

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



## **Kenmore-Moggill Sub-Branch Incorporated**

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# 1 Interpretation

## 1.1 In this constitution:

**Act** means the *Associations Incorporation Act 1981*.

**AGM** means the annual general meeting of the association.

**association** means the incorporated association named in rule 2.1 of this constitution.

**Board** means the management committee of the association as elected under this constitution.

**body corporate** means a corporation, as that expression is defined in the *Corporations Act*, and any other form of organisation, whether or not incorporated, which the Board determines may be treated as a body corporate.

**by-law** means a by-law of the association either promulgated by the association or otherwise as approved by the State Branch.

**Citizen's Auxiliary** means the auxiliary named as such which is attached to and established by the association in accordance with State Branch rules and by-laws.

**constitution** means these rules of the association as amended from time to time.

**Continuing Elected Directors** means those Directors referred to in rule 25.2(a).

**Delegate** means the person appointed by the Board to represent the association at the State Branch AGM.

**Director** means a person elected to the Board of the association.

**District Branch** means a branch established by State Branch with such responsibilities assigned to it by State Branch, within which the association is situated.

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

**League Rules** means the constitution of the League in force from time to time.

**level 1 incorporated association** is an incorporated association that has current assets *or* total revenue of more than \$100,000.

**level 2 incorporated association** is an incorporated association that is not a level 1 or level 3 incorporated association.

**level 3 incorporated association** is an incorporated association that has current assets *and* total revenue less than \$20,000.

**members** means all members of the association, whether Voting or Non-voting Members.

**Membership Eligibility Criteria** in relation to eligibility for admission as a member of the association means, as the case requires, the requirements for eligibility set out in Annexure 1 of this constitution.

**Miscellaneous List of Members** is the register known by that name which is kept and maintained by the State Branch pursuant to the State Branch rules.

**National Executive** means the board of directors of the League constituted by the League Rules.

**Non-voting Member** means a person properly admitted to one of the categories of non-voting membership permitted by rule 7.4.

**present** means:

(a) at a Board meeting, see rule 30.6; or

(b) at a general meeting, see rule 44.2.

**RSL (Queensland Branch) Tribunal** means the tribunal established by State Branch under the State Branch rules.

**secretary** means a person appointed to perform the duties of a secretary of the association.

**State Branch** means Returned & Services League of Australia (Queensland Branch).

**State Branch AGM** means the annual general meeting of State Branch (also known as "State Congress").

**State Branch rules** means the constitution of State Branch in force from time to time.

**Sub-Branch** means a sub-branch established by State Branch by the granting of a charter.

**Unattached List of Members** is the register known by that name which is kept and maintained by State Branch pursuant to the State Branch rules.

**Voting Member** means a person properly admitted to one of the categories of Voting Membership permitted by rule 7.3.

**Women's Auxiliary** means the auxiliary named as such which is attached to and established by the association in accordance with State Branch rules and by-laws.

1.2 A word or expression that is not defined in these rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

## **2 Name**

2.1 The name of the incorporated association is Returned & Services League of Australia (Queensland Branch) Kenmore-Moggill Sub-Branch Incorporated.

### **3 Objects**

3.1 The objects for which the association is established are:

- (a) provide for the sick, helpless, wounded, aged, vulnerable, destitute and needy among those who are serving or who have served in the Australian Defence Forces and their dependants;
- (b) 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;
- (c) 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;
- (d) 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;
- (e) encourage loyalty to Australia and secure patriotic service in the interests of Australia;
- (f) protect the good name and preserve the interests and standing of members of the Australian Defence Force;
- (g) encourage a Service or Life Member, as a citizen, to serve Australia with that spirit of self-sacrifice and loyalty with which they served as members of the Australian Defence Forces; and
- (h) provide welfare to the sick, helpless, wounded, vulnerable, aged, destitute and needy.

3.2 In furtherance of the objects, the association may do any or all of the following:

- (a) be part of a national association known as the League 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 State Branches, or Sub-Branches, or of any member, or ex-member, of the Australian Defence Force, or their dependants;
- (c) establish Women's Auxiliary and Citizens' Auxiliary branches of the League throughout the State of Queensland and in such other places as the association may, from time to time determine;
- (d) seek the cooperation of like associations, corporations and/or other persons to further the principal 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 the association may, from time to time, determine;
- (g) receive any funds and to distribute these funds in a manner that best attains the objects of the association;
- (h) raise money to further the aims of the association and to secure sufficient funds for the purposes of the association;
- (i) maintain sub-branch premises;
- (j) apply for and maintain such necessary licenses, authorities and permits to carry out the association's activities; and
- (k) do all such things as are incidental, convenient or conducive to the attainment of all or any of the objects of the association.

#### **4 Association's relationship with State Branch and the League**

- 4.1 State Branch shall have jurisdiction over all Sub-Branches within its State or Territory, which for the avoidance of doubt includes the association.
- 4.2 The League Rules, State Branch rules, and State by-laws and any such by-laws promulgated by the association's District Branch, as approved by State Branch, shall apply to the association.
- 4.3 The association is responsible for ensuring that its members comply with the League Rules, State Branch rules and State by-laws including but not limited to:
  - (a) co-operating with State Branch in relation to any inspection of books, papers and correspondence and other documents of the association, which inspection may be carried out by the State Branch chief executive officer or such other person or persons as State Branch may direct;
  - (b) allowing and cooperating with an appointed investigating officer making inquiries that are in relation to and in the interests of the League, and carrying out investigations, on that account, that are considered necessary, desirable or appropriate in relation to any:
    - (i) District Branch;
    - (ii) Sub-Branch;
    - (iii) member of the League;
    - (iv) fundraising or business activity conducted by or in the name of the League; or
    - (v) services provided by, or in the name of the League; and
  - (c) co-operating fully with any mediation officer appointed by State Branch and promptly providing any information or disclosing any documents relevant to the matter or required by the mediation officer.

- 4.4 For the avoidance of doubt, State Branch shall not be responsible for the liabilities of the association unless such liability is expressly taken over by resolution of the State Branch AGM or the board of State Branch.

## **5 Powers**

- 5.1 Subject to rules 4 and 5.2, the association has the powers of an individual. The association may, for example:
- (a) enter into contracts;
  - (b) acquire, hold, deal with and dispose of property;
  - (c) make charges for services and facilities it supplies; and
  - (d) do other things necessary or convenient to be done in carrying out its affairs.
- 5.2 The association may only exercise the following powers with the prior written consent of State Branch:
- (a) purchase, sell, lease, mortgage, charge, exchange or otherwise acquire, dispose of or encumber any real property;
  - (b) borrow or raise money in particular by mortgage or other securities upon all or any property of the association, present or future;
  - (c) amend or alter this constitution; or
  - (d) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association.
- 5.3 The association may take over funds, assets and liabilities of the unincorporated association known as Returned & Services League of Australia (Queensland Branch) Kenmore-Moggill Sub Branch which is also known as "Kenmore-Moggill Sub-Branch RSL" and "Kenmore Moggill RSL Sub Branch".

