

Constitution

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

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Returned & Services League of Australia (Queensland Branch)

1. Nature of Returned & Services League of Australia (Queensland Branch)

1.1 Nature

The Returned & Services League of Australia (Queensland Branch) (**RSL Queensland**) is a body corporate established by Letters Patent issued pursuant to the *Religious, Educational and Charitable Institutions Act 1861* (Qld).

RSL Queensland is an independent branch of the League.

1.2 Application

This Constitution applies to RSL Queensland only.

1.3 Order of Precedence

Where the by-laws, policies or directives of RSL Australia, RSL Queensland, a District Branch or Sub-Branch conflict, then the following will prevail in descending order of precedence:

- 1.3.1 by-laws, policies or directives of RSL Australia;
- 1.3.2 by-laws, policies or directives of RSL Queensland;
- 1.3.3 by-laws, policies or directives of a District Branch; and
- 1.3.4 by-laws, policies or directives of a Sub-Branch.

2. Objects

2.1 RSL Queensland is established for the principal purpose of promoting the interests and welfare of serving and ex- serving members of the Australian Defence Force and their dependants for the purposes of:

- (a) advancing health,
- (b) advancing education,
- (c) advancing culture, and
- (d) advancing social and public welfare,

and has the following objects to:

- (e) provide for the sick, helpless, wounded, aged, vulnerable, destitute;
- (f) 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;
- (g) 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;
- (h) 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;
- (i) encourage loyalty to Australia and secure patriotic service in the interests of Australia;
- (j) protect the good name and preserve the interests and standing of members of the Australian Defence Force;
- (k) 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;
- (l) provide welfare to the sick, helpless, wounded, vulnerable, aged, destitute and needy.
- (m) support serving Australian Defence Force members at home and abroad and actively assist them in their transition to civilian life, especially if they are detrimentally affected by their Defence service; and
- (n) Support Australian Federal Police and State Police overseas veterans with appropriate assistance and encouragement to join the League.

2.2 In furtherance of the Objects, RSL Queensland may do any or all, of the following:

- (a) be part of a national association which is non-sectarian, and in relation to party politics, non-partisan;
- (b) 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;
- (c) establish or approve the establishment of Women's Auxiliaries and Citizens' Auxiliaries of the League throughout the State of Queensland and in such other places as RSL Queensland may, from time to time determine;
- (d) seek the co-operation of like associations, corporations and/or other persons to further the welfare and commemorative/patriotic objects;
- (e) 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;

- (f) 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 may, from time to time, determine;
- (g) raise money to further the aims of RSL Queensland and to secure sufficient funds for the purposes of RSL Queensland;
- (h) receive any funds and to distribute these funds in a manner that best attains the objects of RSL Queensland;
- (i) conduct commercial, marketing and sponsorship activities consistent with relevant legislation and RSL Queensland's reputation for the purpose of delivering the Objects and other outcomes as directed by the Board; and
- (j) doing all such things as are incidental, convenient or conducive to the attainment of all or any of the Objects of RSL Queensland.

3. Membership

3.1 Number of Members

The number of Members is unlimited.

3.2 Membership

The Members of RSL Queensland are:

- 3.2.1 the Continuing Members; and
- 3.2.2 any other person or persons admitted to membership in accordance with this Constitution;

3.3 Categories of Membership

The categories of Membership are:

- 3.3.1 Service Members;
- 3.3.2 Life Members; and
- 3.3.3 such other categories of voting and non-voting Members as the Board may in its discretion establish from time to time.

3.4 Eligibility to apply for Membership

3.4.1 A person may only become a Service Member if:

- (a) the person has signed a declaration that he or she is prepared to swear or affirm (as the case may be) loyalty to Australia and its Sovereign and that he or she will uphold the Constitution of Australia and the Constitution of RSL Australia; or

(b) if the person is not an Australian citizen, the person proves to the satisfaction of the League that by making the declaration he or she would or would be likely to lose his or her citizenship of a foreign country

AND:

(c) the person is or was a member of the Australian Defence Force with at least one day's service (fulltime equivalent);

(d) the person was a member, with at least 6 months' service, of the armed forces of:

(i) any member or former member of the Commonwealth;

(ii) any country or place presently or formerly a Crown Colony of the United Kingdom; or

(iii) the United States of America;

(e) the person:

(i) has served with, supported or was engaged with the Australian Defence Force for at least 6 months in a theatre of conflict or the armed forces of the places referred to clause 3.4.1(d); and

(ii) is an Australian citizen or a citizen of any of the places in clause 3.4.1(d);

(f) the person is an Australian citizen and

(i) was a member of the armed forces of another place for at least 6 months which was an ally of a member of the Commonwealth in a theatre of conflict; or

(ii) served with, supported or was engaged with the armed forces of that place for at least 6 months in a theatre of conflict;

(g) the person has completed 10 years of aggregate service as an Officer of Cadets or Instructors of Cadets;

(h) the person was a member of:

(i) the Australian Defence Force; or

(ii) the armed forces of the places referred to in clause 3.4.1(d);

but was honourably discharged for medical reasons or for reasons outside the person's control;

- (i) the person was a member of a SEATO Surgical and Medical Team in Vietnam during the conflict there;
- (j) the person is an Australian Citizen and:
 - (i) served for at least 6 months in the armed forces of any other place not specified in this clause: and
 - (ii) at no time during the service, the armed forces of that place was in conflict against a member of the Commonwealth or the United States of America; or
- (k) the person was for not less than 6 months a member of a philanthropic organisation formally accredited to and administered by the Australian Defence Force for that period.

3.5 **Honorary Life Membership**

If, in the opinion of the Board, a person, whether or not he or she is a Member of RSL Queensland, who has been nominated for Honorary Life Membership, satisfies the requirements to receive Honorary Life Membership as detailed in the by-laws of RSL Australia, the Board may in its absolute discretion, with the consent of the person, bestow Honorary Life Membership on that person.

3.6 **Consequences of Membership**

3.6.1 The Members acknowledge and agree that this Constitution was passed by a Special Resolution of the Voting Members and that all Members are unilaterally bound by the terms of this Constitution.

3.6.2 Members acknowledge and agree that this Constitution constitutes a contract between RSL Queensland and each of the Members and that each Member is bound by and must comply with:

- (a) this Constitution; and
- (b) all By-Laws made pursuant to clause 20 of this Constitution.

3.6.3 This Constitution supersedes all previous RSL Queensland Constitutions.

3.7 **Limitations**

3.7.1 A Member's rights, privileges and benefits of membership are not transferable.

3.7.2 The Board may reject any application for membership and must inform the applicant of the grounds for rejecting any such application and the applicants right of appeal.

3.8 **Register of Members**

A register of the Members must be kept by RSL Queensland containing the following details:

- 3.8.1 full names of Members;
- 3.8.2 addresses of the Members;
- 3.8.3 categories of membership including details of the Members' Sub Branches;
- 3.8.4 the date the Members first became Members;
- 3.8.5 the Members' telephone numbers and email addresses; and
- 3.8.6 the dates the Members ceased being Members.

3.9 **Application for membership**

- 3.9.1 Any person who qualifies may apply to RSL Queensland to become a Member of RSL Queensland.
- 3.9.2 Applications for membership must be submitted to RSL Queensland through the Sub Branch the applicant wishes to join, or if the applicant wishes to join and be placed on the Unattached Members' List, through the State President.

3.10 **Forms of Application**

Applications for membership must be:

- 3.10.1 in the form approved by the Board;
- 3.10.2 signed by the applicant or accepted by other mechanism as approved by the Board;
- 3.10.3 accompanied by a copy of the applicant's service record and or any other reasonable proof of service required by the Sub Branch or State President to satisfy itself or himself that the applicant is otherwise a fit and proper person to be a Member;
- 3.10.4 accompanied by the required fee (if any); and
- 3.10.5 may be submitted electronically.

3.11 **Admission to membership**

- 3.11.1 Upon receipt of a Compliant Application for Membership Form and the other material referred to in clause 3.10.3 and 3.10.4, the Sub Branch to which the application for membership is submitted, or in the case of an application to join the Unattached Members' List, the State President, must:
 - (a) consider the application for membership and determine whether, in its or his discretion, the applicant is a fit and proper person to be admitted to membership and otherwise, whether the application should be accepted or rejected; and
 - (b) in the case of applications submitted to Sub Branches, notify the State President whether the application should, in its opinion, be accepted or rejected.

- 3.11.2 The State President must submit all applications for membership to join the Unattached Members' List together with his recommendations and all applications for membership together with the recommendations received from Sub Branches to the Board in time for the Board to consider those applications at its meeting next following the date upon which the State President received them.
- 3.11.3 The Board may, irrespective of any recommendation it receives, resolve to reject an application for membership.
- 3.11.4 Decisions on applications for membership will be communicated to applicants as soon as possible after the Board has decided the application.
- 3.11.5 If an application for membership is rejected the application fee, if any, and the annual subscription, if any, paid by the applicant must be refunded.
- 3.11.6 If an applicant is accepted for membership:
 - (a) the State President must in the case of applications for membership of the Unattached Members' List notify the member of the applicant's acceptance to membership and in the case of applications for membership of a Sub Branch notify the Sub Branch to which the applicant submitted the application of the applicant's acceptance to membership and the Sub Branch must in turn notify the applicant; and
 - (b) the Member's details must be entered in the Register of Members.

3.12 **Members who are employees**

Despite anything in the Constitution to the contrary, a Member who is an employee of RSL Queensland:

- 3.12.1 has the right to attend, speak and vote at meetings of the Sub Branch of which he or she is a Member and to seek election to the management committee of that Sub Branch; but
- 3.12.2 cannot be elected to or hold the positions of a District President or a Director of RSL Queensland.

3.13 **Notification by Members**

Each Member must promptly notify their Sub Branch, or in the case of a Member on the Unattached Members' List, the State President, in writing of any change in their qualifications to be a Member.

3.14 **Continuing Members**

- 3.14.1 Continuing Members:
 - (a) will maintain the classification of membership in RSL Queensland that they held in RSL Queensland immediately before the adoption of this Constitution; and
 - (b) are not required to pay any application fee.

3.14.2 Continuing Members must otherwise comply with this Constitution.

3.15 **Unattached Members' List**

3.15.1 RSL Queensland must keep and maintain a register to be known as the Unattached Members' List.

(a) An applicant upon becoming a Service or Life Member or an existing Service or Life Member may request that:

(i) RSL Queensland include them on the Unattached Members' List; or

(ii) the Sub Branch to which they belong transfers them to the Unattached Members' List.

3.16 **Miscellaneous Members' List**

3.16.1 RSL Queensland must keep and maintain a register to be known as the Miscellaneous Members' List.

3.16.2 The names of all Service Members and Life Members who have been transferred to the Miscellaneous Members' List by the Board or by a Tribunal constituted by the Board under this Constitution will be maintained on that List for the period so determined by the Board or Tribunal as the case may be.

