

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

**Central Queensland District
Branch Inc**

CONSTITUTION

Table of Contents

1	Interpretation	4
2	Name	5
3	Objects.....	6
4	Relationship with State Branch and the League	7
5	Powers.....	8
6	Members	8
7	Automatic membership	8
8	New membership	9
9	Membership fees.....	9
10	Representatives	9
11	Cessation of membership.....	9
12	Register of Members	10
13	Prohibition on use of information on Register of Members.....	10
14	Disciplinary procedures.....	11
15	Dispute resolution.....	11
16	Appointment or election of Secretary.....	11
17	Resignation, removal or vacation of office of Secretary	12
18	Secretary's functions	12
19	The Board.....	12
20	Director eligibility criteria	13
21	Election of Directors.....	13
22	*Transition to rotational system of electionsError! Bookmark not defined.	
23	Resignation, removal or vacation of office of Directors.....	14
24	Casual vacancies on Board	15
25	Board's functions	15
26	Board meetings.....	16
27	Voting at Board meetings.....	17
28	Quorum for Board meetings	17
29	Special Board Meetings	18
30	Minutes of Board meetings.....	18
31	Subcommittees	18
32	Advisory Bodies	19
33	Validity of acts	19

34 Written resolutions of Board 19
35 Annual General Meetings 20
36 General meetings 20
37 Quorum for general meetings 21
38 Adjournment of general meetings 21
39 Voting at general meetings 22
40 Special general meetings 22
41 Minutes of general meetings 22
42 By-Laws 23
43 Common seal..... 23
44 Funds and accounts..... 23
45 Documents 24
46 Winding up or dissolution of the Association 25
47 Withdrawing of Association’s charter..... 25
48 Alteration of Constitution..... 26
49 Model rules do not apply 27

1 Interpretation

1.1 In this Constitution:

Act means the *Associations Incorporation Act 1981(QLD)*;

Advisory Body means an advisory body appointed under rule 32.1;

AGM means the annual general meeting of the Association;

Association means the incorporated association named in rule 2.1;

ACNC means the Australian Charities and Not-for-Profit Commission established under the *Australian Charities and Not-for-Profit Commission Act 2012 (C'th)*;

Board means the management committee of the Association, elected in accordance with this Constitution;

By-Laws means the by-laws of the Association, made under rule 42;

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 State Branch By-Laws;

Constitution means these rules of the Association as amended from time to time;

Delegate means the person appointed by the Board to represent the Association at the State Branch AGM;

Director means a member of the Board;

District Branch means a branch established by State Branch with geographical boundaries and responsibilities assigned to it by State Branch;

League means The Returned & Services League of Australia Limited, A.C.N. 008 488 097;

League By-Laws means the by-laws of the League in force from time to time;

League Rules means the constitution of the League in force from time to time;

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

level 2 incorporated association means an incorporated association that not a level 1 or level 3 incorporated association;

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

Life Member means a person who fulfils the criteria to be a life member of the League and has been accepted into that category of membership;

Member means a Sub-Branch admitted to membership under rule 7 or rule 8;

National Executive means the board of directors of the League;

President means the president of the Association;

Register of Members means the Register of Members kept under rule 12;

Regulations means the *Associations Incorporation Regulation 1999* and any other regulation made under the Act;

Representative means a person appointed as the representative of a member in accordance with rule 10;

RSL (Queensland Branch) Tribunal means the tribunal established by State Branch under State Branch Rules;

Secretary means the secretary of the Association;

Service Member means a person who fulfils the criteria to be a service member of the League and has been accepted into that category of membership;

Special Board Meeting means a Board meeting called under rule 29.1;

Special General Meeting means a meeting called under rule 40.1;

State Branch means Returned & Services League of Australia (Queensland Branch), A.B.N. 79 902 601 713;

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

State Branch Board means the board of State Branch;

State Branch By-Laws means the by-laws of State Branch in force from time to time;

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 under the State Branch Rules;

Subcommittee means a subcommittee appointed under rule 31.1;

Treasurer means the treasurer of the association; and

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 State Branch By-Laws.

- 1.2 A reference to a rule is a reference to a rule in this Constitution.
- 1.3 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.
- 1.4 A reference to an Act of Parliament includes a reference to that Act as amended from time to time, and a reference to a specific provision of an Act of Parliament means, unless the context demands otherwise, a reference to the equivalent provision in any later amended version of that Act or of any Act substituted in its place.