## **6 Classes of members**

- 6.1 The members of the association are divided in to Voting and Non-voting Members in the 2 classes described in rules 6.2 and 6.3.
- 6.2 The Voting Members shall comprise natural persons who shall have all of the rights of members of the association under and in accordance with this constitution, including the right:
- (a) to receive notice of general meetings of members;
  - (b) to vote at general meetings of members, subject to any limitations set out in this constitution or at law; and
  - (c) to stand for election to the Board, subject to any limitations in this constitution or at law.
- 6.3 Non-voting Members shall comprise a single class of membership and shall have the rights of membership provided in this constitution, but for the avoidance of doubt, they shall not be entitled to:
- (a) vote at general meetings of members;



- (b) stand for election to the Board.
- 6.4 A member, secretary or Director is not personally liable to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of a winding up of the association.

## **7 Categories of members**

- 7.1 The classes of members are further broken down into the categories of membership.
- 7.2 The Membership Eligibility Criteria for each category of membership is set out in Annexure 1 to this constitution.
- 7.3 Different categories of Voting Membership:
- (a) may be determined by State Branch; and
  - (b) have been determined by State Branch as follows:
    - (i) Service Members;
    - (ii) Life Members;
    - (iii) voting Associate Members (depending on the election made by the member under rule 12.3); and
    - (iv) Social Members but only to the extent provided for in rule 26.1(e).
- 7.4 Different categories of Non-voting Membership:
- (a) may be determined by ordinary resolution of the Voting Members at a general meeting of the association, with such different criteria for admission or different entitlements (other than rights of Non-voting Members provided in this constitution which shall prevail) with such categories of membership subject always to State Branch approval; and
  - (b) have, simultaneously with, or immediately prior to or following the adoption of, this constitution been determined by the Voting Members as approved by State Branch as follows:
    - (i) non-voting Associate Members (depending on the election made by the member under rule 12.3);
    - (ii) Club Members;
    - (iii) Temporary Members;
    - (iv) Affiliates; and
    - (v) Social Members.
- 7.5 The number of Voting Members is unlimited however the Board may limit the number of Non-voting Members.

## **8 Automatic membership**

- 8.1 A person who is a member of the association on the day the association adopts this constitution shall:

- (a) remain in the equivalent class of membership of the association as the member held in the association prior to adoption of this constitution; or
- (b) if there is no equivalent class of membership, be a Club Member.

## **9 New membership**

- 9.1 Any person applying for membership of the association, other than as a Service Member, must be proposed by 1 member of the association (the **proposer**) and seconded by another member (the **seconder**).
- 9.2 An application for membership must be:
  - (a) in writing;
  - (b) signed by the applicant and the applicant's proposer and seconder;
  - (c) accompanied by any membership fee applicable;
  - (d) in the form decided by the Board; and
  - (e) include such evidence as necessary to demonstrate the eligibility of the applicant for the membership category being sought.

## **10 Membership fees**

- 10.1 The membership fee:
  - (a) for Service Members is the amount decided by the State Branch from time to time and is payable when, and in the way, the State Branch decides.
  - (b) for Associate Members, Social Members, Temporary Members and Club Members is the amount decided by the Board from time to time and is payable when, and in the way, the Board decides.
- 10.2 A member of the incorporated association who, before becoming a member, has paid the member's membership fee of the unincorporated association on or before a day fixed by the Board, is not liable to pay a further membership fee before the day fixed by the State Branch as the day on which the next membership fee is payable.
- 10.3 There shall be no membership fee for a Life Member.

## **11 Admission and rejection of new members**

- 11.1 The Board must consider an application for membership at the next Board meeting held after it receives:
  - (a) the application for membership; and
  - (b) the appropriate membership fee for the application.
- 11.2 The Board must ensure that, as soon as possible after the person applies to become a member of the association, and before the Board considers the person's application, the person is advised:
  - (a) whether or not the association has public liability insurance; and

- (b) if the association has public liability insurance, the amount of the insurance.
- 11.3 The Board must decide at the meeting whether to:
  - (a) accept or reject the application; or
  - (b) seek further supporting evidence to demonstrate the eligibility of the applicant.
- 11.4 If a majority of the members of the Board present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class and category of membership applied for.
- 11.5 The secretary of the association or State Branch (if agreed between the association and State Branch) must, as soon as practicable after the Board decides to accept or reject an application, give the applicant a written notice of the decision. Where the rejection is in relation to an application of a Service Member, the written notice must state the applicant's right to appeal the decision, if any.
- 11.6 The Board may reject the application of a Service Member if it is satisfied that the applicant does not meet the Membership Eligibility Criteria, or is not, in the interests of the League, a fit and proper person to be admitted as a Service Member.
- 11.7 The Board may reject any other applications for membership in its sole discretion.

## **12 Associate Members**

- 12.1 Any Service or Life Member who is a member of any Sub-Branch in Australia, which for the sake of clarity is not the association (**Associate's Sub-Branch**), may apply to be admitted as an Associate Member of the association.
- 12.2 An application under rule 12.1 shall be lodged with the secretary of the association and, upon being admitted, the applicant shall be known as an Associate Member of the association.
- 12.3 A Service or Life Member to whom rule 12.1 applies shall:
  - (a) elect in writing whether they wish to be eligible to hold office, vote and speak in either the association or the Associate's Sub-Branch;
  - (b) deliver such written election to the association, the Associate's Sub-Branch, District Branch and State Branch of which they are a Member and Associate Member; and
  - (c) until this rule is complied with, the Member shall only be entitled to hold office, vote and speak at the Associate's Sub-Branch, and the election shall remain in force for the duration of the membership year in which it is made and thereafter until a further written election is made.
- 12.4 Subject to rules 12.1 and 12.3, a Service or Life Member who is also an Associate Member within the meaning of this rule, shall only be entitled to hold office, vote and speak at a meeting of the association or the

Associate's Sub-Branch at which they have elected to speak, vote and hold office.

### **13 Affiliates**

- 13.1 Affiliates may be admitted to the association but only on such terms and conditions as defined by State Branch.
- 13.2 A person admitted to membership of the association under rule 13.1 shall not be:
- (a) entitled to be chair of the State Branch or the association;
  - (b) a voting member of the State Branch;
  - (c) admitted to this class of membership if the person could be admitted as a Service Member.