3.16.3 Whilst Members are on the Miscellaneous Members' List they are not eligible to hold any office in RSL Queensland including in a District Branch or Sub Branch and they cannot be a member of a 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.

3.16.4 A Service Member or Life Member who has been transferred to the Miscellaneous Members' List for a period of time will, at the conclusion of that period, be transferred to the Unattached Members' List.

3.16.5 Upon being transferred to the Unattached Members' List, the Service Member or Life Member may request a transfer to a Sub Branch or the unattached list of another State. The Member's request will be granted provided that the Sub Branch or other State approves the transfer. A Sub Branch must not decline an application for transfer on the same grounds as those that resulted in the Member's transfer to the Miscellaneous Members' List.

3.17 **Cessation of Membership**

A Member ceases to be a Member upon:

3.17.1 the resignation of the Member;

3.17.2 the death of the Member; or

3.17.3 the termination of the Member's membership.

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, including voting at RSL meetings, if the annual subscription of a Member remains unpaid by 1 January in any year the annual subscription becomes payable.
- 4.6 If the annual subscription of a Member remains unpaid after 28 February in any year, a notice of default is to be given to the Member by RSL Queensland.
- 4.7 The rights or privileges of membership shall be reinstated on payment of any outstanding subscription by the 30 April in any year or in extenuating circumstances, which 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.

Failure to pay

- 4.9 If a Member has not paid all arrears of annual subscriptions by 30 April in any year that annual subscriptions become payable, the Member automatically ceases to be a Member.

5. Resignation, Disciplining and Removal of Members

Resignation

- 5.1 A Member may resign from membership of RSL Queensland by giving written notice to the State President 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.

5.4 **Disciplining Members**

5.4.1 If a Member engages in Conduct Unbecoming a Member, the Board may impose on a member, one or more of the following penalties:

- (a) a reprimand;
- (b) suspension from membership for up to twelve months;
- (c) transfer to the Miscellaneous list of Members for an appropriate period;
- (d) disqualification from holding office in any part of the League for an appropriate time;
- (e) a recommendation for the withdrawal of awards; and
- (f) expulsion from membership.

5.4.2 For the purposes of this Constitution, **Conduct Unbecoming a Member** may include, but is not limited to, conduct whereby a Member has:

- (a) wilfully refused or neglected to comply with the provisions of the RSL Australia Constitution, any RSL Australia By Laws, this Constitution or By Laws;
- (b) engaged in conduct subversive to the Objects;
- (c) engaged in conduct detrimental or prejudicial to the interests of RSL Queensland;
- (d) engaged in conduct detrimental or prejudicial to the interests of the Sub Branch of which they are a Member or the District Branch of which their Sub Branch is a member;
- (e) been convicted of an indictable offence;
- (f) been found guilty of falsely representing him or herself to be a soldier, sailor or airman;
- (g) misrepresented his or her service history; or
- (h) been found guilty of wearing a service medal, award or decoration for which they are not authorised.

Removal from Membership

5.5 If the Board has reason to believe that a Member has engaged in Conduct Unbecoming a Member, the Board must give the Member at least 14 days' notice in writing of:

5.5.1 the date, time and place of the meeting of the Board at which it will consider whether the Member has been engaged in such conduct; and

- 5.5.2 a statement of the full and precise particulars of the conduct of the Member which will be considered by the Board.
- 5.6 The Board shall provide such further particulars of any of the matters set forth in the statement referred to under clause 5.5.2 either prior to or at the meeting called by the Board, if requested by the Member whose conduct is being considered.
- 5.7 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, subject to any pre-conditions set out in those rules and By-Laws.
- 5.8 The disciplinary provisions applying to RSL Queensland shall be those set out in:
- 5.8.1 the RSL Australia Constitution and any by-laws promulgated by RSL Australia;
 - 5.8.2 this Constitution and the State Branch By-Laws; and
 - 5.8.3 any applicable District Branch or Sub Branch rules and by-laws.

6. Application of income and property

The income and property of RSL Queensland must be applied solely to the purpose of promoting and fulfilling the Objects.

7. No distribution to Members

- 7.1 No portion of the income or property of RSL Queensland will be paid or transferred directly or indirectly, by way of a dividend, bonus or otherwise to any Member.

Payments, services and information

- 7.2 Nothing in clause 7.1 prevents RSL Queensland making a payment in good faith of any of the following, provided any such payment does not exceed the amount ordinarily payable by commercial parties dealing at arm's length in similar transactions:
- 7.2.1 remuneration to any officers or employees of RSL Queensland for services actually rendered to RSL Queensland (including payment of directors' fees in accordance with clause 12.26);
 - 7.2.2 an amount to any Member in return for any services actually rendered to RSL Queensland or for goods supplied in the ordinary and usual course of business;
 - 7.2.3 reasonable and proper interest on money borrowed from any Member;
 - 7.2.4 reasonable and proper rent for premises let by any Member to RSL Queensland; and
 - 7.2.5 reimbursement of expenses reasonably and properly incurred by any Member on RSL Queensland's behalf with the prior

written consent of the Board.

- 7.3 Nothing in clause 7.1 prevents RSL Queensland 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.

8. Limited liability

Members are not personally liable to contribute towards the payment of the debts and liabilities of RSL Queensland or the costs, charges and expenses associated with any winding up of RSL Queensland.

9. Gift funds

- 9.1 RSL Queensland may establish one or more gift funds to be used for specific purposes consistent with the Objects and to which the public may be invited to make gifts and donations of money and/or property.
- 9.2 RSL Queensland, if endorsed in its own right as a deductible gift recipient, will ensure that the funds are administered for the purposes in respect of which RSL Queensland is so endorsed or approved and must maintain the funds:
- 9.2.1 to which all gifts of money or property for those purposes are made;
 - 9.2.2 to which contributions are made in relation to an eligible fundraising event held for the principal purpose of RSL Queensland;
 - 9.2.3 to which all money received by RSL Queensland because of the gifts is credited; and
 - 9.2.4 ensuring they do not receive any other money or property.
- 9.3 Gift funds must only be used for the purposes of the Objects.

10. Amending this Constitution

- 10.1 This Constitution cannot be amended other than by way of a Special Resolution of the Members.
- 10.2 Appendix A to this Constitution forms part of this Constitution and cannot be amended other than by way of a Special Resolution of the Members.

11. Meetings of Members

- 11.1 Convening Meetings
- The Board must convene:
- 11.1.1 the AGM; and
 - 11.1.2 General Meetings

in accordance with the provisions of this Constitution.

11.2 **AGM**

The Board must convene the AGM within 6 months of the end of each RSL Queensland Financial Year.

11.3 **General Meetings**

11.3.1 The Board must convene a General Meeting at the written request of:

- (a) the State President;
- (b) two thirds of the Board;
- (c) two thirds of the State Council of District Presidents; or
- (d) two thirds of the Sub Branches.

11.3.2 General Meetings must be:

- (a) called no later than 28 days after the written request is received and otherwise in accordance with this Constitution; and
- (b) held no later than 3 months after the date of receipt of the written request.

11.3.3 A General Meeting shall not be convened if called within 4 months of the AGM and the reasons for calling the General Meeting, set out in the written notice issued pursuant to clause 11.3.1, will be dealt with at the AGM.

11.3.4 A written request issued in accordance with clause 11.3.1 must state:

- (a) the reason for calling the General Meeting; and
- (b) the business to be conducted.

11.4 **Attendance and Voting at the AGM and General Meetings**

11.4.1 Members will be represented at the AGM and General Meetings by a Delegate appointed by their respective Sub Branches (from the Service and Life Members of the Sub Branch).

11.4.2 Each Delegate will have one vote.

11.4.3 Members who are not Delegates may attend the AGM and General Meetings as observers but will not have any right to address the meeting (unless invited by the Chairman to do so) or to vote.

11.5 **Circulating Resolutions**

Circulating resolutions shall not be used for resolutions which this Constitution requires or permits to be passed at a General Meeting.

11.6 **Notice of an AGM or a General Meeting**

11.6.1 Written notice of an AGM or a General Meeting of RSL Queensland must be given to each:

- (a) member of the Board;

- (b) District Branch; and
- (c) Sub Branch.

11.6.2 No other person is entitled to receive notice of an AGM or a General Meeting.

11.7 **How Notice of an AGM and General Meetings is to be given**

Notice of an AGM or General Meeting may be given:

- 11.7.1 personally;
- 11.7.2 by sending it by post to the address of each member of the Board, each District Branch, marked for the attention of the secretary, and each Sub Branch, marked for the attention of the secretary; or
- 11.7.3 by sending it by electronic mail to each member of the Board and the secretary of each District Branch and each Sub Branch (if any) to the email address nominated by them.

11.8 **Period of Notice for AGM and General Meetings**

- 11.8.1 Notice of an AGM must be given in accordance with clause 11.15.1.
- 11.8.2 Notice of a General Meeting must be given at least 10 Business Days prior to the date on which the General Meeting is to be convened.

11.9 **Content of Notice of General Meeting**

A Notice of a General Meeting must:

- 11.9.1 set out the place, date and time for the meeting (and, if the meeting is to be held in 2 or more places, the technology that will be used);
- 11.9.2 state the general nature of the meeting's business;
- 11.9.3 if a Special Resolution is to be proposed at the meeting, highlight the proposal to seek a Special Resolution and specify the Special Resolution; and
- 11.9.4 be worded and presented in a clear, concise and effective manner.

11.10 **Notice of adjourned meeting**

When a meeting is adjourned for 1 month or more, new notice of the resumed meeting must be given.

11.11 **Accidental omission to give notice**

The accidental omission to give notice of any General Meeting to or the non- receipt of the notice by any person entitled to receive notice of a General Meeting under this Constitution does not invalidate the proceedings or any resolution passed at the meeting.

11.12 **Postponement of General Meeting**

- 11.12.1 The Board may postpone the holding of any General Meeting whenever it sees fit (other than a meeting requisitioned by

Members) for not more than 28 days after the date on which it was originally called.

11.12.2 Whenever any meeting is postponed (as distinct from being adjourned) the same period of notice of the meeting must be given to persons entitled to receive notice of a meeting as if a new meeting were being called on the date to which the original meeting is postponed.

11.12.3 This clause does not apply to the AGM.

11.13 **Technology**

RSL Queensland may hold a meeting of its members at 2 or more venues using any technology that gives attendees as a whole a reasonable opportunity to participate.

11.14 **Proceedings at AGM and General Meetings**

11.14.1 Quorum

- (a) The AGM and General Meetings may not transact any business unless a quorum of the Delegates is present at the time of the meeting.
- (b) Delegates representing half of the Sub Branches of RSL Queensland entitled to vote at the AGM plus one form a quorum.