2 Name

- 2.1 The name of the incorporated association is Returned & Services League of Australia (Queensland Branch) RSL Central Queensland District Branch *Inc.*

3 Objects

3.1 The objects for which the Association is established are to:

- (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 Service and Life Members, as citizens, to serve Australia with that spirit of self-sacrifice and loyalty with which they served as members of the Australian Defence Forces; and
- (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 premises for the Association;
- (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 Relationship with State Branch and the League

- 4.1 State Branch has jurisdiction over all District Branches within its State or Territory which, for the avoidance of doubt, includes the Association.
- 4.2 The League Rules, League By-Laws, State Branch Rules and State Branch By-Laws apply to the Association.
- 4.3 The Association shall comply with and is responsible for ensuring that its Members comply with the League Rules, League By-Laws, State Branch Rules and State Branch By-Laws, including but not limited to:
 - (a) cooperating 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 chief executive officer of State Branch 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) cooperating 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 is not responsible for the liabilities of the Association unless such liability is expressly taken over by resolution of the State Branch AGM or the State Branch Board.

5 Powers

- 5.1 Subject to rules 4 and 5.2, the Association has the powers of an individual and 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) issue debentures or other securities, whether outright or as security for any debt, liability or obligation of the Association; or
 - (d) amend or repeal this Constitution.
- 5.3 No part of the income or property of the Association will be paid or transferred directly or indirectly, by way of a dividend, bonus or otherwise to any member of the association.

6 Members

- 6.1 There is only one class of Members, comprising the Sub-Branches within the Association's geographical boundaries.
- 6.2 The Members have all of the rights of Members under and in accordance with this Constitution, including the rights to:
- (a) receive notice of general meetings;
 - (b) attend, be heard and vote at general meetings, subject to any limitations set out in this Constitution or at law;
 - (c) elect a Delegate to attend and vote on behalf of the Association at the State Branch AGM; and
 - (d) nominate its president or other member of its management committee as a candidate for election as a Director.

7 Automatic membership

- 7.1 A Sub-Branch which is within the geographical boundary of the Association on the day the Association adopts this Constitution remains or automatically becomes a Member.

8 New membership

- 8.1 If State Branch establishes a Sub-Branch within the geographical boundaries of the Association, that Sub-Branch automatically becomes a Member of the Association.
- 8.2 The Association has no right to reject a Sub-Branch described in rule 8.1 for membership. There is no right of appeal for any Sub Branch rejected for membership.

9 Membership fees

- 9.1 The membership fee, if any:
- (a) is the amount decided by State Branch from time to time; and
 - (b) is payable when, and in the way, State Branch decides.

10 Representatives

- 10.1 Each Sub-Branch that is a Member must from time to time appoint one or more members of its management committee as Representatives to exercise all or any of the powers of the Member under this Constitution or otherwise at law.
- 10.2 The appointment may be a standing one.
- 10.3 The appointment may set out restrictions on the Representative's powers. If the appointment is to be by reference to a position held, the appointment must identify the position.
- 10.4 Unless otherwise specified in the appointment, the Representative may exercise, on the Member's behalf, all of the powers that the Member could exercise at a meeting or in voting on a resolution.
- 10.5 A Member may appoint more than one Representative but only one Representative may exercise the Member's powers at any one time.

11 Cessation of membership

- 11.1 Membership of the Association ceases if the Member:
- (a) becomes the subject of a winding up petition;
 - (b) resolves to go into voluntary liquidation;
 - (c) enters into an arrangement for the benefit of its creditors;
 - (d) has a receiver appointed to its assets or some of its assets;
 - (e) has a mortgagee go into possession of some or all of its assets;
 - (f) becomes the subject of a writ of execution applicable to some or all of its assets;
 - (g) ceases to be a Sub-Branch;
 - (h) is no longer recognised as a Sub-Branch by the State Branch;
 - (i) has its charter removed by State Branch; or
 - (j) the geographical boundaries of the Association are altered or amended by State Branch such that a Member is no longer within

the geographical boundary of the Association at which point in time the Member may become a part of another District Branch.

- 11.2 There is no other right of termination of membership. There is no right of appeal from termination of membership.