### **14 Transfer of membership**

- 14.1 A member:
- (a) of a Sub-Branch;
  - (b) on the Unattached List of Members; or
  - (c) on the Miscellaneous List of Members,
- may apply to be a Service Member of the association.
- 14.2 An application for a transfer under rule 14.1(c) is not valid if the term of the member's listing on the Miscellaneous List of Members has not yet expired.
- 14.3 The Board may accept or reject a proposed transfer under rule 14.1.
- 14.4 If the Board decides to reject the proposed transfer of a Service Member it shall advise the Service Member as appropriate, in writing within 14 days, together with the reasons for its decision and the Service Member's right of appeal, if any.
- 14.5 Within 28 days after the date of notice in writing referred to in rule 14.4, the Service Member may lodge an appeal in writing. Such an appeal shall be lodged, together with the sum to process the appeal as is determined and published by State Branch.
- 14.6 In the case of a decision made by the Board to reject a transfer application under this rule, State Branch having jurisdiction over the association shall be responsible for resolving the appeal.

### **15 When membership ends**

- 15.1 A member may resign from the association by giving a written notice of resignation to the secretary.
- 15.2 The resignation takes effect at the time the notice is received by the secretary. For the sake of clarity, a member may not resign prospectively.

- 15.3 For members other than Service Members or Life Members, the Board may terminate a member's membership if the member:
- (a) does not comply with any of the provisions of these rules, State Branch rules or League Rules; or
  - (b) has membership fees in arrears for at least 2 months; or
  - (c) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the association or the League; or
  - (d) the member has been reprimanded or warned of matters concerning the member's conduct under rule 19 three or more times.
- 15.4 Before the Board terminates a member's membership under rule 15.3, the Board must give the member a full and fair opportunity to show why the membership should not be terminated.
- 15.5 If, after considering all representations made by the member, the Board decides to terminate the membership, the secretary of the Board must give the member a written notice of the decision within 14 days from the date of the decision.
- 15.6 The Board's decision to terminate the membership of any member, other than a Service Member or a Life Member, under rule 15.3 shall be final and binding.

## **16 Appeal against rejection or termination of membership**

- 16.1 An applicant, whose application for membership other than as a Service Member, has been rejected, or whose membership has been terminated, does not have a right of appeal against the decision.
- 16.2 An applicant seeking admission as a Service Member shall have such rights of appeal as provided for in:
- (a) the League Rules and by-laws;
  - (b) the State Branch rules and by-laws; and
  - (c) any relevant District Branch rules and by-laws.

## **17 Register of members**

- 17.1 The Board must keep a register or cause to be kept a register of members of the association and will supply State Branch with all information input for the membership register at State Branch, or cause such information to be supplied to State Branch.
- 17.2 The register must include the following particulars for each member:
- (a) the full name of the member;
  - (b) the postal or residential address of the member;
  - (c) the class and category of member;
  - (d) the date of admission as a member;

- (e) the date of death or time of resignation of the member;
  - (f) details about the termination or reinstatement of membership; and
  - (g) any other particulars the Board, or the members at a general meeting, decide.
- 17.3 The register must be open for inspection by members of the association at all reasonable times, which shall be at the discretion of the secretary.
- 17.4 A member must contact the secretary to arrange an inspection of the register.
- 17.5 However, the Board may, on the application of a member of the association, withhold information about the association's members from the register available for inspection (other than the members full name) if the Board has reasonable grounds for believing the disclosure of the information would put a member at risk of harm.

## **18 Prohibition on use of information on register of members**

- 18.1 A member of the association must not:
- (a) use information obtained from the register of members of the association to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes; or
  - (b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes.
- 18.2 Rule 18.1 does not apply if the use or disclosure of the information is approved by the Voting Members.

## **19 Disciplinary procedures**

- 19.1 The disciplinary provisions applying to the association in relation to Service Members (which for the sake of clarity includes a Life Member, Affiliate or Associate Member) shall be those set out in:
- (a) the League Rules and by-laws;
  - (b) the State Branch rules and by-laws; and
  - (c) any District Branch rules and by-laws.
- 19.2 If State Branch has issued a State Branch by-law regarding the disciplining of Service Members, which for the sake of clarity includes a Life Member, Affiliate or Associate Member, then the by-law will take precedence over this constitution. If the State Branch has not issued a by-law regarding the disciplining of Service Members then the following provisions of this rule 19 will apply.
- 19.3 If a Service Member (including a Life Member, Affiliate or Associate Member) conducts himself or herself in a way considered to be conduct

unbecoming a member then provided rules 19.4 and 19.5 are complied with, the Board may resolve that:

- (a) the member be placed on a warning to improve his or her conduct;
- (b) the member be reprimanded;
- (c) the member be suspended from membership for a period not exceeding 3 months; and/or
- (d) the member and his/her conduct be referred to State Branch for consideration by the RSL (Queensland Branch) Tribunal.

19.4 If the Board has reason to believe that a member may be guilty of conduct unbecoming a member, the secretary of the association must give the member at least 14 days notice in writing to the member of:

- (a) the date, time and place of its meeting at which it will consider whether the member has been guilty of such conduct; and
- (b) a statement of the full and precise particulars of the conduct of the member which will be considered by the Board.

19.5 The Board shall provide such further particulars of any of the matters set forth in the statement referred to under rule 19.4(b) either prior to or at the meeting called by the Board, if requested by the member whose conduct is being considered.

19.6 The conduct referred to in rule 19.3 can include but is not limited to conduct whereby the member:

- (a) has wilfully refused or neglected to comply with the provisions of the League Rules or any by-laws;
- (b) has been found to have engaged in conduct subversive to the objects of the League;
- (c) has been found to have engaged in conduct prejudicial to the interests of the League or the association;
- (d) has been found to have engaged in conduct detrimental to the interests of the association of which s/he is a member;
- (e) has been convicted of an indictable offence;
- (f) has been found guilty of falsely representing him or herself to be a soldier, sailor or airman; or
- (g) has been found guilty of wearing a service medal, award or decoration for which s/he is not authorised.

19.7 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 noted in rule 20.1, subject to any pre-conditions set out in those rules and by-laws.

## **20 Dispute resolution**

20.1 The association shall develop compulsory mediation/conciliation procedures to resolve disputes before the dispute escalates to the point where formal action needs to be taken, whether through the RSL

(Queensland Branch) Tribunal, courts or other legal or administrative body.

## **21 Appointment or election of secretary**

- 21.1 The secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is:
- (a) a member of the association elected by the association as secretary; or
  - (b) any of the following persons appointed by the Board as secretary:
    - (i) a member of the association's Board;
    - (ii) another member of the association;
    - (iii) another person.
- 21.2 If the association has not elected an interim officer as secretary for the association before its incorporation, the members of the Board must ensure a secretary is appointed or elected for the association within 1 month after incorporation.
- 21.3 If a vacancy happens in the office of secretary, the members of the Board must ensure a secretary is appointed or elected for the association within 1 month after the vacancy happens.
- 21.4 If the Board appoints a person mentioned in rule 21.1(b)(ii) as secretary, other than to fill a casual vacancy on the Board, the person does not become a member of the Board.
- 21.5 However, if the Board appoints a person mentioned in rule 21.1(b)(ii) as secretary to fill a casual vacancy on the Board, the person becomes a member of the Board.
- 21.6 If the Board appoints a person mentioned in rule 21.1(b)(iii) as secretary, the person does not become a member of the Board.
- 21.7 In this rule— ***casual vacancy***, on a Board, means a vacancy that happens when an elected member of the Board resigns, dies or otherwise stops holding office.