11.14.2 Chairing General Meetings

- (a) The State President must, where possible, chair each AGM and all General Meetings.
- (b) If the State President is not present at a meeting or is unable to preside over the meeting as Chairman, the Deputy President must chair that meeting.
- (c) If the State President and Deputy President are not present at a meeting or are unable to preside over the meeting as Chairman, the Vice President must chair that meeting.
- (d) If neither the President, Deputy President nor Vice President are present at a meeting, the meeting must be adjourned to a date when one or more of them will be present and in a position to chair the meeting.

11.14.3 Powers of the Chairman

- (a) The Chairman may temporarily vacate the chair at an AGM or a General Meeting in favour of another person present at any time and for any reason the Chairman sees fit, and must do so if the Delegates are voting on the State President's election or re-election.
- (b) Subject to the terms of the Constitution regarding adjournment of meetings, the Chairman's ruling on all matters relating to the order of business, procedure and conduct of the AGM or the General Meeting is final and no motion of dissent from a ruling of the Chairman

may be accepted.

- (c) The Chairman may, in his or her absolute discretion, refuse any person admission to a General Meeting, or expel a person from a General Meeting and not permit them to return, if the Chairman reasonably considers that the person's conduct is inappropriate.
- (d) Inappropriate conduct in a General Meeting may include, but is not limited to:
 - (i) the use of offensive or abusive language which is directed to any person, object or thing;
 - (ii) attendance at the meeting while under the influence of any kind of illicit drug, or using or consuming any illicit drug at the meeting, including any alcoholic substance; and/or
 - (iii) possession of any article, including a recording device or other electronic device or a sign, banner or pamphlet, which the Chairman considers is dangerous, offensive or disruptive or likely to become so.

11.14.4 Business at Adjourned Meetings

Only unfinished business is to be transacted at a meeting resumed after an adjournment.

11.14.5 Voting by Proxy

Proxy votes are not permitted at an AGM or General Meeting.

11.14.6 Voting

- (a) Every Delegate in attendance has one vote. No other person shall have the right to vote at an AGM or General Meeting.
- (b) A motion arising at the AGM or a General Meeting is to be decided:
 - (i) for an Ordinary Resolution, by a majority vote of the Delegates present and entitled to vote at the meeting and, if the votes are equal, the motion is decided in the negative; and
 - (ii) for a Special Resolution, by a majority of at least two-thirds of the votes of Delegates present and entitled to vote at the meeting.
- (c) A resolution put to the vote of a meeting will be decided on a show of hands or by such other means (including through the use of electronic devices) as are approved by the Board for the purposes of voting at such meetings, unless a poll is demanded before the result of the show of hands.
- (d) Unless a poll is demanded:

- (i) a declaration by the Chairman that a resolution has on a show of hands been carried, or carried unanimously, or lost; and
 - (ii) an entry to that effect made in the minutes of the meeting will be conclusive.
- (e) A poll may be demanded for a vote on any resolution being considered by:
 - (i) the Chairman; or
 - (ii) a Delegate in attendance at the meeting.
- (f) If a poll is duly demanded it will be taken in such manner as the Chairman of that meeting directs. The result of the poll will be the resolution of the meeting at which the poll was demanded.
- (g) Resolutions of the AGM and General Meetings are binding on the Members from the close of the meeting at which the resolution was passed.

11.14.7 Adjournment

- (a) If within two hours from the time appointed for an AGM or a General Meeting a quorum is not present, the meeting must be adjourned to another date, time and place as the Chairman determines.
- (b) If at the rescheduled meeting a quorum is not present within two hours from the time appointed for the rescheduled meeting then the Delegates representing more than a quarter of the Sub Branches will be deemed to be a quorum.
- (c) If a quorum is still not present at the rescheduled meeting, the business to be conducted at that meeting will be carried over to the next AGM.

11.14.8 Determination

Any question arising at an AGM or General Meeting relating to the order of business, procedure or conduct of that meeting must be referred to the Chairman for that meeting, whose decision on the question is final.

11.15 **AGM specific provisions**

- 11.15.1 The Board must cause notice of the AGM to be provided to the parties identified in clause 11.6 not less than three calendar months' prior to the date of the AGM.
- 11.15.2 Motions for the AGM may only be submitted by the Board, the State Council of District Presidents, a District Branch or a Sub Branch to the Company Secretary (or another person appointed by the Board).
- 11.15.3 All motions are to be submitted to the Company Secretary (or another person appointed by the Board) at least eight weeks before the AGM in the format approved by the Board.

- 11.15.4 Motions, similar in nature, received from more than one of the parties referred to in clause 11.15.2 of this Constitution may, with the consent of those parties, be consolidated by the Company Secretary and included in the Notice of Meeting as a single motion.
- 11.15.5 Motions considered by the Company Secretary to be inappropriate or offensive may, with the approval of the Board, be reworded provided that the tenor and intent of the motion is retained, or excluded from a Notice of Meeting altogether.
- 11.15.6 The Company Secretary may, with the approval of the Board, alter or amend the wording of any motion, provided that the tenor and intent of such motion is not altered and the party who submitted the motion consents to the alteration or amendment.
- 11.15.7 Subject to the provisions of clauses 11.15.4 to 11.15.6, all motions presented to the Company Secretary must be included in a Notice of Meeting.
- 11.15.8 The Board must provide a copy of each motion and the proposed resolutions to the Sub Branches at least four weeks prior to the AGM.
- 11.15.9 The business of the AGM must include the following, even if not referred to in the notice of meeting:
- (a) the consideration of the annual financial report, Directors' reports and auditor's report;
 - (b) the election of Executive Directors, or any one or more of them, and the Directors;
 - (c) the fixing of Board Member Sitting Fees (if any);
 - (d) the fixing of Honoraria for Directors and/or State Councillors (if any);
 - (e) the appointment of the auditor;
 - (f) the fixing of the auditor's remuneration;
 - (g) the fixing of an amount to be made available to each District President, at their absolute discretion, for the provision of welfare urgently required by serving and/or ex-serving members of the Australian Defence Forces and/or their dependents; and
 - (h) membership application fees and membership subscription fees (if any).
- 11.15.10 All other business transacted at an AGM and all business transacted at any other General Meeting is special business.
- 11.15.11 The business of the AGM also includes any other business which under this Constitution ought to be transacted at the AGM including motions received from the Board, the State Council of District Presidents, District Branches and Sub Branches.

- 11.15.12 The Chairman of the AGM must allow a reasonable opportunity for all Delegates present at the meeting to ask questions about or make comments on the management of RSL Queensland.
- 11.15.13 If RSL Queensland's auditor or the auditor's representative is at the AGM, the Chairman must allow a reasonable opportunity for all Delegates present at the meeting to ask the auditor or that representative, questions relevant to the conduct of the audit and the preparation and content of the auditor's report.

11.16 Minutes

- 11.16.1 The Board must keep minutes of each AGM and each General Meeting in which is recorded:
 - (a) the proceedings and resolutions of each AGM and each General Meeting; and
 - (b) the resolutions passed without a meeting.
- 11.16.2 The Board must cause a copy of the draft minutes of all AGMs and General Meetings to be forwarded to the Delegates within six weeks of the AGM or General Meeting as the case may be.
- 11.16.3 Upon confirmation of the minutes at the next meeting of the Members, the State President must sign the minutes evidencing that they are a true and accurate record of the meeting and the resolutions passed at the meeting.

11.17 Expenses of Delegates

RSL Queensland will pay reasonable accommodation and travelling expenses as provided for in any By-Law in relation to reimbursement or payment of expenses of one Delegate for each Sub Branch attending the AGM or a General Meeting.

12. The Board and the appointment of Directors

12.1 Board to conduct the business of RSL Queensland

- 12.1.1 The Board will, subject to this Constitution, superintend, manage and conduct the business of RSL Queensland.
- 12.1.2 The Board may exercise all of the powers of RSL Queensland other than those reserved to the Members by this Constitution.
- 12.1.3 In exercising those powers, the Board must only act in pursuit of the Objects.

12.2 Composition of the Board

- 12.2.1 The Board will be comprised of:
 - (a) the State President/Chairperson;
 - (b) the Deputy President;
 - (c) the Vice President;
 - (d) 4 Directors;
 - (e) the Chair of the State Council of District Presidents;

and

(f) up to 2 Appointed Directors (subject to clause 12.14).

12.2.2 All members of the Board, other than the Appointed Directors (subject to clause 12.14), must be current Service or Life Members, other than Service or Life Members whose names appear on the Miscellaneous Members' List or members of the State Council of District Presidents, other than the Chair of the State Council of District Presidents.

12.3 **Election of the Board**

12.3.1 The State President, Deputy President, Vice President and the 4 Directors identified in clause 12.2.1(d) will be elected by the Members in the manner prescribed in clauses 12.5, 12.6, 12.7 and 12.8, with each, subject to the provisions of both clause 12.5 and Appendix A, holding office for a term of 3 years.

12.3.2 The Appointed Directors may be appointed by the Board in the manner prescribed in clause 12.14 to ensure that the Board has the appropriate mix of skills, expertise and experience to properly discharge its functions, with each holding office for a term of no more than 3 years.

12.4 **Meetings of the Board**

12.4.1 The Board will, subject to this Constitution, meet at least six times per year to conduct and dispatch the business of RSL Queensland.

12.4.2 Additional Board Meetings may be called at any time by the State President or by three or more Board Members giving written notice to the State President.

12.4.3 Within 14 days of receiving the written notice pursuant to clause 12.4.2, the State President must ensure that the meeting is convened.

12.5 **Founding Board Members**

12.5.1 Upon the adoption of this Constitution, the Executive Directors 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 Chairman (State President), Deputy Chair (Deputy President) and Vice Chair (Vice President) of RSL Queensland at the close of the AGM at which this Constitution was adopted.

12.5.2 The terms of each of those Offices will expire and their respective positions will become vacant on the following dates:

(a) State President - AGM 2021;

(b) Deputy President – AGM 2023; and

(c) Vice President – AGM 2022.

12.5.3 The First Elected Directors are those elected in accordance with the process set out in Appendix A.

12.6 **Election of the Executive Directors**

- 12.6.1 Each Executive Director will hold office for a term of 3 years and will be nominated and elected in the same manner as is provided for the nomination and election of the Directors in clauses 12.7 to 12.9.
- 12.6.2 All Executive Directors cannot hold office for any more than 3 consecutive terms.
- 12.6.3 Directors appointed by the Board pursuant to clause 12.14 cannot be Executive Directors unless elected to that position by the Members.

12.7 **Election of Directors**

- 12.7.1 Subject to the provisions of Appendix A, each Director will hold office for a term of 3 years.
- 12.7.2 At each AGM the Directors whose terms expire at the conclusion of the meeting will retire from office but may submit themselves for re-election, subject to clause 12.7.5.
- 12.7.3 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 qualified person as a Director.
- 12.7.4 If at the AGM the 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.
- 12.7.5 No Director can hold office for any more than 3 consecutive terms, each of 3 years. For the purposes of this clause, appointments effected prior to this Constitution coming into effect will be counted.

