (Queensland Branch).

- 30.5 The sole authority for the production, sale and distribution of Community Link badges, plaques and memorabilia lies with RSL (Queensland Branch) and this authority cannot be delegated without the written approval of RSL (Queensland Branch).

### **Policy of the League**

- 30.6 League national standing policy is by virtue of this rule adopted as the policy of RSL (Queensland Branch).

### **Religious or Political Discussions Forbidden**

- 30.7 No subject matter, speech or comment, having as one of its objects an attack upon, or criticism of, any religion or race or calculated to arouse sectarian or political feelings, shall be published in any newspaper, periodical, circular or other publication or other media by any Member or introduced or permitted at any meeting of RSL (Queensland Branch). The chairperson of any meeting shall determine whether such subject matter, speech or comment infringes upon these restrictions.
- 30.8 RSL (Queensland Branch) is encouraged to, and may, discuss for general information any matter of public interest, but shall not take any vote if, in the opinion of the chairperson, it be of a party political nature.

### **By-Laws adopted from the League**

- 30.9 The RSL (Queensland Branch) shall comply with the League Constitution and League By-Laws.

- 30.10 Without derogating from the obligation to comply with the League Constitution and League By-Laws, the RSL (Queensland Branch) expressly adopts the following from the League Constitution and League By-laws:

#### **30.10.1 Badges of the League**

- (a) The badge of the League shall be in such form as the National Congress shall determine and each badge shall be numbered consecutively. The National Executive and RSL (Queensland Branch) shall record all badge numbers issued and to whom they have been issued;
- (b) Each Service Member shall, on payment of their first capitation fee, be issued, without charge, a numbered badge;
- (c) If any Member shall knowingly permit the badge issued to them to be used by any other person for any purpose whatsoever, they shall be deemed to be guilty of conduct unbecoming of a Member and be liable to be dealt with under the appropriate discipline provisions of the League Constitution, this constitution or the State Branch by-laws;
- (d) If any Member shall lose their badge, they shall make a statutory declaration as to the circumstances of its loss and lodge the declaration either with RSL (Queensland Branch) or the Sub-Branch of which they are a Member. Upon payment of a fee as determined by the National Executive, a replacement badge will be issued;

- (e) A badge of the copyright League pattern shall be the only official badge. A badge of any other ex-servicemen's association or league of sailors, soldiers and airmen shall not be accepted as evidence of membership of the League or worn in lieu of the official badge; and
- (f) A miniature replica of the official badge may be worn but shall not be represented as other than a replica.

#### 30.10.2 Use of the Letters "RSL" and Badge of the League

- (a) This rule shall not apply to permission granted for the use of the name of the League, the letters "RSL" or the badge of the League pursuant to the League Constitution in force immediately prior to this constitution coming into force and effect;
- (b) Subject to clause 30.10.2(a) above the name of the League, the letters "RSL" and the badge of the League shall only be used by the League for the purposes of League identification and publicity. The League shall not permit any use except for those purposes;
- (c) Only the National Executive may authorise the use of the name of the League, the letters "RSL" or the badge of the League for the purpose other than that set forth in these rules; and
- (d) In this rule the expression "The League" includes RSL (Queensland Branch) and all District Branches and Sub-Branches.

## 31. Definitions and interpretation

### Definitions

31.1 In this constitution the following definitions apply:

**Advisory Committee** means an advisory committee established by the Board under clause 16.1.

**AGM** means the general meeting referred to in clause 6.1.

**Appointed Director** means a ~~director~~Director appointed pursuant to ~~clause 9.2~~clauses 9.17 to 9.20, if so appointed by the Board.

**Associated Party** means each of the following:

- (a) the RSL (Queensland Branch);
- (b) any Related Body Corporate of the RSL (Queensland Branch).
- (c) any other body corporate, trust or entity promoted by the RSL (Queensland Branch) or in which the RSL (Queensland Branch) has an interest of any kind.

**Board** means Directors acting as the board of the RSL (Queensland Branch).

**Capitation** means those moneys payable from or to a Sub-Branch or District Branch based on a fixed amount for each individual Member of RSL (Queensland Branch).

**CEO** means the person appointed under clause 18.

**Chair** means the Director elected under clause 9.3 to preside as chairperson

at Board meetings for the time being.

**Chair of the State Council of District Presidents** means the State Councillor appointed to chair meetings of the State Council of District Presidents.

**Community Link** means a group of person/s established by a SubBranch to support the objectives of the League.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Delegate** means that member authorised by a Sub-Branch or District Branch to attend and vote at meetings including but not limited to the AGM.