## **22 Removal of secretary**

- 22.1 The Board of the association may at any time remove a person appointed by the Board as the secretary.
- 22.2 If the Board removes a secretary who is a person mentioned in rule 21.1(b)(i), the person remains a member of the Board.
- 22.3 If the Board removes a secretary who is a person mentioned in rule 21.1(b)(ii) and who has been appointed to a casual vacancy on the Board under rule 21.5, the person remains a member of the Board.

## **23 Functions of secretary**

- 23.1 The secretary's functions include, but are not limited to:



- (a) calling meetings of the association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the association;
- (b) keeping minutes of each meeting;
- (c) keeping copies of all correspondence and other documents relating to the association; and
- (d) maintaining the register of members of the association.

## **24 Membership of Board**

- 24.1 The Board comprises a minimum of 3 and up to 10 members of the association, elected by the members as follows:
- (a) a president;
  - (b) a treasurer; and
  - (c) up to 8 other members, including the secretary (if elected under rule 21.1(a) or appointed under rule 21.5).
- 24.2 Where the Board passes a resolution that the election of Social Members to the Board will be undertaken at the next AGM of the association, the persons elected to the Board under rule 24.1(c) may include up to one third (rounded down to the nearest whole number) Social Members provided that each Social Member is elected at a general meeting in accordance with this constitution.
- 24.3 If the Board is of the view that the good governance and operation of the association requires the election of further office bearers, the Service Members and Life Members may elect:
- (a) a deputy president; and
  - (b) no more than 2 vice presidents;
- who, for the sake of clarity:
- (c) shall be included in the members elected under rule 24.1(c), but
  - (d) shall not be a Social Member elected under rule 26.1(b) and (e).
- 24.4 Subject to these rules, each member of the Board shall hold office until the AGM at which each member of the Board must retire from office under rule 24.5.
- 24.5 There shall be a rotational system of 3 year terms of office for each member of the Board, so that at each AGM approximately one third of the Board who have served approximately 3 years since they were elected, must retire from office but shall be eligible for re-election, subject to rule 26.2.

## **25 Transition to rotational system of elections**

- 25.1 For the purposes of the transition to this rotational system of elections, the election of Directors at the AGM in 2016 shall occur in accordance with the rules of the association which were in force immediately prior to the adoption of these rules.

25.2 For the purposes of the AGM in 2017:

(a) the lesser of:

- (i) two thirds of the Directors who were elected at the AGM in 2016, rounded down to the nearest whole number; or
- (ii) 8 Directors;

shall continue on the Board (in this rule the **Continuing Elected Directors**), as provided by the remaining provisions of this rule 25.2 and the other remaining positions for Directors shall be declared vacant;

- (b) the Directors shall, prior to the AGM in 2017, determine by agreement which of their number shall be the Continuing Elected Directors, continuing on the Board for a further 12 months from the AGM in 2017;
- (c) if the Directors are unable to reach such agreement, then the question shall be determined by the drawing of lots at a Board meeting held at least 3 months before the AGM in 2017; and
- (d) all of the Directors who are required to stand down at the AGM in 2017 pursuant to this rule 25.2 shall be eligible for re-election, subject to rule 26.2.

25.3 For the purposes of the AGM in 2018:

(a) the lesser of:

- (i) one half of the Continuing Elected Directors, rounded down to the nearest whole number; or
- (ii) 4 Continuing Elected Directors;

shall continue on the Board (in this rule the **Further Continuing Elected Directors**), as provided by the remaining provisions of this rule 25.3 and the positions of the other Continuing Elected Directors shall be declared vacant;

- (b) the Directors shall, prior to the AGM in 2018, determine by agreement which of their number shall be the Further Continuing Elected Directors, continuing on the Board for a further 12 months from the AGM in 2018;
- (c) if the Directors are unable to reach such agreement, then the question shall be determined by the drawing of lots at a Board meeting held at least 3 months before the AGM in 2018; and
- (d) all of the Directors who are required to stand down at the AGM in 2018 pursuant to this rule 25.3 shall be eligible to stand for re-election, subject to rule 26.2.

25.4 For the purposes of the AGM in 2019 any person on the Board:

- (a) who has been on the Board but not stood down since the AGM in 2016 shall stand down and their position shall be declared vacant; and
- (b) shall be eligible to stand for re-election, subject to rule 26.2.

## 26 Electing the Board

26.1 A member of the Board may only be elected as follows:

- (a) *Election of Directors who are Service or Life Members:* for the election of a Director under rule 24.1 any 2 Service or Life Members of the association may nominate another Service or Life Member (the candidate) to serve as a member of the Board;
- (b) *Election of Directors who are Social Members:* for the election of a Director under rule 24.2 any 2 Service Members, Life Members or Social Members of the association may nominate a Social Member (the candidate) to serve as a member of the Board;
- (c) the nominations under subrules (a) and (b) must be:
  - (i) in writing;
  - (ii) signed by the candidate and the members who nominated him or her; and
  - (iii) given to the secretary at least 14 days before the AGM at which the election is to be held;
- (d) *Election of Directors who are Service or Life Members:* for the purpose of a nomination under subrule (a), each Service or Life Member of the association present and eligible to vote at the AGM may vote for such number of candidates as there are vacant positions of Directors who are Service or Life Members on the Board; and
- (e) *Election of Directors who are Social Members:* for the purpose of a nomination under subrule (b), each Service Member, Life Member and Social Member of the association present and eligible to vote at the AGM may vote for such number of candidates as there are vacant positions of Directors who are Social Members on the Board.

26.2 A person may be a candidate only if the person:

- (a) is an adult who is at least 18 years of age; and
- (b) has not been convicted:
  - (i) on indictment; or
  - (ii) summarily and sentenced to imprisonment, other than in default of payment of a fine; andthe rehabilitation period (having the meaning given in the *Criminal Law (Rehabilitation of Offenders) Act 1986*) in relation to the conviction has expired;
- (c) is not an undischarged bankrupt under the *Bankruptcy Act 1966* (C'th) or the law of an external territory or another country;
- (d) has, if he/she has executed a deed of arrangement under the *Bankruptcy Act 1966* (C'th) or a corresponding law of an external territory or another country fully complied with the terms of such deed of arrangement;

- (e) has creditors who have accepted a composition under the *Bankruptcy Act 1966* (C'th) or a corresponding law of an external territory or another country and final payment has been made under the composition;
  - (f) is not an employee of the association nor been an employee of the association for any period of time in the 12 months leading up to the AGM, nor any related entity employing staff of the association, provided that for the purposes of this rule, an employee does not include a casual employee working for up to a maximum of 12 hours per month; and
  - (g) has not then already served on the Board for 4 continuous terms of 3 years.
- 26.3 A list of the candidates' names in alphabetical order, with the names of the members who nominated each candidate, must be posted in a conspicuous place in the office or usual place of meeting of the association for at least 7 days immediately preceding the AGM.
- 26.4 The sequencing of candidates' names on ballot papers or slips shall be determined by a draw conducted by such person as is nominated by the Board.
- 26.5 The Board must ensure that, before any candidate is elected as a member of the Board, the candidate is advised:
- (a) whether or not the association has public liability insurance; and
  - (b) if the association has public liability insurance—the amount of the insurance.