12.8 **Nomination for Election**

- 12.8.1 Each candidate for election as a Director must:
 - (a) be proposed by a Service or Life Member; and
 - (b) be seconded by another Service or Life Member.
- 12.8.2 A nomination of a candidate for election as a Director must be:
 - (a) in writing;
 - (b) signed by the candidate;
 - (c) be signed by the proposer and seconder; and
 - (d) satisfy the qualifications specified by the Board with 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.
- 12.8.3 Nominations of candidates for election must be received by the Company Secretary not later than 5pm on the day which is 60 days prior to the AGM at which the candidate seeks election.

12.8.4 A list of the candidates' names in alphabetical order together with the proposers' and seconders' names must be sent to the District Branches and Sub Branches with the Notice of the AGM.

12.9 Election Procedure – Directors

12.9.1 If the number of candidates for election as Directors is equal to or less than the number of vacancies on the Board, the State President must declare those candidates to be duly elected as Directors.

12.9.2 If the number of candidates for election as Directors is greater than the number of vacancies on the Board, a ballot must be held for the election of the candidates.

12.9.3 If a ballot is required, balloting lists must be prepared listing the names of the candidates only.

12.9.4 At the AGM each Delegate may vote for a number of candidates equal to the number of vacancies.

12.9.5 The candidates receiving the greatest number of votes cast in their favour must be declared by the Chairman of the meeting to be elected as Directors.

12.9.6 If an equality of votes would otherwise prevent the successful candidate for a vacancy from being determined, then the names of the candidates who received the same number of votes must be put to a further ballot immediately.

12.10 Time Appointment or Retirement Takes Effect

12.10.1 Directors who are appointed at an AGM or a General Meeting take office immediately after the end of the AGM or General Meeting as the case may be.

12.10.2 Directors who retire at an AGM or a General Meeting continue to hold office until the end of the AGM or General Meeting as the case may be.

12.11 Chair of the State Council of District Presidents as a Director

12.11.1 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 at the first meeting of the Council of District Presidents.

12.11.2 The term of office of the Chair of the State Council of District Presidents as a Director will end upon:

- (a) the expiration of that person's term of office as the Chair of the State Council of District Presidents; or
- (b) the expiration of the term referred to in clause 12.7.5, whichever is first to occur.

12.12 Casual Vacancies and Additional Directors

12.12.1 The Members by Ordinary Resolution may appoint a person qualified to be a Director in addition to the existing Directors,

but the total number of Directors must not at any time exceed the number fixed in accordance with this Constitution.

12.12.2 The Board may at any time appoint a person qualified to be an Executive Director and/or a Director to fill a casual vacancy.

12.12.3 Any Executive Director or Director appointed under clause 12.12.2 holds office until the next AGM at which he or she will be eligible for re-election but only for the remainder of the term of the vacancy that was filled pursuant to this clause.

12.13 Insufficient Directors

12.13.1 In the event of a vacancy in the office of a Director, the remaining Directors may act, but if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute a quorum or by convening a General Meeting.

12.14 Appointed Directors

12.14.1 The Board may appoint up to two additional Directors by a simple majority on the basis that the Board considers them to be persons whose background, skills and/or expertise are necessary or prudent to enhance the ability of the Board to properly perform its role and to discharge its legal duties and responsibilities.

12.14.2 For the two additional Directors referred to in clause 12.4.1, 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 and Life Members of RSL Queensland. If the appointments are unable to be identified from the Members, then the Board may seek non-members to fulfil the required positions.

12.14.3 An appointment under clause 12.14.1, 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 3 years.

12.14.4 Appointed Directors cannot serve any more than 3 consecutive terms of 3 years each.

12.15 Validation of Acts of Directors and Secretaries

12.15.1 The acts of a Director or the Company Secretary are valid despite any defect that may afterwards be discovered in his or her appointment or qualification.

12.15.2 Where a person whose office as Director is vacated under a provision of this Constitution purports to do an act as a Director, that act is as valid in relation to a person dealing with RSL Queensland in good faith and for value and without actual knowledge of the Director's office having been vacated, as if the office had not been vacated.

12.16 Specific Powers of the Board

12.16.1 Without in any way limiting the effect of clause 12.1, the Board has the following specific powers:

- (a) direct, control and conduct the business and affairs of RSL Queensland;
- (b) purchase, sell, lease, mortgage, charge, exchange or otherwise deal with or dispose of any real or personal property of RSL Queensland upon such terms and conditions as it considers appropriate;
- (c) invest money in the name of RSL Queensland in any investment authorised by the laws of the State of Queensland for the investment of money 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 banks or any finance company which is an Australian resident for the purposes of the Corporations Act;
- (d) promote and contribute to any enterprise, present or future, which has for its objects the carrying out of any works or construction or the use of any buildings for a purpose connected directly or indirectly with Objects or the objects of the trust under which the property is accepted by RSL Queensland;
- (e) pay all expenses incurred in the management of the affairs and concerns of RSL Queensland from moneys coming into its hands or to the hands of any person under its control;
- (f) employ solicitors and take counsel's advice on any matter considered necessary and no responsibility will rest upon it or any of its member for any loss which may arise from action taken upon such advice;
- (g) raise committees and sub-committees consisting of Members and non-members of RSL Queensland, fix the quorum of any committee or sub-committee to provide advice and recommendations to the Board on any matters they see fit;
- (h) approve the appointment of non-members of RSL Queensland to committees and sub-committees upon such terms and conditions as the Board determines;
- (i) direct and control all District Branches and Sub Branches on questions of public policy;
- (j) inspect the books and records of a District Branch or a Sub Branch;
- (k) resolve disputes in which RSL Queensland is involved;
- (l) discipline a Member, Sub Branch or District Branch in

- relation to any matter associated with RSL Queensland;
- (m) establish by way of By-Law or otherwise an independent Tribunal to:
 - (i) hear and determine complaints by Members or members of the public about the conduct of other Members, including but not limited to allegations of Members engaging in Conduct Unbecoming; and
 - (ii) resolve disputes between Members, District Branches and Sub Branches as the case may be;
 - (n) apply for registration or incorporation of RSL Queensland;
 - (o) establish/incorporate separate legal entities, including but not limited to companies limited by guarantee, of which RSL Queensland is the sole member, for the purpose of furthering the Objects;
 - (p) delegate any of its powers to any person it sees fit, including but not limited to the State Council of District Presidents, on such terms as it sees fit;
 - (q) employ a Company Secretary to assist it in discharging its duties on such terms, including as to remuneration, as it considers appropriate; and
 - (r) 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.

12.16.2 The Board's decision on the meaning and effect of this Constitution, and any matter affecting RSL Queensland on which this Constitution is silent, after having regard to the RSL Australia Constitution and associated by-laws, will be final and binding.

12.17 Powers of Investigation

12.17.1 The Board may direct the CEO or appoint an investigating officer or officers to make enquiries in relation to matters that are in the interests of RSL Queensland. The CEO or investigating officer or officers will carry out investigations considered by the Board to be necessary, desirable or appropriate in relation to any:

- (a) District Branch;
- (b) Sub Branch;
- (c) Member;
- (d) fundraising or business activity conducted by or in the name of the RSL Queensland or any of its District Branches or Sub Branches; or

- (e) services provided by or in the name of RSL Queensland or any of its District Branches or Sub Branches.

12.17.2 The CEO, investigating officer or officers must promptly provide the Board with a detailed written report in relation to the investigation carried out including any recommendations they have for the Board and the Board will notify the District Branch, Sub Branch or persons investigated of the outcome of the investigation including any action proposed by the Board as a consequence of the investigation.

12.18 Co-operation during Investigations

All District Branches, Sub Branches and Members, including any District Branch, Sub Branch or Member being investigated, must co-operate fully with the Board, or any person, persons or entity appointed by the Board to conduct an investigation including by answering questions and promptly providing information and documents required by the person or persons conducting the investigation.

12.19 RSL Australia Board and National Conference

12.19.1 The State President will represent RSL Queensland on the Board of RSL Australia and at RSL Australia's National Conference.

12.19.2 The Board will, by Ordinary Resolution, appoint a Board Member to be the alternate delegate on the Board of RSL Australia.

12.19.3 Both the State President and the alternate delegate will represent RSL Queensland at RSL Australia's National Conference.

12.20 Resignation of Executive Directors and Directors

12.20.1 An Executive Director, other than the State President, and a Director may resign upon written notice to the State President.

12.20.2 The State President may resign by written notice to the Board.

12.21 Removal of Directors

12.21.1 If in the reasonable opinion of the Board, a Director; or any Member appointed to a Committee constituted by the Board has acted or is acting:

- (a) detrimentally to the interests of RSL Queensland;
- (b) in a manner that constitutes Conduct Unbecoming a Member of RSL Queensland;
- (c) inconsistently with reasonable professional standards expected of a Director of a corporation under the Corporations Act;
- (d) refuses or wilfully neglects to comply with this Constitution or any By-Laws promulgated under it;
- (e) has engaged or is engaging in conduct subversive to the Objects;

- (f) fails to declare a conflict of interest; or
- (g) has lost the confidence of the Board,

the Board may by Special Resolution suspend or remove that person from office and/or cancel his/her Membership of RSL Queensland.

12.21.2 Before taking any action under this clause 12.21, the Board must notify the person concerned in writing of the action it is considering taking and the reasons why it is considering taking that action and give the person a reasonable opportunity to address the Board, either in writing or in person, on the matters raised by the Board.

12.21.3 The Members may, by Special Resolution, remove any or all Directors from office. In the event the Chair of the State Council of District Presidents is removed from office as Director, the Chair 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.

12.22 **Vacation of office**

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:

- 12.22.1 the Director dies, or commits an act of bankruptcy or makes any arrangements with their creditors;
- 12.22.2 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;
- 12.22.3 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;
- 12.22.4 Director becomes a paid employee of RSL Australia, RSL Queensland or any District Branch or Sub Branch;
- 12.22.5 the Director becomes prohibited from being a director by reason of an order made under the Corporations Act; or
- 12.22.6 the Director is an Appointed Director and is removed under the terms of the Director's appointment.

12.23 **Prohibition on being Present or Voting**

An Executive Director or a Director who has a material personal interest in a matter being considered at a Board Meeting:

- 12.23.1 must not be counted in a quorum;
- 12.23.2 must not vote on the matter; and
- 12.23.3 must not be present while the matter is being considered at

the meeting.

12.24 Executive Directors and Directors to Disclose Interests

- 12.24.1 An Executive Director or a Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with RSL Queensland (other than as a Member) must, as soon as practicable after the relevant facts have come to the Executive Director or Director's knowledge, declare the nature of the interest at a Board Meeting by written notice to the Board.
- 12.24.2 An Executive Director or a Director who holds any office or possesses any property by which, whether directly or indirectly, duties or interests might be created in conflict with his or her duties or interests as a member of the Board must declare at a Board Meeting or by notice to the Board the fact and the nature, character and extent of the conflict.
- 12.24.3 For the purposes of clause 12.24.1, an Executive Director or a Director's interest or any conflict must be disregarded if it arises from or relates solely to a guarantee to be given by the Executive Director or Director in respect of a loan to RSL Queensland.

