

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

**Caloundra Sub-Branch  
Incorporated**

**CONSTITUTION**

## Table of Contents

---

<b>1</b>	<b>Definitions and interpretation .....</b>	<b>3</b>
<b>2</b>	<b>Name .....</b>	<b>5</b>
<b>3</b>	<b>Objects.....</b>	<b>5</b>
<b>4</b>	<b>Association’s relationship with RSL Queensland and the League .....</b>	<b>7</b>
<b>5</b>	<b>Powers .....</b>	<b>7</b>
<b>6</b>	<b>Membership .....</b>	<b>8</b>
<b>7</b>	<b>Disciplinary and grievance procedures.....</b>	<b>14</b>
<b>8</b>	<b>Secretary .....</b>	<b>17</b>
<b>9</b>	<b>Election, appointment and retirement of Directions .....</b>	<b>18</b>
<b>10</b>	<b>Powers of the Board.....</b>	<b>22</b>
<b>11</b>	<b>Proceedings of the Board .....</b>	<b>24</b>
<b>12</b>	<b>Appointment of Board subcommittees .....</b>	<b>26</b>
<b>13</b>	<b>Appointment of Advisory Bodies .....</b>	<b>27</b>
<b>14</b>	<b>Acts not affected by defects or disqualifications .....</b>	<b>27</b>
<b>15</b>	<b>Annual General Meetings .....</b>	<b>27</b>
<b>16</b>	<b>General meetings .....</b>	<b>28</b>
<b>17</b>	<b>By-laws .....</b>	<b>31</b>
<b>18</b>	<b>Variation of Constitution .....</b>	<b>31</b>
<b>19</b>	<b>Common seal and execution of documents .....</b>	<b>31</b>
<b>20</b>	<b>Accouts and records.....</b>	<b>32</b>
<b>21</b>	<b>Winding up, cancellation or dissolution of the Association.....</b>	<b>33</b>
<b>22</b>	<b>Withdrawing of Association's charter.....</b>	<b>34</b>
<b>23</b>	<b>Model rules do not apply .....</b>	<b>35</b>
<b>24</b>	<b>Liquor Act Provisions .....</b>	<b>35</b>
<b>25</b>	<b>Gaming Machine Provisions.....</b>	<b>36</b>
	<b>Annexure 1 Membership Eligibility Criteria.....</b>	<b>37</b>

# 1 Definitions and interpretation

## 1.1 In this Constitution:

**ACNC** means the Australian Charities and Not-for-Profit Commission established under the Australian Charities and Not-for-Profit Commission Act 2012 (Cth)

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

**Advisory Body** means an advisory body appointed under rule 13.

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

**Associate Member** means a person who fulfils the Membership Eligibility Criteria to be an associate member and has been admitted as a Member in this category of membership.

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

**Auxiliary** means an auxiliary which is attached to and established by the Association in accordance with the RSL Queensland Constitution and RSL Queensland By-Laws.

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

**By-law** means a by-law of the association either promulgated by the association or otherwise as approved by RSL Queensland.

**Casual Vacancy** means a vacancy on the Board that happens when an elected member of the Board resigns, dies or otherwise stops holding office.

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

**Constitution** means this document, as amended from time to time.

**Delegate** means the person appointed by the Board to represent the Association at the RSL Queensland AGM.

**Director** means a person elected to the Board in accordance with the terms of this Constitution.

**District Branch** means a branch established by State Branch RSL Queensland with such responsibilities and jurisdictional locations assigned to it by RSL Queensland, and within which the association is located.

**District Branch Constitution** means the constitution of the District Branch in force from time to time and as approved by RSL Queensland.

**Financial Year** means the period ending 31 December each year.

**League** means RSL National, State Branches, members of State-Branches, Sub Branches and members of Sub-Branches (as those terms are defined in the RSL National Constitution).

**League Matters** include, but are not limited to, voting on who will be the Delegate to the RSL Queensland AGM and voting on how the Delegate to the RSL Queensland AGM will be directed to vote by the Association.

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

**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 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 RSL Queensland pursuant to the RSL Queensland Constitution, and which contains the names of all those Service Members and Life Members who have been transferred consequent upon a determination made by the RSL Queensland Tribunal.