## **27 Resignation, removal or vacation of office of a Director**

- 27.1 A member of the Board may resign from the Board by giving written notice of resignation to the secretary.
- 27.2 The resignation takes effect at:
- (a) the time the notice is received by the secretary; or
  - (b) if a later time is stated in the notice—the later time.
- 27.3 A Director may be removed from office:
- (a) at a general meeting of the association if a two thirds majority of the Service and Life Members present and eligible to vote at the meeting vote in favour of removing the Director;
  - (b) if the Director becomes bankrupt or makes any arrangement or composition with his creditors generally;
  - (c) if 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;
  - (d) if the Director, without the prior written consent of the Board, misses three meetings of the Board in any given 12 month period

and the Board passes a resolution that the office of that Director is vacant;

- (e) if the Director is convicted of an indictable offence; or
- (f) if the Director would otherwise be ineligible to stand for election under rule 26.2.

- 27.4 Before a vote of members is taken about removing the Director from office under rule 27.3(a), the Director must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- 27.5 A Director has no right of appeal against the Director's removal from office under this rule.
- 27.6 A Director immediately vacates the office of Director in the circumstances mentioned in section 64(2) of the Act.

## **28 Vacancies on Board**

- 28.1 If a casual vacancy happens on the Board, the continuing members of the Board may appoint another Service or Life Member of the association to fill the vacancy for the balance of the term.
- 28.2 The continuing members of the Board may act despite a casual vacancy on the Board.
- 28.3 However, if the number of Board members is less than the number fixed under rule 31.1 as a quorum of the Board, the continuing members may act only to:
- (a) increase the number of Board members to the number required for a quorum; or
  - (b) call a general meeting of the association.

## **29 Functions of Board**

- 29.1 The Board has the general control and management of the administration of the affairs, property and funds of the association, subject to, in order of precedence:
- (a) the League Rules;
  - (b) State Branch Rules and by-laws;
  - (c) these rules or a resolution of the members of the association carried at a general meeting.
- 29.2 The Board has authority to interpret the meaning of these rules and any matter relating to the association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act and those documents referred to in rule 29.1.

Note—

The Act prevails if the association's rules are inconsistent with the Act— see section 1B of the Act.

- 29.3 Subject to rules 4 and 5.2, the Board may exercise the powers of the association:
- (a) to borrow, raise or secure the payment of amounts in a way the members of the association decide;
  - (b) to secure the amounts mentioned in subrule (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the association's property, both present and future;
  - (c) to purchase, redeem or pay off any securities issued;
  - (d) to borrow amounts from members and pay interest on the amounts borrowed;
  - (e) to mortgage or charge the whole or part of its property;
  - (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association;
  - (g) to provide and pay off any securities issued;
  - (h) to invest in a way the members of the association may from time to time decide;
  - (i) appoint any person to act as chief executive officer of the association (by whatever title determined by the Board) for the period and on the terms (including as to remuneration) the Board sees fit; and
  - (j) appoint a Delegate.
- 29.4 For rule 29.3(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by:
- (a) the financial institution for the association; or
  - (b) if there is more than 1 financial institution for the association—the financial institution nominated by the Board.
- 29.5 Without limiting the Board's powers under rule 29.3(i), the Board may:
- (a) upon terms and conditions and with any restrictions they see fit, confer on the chief executive officer any of the powers that the Board can exercise;
  - (b) at any time revoke or vary an appointment of; or any of the powers conferred on, the chief executive officer; and
  - (c) if the chief executive officer becomes incapable of acting in that capacity the Board may appoint any other person to act temporarily as chief executive officer until such time as the position can be permanently filled.

## **30 Meetings of Board**

- 30.1 Subject to this rule, the Board may meet and conduct its proceedings as it considers appropriate.

- 30.2 The Board must meet at least once every 4 months to exercise its functions.
- 30.3 The Board must decide how a meeting is to be called.
- 30.4 Notice of a meeting is to be given in the way decided by the Board.
- 30.5 The Board may hold meetings, or permit a Director to take part in its meetings, by using any technology that reasonably allows the Director to hear and take part in discussions as they happen subject to the following:
- (a) each of the Directors taking part in the meeting by telephone or other form of instantaneous audio or audio and visual communication must throughout the meeting be able to hear each of the other Directors taking part;
  - (b) at the commencement of the meeting each Director must acknowledge his/her presence to all the other Directors taking part and shall be conclusively presumed to have been present and to have formed part of the quorum at all times unless excused under subrule (d);
  - (c) if the Secretary is not present at the meeting one of the Directors so present shall take minutes of the meeting, or cause them to be taken; and
  - (d) a Director may not leave a meeting conducted pursuant to this rule 30.5 unless he/she has previously obtained the express consent of the chairperson of the meeting.
- 30.6 A Director who participates in the meeting as mentioned in rule 30.5 is taken to be present at the meeting.
- 30.7 A question arising at a Board meeting is to be decided by a majority vote of members of the Board:
- (a) present at the meeting; and
  - (b) entitled to vote on the question,
- and if the votes are equal, the question is decided in the negative.
- 30.8 Subject to rule 30.9, a Director is entitled to vote on questions to be considered by the Board under rule 30.7 as follows:
- (a) if the Director is a Social Member elected under rules 26.1(b) and (e), the Director may not vote on League matters, which include but are not limited to:
    - (i) voting on who shall be the Delegate to the State Branch AGM; and
    - (ii) voting on how the Delegate to the State Branch AGM shall be directed to vote by the association; and
  - (b) if the Director was elected under rules 26.1(a) and (d), the Director may vote on League-matters and non-League matters.
- 30.9 In addition to rule 30.8 above, a Director must not vote on a question about a contract or proposed contract with the association if that Director has an interest in the contract or proposed contract and, if the Director does vote, the Director's vote must not be counted.

- 30.10 Despite rule 30.9, a Director is not precluded from voting in respect of any contract or proposed contract of insurance, merely because the contract insures or would insure the Director against liability incurred by the Director as an officer of the association.
- 30.11 The president is to preside as chairperson at a Board meeting.
- 30.12 If there is no president or if the president is not present within 10 minutes after the time fixed for a Board meeting, the members may choose 1 of their number to preside as chairperson at the meeting.