12.25 Effect of Interest in Contract

- 12.25.1 If an Executive Director or a Director has an interest in a contract or proposed contract with RSL Queensland (other than as a Member), or a conflicting interest or duty in relation to any other matter being considered by the Board, and the Executive Director or Director discloses the nature and extent of the interest or duty at a meeting of the Board or by notice to Board:
- (a) the contract may be entered into; and
 - (b) if the disclosure is made before the contract is entered into:
 - (i) the Executive Director or Director may retain benefits under the contract even though the Executive Director or Director has an interest in the contract;
 - (ii) RSL Queensland cannot avoid the contract merely because of the existence of the interest; and
 - (iii) the Executive Director or Director is not disqualified from the office of Executive Director or Director.
 - (c) For the purposes of this clause 12.25, a contract includes an arrangement, dealing or other transaction.

12.26 Remuneration of Executive Directors and Directors

- 12.26.1 Executive Directors, Directors and the Chair of the State

Council of District Presidents may receive fees for their services in their capacity as Executive Directors, Directors and the Chair of the State Council of District Presidents.

- 12.26.2 Remuneration for Executive Directors, Directors and the Chair of the State Council of District Presidents will be determined by the Delegates at the AGM.
- 12.26.3 Executive Directors, Directors and the Chair of the State Council of District Presidents may be reimbursed for out-of-pocket expenses reasonably and properly incurred by them in connection with RSL Queensland business (including travel and accommodation expenses) and will otherwise be equipped with the resources necessary to discharge their duties and as otherwise approved by the Delegates at AGM.
- 12.26.4 Executive Directors, Directors and the Chair of the State Council of District Presidents may be paid a fee in return for any extra services actually rendered to RSL Queensland in a professional or technical capacity (other than in their capacity as an Executive Director, Director or the Chair of the State Council of District Presidents):
- (a) with the prior approval of the Board; and
 - (b) where the amount claimed does not exceed a commercially reasonable amount.

12.27 **Circulating Resolutions**

- 12.27.1 The Directors may pass a resolution without a Board Meeting being held if all the Directors entitled to vote on the resolution (except a Director absent from Australia who has not left an email address at which he or she may be given notice) sign a document containing a statement that he or she is in favour of the resolution set out in the document.
- 12.27.2 For the avoidance of doubt, resolutions passed under clause 12.27.1 of this Constitution must be unanimous.
- 12.27.3 Separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.
- 12.27.4 The resolution is passed when the last Director entitled to vote signs and returns the document referred to in clause 12.27.1 to the Company Secretary.
- 12.27.5 An email message addressed to or received by the Board and purporting to be signed or sent by a Director for the purpose of this clause 12.27 must be treated as a document in writing signed by that Director.

12.28 **Notice of Meetings of the Board**

- 12.28.1 The Board must ensure that notice of each Board Meeting is given to each Executive Director, Director and the Chair of the State Council of District Presidents at least 7 days before the meeting or at another time determined by the Board, except

that:

- (a) all Board members may waive in writing the required period of notice for a particular meeting; and
- (b) it is not necessary to give a notice of a Board Meeting to an Executive Director or Director who is out of Australia or who has been given leave of absence by the Board.

12.28.2 There shall be a standing item on the agenda for each Board Meeting, other than Board Meetings convened under clause 12.4.2, 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.

12.29 **Technology Meeting of the Board**

12.29.1 A Board Meeting may be held using telephone or, if consented to by all Board members, other technology. The consent may be a standing one. A Board member may only withdraw the consent within a reasonable period before the meeting.

12.29.2 If a Board Meeting is held using any technology and all the Board members take part in the meeting, they must be treated as having consented to the use of the technology for that meeting.

12.29.3 The following provisions apply to a technology meeting:

- (a) each of the Board members taking part in the meeting must be able to hear and be heard by each other; and
- (b) at the commencement of the meeting each Board Member must announce his or her presence to all the other Board members taking part in the meeting.
- (c) Minutes of the meeting must be taken.
- (d) A Board member may not leave a technology meeting by disconnecting his or her link to the meeting unless that person has previously notified the Chairman of his or her intention to do so.
- (e) A Board member is conclusively presumed to have been present and to have formed part of the quorum at all times during a technology meeting unless that Board Member has previously obtained the express consent of the Chairman to leave the meeting.

12.30 **Chairing Meetings of the Board**

12.30.1 Meetings of the Board will be chaired by the State President.

12.30.2 If the State President is unavailable or unable to chair a meeting, that meeting will be chaired by the Deputy President.

12.30.3 If both the State President and the Deputy President are unavailable or unable to chair a meeting, that meeting will be chaired by the Vice President.

12.30.4 If no Executive Director is available to chair a meeting, that meeting will be chaired by a Director then present who is appointed by the Board by Ordinary Resolution but only to adjourn the meeting to a date on which at least one of the Executive Directors is able to be present and to chair the meeting.

12.31 Quorum

12.31.1 The number of Board members whose presence is necessary to constitute a quorum is at least half the number of Board members comprising the Board plus one.

12.31.2 If the number of actual Board members is reduced to less than half the number required to constitute a quorum, those in office may only act to:

- (a) appoint additional Board members to achieve the number necessary for a quorum; and
- (b) convene a General Meeting of RSL Queensland.

12.32 Passing of Resolutions at Board Meetings

12.32.1 A resolution of the Board will be treated as an Ordinary Resolution unless this Constitution specifically provides that it can only be passed as a Special Resolution.

12.32.2 The Chairman has one deliberative vote only and does not have a second or casting vote at Board meetings.

12.32.3 If the vote is tied, the motion will be decided in the negative.

12.33 Minutes

12.33.1 The Board must keep minute of each Board Meeting in which they record:

- (a) proceedings and resolutions of each Board Meeting; and
- (b) resolutions passed without a meeting.

12.33.2 Upon confirmation of the minutes at the next Board Meeting, the State President must sign the minutes evidencing that they are a true and accurate record of the meeting and the resolutions passed at the meeting.

13. District Branches, Sub Branches and Chapters

13.1 Creation of District Branches, Sub Branches and Chapters

13.1.1 The Board may by Ordinary Resolution establish, amalgamate and dissolve District Branches, Sub Branches and Chapters of RSL Queensland. In exercising its powers under this clause, the Board may have regard to the views of the State Council of District Presidents.

13.1.2 Upon establishing a District Branch or Sub Branch, RSL Queensland must issue a Charter to the newly created District

Branch or Sub Branch.

- 13.1.3 Subject to clause 13.3 of this Constitution, all District Branches and Sub Branches must as soon as practicable adopt as their constitution the Model Constitution.

13.2 **Incorporation of District Branches and Sub Branches**

Once established, District Branches and Sub Branches may, with the approval of the Board, be incorporated as incorporated associations under Part 9 of the *Associations Incorporation Act 1981* (Qld) or as companies limited by guarantee pursuant to the provisions of the Corporations Act.

13.3 **Amending the Model Constitution**

A District Branch or Sub Branch may, with the approval of the Board, amend the Model Constitution in order to:

- 13.3.1 satisfy legal or regulatory requirements; and/or
- 13.3.2 deal with local issues unique to the particular District Branch or Sub Branch.

13.4 **No Model Constitution**

Until such time as a District Branch or Sub Branch adopts the Model Constitution, the following provisions of clauses 13.5 to 13.12 will apply.

13.5 **Constitutions in the absence of a Model Constitutions**

To the extent that the constitution of a District Branch or Sub Branch in force

- 13.5.1 as at the date of adoption of this Constitution is inconsistent with any provision of this Constitution, including but not limited to clauses 13.5 to 13.12 of this Constitution, the District Branch or Sub Branch must:
- (a) as soon as practicable after the adoption of this Constitution, convene a meeting of its members to adopt the provisions of this Constitution, so that to the extent of those inconsistencies, the provisions of this Constitution prevail over the constitution of the District Branch or Sub Branch in force at that time, until such time as the Model Constitution is adopted by the District Branch or Sub Branch; and
 - (b) inform RSL Queensland of the fact of the motion having been carried.

13.6 **Membership of the District Branches**

- 13.6.1 The Members of each District Branch are the Sub Branches within the geographical boundary of each District, established by the Board from time to time.
- 13.6.2 The Members of each Sub Branch are:
- (a) responsible for electing their own Sub Branch President; and

- (b) able to nominate a Member of the Sub Branch to become the District President.
- 13.6.3 The President of each Sub Branch (or the President's delegate) will represent the Sub Branch at meetings of the District Branch and is responsible for electing the District President.
- 13.6.4 The District President will be the representative:
 - (a) of all Sub Branches within the geographical boundary of the District Branch; and
 - (b) vote on behalf of the District Branch at meetings of the State Council of District Presidents.
- 13.7 Membership of the Sub Branches**
 - 13.7.1 The Members of the Sub Branches are:
 - (a) Service Members;
 - (b) Life Members; and
 - (c) such other categories of Members as are created by the Board.
 - 13.7.2 Only the Members identified in clauses 13.7.1(a) and 13.7.1(b) have a right to vote at Sub Branch Meetings on League Matters and to elect a Delegate to exercise the Sub Branches' voting rights at AGM, General Meetings of RSL Queensland, and meetings of their respective District Branches.
 - 13.7.3 The Sub Branch may elect or appoint any number of Delegates in accordance with the procedure in the By-Laws.
- 13.8 Obligations of Sub Branches and District Branches**
 - 13.8.1 Each District Branch and Sub Branch must:
 - (a) operate under the leadership of a District President or a Sub Branch President elected by the voting Members of the District Branch or Sub Branch;
 - (b) ensure its Members comply with and are bound by this Constitution and the By-Laws, rules, policies and other directives issued by the Board from time to time;
 - (c) ensure its Members comply with District and Sub Branch Constitutions, By-Laws, rules, policies and directives made by the District Branch or Sub Branch;
 - (d) report as regularly as required by the Board to the Board through the State Council of District Presidents in the form and providing the information required by the Board from time to time; and
 - (e) through the State Council of District Presidents, report annually to the AGM on the matters and in the form from time to time required by the Board.
 - 13.8.2 Without limiting any of clause 13.8, each District Branch and Sub Branch must ensure that its Members:

- (a) allow and co-operate with RSL Queensland in relation to any investigation or inspection of its books, records and other documents by the CEO or such other person or persons appointed by the Board for that purpose;
- (b) co-operate with and allow the CEO or any other person appointed by the Board to make inquiries of or concerning the affairs of a District Branch or Sub Branch or in relation to any matter or matters of interest to RSL Queensland, including but not limited to:
 - (i) any Member or Members;
 - (ii) fundraising or business activities conducted by or in the name of RSL Queensland; or
 - (iii) services provided by, or in the name of the RSL Queensland; and
 - (iv) provide access to all books, records and other documents in the possession of the District Branch or Sub Branch as the CEO or person conducting the investigation considers appropriate.