12 Register of Members

- 12.1 The Board must keep or cause to be kept a Register of Members.
- 12.2 The Register of Members must include the following particulars for each Member:
- (a) the full name of the Member;
 - (b) the postal address of the Member;
 - (c) the date of admission as a Member;
 - (d) details, including the date, about the Member's cessation or reinstatement of membership; and
 - (e) any other particulars the Board, or the Members in general meeting, decide.
- 12.3 The Register of Members must be open for inspection by Members at all reasonable times and on reasonable notice, at the discretion of the Secretary.
- 12.4 A Member must contact the Secretary to arrange an inspection of the Register of Members.
- 12.5 Notwithstanding rule 12.3, the Board may, on the application of a member, withhold information from the Register of Members if the Board has reasonable grounds for believing the disclosure of the information would put a member at risk of harm.

13 Prohibition on use of information on Register of Members

- 13.1 A Member must not:
- (a) use information obtained from the Register of Members to contact, or send material to, another Member for the purpose of advertising for political, religious, charitable or commercial purposes; or
 - (b) disclose information obtained from the Register of Members to another person, knowing that the information is likely to be used to contact, or send material to, another Member for the purpose of advertising for political, religious, charitable or commercial purposes.
- 13.2 Rule 13.1 does not apply if the use or disclosure of the information is approved by the Association.

14 Disciplinary procedures

- 14.1 Subject to rules 14.2 and 14.3, if a member conducts itself in a way the Board considers to be conduct unbecoming a Member, the Board may resolve that:
- (a) the Member be placed on a warning to improve its conduct;
 - (b) the Member be reprimanded; or
 - (c) the Member and its conduct be referred to State Branch for consideration by the RSL (Queensland Branch) Tribunal.
- 14.2 If the Board considers that a Member may be guilty of conduct unbecoming a Member, the Secretary must give the Member at least 14 days' notice in writing of:
- (a) the date, time and place of the meeting at which the Board will consider whether the Member is guilty of such conduct; and
 - (b) a statement of the full and precise particulars of the Member's conduct which will be considered by the Board.
- 14.3 If requested by the Member whose conduct is being considered, the Board must provide such further particulars of any of the matters set out in the statement referred to in rule 14.2(b), either prior to or at the meeting referred to in rule 14.2(a).
- 14.4 The conduct referred to in rule 14.1 may include, but is not limited to, conduct whereby the Member has:
- (a) wilfully refused or neglected to comply with the provisions of the League Rules or League By-Laws;
 - (b) engaged in conduct subversive to the objects of the League;
 - (c) engaged in conduct prejudicial to the interests of the League;
 - (d) engaged in conduct detrimental to the interests of the Association; or
 - (e) been convicted of an indictable offence.
- 14.5 The disciplinary provisions applying to the Association are those set out in:
- (a) the League Rules and League By-Laws;
 - (b) the State Branch Rules and State Branch By-Laws; and
 - (c) this Constitution and any By-Laws.

15 Dispute resolution

- 15.1 The Association must develop compulsory mediation/conciliation procedures to attempt to resolve disputes before they are escalated to the RSL (Queensland Branch) Tribunal, courts or other legal or administrative body.

16 Appointment or election of Secretary

- 16.1 The Secretary must be:
- (a) an individual;

- (b) over 18 years of age; and
- (c) resident in Queensland, or in another State but not more than 65 km from the Queensland border.

16.2 The Board may appoint a person as Secretary.

16.3 If a vacancy occurs in the office of Secretary, the Board must appoint a Secretary within 1 month after the vacancy occurs.

16.4 A person appointed as Secretary does not become a Director unless that person is also otherwise appointed as a Director under this Constitution.

17 Resignation, removal or vacation of office of Secretary

17.1 The Secretary may resign as Secretary by written notice to the President or if there is no President, to the Board.

17.2 The resignation takes effect at:

- (a) the time the notice is received by the President, or if there is no President, when the notice is received by the Board; or
- (b) if a later time is stated in the notice, the later time.

17.3 The Board may at any time remove a person appointed as Secretary.

17.4 If the Board removes a person appointed as Secretary who is also a Director, that person remains a Director unless also otherwise removed as a Director under this Constitution.

17.5 The office of Secretary is automatically vacated in the circumstances set out in section 69(2) of the Act.

18 Secretary's functions

18.1 The Secretary's functions include, but are not limited to:

- (a) calling Board and general meetings, including preparing notices of meeting and of the business to be conducted at the meeting in consultation with the President;
- (b) keeping minutes of each Board and general meeting;
- (c) keeping copies of all correspondence and other documents relating to the Association; and
- (d) maintaining the Register of Members.