### **31 Quorum for, and adjournment of, Board meeting**

- 31.1 At a Board meeting, the greater of:
- (a) 3 Directors; or
  - (b) 50% of the Directors then on the Board, rounded up to the nearest whole number,
- form a quorum.
- 31.2 If there is no quorum within 30 minutes after the time fixed for a Board meeting called on the request of the Directors, the meeting lapses.
- 31.3 If there is no quorum within 30 minutes after the time fixed for a Board meeting called other than on the request of the Directors:
- (a) the meeting is to be adjourned for at least 1 day; and
  - (b) the Directors who are present are to decide the day, time and place of the adjourned meeting.
- 31.4 If, at an adjourned meeting mentioned in rule 31.3, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

### **32 Special meeting of the Board**

- 32.1 If the secretary receives a written request signed by at least 33% of the members of the Board, the secretary must call a special meeting of the Board by giving each Director notice of the meeting within 14 days after the secretary receives the request.
- 32.2 If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
- 32.3 A request for a special meeting must state:
- (a) why the special meeting is called; and
  - (b) the business to be conducted at the meeting.
- 32.4 A notice of a special meeting must state:
- (a) the day, time and place of the meeting; and
  - (b) the business to be conducted at the meeting.
- 32.5 A special meeting of the Board must be held within 14 days after notice of the meeting is given to the members of the Board, unless the Board unanimously agrees otherwise.



### **33 Minutes of Board meetings**

- 33.1 The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Board meeting are entered in a minute book.
- 33.2 To ensure the accuracy of the minutes, the minutes of each Board meeting must be signed by the chairperson of the meeting, or the chairperson of the next Board meeting, verifying their accuracy.

### **34 Appointment of subcommittees**

- 34.1 The Board may appoint a subcommittee consisting of members of the association considered appropriate by the Board to help with the conduct of the association's operations.
- 34.2 A member of the subcommittee who is not a member of the Board is entitled to vote at a subcommittee meeting.
- 34.3 A subcommittee may elect a chairperson of its meetings.
- 34.4 If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members of the subcommittee present may choose 1 of their number to be chairperson of the meeting.
- 34.5 A subcommittee may meet and adjourn as it considers appropriate.
- 34.6 A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

### **35 RSL Advisory Bodies**

- 35.1 The Board may create such advisory bodies as are considered appropriate by the Board for the conduct or assessment of the activities associated with the association or for the promulgation of information.
- 35.2 The composition and operation of all such advisory bodies shall be in accordance with by-laws adopted as determined appropriate by the Board after consultation with State Branch.
- 35.3 Without limiting the power of the Board under rule 35.2, all such advisory bodies:
  - (a) may include any persons, whether or not they are members of the association, determined by the Board to be appropriate for the purposes for which the relevant body is convened; and
  - (b) shall have only the authority to provide advice to the Board as requested by the Board from time to time, unless expressly delegated and directed by the Board to carry out any other power or authority.
- 35.4 All persons appointed to all such advisory bodies shall be appointed for the term or terms determined by the Board and may be removed by the Board at any time.

## **36 Acts not affected by defects or disqualifications**

- 36.1 An act performed by the Board, a subcommittee or a person acting as a member of the Board is taken to have been validly performed.
- 36.2 Rule 36.1 applies even if the act was performed when:
- (a) there was a defect in the appointment of a member of the Board, subcommittee or person acting as a member of the Board; or
  - (b) a Board member, subcommittee member or person acting as a member of the Board was disqualified from being a member.

## **37 Resolutions of Board without meeting**

- 37.1 A written resolution signed by each member of the Board is as valid and effectual as if it had been passed at a Board meeting that was properly called and held.
- 37.2 A resolution mentioned in rule 37.1 may consist of several documents in like form, each signed by 1 or more members of the Board.

## **38 Annual General Meetings**

- 38.1 The first AGM must be held within 6 months after the end date of the association's first reportable financial year.
- 38.2 An AGM (other than the first AGM) must be held:
- (a) at least once each year; and
  - (b) within 6 months after the end date of the association's reportable financial year.

## **39 AGM business for level 1 incorporated associations and particular level 2 and 3 incorporated associations**

- 39.1 This rule applies only if the association is—
- (a) a level 1 incorporated association<sup>1</sup>; or
  - (b) a level 2 incorporated association to which section 59 of the Act applies<sup>2</sup>; or
  - (c) a level 3 incorporated association to which section 59 of the Act applies<sup>3</sup>.
- 39.2 The following business must be conducted at each AGM of the association:
- (a) receiving the association's financial statement, and audit report, for the last reportable financial year;

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<sup>1</sup> A level 1 incorporated association has current assets *or* total revenue of more than \$100,000

<sup>2</sup> A level 2 incorporated association is not a level 1 or level 3 incorporated association

<sup>3</sup> A level 3 incorporated association has current assets *and* total revenue less than \$20,000

- (b) presenting the financial statement and audit report to the meeting for adoption;
- (c) electing members of the Board; and
- (d) for a level 2 incorporated association, or a level 3 incorporated association, to which section 59 of the Act applies—appointing an auditor, an accountant or an approved person for the present financial year.

#### **40 AGM business of level 2 incorporated associations not required to have an audit in accordance with the Collections Act 1966 and/or Gaming Machine Act 1991**

- 40.1 This rule applies only if the association is a level 2 incorporated association which is not required to have an audit in accordance with the *Collections Act 1966* and/or *Gaming Machine Act 1991* and to which section 59A of the Act applies.
- 40.2 The following business must be conducted at each AGM of the association:
  - (a) receiving the association's financial statement, and signed statement, for the last reportable financial year;
  - (b) presenting the financial statement and signed statement to the meeting for adoption; and
  - (c) electing members of the Board.

#### **41 AGM business of level 3 incorporated associations not required to have an audit in accordance with the Collections Act 1966 and/or Gaming Machine Act 1991**

- 41.1 This rule applies only if the association is a level 3 incorporated association which is not required to have an audit in accordance with the *Collections Act 1966* and/or *Gaming Machine Act 1991* and to which section 59B of the Act applies.
- 41.2 The following business must be conducted at each AGM of the association:
  - (a) receiving the association's financial statement, and signed statement, for the last reportable financial year;
  - (b) presenting the financial statement and signed statement to the meeting for adoption;
  - (c) electing members of the Board.

#### **42 Notice of general meeting**

- 42.1 The secretary may call a general meeting of the association.

- 42.2 The secretary must give at least 14 days notice of the meeting to each Voting Member of the association.
- 42.3 If the secretary is unable or unwilling to call the meeting, the president must call the meeting.
- 42.4 The Board may decide the way in which the notice must be given.
- 42.5 However, notice of a meeting called to hear and decide a proposed special resolution of the association must be given in writing.
- 42.6 A notice of a general meeting must state the business to be conducted at the meeting.