**National Executive** means the board of directors of directors of RSL National constituted by the RSL National Constitution.

**Non-voting Member** means a person properly admitted to one of the categories of non-voting membership permitted by rule 6.2.1(b).

**Present** means:

- (a) at a Board meeting, see rule 11.1.8; or
- (b) at a general meeting, see rule 16.3.2.

**President** means the president of the Association, elected to the Board in accordance with this Constitution.

**Register of Members** means the register of Members kept under rule 6.13.

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

**RSL National By-Laws** means the by-laws of RSL Australia in force from time to time

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

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

**RSL Queensland Board** means the board of directors of RSL Queensland constituted by the RSL Queensland Constitution.

**RSL Queensland By-Laws** means the by-laws of RSL Queensland in force from time to time.

**RSL Queensland Constitution** means the constitution of RSL Queensland in force from time to time.

**RSL Queensland Tribunal** means the tribunal established by RSL Queensland under the RSL Queensland Constitution.

**RSL Rules** means the RSL Queensland Constitution, the RSL Queensland By-Laws, the RSL National Constitution, the RSL National By-Laws, the District Branch Rules and District Branch By-Laws, this Constitution and any By-Laws, the RSL Queensland 'Code of Conduct'.

**Secretary** means a person appointed or elected to perform the duties of a secretary of the Association.

**Service Member** means a person who fulfils the Membership Eligibility Criteria to be a service member and has been admitted as a Member in this category of membership and, where relevant, includes a Life Member.

**Social Members** mean a person who fulfils the Membership Eligibility Criteria to be a social member and has been admitted as a Member in this category of membership.

**Social Member Director** means a Social Member elected to the Board under rules 9.2.1(b) and 9.4.2.

**Sub Branch** means a sub branch established by RSL Queensland by the granting of a charter.

**Subcommittee** means a subcommittee appointed under rule 12.

**Temporary Members** means a person who fulfils the Membership Eligibility Criteria to be a temporary member and has been admitted as a Member in this category of membership.

**Treasurer** means the treasurer of the Association, elected to the Board in accordance with this Constitution.

**Unattached List of Members** is the register known by that name which is kept and maintained by RSL Queensland pursuant to the RSL Queensland Constitution, which details members of RSL Queensland who are not members of a Sub-Branch.

**Voting Member** means a person properly admitted to one of the categories of Voting Membership permitted by rule 6.2.1(a).

## 1.2 **Interpretation**

A word or expression that is not defined in this Constitution, 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) Caloundra Sub-Branch Incorporated.

## **3 Objects**

3.1 The main object for which the Association is established is to relieve the distress and poverty suffered by 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.

3.2 The Association achieves this object by implementing and connecting those in need with programs and services to assist in the relief of their distress and suffering and, these programs, services and activities may include the following, provided that they are conducted in aid and furtherance of its main object in rule 3.1:

3.2.1 relieve mental health issues and isolation experienced by past and present members of the Defence Forces and encourage their transition to civilian life by:

- (a) facilitating 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;
- (b) maintaining 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;
- (c) protecting the good name and preserve the interests and standing of members of the Australian Defence Force;
- (d) encouraging Members, 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;
- (e) Encouraging loyalty to Australia and secure patriotic service in the interests of Australia;

3.2.2 In furtherance of the objects, the Association may do any or all of the following: assist in the preservation of 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;

3.2.3 providing welfare to the sick, helpless, wounded, vulnerable, aged, destitute and needy;

3.2.4 support serving Australian Defence Force members at home and abroad and actively assist them in their transition to civilian life, especially if they are detrimentally affected by their defence service;

3.2.5 be part of a national association which is non sectarian, and in relation to party politics, non partisan;

3.2.6 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;

- 3.2.7 establish Auxiliary branches of RSL National throughout the State of Queensland and in such other places as the Association may, from time to time determine;
- 3.2.8 seek the cooperation of like associations, corporations and/or other persons to further the Association's objects;
- 3.2.9 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;
- 3.2.10 make grants to and give assistance to such persons, trusts, groups, associations, societies, institutions or other organisations and authorities having objects similar to those of the Association and to establish such scholarships as the Association may, from time to time, determine;
- 3.2.11 raise money to further the aims of the Association and to secure sufficient funds for the purpose of the Association:
- 3.2.12 receive any funds and to distribute these funds in a manner that best attains the objects of the Association;
- 3.2.13 conduct commercial, marketing and sponsorship activities consistent with relevant legislation and the Association's objects; and
- 3.2.14 all such things that further, are in aid of, or are ancillary or incidental to the attainment of all or any of the objects of the Association.