19 The Board

19.1 The Board comprises a minimum of 3 and a maximum of 5 Directors.

19.2 The Board must include:

- (a) a President;
- (b) a Deputy President;
- (c) a Treasurer;

and, if the Board is of the view that the good governance and operation of the Association requires the election of further office bearers, may include:

- (d) no more than 2 Vice Presidents.

20 Director eligibility criteria

20.1 A person may be a Director only if the person:

- (a) is at least 18 years of age;
- (b) is not ineligible under section 61A of the Act;
- (c) is not disqualified from managing a corporation (under the *Corporations Act 2001*);
- (d) is not disqualified from being a responsible person for a registered charity by the ACNC;
- (e) is not and has not been any time in the 12 months prior to their appointment as Director, an employee of the Association or of any related entity employing staff of the Association; and
- (f) has not then already served on the Board for a period exceeding 12 consecutive years.

21 Election of Directors

21.1 A Director may be elected at an AGM as set out in rules 21.2 to 21.9.

21.2 A Member may nominate a candidate who is:

- (a) eligible under rule 20.1; and
- (b) either:
 - (i) the Member's president; or
 - (ii) if that president is unable or unwilling to serve on the Board, another member of the Member's management committee who is able and willing to serve on the Board,

to serve in a Board position.

21.3 Any 2 Life Members or Service Members of a Member may nominate a candidate who is a Life Member or a Service Member of a Member (the candidate) to serve as a Director.

21.4 The nominations under rule 21.3 must:

- (a) be in writing;
- (b) specify the Board position or positions for which the candidate is nominated;
- (c) be signed by the nominating Life Members or Service Members;
- (d) be signed by the candidate; and
- (e) be given to the Secretary at least 14 days before the AGM.

21.5 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.

- 21.6 Before any candidate is elected as a Director, the Board must ensure that 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.
- 21.7 Each Member present (by Representative) and eligible to vote at the AGM may vote for such number of candidates as there are vacant Board positions.
- 21.8 A candidate may only be elected to one vacant Board position. Any one person may not hold multiple Board positions.
- 21.9 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 20.1.

22 Transition to rotational system of elections

- 22.1 For the purposes of the AGMs in 2022, 2023 and 2024:
- (a) the Directors who shall retire at the AGMs in 2022, 2023 and 2024 have been determined based on a rotational system of elections in force at the association immediately prior to the adoption of these rules (**Tenure Schedule**);
 - (b) those Directors who have been on the Board but not stood down for three years (or approximately 3 years) or who have filled a casual vacancy the term of such casual vacancy expires in accordance with the Tenure Schedule shall stand down in accordance with the Tenure Schedule and their position shall be declared vacant;
 - (c) all of the Directors who are required to stand down at any AGM in 2022, 2023 or 2024 pursuant to this rule shall be eligible for re-election, subject to rule 20.1

23 Resignation, removal or vacation of office of Directors

- 23.1 A Director may resign from the Board by written notice to the Secretary.
- 23.2 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.
- 23.3 A Director may be removed from office:
- (a) by resolution of the Members in general meeting; or
 - (b) by resolution of the Board if the Director misses 3 Board meetings in any given 6 month period.

- 23.4 Before a vote is taken about removing a director from office under rule 23.3, the Director must be given a full and fair opportunity to show cause why the Director should not be removed from office.
- 23.5 A Director has no right of appeal against the Director's removal from office under rule 23.3.
- 23.6 The office of a Director is automatically vacated:
- (a) in the circumstances set out in section 64(2) of the Act; or
 - (b) if any of the matters in rules 20.1(b) to 20.1(e) occur during the a Director's term of office.

24 Casual vacancies on Board

- 24.1 If a casual vacancy occurs on the Board, the remaining Directors may appoint another person who fulfils the requirements set out in rule 20.1 to fill the vacancy for the balance of the term.
- 24.2 The remaining Directors may act despite a casual vacancy on the Board.
- 24.3 However, if the number of Directors is less than the minimum fixed under rule 19.1, the continuing Directors may act only to:
- (a) increase the number of Directors to the minimum number fixed under rule 19.1; or
 - (b) call a general meeting of the Association.