### **43 Quorum for, and adjournment of, general meeting**

- 43.1 The quorum for a general meeting is at least the number of members elected to the Board at the close of the association's last general meeting plus 1.
- 43.2 However, if all members of the association are members of the Board, the quorum is the total number of members less 1.
- 43.3 No business may be conducted at a general meeting unless there is a quorum of Voting Members when the meeting proceeds to business.
- 43.4 If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the Board or the association, the meeting lapses.
- 43.5 If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the Board or the association:
  - (a) the meeting is to be adjourned for at least 7 days; and
  - (b) the Board is to decide the day, time and place of the adjourned meeting.
- 43.6 The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the Voting Members present at the meeting, adjourn the meeting from time to time and from place to place.
- 43.7 If a meeting is adjourned under rule 43.6, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 43.8 The secretary is not required to give the Voting Members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- 43.9 If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given to Voting Members in the same way notice is given for an original meeting.

### **44 Procedure at a general meeting**

- 44.1 A Voting Member may take part and vote in a general meeting in person or by using any technology that reasonably allows the member to hear

and take part in discussions as they happen subject to any restrictions on voting set out in this constitution.

- 44.2 A Voting Member who participates in a meeting as mentioned in rule 44.1 is taken to be present at the meeting however, for the avoidance of doubt, the association is not obliged to provide any such technology referred to in rule 44.1, which shall be at the sole discretion of the Board.
- 44.3 At each general meeting:
- (a) the president is to preside as chairperson;
  - (b) if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect 1 of their number to be chairperson of the meeting;
  - (c) the chairperson must conduct the meeting in a proper and orderly way which can include, for the avoidance of doubt, directing that a person remove himself or herself from any such meeting.

## **45 Voting at a general meeting**

- 45.1 At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the Voting Members present and if the votes are equal, the question is decided in the negative.
- 45.2 Each Voting Member present and eligible to vote is entitled to 1 vote. For the avoidance of doubt, if a Social Member is a Voting Member by virtue of rule 7.3(b)(iv) then the Social Member may only vote on a resolution appointing another Social Member to the Board as provided for in rule 26.1(e) which for the sake of clarity means that the Board has passed a resolution under rule 24.2 to allow Social Members on the Board.
- 45.3 A Voting Member is not entitled to vote at a general meeting if the member's membership fee is in arrears at the date of the meeting.
- 45.4 The method of voting is to be decided by the Board.
- 45.5 However, if at least 20% of the Voting Members present demand a secret ballot, voting must be by secret ballot.
- 45.6 If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.
- 45.7 The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

## **46 Special general meeting**

- 46.1 The secretary must call a special general meeting by giving each member of the association notice of the meeting within 14 days after:
- (a) being directed to call the meeting by the Board; or
  - (b) being given a written request signed by:
    - (i) at least 33% of the number of members of the Board when the request is signed; or

- (ii) at least the number of Service or Life Members of the association equal to double the number of members of the association on the Board when the request is signed plus 1.
- 46.2 A request mentioned in rule 46.1(b) must state:
  - (a) why the special general meeting is being called; and
  - (b) the business to be conducted at the meeting.
- 46.3 A special general meeting must be held within 3 months after the secretary:
  - (a) is directed to call the meeting by the Board; or
  - (b) is given the written request mentioned in rule 46.1(b).
- 46.4 If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

## **47 Minutes of general meetings**

- 47.1 The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book.
- 47.2 To ensure the accuracy of the minutes:
  - (a) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
  - (b) the minutes of each AGM must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the association that is a general meeting or AGM, verifying their accuracy.
- 47.3 Upon written request by a member of the association, the secretary must, within 28 days after the request is made:
  - (a) make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
  - (b) give the member copies of the minutes of the meeting.
- 47.4 The association may require the member to pay the reasonable costs of providing copies of the minutes.

## **48 By-laws**

- 48.1 Subject to rule 48.2, the Board may make, amend or repeal by-laws, not inconsistent with:
  - (a) these rules;
  - (b) District Branch rules or by-laws;
  - (c) State Branch rules or by-laws; and
  - (d) League rules and by-laws,to:

- (e) promote the good governance of the association;
- (f) accommodate varying regional and local conditions; and
- (g) assist in the internal management of the association.

48.2 A by-law:

- (a) must be approved by State Branch before it comes into effect; and
- (b) may be set aside by a vote of members at a general meeting of the association.

48.3 On approval being granted under rule 48.2(a) and the association being notified of State Branch approval, in writing, the by-laws shall become binding and operative.

## **49 Alteration of constitution**

49.1 Subject to the Act and this constitution, this constitution may be amended, repealed or added to by a special resolution voted upon by Voting Members carried at a general meeting.

49.2 If the association seeks to vary its constitution in any way it must comply with all lawful requirements and shall, prior to the proper variation of its constitution, submit a copy of the resolution or resolutions proposing to vary its constitution to the association's District Branch, which shall then submit a copy of the resolution or resolutions to State Branch for approval.

49.3 An amendment, repeal or addition to this constitution is valid only if it is:

- (a) approved by State Branch; and
- (b) registered by the chief executive of the Queensland Government department responsible for the registration of constitutions under the Act.

## **50 Common seal**

50.1 The Board must ensure that if the association has a common seal, the common seal must be:

- (a) kept securely by the Board; and
- (b) used only under the authority of the Board.

50.2 Each instrument to which the seal is attached must be signed by a member of the Board and countersigned by:

- (a) the secretary; or
- (b) another member of the Board; or
- (c) someone authorised by the Board.

## **51 Funds and accounts**

51.1 The funds of the association must be kept in an account in the name of the association in a financial institution decided by the Board.

- 51.2 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
- 51.3 All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- 51.4 A payment by the association of \$100 or more must be made by cheque or electronic funds transfer.
- 51.5 If a payment of \$100 or more is made by cheque, the cheque must be signed by any 2 of the following:
- (a) the president;
  - (b) the secretary;
  - (c) the treasurer; and
  - (d) any 1 of 3 other members of the association who have been authorised by the Board to sign cheques issued by the association.
- 51.6 However, 1 of the persons who signs the cheque must be the president, the secretary or the treasurer.
- 51.7 Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- 51.8 A petty cash account must be kept on the imprest system, and the Board must decide the amount of petty cash to be kept in the account.
- 51.9 All expenditure must be approved or ratified at a Board meeting.

## **52 General financial matters**

- 52.1 The association shall provide a balance sheet of its financial accounts to State Branch within 30 days of its AGM, including statements of financial position and financial performance, verified to the level required of the association under the Act.
- 52.2 The association shall forward to State Branch by 31 March each year, or within such further time as that State Branch allows, any other records or documents as State Branch may from time to time direct.
- 52.3 The association shall, if required in writing by the National Executive, produce for its inspection all its books of accounts, minute books, statutory registers kept under any law (if applicable) and records and supply such returns and other information as the National Executive may from time to time require.
- 52.4 Subject to rules 17.3, 47.3 and 52.3, the Board may determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of the association are open to the inspection of members other than Directors, and a member other than a Director does not have the right to inspect any document of the association except as provided by law or authorised by the Board or by the association in general meeting.
- 52.5 Despite rule 52.4, the Board may refuse access to a document where the Board (acting reasonably) considers that such access would or would be



likely to cause the association to lose the benefit of any form of evidentiary privilege, including legal professional privilege.