**Director** means a person occupying the position of a director of ~~the~~ RSL (Queensland Branch) and ~~may be an elected director or~~ includes the Executive Officers, directors identified in clause 9.1.4, the Chair of the State Council of District Presidents and Appointed Director+Directors.

**District Branch** means a branch established by RSL (Queensland Branch) with such geographical boundaries and responsibilities assigned to it by RSL (Queensland Branch).

**District President** means the District President elected by each District Branch from time to time in accordance with the provisions of their respective constitutions.

**Eligible Candidate** means in relation to a specific Director vacancy, a candidate that has the requisite skills and qualifications referred to in any applicable skills matrix and/or position description for that vacancy.

**Executive Officer** means the Directors who have been elected to the positions of Chair, Deputy Chair and Vice Chair of RSL (Queensland Branch).

**Financial Member** means a Member whose annual subscription for the current year has been paid.

**First Directors** means the First Directors appointed pursuant to Appendix A.

**League** means the Returned & Services League of Australia Limited.

**League By-Laws** means the by-laws promulgated by the League from time to time.

**League Constitution** means the League's governing document, known as constitution, or such other document as is registered with ASIC by the League as the League's constitution.

**Life Member** means a Service Member who fulfils the Membership Eligibility Criteria to be a life member of the League and has been admitted to the League in this category of membership.

**Member** means a Member of RSL (Queensland Branch) unless the context of the clause requires otherwise.

**Membership Eligibility Criteria** in relation to eligibility for admission as a member of RSL (Queensland Branch) means, as the case requires, the requirements for eligibility as set out in any by-law of the Board.

**Miscellaneous List of Members** means the register maintained by the RSL (Queensland Branch) pursuant to clause 3.24.

**National Congress** means a general meeting of the League.



**National Executive** means the board of directors of the League constituted by the League's Constitution.

**National Secretary** means the secretary of the League.

**Office** means is situated at 283 St Paul's Terrace, Fortitude Valley, Queensland or in such place as the Board may, from time to time determine.

**Register** means the register of Members kept by the RSL (Queensland Branch) together with the Unattached List of Members and the Miscellaneous List of Members.

**Related Body Corporate** has the meaning given in the *Corporations Act*.

**RSL (Queensland Branch)** means the Returned & Services League of Australia (Queensland Branch), an organisation established under the *Religious, Educational and Charitable Institutions Act 1861*, receiving its letter patent on 9 March 1978.

**RSL (Queensland Branch) Tribunal** means the tribunal established by RSL (Queensland Branch) pursuant to clause 11.3.13.

**Seal** means, if the RSL (Queensland Branch) has one, the common seal of the RSL (Queensland Branch).

**Secretary** means a person appointed to perform the duties of a secretary of the RSL (Queensland Branch).

**Service Member** means a person who fulfils the Membership Eligibility Criteria to be a service member of the League and has been admitted to the League in this category of membership.

**State Branch AGM** means the annual meeting of all District Branches and Sub-branches within the RSL (Queensland Branch) jurisdiction.

**State Branch by-laws** means the by-laws promulgated by the Board pursuant to clause 23 from time to time.

[State Council of District Presidents means the committee formed by the District Presidents pursuant to clause 20.1 and also known as the State Council.](#)

[State Councillor means a member of the State Council of District Presidents.](#)

**Sub-Branch** means a branch of RSL (Queensland Branch) established under a charter issued by RSL (Queensland Branch) with such responsibilities assigned to it by RSL (Queensland Branch).

**technology meeting** means a meeting referred to in clause 12.4 which uses technology to facilitate the meeting.

**Termination Event** means:

- (a) the death or bankruptcy of the Member; or
- (b) the Member becoming a person whose property is liable to be dealt with under a law about mental health; or
- (c) the Member being convicted of an indictable offence; or
- (d) the Board decides that, on the balance of probabilities, the Member is not eligible for membership of the RSL (Queensland Branch) or eligible for category or class of membership of the RSL (Queensland Branch) to which she or he has been admitted; or

- (e) the Member having not paid annual subscriptions for six months from the date of a notice of default given under clause 4.6.