13.9 Addresses and Notices

Each District Branch and Sub Branch must have an office, headquarters or address to which communications or notices may be addressed and sent and that address, including any change to such address, must be provided to the State President.

13.10 Disposal of District Branch or Sub Branch Property

Notwithstanding any provisions of a District Branch or Sub Branch constitution (or rules), a District Branch or Sub Branch must not dispose of any real property or any other property or business with a value of in excess of the sum determined by the Board from time to time, without the approval of the Board, which must not be unreasonably withheld, and must apply the proceeds of any such sale, once approved by the Board, solely for the purposes of the promotion and fulfilment of Objects set out in its constitution and in clause 2 of this Constitution.

13.11 Liabilities of District Branches and Sub Branches are their own

RSL Queensland shall not be responsible for the liabilities of any District Branch or Sub Branch unless those liabilities are expressly taken over by resolution of the Board or by the Members by Ordinary Resolution.

13.12 District Branch and Sub Branch Dealings

13.12.1 The following powers may only be exercised by a District Branch or Sub Branch following a recommendation by the State Council of District Presidents and with the approval of the Board, which must not be unreasonably withheld:

- (a) purchasing, selling, leasing, mortgaging, charging, exchanging or otherwise acquiring, disposing of or

encumbering any real property or expending funds on construction of any buildings;

- (b) borrowing or raising money including by mortgage or other securities upon all or any real property of the relevant District Branch or Sub Branch or lending money to third parties;
- (c) issuing debentures and other securities, whether outright or as security for any debt, liability or obligations of the relevant District Branch or Sub Branch; or
- (d) amending their constitutions.

13.12.2 The Board may set out further direction as to how a District Branch or Sub Branch complies with clause 13.12.1 in the By-Laws.

13.12.3 The Board may intervene at any point in the process set out in clauses 13.12.1 and 13.12.2 where a Sub Branch or District has not sought the approval of the Board as required in clause 13.12.

13.13 **Obligations of District Branches and Sub Branches on Incorporation**

13.13.1 Upon the incorporation of a District Branch or Sub Branch, the District Branch or Sub Branch must:

- (a) comply with all of the provisions of this Constitution;
- (b) comply with all of the laws that apply to the District Branch or Sub Branch;
- (c) immediately provide the Company Secretary with:
 - (i) a copy of the certificate of incorporation and copy of the registered constitution;
 - (ii) the names and addresses of all District Branch or Sub Branch directors or committee members and office bearers (and thereafter on an annual basis); and
 - (iii) an application to RSL Queensland for a new charter to be issued in the name of the newly incorporated District Branch or Sub Branch.

13.13.2 A District Branch or Sub Branch must not change its rules or by-laws without the express written consent of the Board.

13.14 **Withdrawing Charter**

13.14.1 The Board may by Special Resolution withdraw the Charter of a District Branch or Sub Branch if in the opinion of the Board that District Branch or Sub Branch:

- (a) has conducted itself in a manner detrimental to the interests of RSL Queensland or the Objects;
- (b) has ceased to operate effectively;

- (c) has adopted or endeavoured to adopt a constitution and governance structure inconsistent with this Constitution, the By-Laws or the Model Constitution as the case may be;
- (d) where incorporated under the *Associations Incorporation Act 1981 (Qld)*, has not complied with all sections, including section 77 ('Obligations of Branch'), of the *Associations Incorporations Act 1981 (Qld)*;
- (e) is not conducting its business in pursuance of the Objects;
- (f) has failed to comply with its own constitution or by-laws;
- (g) has failed to comply with any relevant Federal or State or legislation;
- (h) has ceased to function, is trading while insolvent or is at a real risk of insolvency; or
- (i) fails to ensure that its Members act in accordance with:
 - (i) this Constitution and the By-Laws; and
 - (ii) their own District Branch or Sub Branch constitution and by-laws.

13.14.2 Before passing a Special Resolution under this clause 13.14, the Board must inform the District Branch or Sub Branch in writing of the matters giving rise to a motion and give the District Branch or Sub Branch a reasonable opportunity to address it on such matters including why the Board should not exercise its powers under this clause 13.14.

13.14.3 The Board must act reasonably in its deliberations pursuant to this clause 13.14.

13.15 **Winding up, dissolution and consequences of the withdrawal of a Charter**

13.15.1 If the District Branch or Sub Branch is no longer a District Branch or Sub Branch due to the:

- (a) winding-up of the District Branch or Sub Branch;
- (b) dissolution of the District Branch or Sub Branch; or
- (c) withdrawal of the Charter of the District Branch or Sub Branch by the Board,

the District Branch or Sub Branch must:

- (d) transfer all assets and property (real or personal but excluding cash assets and liquor and gaming licences and gaming machines) to RSL Queensland;
- (e) transfer cash assets, in the case of a Sub Branch to the District Branch of which the Sub Branch was a member and in the case of District Branch, to RSL Queensland;

- (f) to the extent that they are capable of being transferred, transfer any liquor and gaming licences and gaming machines to another entity (other than RSL Queensland Branch) having similar objects to those of the relevant District Branch or Sub Branch, or otherwise deal with those assets in accordance with the relevant provisions of the Liquor Act 1992 and Gaming Machine Act 1991, as applicable;
 - (g) return all memorabilia (including any memorabilia obtained through bequests) to its rightful owner or arrange for it to be transferred to a District Branch or another Sub Branch for preservation and public display;
 - (h) cease and desist using the name or style 'RSL' or 'Returned & Services League' including in electronic media (including social media) and on signage, correspondence and all other communications whether verbal, electronic or otherwise; and
 - (i) promptly notify all relevant government authorities.
- 13.15.2 All property (both real and or personal) transferred to RSL Queensland under this clause 13.15 will be held by RSL Queensland for a period of time up to 3 years from the date of transfer.
- 13.15.3 Should a District Branch or Sub Branch be re-established then such property will be returned by RSL Queensland upon the Board issuing a new Charter.
- 13.15.4 Any memorabilia transferred to a Sub Branch or another Sub Branch under this clause 13.15 must be managed by the relevant Sub Branch in such a manner as to preserve the integrity of the memorabilia.
- 13.15.5 This clause 13.15 does not apply to Sub Branches that become Chapters pursuant to any By-Law made under clause 20 of this Constitution or to Chapters established by RSL Queensland pursuant to clause 13.1 of this Constitution.
- 13.16 Other Provisions and Powers of the Board in relation to District Branches and Sub Branches**
- 13.16.1 The Board may direct any District Branch or Sub Branch to call a General Meeting of its members by giving Notice to the District Branch secretary or Sub Branch secretary as the case may be.
- 13.16.2 The Executive Directors or any one of them may attend any meeting of any District Branch or Sub Branch at any time.
- 13.16.3 The Board may, in its absolute discretion and so as to be able to better manage and administer the affairs of RSL Queensland alter the Geographic Boundaries of the District Branches including by increasing or decreasing the number of District Branches, but only after extensive consultation with the

Members.

- 13.16.4 The geographic boundaries of the District Branches as at the date this Constitution was adopted are identified in the plan contained in Schedule 1.

14. State Council of District Presidents

14.1 Purpose and Functions of the State Council of District Presidents

14.1.1 **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, Sub Branches and Members.

14.1.2 **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.

14.2 Membership of the State Council of District Presidents

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

14.3 Meetings of the State Council of District Presidents

The State Council of District Presidents will, subject to this Constitution, meet at least 6 times a year.

14.4 Matters for consideration by the State Council of District Presidents

14.4.1 Without limiting the generality of clause 14.1, matters upon which the State Council of District Presidents may report and make recommendations to the Board include, but are not limited to:

- (a) applications for membership;
- (b) membership fees;
- (c) Members' services, including but not limited to introducing new services, expanding services and discontinuing services;
- (d) 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;
- (e) Sub Branch and District Branch governance;
- (f) establishing Chapters and Auxiliaries;
- (g) local ceremonies and functions on commemorative days including Anzac Day, Remembrance Day and other commemorative days;
- (h) welfare initiatives generally and welfare initiatives at local levels;

- (i) raising public awareness and support for RSL Queensland;
- (j) fundraising at the local levels and generally;
- (k) research and development aimed at improving RSL Queensland's understanding of the challenges faced by service and ex-service persons and their dependents and implementing appropriate programs in response to those challenges;
- (l) the matters as referred to in clause 13.12; and
- (m) matters relating to the By Laws.

14.5 **Power to form Sub-Committees**

The State Council of District Presidents will have power to form sub committees and to co-opt onto those sub committees such persons it considers appropriate, whether Members or not, to assist it in deliberating on and forming recommendations to the Board on matters of importance to members and their Sub Branches.

14.6 **Delegations from the Board**

Nothing in clause 14 of this Constitution prevents the Board from delegating any of its powers to the State Council of District Presidents pursuant to clause 12.16.1(p) of this Constitution.

14.7 **Meetings of the State Council of District Presidents**

14.7.1 **Circulating Resolutions**

- (a) The State Councillors may pass a resolution without a meeting of the State Council of District Presidents being held if all State Councillors entitled to vote on the resolution (except a State Councillor absent from Australia who has not left an email address at which he or she may be given notice) sign a document containing a statement that he or she is in favour of the resolution set out in the document.
- (b) For the avoidance of doubt, resolutions passed under clause 14.7.1(a) of this Constitution must be unanimous.
- (c) Separate copies of a document may be used for signing by State Councillors if the wording of the resolution and statement is identical in each copy.
- (d) The resolution is passed when the last State Councillor entitled to vote signs and returns the document referred to in clause 14.7.1(a) to the Company Secretary.
- (e) An email message addressed to or received by the Chairman of the State Council of District Presidents and purporting to be signed or sent by a State Councillor must be treated as a document in writing signed by that State Councillor.

14.7.2 Notice of Meetings of the State Council of District Presidents

The Chair must ensure that notice of each meeting of the State Council of District Presidents is given to each State Councillor at least 7 days before the meeting or at another time determined by the State Council of District Presidents, except that:

- (a) Members of the State Council of District Presidents may waive in writing the required period of notice for a particular meeting; and
- (b) it is not necessary to give a notice of a meeting of the State Council of District Presidents to a State Councillor who is out of Australia or who has been given leave of absence by the State Council of District Presidents.

14.7.3 Technology Meeting of the State Council of District Presidents

- (a) A meeting of the State Council of District Presidents may be held using telephone or, if consented to by all State Councillors, other technology. The consent may be a standing one. Consent may only be withdrawn within a reasonable period before the meeting.
- (b) If a meeting of the State Council of District Presidents is held using any technology and all State Councillors take part in the meeting, they must be treated as having consented to the use of the technology for that meeting.
- (c) The following provisions apply to a technology meeting:
 - (d) each of the members of the State Council of District Presidents taking part in the meeting must be able to hear and be heard by each other; and
 - (e) at the commencement of the meeting each member of State Councillor must announce his or her presence to all the other persons taking part in the meeting.
 - (f) Minutes of the meeting must be taken.
 - (g) No person may leave a technology meeting by disconnecting his or her link to the meeting unless that person has previously notified the Chair of his or her intention to do so.
 - (h) A State Councillor is conclusively presumed to have been present and to have formed part of the quorum at all times during a technology meeting unless that State Councillor has previously obtained the express consent of the Chair to leave the meeting.