#### **4 Association's relationship with RSL Queensland and the League**

- 4.1 RSL Queensland has jurisdiction over all Sub-Branches within its State or Territory, which for the avoidance of doubt includes the Association.
- 4.2 The Association must comply with, and ensure that its Members comply with the following, in order of precedence:
  - 4.2.1 the RSL National Constitution and RSL National By-Laws;
  - 4.2.2 the RSL Queensland Constitution and RSL Queensland By-Laws;
  - 4.2.3 any District Branch Constitution and District Branch By-Laws; and
  - 4.2.4 this Constitution and any By-Laws.
- 4.3 For the avoidance of doubt, RSL Queensland will not be responsible for the liabilities of the Association unless such liability is expressly taken over by resolution at the RSL Queensland AGM or a resolution of the RSL Queensland Board.

#### **5 Powers**

- 5.1 Subject to rules 4 and 5.2, the Association has the powers of an individual. The Association may, for example:
  - 5.1.1 enter into contracts;

- 5.1.2 acquire, hold, deal with and dispose of property;
  - 5.1.3 make charges for services and facilities it supplies; and
  - 5.1.4 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 RSL Queensland:
- 5.2.1 purchase, sell, lease, mortgage, charge, exchange or otherwise acquire, dispose of or encumber any real property;
  - 5.2.2 borrow or raise money in particular by mortgage or other securities upon all or any property of the association, present or future;
  - 5.2.3 amend or alter this constitution; or
  - 5.2.4 issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association.
- 5.3 The income and property of the Association must be applied solely to the purpose of promoting and fulfilling the objects contained in rule 3.
- 5.4 No part of the income or property of the Association is to be paid or transferred directly or indirectly, by way of a dividend, bonus or other similar payment to any Member.
- 5.5 Nothing in rule 5.4 prevents the Association making a payment in good faith of any of the following, provided any such payment does not exceed the amount ordinarily payable by parties dealing at arm's length in similar transactions:
- 5.5.1 remuneration to any officers or employees of the Association for services actually rendered to the Association;
  - 5.5.2 an amount to any Member in return for any services actually rendered to the Association or for goods supplied in the ordinary and usual course of business;
  - 5.5.3 reimbursement of expenses reasonably and properly incurred by any Member on the Association's behalf with the prior written consent of the Board; or
  - 5.5.4 making a payment or providing a benefit to a Member in promoting and fulfilling the objects contained in rule 3.

## **6 Membership**

### **6.1 Classes of membership**

The members are divided in to Voting and Non-voting Members as follows:

- 6.1.1 **Voting Members** comprise natural persons who have all of the rights of Members under and in accordance with this Constitution, including the right:
  - (a) receive notice of general meetings of Members;
  - (b) vote at general meetings of Members, subject to any limitations set out in this Constitution or at law; and



- (c) stand for election to the Board, subject to any limitations in this Constitution or at law.

6.1.2 **Non-voting Members** comprise a single class of membership and have the rights of Members provided in this Constitution, excluding the following entitlements:

- (a) vote at general meetings of Members;
- (b) stand for election to the Board.

unless otherwise specified in this Constitution.

## 6.2 **Categories of members**

6.2.1 The classes of Members are further broken down into the following categories of membership:

(a) Different categories of **Voting Membership** are as follows:

- (i) Service Members;
- (ii) Life Members; and
- (iii) voting Associate Members (depending on the election made by the member under rule 6.8.3); and
- (iv) Social Members but only to the extent provided for in rule 9.4.2.