- 52.6 The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.

## **53 Documents**

- 53.1 The Board must ensure the safe custody of books, documents, instruments of title and securities of the association.

- 53.2 The association shall maintain:

- (a) a book or statement of amounts received and paid;
- (b) a receipt book of receipt forms;
- (c) records of accounts the association keeps with financial institutions that are given to the association by the financial institutions;
- (d) a register of members;
- (e) a register of assets;
- (f) a petty cash book; and
- (g) a minute book of the Board.

## **54 Financial year**

- 54.1 The end date of the association's financial year is 31 December in each year.

## **55 Distribution of surplus assets to another entity**

- 55.1 This rule applies if the association:

- (a) is wound-up under part 10 of the Act; and
- (b) has surplus assets.

- 55.2 The surplus assets must not be distributed among the members of the association.

- 55.3 The surplus assets will be given to State Branch to be used for League objects provided that:

- (a) State Branch has a higher or equivalent tax status to the association; and
- (b) State Branch rules prohibit the distribution of the entity's income and assets to its members.

- 55.4 If the surplus assets cannot be given to the State Branch due to the operation of rule 55.3, the surplus assets will be given to the League.

- 55.5 In this rule— **surplus assets** has the meaning set out in section 92(3) of the Act.

## **56 Withdrawing of association's charter**

56.1 This rule applies if the association is:

- (a) no longer recognised as a Sub-Branch of the League; or
- (b) no longer wishes to be a Sub-Branch of the State Branch or the League.

56.2 If the board of the State Branch so resolves that the association:

- (a) has, in the opinion of the board, ceased to function;
- (b) has conducted itself in a manner detrimental to the interests of State Branch or the League;
- (c) has failed to comply with any State Branch rules or by-laws, policies or directives applicable to the association made by State Branch from time to time existing; or
- (d) has failed to ensure that its members are bound by the State Branch rules or by-laws and such policies and directives made by the League and State Branch as are applicable to the association;

and the State Branch has withdrawn its recognition of the association as a Sub-Branch of the State Branch, or

- (e) if the association for any reason does not wish to remain associated with the State Branch or the League,

the association shall:

- (f) transfer all assets, property (real or personal) to the State Branch; and
- (g) shall cease and desist using the name or style 'RSL' or 'Returned Services League' in signage, correspondence and all other communications whether verbal, electronic or otherwise.

## **57 Model rules do not apply**

57.1 Pursuant to section 47(3) of the Act, it is expressly declared that section 47(1) of the Act and the model rules do not apply to the association.

## **58 Community Link**

58.1 The badges, plaques and memorabilia of "Community Link" shall only be used by the association for the purposes of Community Link identification and publicity.

58.2 The association shall not permit any use of Community Link badges, plaques and memorabilia without the approval of State Branch.

## **59 Gaming Machine Provisions**

59.1 Notwithstanding any other clause in this constitution:

- (a) the jurisdiction of State Branch in rule 4.1 shall not extend to the conduct of gaming by the association to the extent that section 341 of the *Gaming Machine Act 1991* (Qld) would otherwise be contravened; and

- (b) if the association must transfer its assets and property (real or personal) to State Branch under rule 56.2, the assets and property to be transferred expressly excludes any assets and property (real or personal) which are prohibited from transfer or encumbrance, or which State Branch would be prohibited from obtaining or possessing, under the *Gaming Machine Act 1991* (Qld).

59.2 Nothing in this constitution is intended to allow any person (including State Branch) who is not an "approved person" under the *Gaming Machine Act 1991* (Qld) to:

- (a) have, or gain, control over the conduct of gaming at the association's premises; or
- (b) have, or gain, the ability to control the conduct of gaming at the association's premises,

and the provisions of this constitution will be interpreted accordingly.

# **Annexure 1**

## **Membership Eligibility Criteria**

### **Associate Members**

Any Service or Life Member who fulfils the criteria set out in rule 12 of this constitution.

### **Life Members**

A special award known as 'The Badge of Life Membership' may be granted to members of the League on the recommendation of the Sub Branch through District and consequent approval of the State Branch and the League.

### **Service Members**

Any person who has served in the Australian Defence Force, or served with or supported or was otherwise engaged with the Australian Defence Force or the Armed Forces of its Allies, for at least 6 months, or any other person provided for in the League By-Laws, may be admitted to Service Membership.

### **Social Members**

A person is eligible to be a Social Member if he or she:

- (a) is not eligible to be a Service Member of the League;
- (b) is over the age of eighteen (18) years;
- (c) has signed a "Social Member Application Form" in the form approved by the Board which, requires the applicant to be bound by:
  - (i) the League Rules and by-laws;
  - (ii) the State Branch rules and by-laws;
  - (iii) any relevant District Branch rules and by-laws; and
  - (iv) the association's constitution and by-laws; and
- (d) is, in the opinion of the Board, a fit and proper person to be a member of the League and the association; and
- (e) has paid the applicable membership fee.

### **Club Members**

A person is eligible to be a Club Member of the association if he or she:

- (a) is over the age of eighteen (18) years;
- (b) is proposed by at least two Service or Life Members of the association and is approved at a meeting of the Board;
- (c) has signed a "Club Member Application Form" in the form approved by the Board which requires the applicant to be bound by:

- (i) the League Rules and by-laws;
  - (ii) the State Branch rules and by-laws;
  - (iii) any relevant District Branch rules and by-laws; and
  - (iv) the association's constitution and by-laws; and
- (d) has paid the applicable membership fee; and
- (e) is, in the opinion of the Board, a fit and proper person to be a member of the League and the association.

### **Temporary Members**

A person is eligible to be a Temporary Member if the person meets any of the following criteria:

- (a) overseas or interstate visitors, for a period of one day at a time only;
- (b) intrastate visitors whose principal place of residence is located at least 15 kilometres from the Club, for a period of one day at a time only;
- (c) members of other similar Sub-Branches and their guests (at a limit of two (2) guests per member) provided that appropriate reciprocal rights are in force with those Sub-Branches, for a period of one day at a time only;
- (d) persons who have made application for membership who have also paid the applicable membership fee, during the period they are awaiting a decision from the Board, for a period not exceeding thirty (30) days from the date of receipt of such application;
- (e) members of other similar Sub-Branches who are either the managers of members of sporting teams visiting the association's premises for the purpose of taking part in sporting competitions or social functions, for the days of the competition or function only;

provided that before those persons are admitted as Temporary Members the person provides to a such person appointed by the association, some adequate form of proof that they fall within at least one of the above categories.