14.7.4 The Chair and Chairing Meetings of the State Council of District Presidents

- (a) At the first meeting of the State Council of District

Presidents, the State Council of District Presidents will elect from the District Presidents a District President to chair meetings of the State Council of District Presidents on such terms and conditions as it considers appropriate.

- (b) If the Chair is not present at a meeting or is unable to preside over the meeting as Chair, the District Presidents present at the meeting must elect another District President to chair that meeting.
- (c) When a Chair's term expires, the State Council of District Presidents must elect from the District Presidents a new District President to chair meetings of the State Council of District Presidents on such terms and conditions as it considers appropriate.

14.7.5 Quorum

The number of State Councillors whose presence is necessary to constitute a quorum is at least half the number of State Councillors comprising the State Council of District Presidents plus one.

14.7.6 Passing of resolutions at meetings of the State Council of District Presidents

- (a) All resolutions will be passed by a simple majority.
- (b) The Chair has one deliberative vote only and does not have a second or casting vote.
- (c) If the vote is tied, the motion will be decided in the negative.

14.8 **Board to report to the State Council of District Presidents**

At each meeting of the State Council of District Presidents the Chair of the State Council of District Presidents must report to the State Council of District Presidents on all matters raised with the Board by the Chair and the decisions of the Board, if any, on those matters.

14.9 **Minutes**

14.9.1 The State Council of District Presidents will cause minutes to be kept of each meeting of the State Council of District Presidents in which is recorded:

- (a) proceedings and resolutions of each meeting of the State Council of District Presidents; and
- (b) resolutions passed without a meeting.

14.9.2 Upon confirmation of the minutes at the next meeting of the State Council of District Presidents, the Chair must sign the minutes evidencing that they are a true and accurate record of the meeting and the resolutions passed at the meeting.

14.9.3 The State Council of District Presidents must supply to the Board copies of the minutes of each meeting of the State Council of District Presidents.

15. Other committees

The Board may establish one or more committees, comprised of Board Members, RSL Queensland Service and Life Members and/or persons who are not members of RSL Queensland to provide advice and recommendations to the Board on matters identified by the Board.

16. Chief Executive Officer

16.1 Appointment of a CEO

- 16.1.1 The Board may appoint a person, other than a Director or State Councillor, as the CEO of RSL Queensland on the terms and conditions it considers appropriate.
- 16.1.2 The CEO is responsible and accountable to the Board for the day to day management of RSL Queensland and must report to the Board through the State President. The CEO may attend meetings of the Board.
- 16.1.3 The Board may, upon terms and conditions and with such restrictions they see fit, confer on the CEO that the Board can exercise. The Board may also vary or revoke any of those powers.

17. Accounts audit and records

17.1 Accounts

The Board must cause proper accounting and other records to be kept in accordance with the ACNC Act, other applicable legislation and appropriate accounting standards.

17.2 Reports

The Board must cause RSL Queensland to:

- 17.2.1 prepare financial reports in accordance with the ACNC Act, other applicable legislation and the appropriate accounting standards and publish them each year in an annual report to be made available to the Members; and
- 17.2.2 distribute copies of the financial reports as required by the ACNC Act and other applicable legislation.

17.3 Audit

The Members must appoint a properly qualified and suitably experienced auditor, who satisfies the requirements, if any, of the ACNC Act at each AGM. The Auditor's remuneration must be fixed by Board and the Auditor's duties will be formulated in accordance with the ACNC Act, generally accepted principles and any applicable codes of conduct.

17.4 Accounts and AGM

The Board must table before the AGM the audited accounts of RSL

Queensland which, upon acceptance, will be treated as conclusive evidence of the matters contained in them except for any error or omission discovered within three months of the audited accounts being tabled.

18. Indemnity and insurance

18.1 Indemnity

To the fullest extent permitted by law RSL Queensland indemnifies every Officer and past Officer of RSL Queensland, provided that they have acted in good faith on behalf of RSL Queensland, against a liability incurred by that person as an Officer of RSL Queensland including liability for reasonable legal costs and expenses incurred in defending any claims.

18.2 Insurance

RSL Queensland will maintain appropriate insurance for all Officers and past Officers of RSL Queensland insuring against liabilities incurred by them in discharging their duties for RSL Queensland except a liability arising out of a wilful breach of any duty owed by the person to RSL Queensland.

18.3 Director Voting on a Contract of Insurance

Members of the Board are not precluded from voting on any contract or proposed contract of insurance merely because the contract insures or would insure the member of the Board against liability incurred as a member of the Board of RSL Queensland.

19. Execution of documents

19.1 Custody of Seal

The Board must provide for the safe custody of the Seal.

19.2 Execution of documents under Seal

RSL Queensland may execute a document by affixing the Seal to the document where the fixing of the Seal is witnessed by any of the following:

19.2.1 two Directors;

19.2.2 a Director and the CEO; or

19.2.3 a Director and another person appointed by the Board for that purpose.

19.3 Appointment of Attorneys

The Board may by Ordinary Resolution appoint by power of attorney executed by the State President and at least one other Director such person or persons as it considers appropriate to execute documents or specific classes of documents on its behalf.

19.4 Execution of documents not under Seal

RSL Queensland may execute a document without the use of a Seal if the document is signed by any of the following:

- 19.4.1 two Directors;
- 19.4.2 a Director and the CEO;
- 19.4.3 persons approved in writing by the Board; or
- 19.4.4 attorneys appointed in the manner set out in clause 19.3.

20. By-Laws

20.1 Board may formulate By-Laws

The Board may make, amend and repeal By-Laws for the proper advancement and management of RSL Queensland and the advancement of the Objects. All By-Laws must:

- 20.1.1 not be inconsistent with this Constitution; and
- 20.1.2 promote the good governance of RSL Queensland in meeting the Objects.

20.2 Amending the By-Laws

A Special Resolution of the Board is required to make, amend or repeal any By-Law pursuant to clause 20.1.

20.3 By-Laws Binding

All By-Laws made pursuant to this clause 20 are binding on all District Branches, Sub Branches, Chapters, Auxiliaries and Members unless they are inconsistent with this Constitution. In the event of any inconsistency, this Constitution will prevail.

21. Notices

21.1 Manner of Servicing Notices

Notices required to be given or served under this Constitution may be delivered or served in person, by ordinary prepaid post or by email.

21.2 When Service Effected

- 21.2.1 Notices served or delivered personally will be deemed to have been served at the time the notice is handed to the intended recipient unless that occurs after 5:00pm on any Business Day or on any day that is not a Business Day in which case, the Notice will be deemed to have been served on the recipient at 9:00am on the Business Day next following the day on which the Notice was delivered to or served on the recipient.
- 21.2.2 Notices served by prepaid post must be addressed to the registered office or such other address as is notified to RSL Queensland. Service of the Notice is deemed to have been effected five Business days after the date on which it was posted.
- 21.2.3 A Notice delivered or served by electronic mail must be

addressed to the email address last provided by the intended recipient to RSL Queensland for the service or delivery of Notices. Service of the notice is deemed to be effected on the Business Day next following the day on which the electronic mail was sent provided that the sender does not receive a notice that the electronic mail was not successfully transmitted in the meantime.

22. General

22.1 Inadvertent Omissions

If some formality required by this Constitution is inadvertently omitted or is not carried out, the omission does not invalidate anything, including any resolution, which but for the omission would have been valid unless it is established to the satisfaction of the Board that the omission has directly prejudiced any District Branch, Sub Branch, Chapter or Member in a significant way. The decision of the Board will be final and binding on all District Branches, Sub Branches, Chapters and Members.

22.2 Prohibition and enforceability

22.2.1 Any provision in this Constitution which is prohibited in any place is ineffective only to the extent of that prohibition in that place.

22.2.2 Any provision of this Constitution, which is void, illegal or unenforceable in any place does not affect the validity, legality or enforceability of the remainder of that provision.

22.3 Religious or Political Discussions Forbidden

22.3.1 No subject matter, speech or comment, having as one of its objects an attack upon, or criticism of, a Protected Attribute, may be published by any Member or introduced or permitted at any meeting of RSL Queensland or any of its Members. The chair of any meeting must determine whether such subject matter, speech or comment infringes upon this clause 22.3.

22.3.2 Notwithstanding clause 22.3.1, RSL Queensland is encouraged to, and may discuss for general information, any matter of public interest, but must not take any vote if, in the opinion of the chair, it is of a party political nature.

23. Surplus assets on winding up or dissolution

RSL Queensland is endorsed as a deductible gift recipient

23.1 If RSL Queensland is endorsed as a deductible gift recipient and is wound up, dissolved or RSL Queensland's endorsement as a deductible gift recipient 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:

23.1.1 gifts of money or property for RSL Queensland's principal

- purpose;
- 23.1.2 contributions made in relation to an eligible fundraising event held for RSL Queensland's principal purpose
- 23.1.3 money received by RSL Queensland because of such gifts and contributions.
- 23.2 If upon the winding up or dissolution of RSL Queensland there remains (after the satisfaction of all its debts and liabilities and the transfer of all assets referred to in clause 23.1.1 any surplus assets or property (Surplus), the Surplus must not be paid to or distributed amongst the Members but rather, must be transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made.
- 23.3 For the avoidance of doubt, RSL (Queensland Branch) is not required to transfer any Surplus in the event RSL Queensland's endorsement as a deductible gift recipient is revoked after the completion of the transfer of all assets referred to in clause 23.1.1).

RSL Queensland is not endorsed as a deductible gift recipient

- 23.4 If RSL Queensland is not endorsed as a deductible gift recipient at the time of the winding up or dissolution of RSL Queensland and upon the winding up or dissolution of RSL Queensland there remains a Surplus, the Surplus must not be paid to or distributed amongst the Members but rather, must be transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made.

Trademarks

- 23.5 Upon the winding up or dissolution of RSL Queensland, RSL Queensland will cease using the name or style 'RSL' or 'Returned & Services League of Australia' or any other trademark owned by RSL Australia in signage, correspondence and all other forms of communication whether verbal, electronic or otherwise.