25 Board's functions

- 25.1 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 and League By-Laws;
 - (b) the State Branch Rules and State Branch By-Laws;
 - (c) this Constitution or a resolution of the Members in general meeting.
- 25.2 The Board has authority to interpret the meaning of this Constitution and any matter relating to the Association on which this Constitution is silent, but any interpretation must have regard to the Act, the Regulations and those documents referred to in rules 25.1(a) to 25.1(c).
- Note: If the Association's rules are inconsistent with the Act, the Act prevails.*
- 25.3 Subject to rules 4 and 5.2, the Board may exercise the powers of the Association to:
- (a) borrow, raise or secure the payment of amounts in a way the Members decide;
 - (b) secure the amounts mentioned in rule 25.3(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, present and future;

- (c) purchase, redeem or pay off any securities issued;
- (d) borrow amounts from Members and pay interest on the amounts borrowed; and
- (e) mortgage or charge the whole or part of the Association's property; and
- (f) issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association;
- (g) provide and pay off any securities issued; and
- (h) invest in a way the Members may from time to time decide; and
- (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.

25.4 For the purpose of rule 25.3(d), the interest must not be paid at a rate which is more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by any of the Association's financial institutions.

25.5 Without limiting the Board's powers under rule 25.3(i), the Board may:

- (a) delegate any of the Board's powers to the chief executive officer, upon terms and conditions and with any restrictions the Board sees fit; or
- (b) revoke or vary the appointment of or any of the powers delegated to the chief executive officer.

26 Board meetings

26.1 Subject to this Constitution, the Board may meet and conduct its proceedings as it considers appropriate.

26.2 The Board must meet at least once every 4 months to exercise its functions.

26.3 The Board may decide how a meeting is to be called.

26.4 Notice of a Board meeting may be given in the way decided by the Board.

26.5 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, provided that:

- (a) the notice of meeting specifies the technology which will be used to facilitate the meeting;
- (b) each of the Directors attending the meeting is able to hear each of the other attending Directors and to take part in discussions as they happen;

- (c) at the start of the meeting, each Director announces the Director's presence to all the other attending Directors taking part;
 - (d) no Director leaves the meeting by disconnecting the Director's telephone or other form of communication unless the Director has previously obtained the express consent of the chairperson of the meeting.
- 26.6 A Director who participates in a meeting referred to in rule 26.5 is conclusively presumed to be present at the meeting and to form part of the quorum at all times unless excused under rule 26.5(d).
- 26.7 At each Board meeting:
 - (a) the President is to preside as chairperson at a Board meeting.
 - (b) If there is no President or if the President is not present within 10 minutes after the time fixed for a Board meeting, the Directors may choose one of their number to preside as chairperson at the meeting.

27 Voting at Board meetings

- 27.1 A question arising at a Board meeting is decided by a majority vote of Directors:
 - (a) present at the meeting; and
 - (b) entitled to vote on the questionand if the votes are equal, the question is decided in the negative.
- 27.2 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. If that Director does vote, the Director's vote must not be counted.
- 27.3 Notwithstanding rule 27.2, 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.

28 Quorum for Board meetings

- 28.1 A quorum for the purpose of any Board meeting is the greater of:
 - (a) one-half of the Directors then on the Board, rounded up to the nearest whole number; or
 - (b) 3 Directors.
- 28.2 If, at any Board meeting, there is no quorum within 30 minutes after the time fixed for the meeting:
 - (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.

- 28.3 If, at an adjourned meeting referred to in rule 28.2, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

29 Special Board Meetings

- 29.1 If the Secretary receives a written request signed by:

- (a) at least one-third of Directors; or
- (b) the President,

the Secretary must call a Special Board Meeting by giving each Director notice of the meeting within 14 days after the Secretary receives the request.

- 29.2 If the Secretary is unable or unwilling to call a Special Board Meeting, the President must call the meeting.

- 29.3 The request referred to in rule 29.1 must state:

- (a) why the meeting is to be called; and
- (b) the business to be conducted at the meeting.

- 29.4 Notice of a Special Board Meeting must state:

- (a) the date, time and place of the meeting; and
- (b) the business to be conducted at the meeting.

- 29.5 A Special Board Meeting must be held within 14 days after notice of the meeting is given to the Directors, unless the Board unanimously agrees otherwise.

30 Minutes of Board meetings

- 30.1 The Secretary must ensure that full and accurate minutes of all questions, matters, resolutions and other proceedings of any Board meeting are entered in a minute book.

- 30.2 The minutes of each Board meeting must be signed by the chairperson of that meeting, or the chairperson of the next meeting, verifying their accuracy.

31 Subcommittees

- 31.1 The Board may appoint Subcommittees of the Board consisting of such Directors the Board considers appropriate to assist in the conduct of the Association's operations.

- 31.2 A person may be appointed to a Subcommittee for the term or terms determined by the Board and may be removed from the Subcommittee by the Board at any time.