**Unattached List of Members** means the register maintained by the RSL (Queensland Branch) pursuant to clause 3.20.

## **Interpretation**

31.2 In this constitution, unless the context otherwise requires:

- 31.2.1 a reference to any law or legislation or legislative provision includes any statutory modification, amendment or re-enactment, and any subordinate legislation or regulations issued under that legislation or legislative provision, in either case whether before, on or after the date of this constitution;
- 31.2.2 a reference to any agreement or document is to that agreement or document as amended, novated, supplemented or replaced from time to time;
- 31.2.3 a reference to a clause, part, schedule or attachment is a reference to a clause, part, schedule or attachment of or to this constitution;
- 31.2.4 where a word or phrase is given a defined meaning another part of speech or other grammatical form in respect of that word or phrase has a corresponding meaning;
- 31.2.5 a word which indicates the singular indicates the plural, a word which indicates the plural indicates the singular, and a reference to any gender indicates the other genders;
- 31.2.6 an expression importing a natural person includes any RSL (Queensland Branch), trust, partnership, joint venture, association, body corporate or public authority;
- 31.2.7 a reference to 'dollars' or '\$' means Australian dollars;
- 31.2.8 references to the word 'include' or 'including' are to be interpreted without limitation;
- 31.2.9 A reference to a time of day means that time of day in the place where the Office is located;
- 31.2.10 a reference to a business day means a day other than a Saturday or Sunday on which banks are open for business generally in the place where the Office is located;
- 31.2.11 where a period of time is specified and dates from a given day or the day of an act or event it must be calculated exclusive of that day;
- 31.2.12 a term of this constitution requiring anything to be done on or by a date which is not a business day must be interpreted as if it required it to be done on or by the next business day;
- 31.2.13 where the by-laws, policies or directives of the League, RSL (Queensland Branch), District Branch or Sub-Branch conflict, the order of precedence shall be:
- (a) the League;
  - (b) RSL (Queensland Branch);
  - (c) District Branch; and

(d) Sub-Branch.

**References to this constitution**

31.3 A reference to this constitution, where amended, means this constitution as so amended.

CHANGES TRACKED

# Returned & Services League of Australia (Queensland Branch)

## Appendix A – Transitional Provisions

### A1 Election of First Directors

- (1) Following the adoption of this constitution, the current Board will, by email transmission to all District Branches and Sub-Branches, call for nominations for the four additional Director positions identified in clause 9.1.4.
- (2) Nominations must be called for no later than one week after the AGM at which this constitution was adopted. Nominations must close on the date which is six weeks from the date of the calling of nominations.
- (3) If there is only one Eligible Candidate for a specific additional Director role, that candidate will be appointed as a Director on and from the date on which the approval referred to in clause 29.3 is secured.
- (4) If there is more than one Eligible Candidate for a specific additional Director role, then the Board will convene a vote to determine who will be appointed to that specific Director role.
- (5) The vote will be convened electronically within two weeks of the close of nominations. The Board will cause a copy of each Eligible Candidate's nomination to be provided to each District Branch and Sub-Branch. Each District Branch and Sub-Branch will have one vote via its Delegate on each additional Director position that is required to be voted upon and must submit that vote within 28 days of receipt of the ballot paper.
- (6) The Eligible Candidate for each additional Director role receiving the greatest number of votes cast in their favour will be appointed as a Director on and from the date on which the approval referred to in clause 29.3 is secured or the conclusion of the vote for that Director role (whichever is later).
- (7) If an equality of votes would otherwise prevent the successful candidate for a vacancy from being determined, then the names of the Eligible Candidates who received the same number of votes must be put to further ballots until such time as an Eligible Candidate is elected.
- (8) The Board will cause details of the results of the election to be forwarded to each District Branch and Sub-Branch as soon as they are known.

### A2 Initial terms of Directors

- (1) Upon election or appointment as the case may be, the First Directors will be described respectively as Director 1, Director 2, Director 3 and Director 4, with the description of each to be determined by reference to the position description relevant to such position that is published on the RSL (Queensland Branch) Public Access Web Site.
- (2) The initial term of Director 1 will be from the date of election up to the date of the second AGM following their election as a Director.
- (3) The initial term of Director 2 will be from the date of election up to the date of the AGM immediately following the AGM referred to in clause A2(2) of this Appendix.

(4) The initial term of Director 3 will be from the date of election up to the date of the AGM immediately following the AGM referred to in clause A2(3) of this Appendix.

(5) The initial term of Director 4 will be from the date of election up to the date of the second AGM following their election as a Director.

### **A3 Discharge of previous Board**

Upon the election of the First Directors and the approval of this constitution in the manner prescribed in clause 29.3, the Board in existence prior to the adoption of this constitution, comprised of the Chair, Deputy Chair and Vice Chair and the District Presidents will be discharged.

For the avoidance of doubt, the:

(1) Executive Officers elected in accordance with the provisions of this constitution at the close of the AGM at which this constitution was adopted; and

(2) Chair of the State Council of District Presidents elected in accordance with the provisions of this constitution,

will not be discharged at such time, even where such an individual would otherwise be discharged under this clause.