24. Definitions and interpretation

24.1 Definitions

In this Constitution and By-Laws, unless the context otherwise requires:

- 24.1.1 **ACNC Act** means the *Australian Charities and Not for Profit Commission Act 2012* (Cth);
- 24.1.2 **AGM** means the annual general meeting of RSL Queensland.
- 24.1.3 **Application for Membership Form** means the application for membership form approved by the Board and published on the RSL Queensland Public Access Web Site from time to time;
- 24.1.4 **Appointed Director** means a Director appointed by the board in accordance with the provisions of clause 12.14;
- 24.1.5 **Auditor** means the auditor appointed pursuant to clause 17.3;

- 24.1.6 **Auxiliaries** means any Women's Auxiliaries and Citizens' Auxiliaries of the League established or approved by RSL Queensland pursuant to clause 2.2(c);
- 24.1.7 **Board** means the Board of Directors of RSL Queensland elected or appointed from time to time pursuant to the provisions of this Constitution;
- 24.1.8 **Board Meeting** means a meeting of the Board convened pursuant to clause 12.4;
- 24.1.9 **Board Member Sitting Fees** means fees payable to each member of the Executive, the Directors and the Appointed Directors, or any of them, for preparing for and attending at Board Meetings, the State Council of District Presidents and/or General Meetings and established by Ordinary Resolution passed at AGM from time to time;
- 24.1.10 **Business Day** means any day other than a Saturday, Sunday, public holiday or bank holiday in the place considered;
- 24.1.11 **By-Law** means any by-law made and approved by a Special Resolution of the Board pursuant to clause 20;
- 24.1.12 **CEO** means the Chief Executive Officer of RSL Queensland appointed pursuant to clause 16.1;
- 24.1.13 **Chair** means the State Councillor appointed to chair meetings of the State Council of District Presidents pursuant to clause 14.7.4(a);
- 24.1.14 **Chapter** means a chapter of a District Branch or Sub Branch established by an Ordinary Resolution of the Board;
- 24.1.15 **Charter** means a document containing details of the rights and privileges conferred by RSL Queensland on a District Branch and Sub Branch, including:
- (a) the right to use the 'RSL' logo and 'Returned & Services League of Australia' name;
 - (b) the capacity to hold and benefit from property and programs of RSL Queensland;
 - (c) the ability to apply for funding for the furtherance of the Objects; and
 - (d) support with maintaining charity status.
- 24.1.16 **Company Secretary** means the person employed by the Board pursuant to clause 12.16.1(q);
- 24.1.17 **Compliant Application for Membership** means an application for membership that satisfies the requirements of clause 3.10 of this Constitution;
- 24.1.18 **Conduct Unbecoming a Member** has the meaning given to it in clause 5.4.2 or the By-Laws;
- 24.1.19 **Constitution** means this Constitution, including Appendix A, as amended from time to time;

- 24.1.20 **Continuing Members** means the members of RSL Queensland as at the date of adoption of this Constitution;
- 24.1.21 **Corporations Act** means the *Corporations Act 2001* (Cth);
- 24.1.22 **Delegate** means the Member appointed by a Sub Branch to attend, and registered to vote at meetings including but not limited to General Meetings and AGM;
- 24.1.23 **Deputy President** means the Deputy President of RSL Queensland elected pursuant to clause 12.3;
- 24.1.24 **Director** means a person occupying the position of a Director of RSL Queensland and includes the Executive Directors, directors elected pursuant to clause 12.8, the Chair of the State Council of District Presidents and Appointed Directors;
- 24.1.25 **District Branch** means a district branch of RSL Queensland established by an Ordinary Resolution the Board;
- 24.1.26 **District President** means the District President elected by each District Branch from time to time in accordance with the provisions of their respective constitutions;
- 24.1.27 **Executive Director** means the State President, the Deputy President and Vice President;
- 24.1.28 **First Directors** means the First Directors appointed pursuant to Appendix A;
- 24.1.29 **General Meeting** means any general meeting of RSL Queensland convened pursuant to clause 11.3;
- 24.1.30 **Honorarium/Honoraria** means ex gratia payment/s, despite RSL Queensland not having any liability or legal obligation to make the payment, for services rendered in a voluntary capacity or for services for which fees have not traditionally been paid by RSL Queensland;
- 24.1.31 **Honorary Life Member** means a Service or Life Member appointed as an Honorary Life Member by the Board pursuant to clause 3.5;
- 24.1.32 **League** means RSL Australia, State Branches (as that term is defined by the RSL Australia Constitution), members of State Branches, Sub Branches and members of Sub Branches;
- 24.1.33 **League Matters** has the meaning given to it by the Board by way of a By- Law made pursuant to clause 20.1 of this Constitution;
- 24.1.34 **Life Members** means Service Members who have been admitted to RSL Queensland as life members in accordance with this Constitution or By-Laws;
- 24.1.35 **Member** means a member of RSL Queensland;
- 24.1.36 **Miscellaneous Members' List** means the register maintained by RSL Queensland in accordance with clause 3.16;
- 24.1.37 **Model Constitution** means the model constitution for District

- Branches and Sub Branches approved by the Board;
- 24.1.38 **National Conference** means the annual conference of the League;
- 24.1.39 **Objects** means the objects of RSL Queensland set out in clause 2;
- 24.1.40 **Officer** means the Executive Directors, Directors (howsoever appointed), members of the State Council of District Presidents and committees constituted by the Board, individuals to whom the Board has delegated any of its powers and employees, past and present of RSL Queensland;
- 24.1.41 **Ordinary Resolution** means a resolution passed by a majority of the Members or Board members, as the case may be, present and entitled to vote at any meeting;
- 24.1.42 **Protected Attribute** includes race, colour, sex, sexual orientation, age, physical or mental disability, marital status, family or carer's responsibilities, pregnancy, religion, political opinion, national extraction or social origin;
- 24.1.43 **Register of Members** means the register of members maintained by RSL Queensland pursuant to clause 3.8;
- 24.1.44 **RSL Australia** means the Returned and Services League of Australia Ltd;
- 24.1.45 **RSL Australia Constitution** means RSL Australia's governing document, known as constitution, or such other document as is registered with the Australian Securities and Investments Commission or the Australian Charities and Not-for-profits Commission or otherwise represented by RSL Australia as RSL Australia's constitution;
- 24.1.46 **RSL Queensland** means Returned & Services League of Australia (Queensland Branch) ABN 79 902 601 713;
- 24.1.47 **RSL Queensland Financial Year** means the calendar year end on 31 December each year;
- 24.1.48 **RSL Queensland Public Access Web Site** means www.rslqld.org;
- 24.1.49 **Seal** means the common seal of RSL Queensland;
- 24.1.50 **Service Member** means a person who fulfils the eligibility for admission as to be a service member of RSL Queensland set out in this Constitution and has been admitted as a service member to RSL Queensland;
- 24.1.51 **Special Resolution** means a resolution passed by at least two thirds of the Delegates or two thirds of Board members present and entitled to vote at any meeting;
- 24.1.52 **State Congress** means the annual meeting of Members incorporating the AGM convened pursuant to clause 11.2;
- 24.1.53 **State Council of District Presidents** means the committee formed by the District Presidents pursuant to clause 14.1 and

also known as the State Council;

- 24.1.54 **State Councillor** means a member of the State Council of District Presidents;
- 24.1.55 **State President** means the State President of RSL Queensland elected pursuant to clause 12.3;
- 24.1.56 **Sub Branch** means a Sub Branch of RSL Queensland established pursuant to clause 13.1.1;
- 24.1.57 **Tribunal** means an independent body established by the Board by way of By-Law or otherwise pursuant to clause 12.16.1(m);
- 24.1.58 **Unattached Members** means Service Members and Life Members of the RSL Queensland who are not affiliated with or a member of a Sub Branch;
- 24.1.59 **Unattached Members' List** means the register maintained by RSL Queensland in accordance with clause 3.15;
- 24.1.60 **Vice President** means the Vice President of RSL Queensland elected pursuant to clause 12.3; and
- 24.1.61 **Voting Member** means a Service Member or Life Member other than a Service Member or Life Member whose name has been placed on the Miscellaneous Members List.

24.2 Interpretation

In this Constitution and By-Laws, unless the context otherwise requires:

- 24.2.1 a reference to, or exercise of, a function includes a reference to and the execution of a power, authority or duty;
- 24.2.2 words importing the singular include the plural and vice versa; words importing any gender include the other gender;
- 24.2.3 references to persons include corporations, bodies political, legal representatives, successors and permitted assigns of that person;
- 24.2.4 expressions referring to "writing" will be construed to include references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail;
- 24.2.5 the words "includes" or "including" shall be treated as being "includes without limitation" or "including without limitation" respectively;
- 24.2.6 where the word "may" is used, it implies that the action is discretionary. Where the word "shall" or "must" is used, it implies that the action is obligatory or mandatory;
- 24.2.7 references to a clause or schedule refers to a clause or schedule in this Constitution;
- 24.2.8 a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements

of any of them (whether of the same or any other legislative authority having jurisdiction); and

24.2.9 all headings contained in this Constitution are for guidance and do not form part of the substance of the Constitution.

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**CONSTITUTION OF THE RETURNED & SERVICES LEAGUE
OF AUSTRALIA
(QUEENSLAND BRANCH)**

APPENDIX A – TRANSITIONAL PROVISIONS

A1 Acknowledgement

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*.

A2 Election of First Directors

- (1) Following its adoption, the current Board will, by email transmission to all District Branches and Sub-Branched, call for nominations for the 4 Directors positions.
- (2) Nominations will close on the date which is 6 weeks from the date of the calling of nominations which is to be no later than one week after the Annual General Meeting at which this Constitution was adopted.
- (3) If only 4 nominations are received, and the nominees each qualify for election as a Director, those persons will be the Directors as and from the date on which the approval referred to in clause A1 of this Appendix is secured.
- (4) If less than 4 nominations are received or less than 4 of the nominees qualify to be a Director, then those persons nominated, who do qualify, will be Directors as and from the date on which the approval referred to in clause A1 of this Appendix is secured and the remaining position or positions, as the case may be, will be treated as casual vacancies and may be filled in accordance with the provisions of this Constitution.
- (5) If more than 4 nominations are received from persons who qualify to be Directors, then the Board will convene a vote to determine who will be appointed.
- (6) The vote will be convened electronically within 2 weeks of the close of nominations. The Board will cause a copy of each nominee's nomination to be provided to each District Branch and each Sub-Branch. Each Sub-Branch will have one vote on each position and must submit that vote within 28 days of receipt of the ballot paper.
- (7) In those circumstances, the directors will be the 4 persons elected by Ordinary Resolution pursuant to this Appendix.
- (8) If there is an equality of votes, then the names of the candidates who received the same number of votes must be put to a further ballot immediately.

- (9) The Board will cause details of the results of the election to be forwarded to each District Branch and each Sub-Branch as soon as they are known.

A3 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 lot.
- (2) The initial term of Director 1 will be from the date of election up to the date of the AGM immediately following election.
- (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 AGM immediately following election.

A4. Discharge of Previous Board

Upon the election of the first directors and the Approval of this Constitution in the manner prescribed in clause A1 of this Appendix, the current Board, comprised of the Executive and the District Presidents will be discharged.

**CONSTITUTION OF THE RETURNED & SERVICES LEAGUE
OF AUSTRALIA
(QUEENSLAND BRANCH)
SCHEDULE 1 – PLAN**

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