- 31.3 The Board may delegate any of its powers, other than this power to delegate, to a Subcommittee.

- 31.4 A Subcommittee may elect a chairperson of its meetings.

- 31.5 If a chairperson is not elected, or if the elected chairperson is not present within 10 minutes after the time fixed for a Subcommittee meeting, the

Subcommittee members present may choose one of their number to be chairperson of the meeting.

- 31.6 A Subcommittee may call, give notice of and adjourn its meetings as it considers appropriate.
- 31.7 A question arising at a Subcommittee meeting must be decided by a majority vote of the Subcommittee members present at the meeting and if the votes are equal, the question is decided in the negative.
- 31.8 A Subcommittee member who is not a Director is entitled to vote at a Subcommittee meeting, unless otherwise resolved by the Board.

32 Advisory Bodies

- 32.1 The Board may appoint Advisory Bodies consisting of such persons as the Board considers appropriate for:
 - (a) the conduct or assessment of activities associated with the Association; or
 - (b) the promulgation of information on behalf of the Association.
- 32.2 A person may be appointed to an Advisory Body for the term or terms determined by the Board and may be removed from the Advisory Body by the Board at any time.
- 32.3 The composition and operation of Advisory Bodies must be in accordance with By-Laws made or terms of reference for that purpose by the Board following consultation with State Branch.
- 32.4 An Advisory Body only has authority to provide advice to the Board as requested by the Board from time to time, unless the Board expressly delegates any other role, power or authority to the Advisory Body.
- 32.5 All persons appointed to all such Advisory Bodies are appointed for the term or terms determined by the Board and may be removed by the Board at any time.

33 Validity of acts

- 33.1 An act performed by the Board, a Subcommittee, an Advisory Body or a person acting as a Director or Subcommittee or Advisory Body member is taken to have been validly performed, even if the act was performed when:
 - (a) there was a defect in the appointment of the Director or Subcommittee or Advisory Body member or person acting as such; or
 - (b) a Director or Subcommittee or Advisory Body member or person acting as such was disqualified from being a Director or Subcommittee or Advisory Body member, or was not entitled to vote.

34 Written resolutions of Board

- 34.1 A written resolution signed by each Director is as valid and effective as if it had been passed at a Board meeting that was properly called and held.

- 34.2 A resolution mentioned in rule 34.1 may consist of several documents in like form, each signed by one or more Directors and, if so signed, takes effect on the latest date on which a director signs one of the documents.

35 Annual General Meetings

- 35.1 The first AGM must be held within 6 months after the end date of the Association's first reportable financial year.
- 35.2 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.
- 35.3 The following business must be conducted at each AGM:
- (a) presentation to the meeting for adoption of:
 - (i) the Association's financial statement for the last reportable financial year; and
 - (ii) the audit report or signed statement, as required by the Act, in relation to the association's financial statement for the last reportable financial year;
 - (b) election of Directors; and
 - (c) appointment of an auditor, an accountant or an approved person, as required by the Act, for the present financial year.

36 General meetings

- 36.1 The President or the Secretary may call a general meeting of the Association.
- 36.2 The Secretary must give at least 14 days' notice of general meetings to each Member.
- 36.3 Notice of a general meeting must state:
- (a) the date, time and place of the meeting; and
 - (b) the business to be conducted at the meeting.
- 36.4 The Board may decide the way in which notice of general meeting may be given, provided that notice of a general meeting called to hear and decide a proposed special resolution must be given in writing.
- 36.5 Subject to any restrictions on voting set out in this Constitution, the Board may allow a Member (by its Representative) to take part in and vote at 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.
- 36.6 For the avoidance of doubt, the Association is not obliged to provide any technology referred to in rule 36.5 and the provision of such technology is at the sole discretion of the Board.
- 36.7 A Member who participates in a meeting as mentioned in rule 36.5 is taken to be present at the meeting.

- 36.8 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 Directors present must elect one of their number to be chairperson of the meeting;
 - (c) if there are no Directors present within 15 minutes after the time fixed for the meeting or no Director is willing to act, the Members present must elect one of their number to be chairperson of the meeting; and
 - (d) the chairperson must conduct the meeting in a proper and orderly way and may, for the avoidance of doubt, direct a person to remove themselves from the meeting.

37 Quorum for general meetings

- 37.1 No business may be conducted at a general meeting unless there is a quorum of Members present (by Representative) when the meeting proceeds to business.
- 37.2 For the purpose of a general meeting, a quorum is at least the number of Directors on the Board at the close of the Association's last general meeting plus 1.
- 37.3 If, at a general meeting called other than at the request of Members under rule 40.1, there is no quorum within 30 minutes after the time fixed for the meeting:
- (a) the meeting must be adjourned for at least 7 days; and
 - (b) the Board must decide the date, time and place of the adjourned meeting.
- 37.4 If, at an adjourned meeting referred to in rule 37.3, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.
- 37.5 If, at a general meeting called at the request of Members under rule 40.1, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

38 Adjournment of general meetings

- 38.1 The chairperson may, with the consent of any meeting at which there is a quorum, and must if so directed by the meeting, adjourn the meeting from time to time and from place to place.
- 38.2 If a meeting is adjourned under rule 38.1, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 38.3 If a general meeting is adjourned for less than 30 days, the Secretary is not required to give Members notice of the adjournment or of the business to be conducted at the adjourned meeting.

- 38.4 If a meeting is adjourned for 30 days or more, the Secretary must give Members notice of the adjourned meeting in the same way that notice of the original meeting was given.

39 Voting at general meetings

- 39.1 At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the Members present (by Representative) and if the votes are equal, the question is decided in the negative.
- 39.2 Each Member present (by Representative) and eligible to vote is entitled to 1 vote.
- 39.3 A 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.
- 39.4 The method of voting at a general meeting is as decided by the Board.
- 39.5 Notwithstanding rule 39.4, if at least one-fifth of the Members present (by Representative) at a general meeting demand a secret ballot, voting must be by secret ballot.
- 39.6 If a secret ballot is held, the chairperson must appoint 2 persons, who may be Representatives, to conduct the secret ballot in the way the chairperson decides.
- 39.7 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.

40 Special general meetings

- 40.1 If the Secretary:
- (a) is directed by the Board; or
 - (b) receive a written request signed by at least one-third of the Members,
- the Secretary must call a Special General Meeting by giving each Member notice of the meeting within 14 days after the Secretary receives the direction or request.
- 40.2 If the Secretary is unable or unwilling to call a Special General Meeting, the President must call the meeting.
- 40.3 The request referred to in rule 40.1(b) must state:
- (a) why the meeting is to be called; and
 - (b) the business to be conducted at the meeting.
- 40.4 A Special General Meeting must be held within 3 months after the Secretary receives the direction or request under rule 40.1.

41 Minutes of general meetings

- 41.1 The Secretary must ensure that full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book.

- 41.2 The minutes of each general meeting must be signed by the chairperson of that meeting, or the chairperson of the next general meeting, verifying their accuracy.
- 41.3 Within 28 days of receiving a written request from a Member, the Secretary must:
- (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 a copy of the minutes of the meeting.
- 41.4 The Association may require the Member to pay the reasonable costs of providing copies of the minutes.

42 By-Laws

- 42.1 Subject to rule 42.2, the Board may make, amend or repeal by-laws which are not inconsistent with:
- (a) the League Rules and League By-Laws,
 - (b) the State Branch Rules and State Branch By-Laws; and
 - (c) this Constitution;
- to:
- (d) promote the good governance of the Association;
 - (e) accommodate varying regional and local conditions; and
 - (f) assist in the internal management of the Association.
- 42.2 A By-Law:
- (a) does not come into effect unless and until it has been approved in writing by State Branch; and
 - (b) may be set aside by a resolution of Members in general meeting.

43 Common seal

- 43.1 If the Association has a common seal, the Board must ensure that the common seal is:
- (a) kept securely; and
 - (b) only used under the authority of and as directed by the Board.
- 43.2 Each instrument to which the Association's common seal is attached must be signed by a Director and countersigned by:
- (a) another Director;
 - (b) the Secretary; or
 - (c) another person authorised by the Board.

44 Funds and accounts

- 44.1 The Association's funds must be kept in an account:
- (a) in Queensland;

- (b) in the name of the Association; and
 - (c) in a financial institution decided by the Board.
- 44.2 The Association's records and accounts must:
 - (a) be kept in the English language; and
 - (b) show full and accurate particulars of the Association's financial affairs.
- 44.3 All amounts received by the Association must be deposited in the Association's financial institution account as soon as practicable after receipt.
- 44.4 A payment by the Association of \$100 or more must be made by cheque or electronic funds transfer.
- 44.5 If the Association makes a payment of \$100 or more by cheque or electronic transfer, the cheque or electronic transfer must be signed by any 2 of the following:
 - (a) the President;
 - (b) the Secretary;
 - (c) the Treasurer;
 - (d) any one of 3 other Members who have been authorised by the Board to sign cheques issued by the Association.
- 44.6 Notwithstanding rule 44.5, one of the persons who signs an Association cheque or electronic transfer must be the President, the Secretary or the Treasurer.
- 44.7 The Association's cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed 'not negotiable'.
- 44.8 A petty cash account must be kept on the impress system and the Board must decide the amount of petty cash to be kept in the petty cash account.
- 44.9 All expenditure by the Association must be approved or ratified at a Board meeting.
- 44.10 Within 30 days of its AGM, the Association must provide its audited accounts, including audited statements of financial position and financial performance, to State Branch.
- 44.11 The Association's income and property must be used solely for the purpose of promoting the Association's objects
- 44.12 The Association's financial year ends on 31 December in each year.

45 Documents

- 45.1 The Board must ensure the safe custody of the Association's books, documents, instruments of title and securities.
- 45.2 The Association must maintain:
 - (a) a cash book or statement of amounts received and paid;
 - (b) a receipt book of receipt forms;

- (c) records of the Association's financial institution account that are given to the Association by the financial institution;
 - (d) a Register of Members;
 - (e) a register of assets;
 - (f) a petty cash book; and
 - (g) a minute book of the board meetings.
- 45.3 The receipt book referred to in rule 45.2 must:
- (a) be kept by way of a computer system record; or
 - (b) contain receipt forms printed in duplicate and be:
 - (i) consecutively numbered; or
 - (ii) kept on the numbered butt principle.
- 45.4 The Association must provide State Branch with any other records or documents as directed by State Branch from time to time.
- 45.5 If required in writing by the National Executive, the Association must:
- (a) produce for inspection any or all its books, accounts, minute books, statutory registers and records; and
 - (b) provide such returns and other information as required.

46 Winding up or dissolution of the Association

- 46.1 If the Association is wound-up under part 10 of the Act or is otherwise dissolved, the Association must, after satisfying all debts and liabilities, transfer all assets and property:
- (a) to an institution that may be registered as a charitable institution under the *Taxation Administration Act 2001 (Qld)*; or
 - (b) to an institution the Commissioner of State Revenue is satisfied has a principal object or pursuit of fulfilling a charitable object or promotion of the public good; or
 - (c) for a purpose the Commissioner of State Revenue is satisfied is charitable or for the promotion of the public good.

47 Withdrawing of Association's charter

- 47.1 If the Association:
- (a) is no longer recognised as a District Branch of the League;
 - (b) has its charter withdrawn or removed by State Branch;
 - (c) no longer wishes to be a District Branch of the League; or
 - (d) no longer wishes to be associated with State Branch or the League,

the Association must:

- e) comply with the provisions of rule 46 as if the Association was being wound-up under part 10 of the Act or otherwise dissolved ; and
- (e) 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.

47.2 If:

- (a) the State Branch Board resolves that the Association has, in the opinion of the State Branch Board:
 - (i) ceased to function;
 - (ii) conducted itself in a manner detrimental to the interests of the League or State Branch;
 - (iii) failed to comply with any League Rules, League By-Laws, State Branch Rules, State Branch By-Laws or other policies or directives made by the League or State Branch applicable to the Association from time to time; or
 - (iv) failed to ensure that Members comply with League Rules, League By-Laws, State Branch Rules, State Branch By-Laws or other policies or directives made by the League or State Branch applicable to the Association and Members from time to time; and
- (b) State Branch withdraws:
 - (i) its recognition of the Association as a District Branch of State Branch; and/or
 - (ii) the charter of the District Branch,

the Association must:

- c) comply with the provisions of rule 46 as if the Association was being wound-up under part 10 of the Act or otherwise dissolved ; and
- d) 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.

48 Alteration of Constitution

48.1 Prior to amending or repealing this Constitution, the Association must submit a copy of the proposed resolution or resolutions amending or repealing the Constitution to State Branch for approval.

48.2 An amendment or repeal of this Constitution is valid only if it:

- (a) is approved by State Branch in writing;
- (b) is passed by a special resolution of Members in general meeting;
- (c) complies with all lawful requirements; and

- (d) is registered by the chief executive of the Queensland Government department responsible for the registration of constitutions under the Act.

49 Model rules do not apply

49.1 Section 47(1) of the Act does not apply to the Association.