(b) Different categories of **Non-voting Membership** are as follows:

- (i) non-voting Associate Members (depending on the election made by the member under rule 6.8.3);
- (ii) Temporary Members; and
- (iii) Social Members (subject to rule 6.2.1(a)(iv)).

6.2.2 The Voting Members may, by ordinary resolution at a general meeting of the Association, vary:

- (a) the different categories of Non-voting Membership; and
- (b) the different criteria for admission or different entitlements for Non-Voting Members (other than rights of Non-Voting Members provided in this Constitution which will prevail),

provided that the Association obtains RSL Queensland approval to the variation.

6.2.3 The number of Voting Members is unlimited however the Board may limit the number of Non-voting Members.

## 6.3 **Liability of Members, Secretary or Directors**

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.

## 6.4 **Automatic membership**

A person who is a member on the day the Association adopts this Constitution will:

6.4.1 remain in the equivalent class of membership of the Association as the Member held in the Association prior to adoption of this Constitution; or

6.4.2 if there is no equivalent class of membership, be a Social Member.

## 6.5 **New membership**

6.5.1 Any person applying for membership of the Association, other than as a Service Member, must be proposed by one Member (the **proposer**) and seconded by another Member (the **second**er).

6.5.2 An application for membership must be:

- (a) in writing;
- (b) signed by the applicant and the applicant's proposer and second (if relevant);
- (c) accompanied by any membership fee applicable;
- (d) in the form decided by:
  - (i) for Service Members – RSL Queensland; or
  - (ii) for all other Members – the Board; and
- (e) include such evidence as necessary to demonstrate the eligibility of the applicant of the Membership Eligibility Criteria for the membership category being sought.

## 6.6 **Membership fees**

6.6.1 The membership fee payable by:

- (a) Service Members is the amount decided by RSL Queensland from time to time and is payable when, and in the way, RSL Queensland decides;
- (b) Life Members is nil; and
- (c) all other categories of Members, is the amount decided by the Board from time to time and is payable when, and in the way, the Board decides.

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

6.7.1 When assessing applications to become a Service Member, the Association must comply with any applicable assessment criteria and processes set out in the RSL Queensland Constitution and RSL Queensland By-Laws from time to time.

6.7.2 The Board must consider an application for membership at the next Board meeting held after it receives:

- (a) the application for membership;
- (b) the appropriate membership fee for the application; and
- (c) the other material referred to in rule 6.5.2(e).

6.7.3 The Board must ensure that, as soon as possible after the person applies to become a Member, 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.

6.7.4 The Board must decide at the meeting whether to:

- (a) accept or reject the application; or
- (b) seek further supporting evidence to demonstrate the application satisfies the relevant Membership Eligibility Criteria.

6.7.5 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.

6.7.6 The Board may reject an application for membership if, in its discretion, acting reasonably and in good faith, it is satisfied that the applicant does not satisfy the Membership Eligibility Criteria.

6.7.7 The Secretary or RSL Queensland (if agreed between the Association and RSL Queensland) must, as soon as practicable after the Board decides to accept or reject an application for membership, give the applicant a written notice of the decision, which must state the applicant's right to appeal the decision, if any.

## 6.8 **Associate Members**

6.8.1 Any Service 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.

6.8.2 An application under rule 6.8.1 must be lodged with the Secretary and, upon being admitted, the applicant will be known as an Associate Member.

6.8.3 A Service to whom rule 6.8.1 applies must:

- (a) elect in writing whether they wish to be eligible to hold office, and vote 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 RSL Queensland of which they are a Member and Associate Member; and

6.8.4 An election made pursuant to rule 6.8.3 will remain in force until a further written election is made.

6.8.5 Subject to the election made under rule 6.8.3, an Associate Member is only entitled to hold office, and vote at a meeting of the Association or the Associate's Sub-Branch at which they have elected to hold office and vote.

## 6.9 **Transfer of membership**

6.9.1 A service member:

- (a) of another Sub-Branch;
  - (b) on the Unattached List of Members; or
  - (c) on the Miscellaneous List of Members,
- may apply for a transfer to be a Service Member of the Association.

- 6.9.2 An application for a transfer under rule 6.9.1(c) is not valid if the term of the member's listing on the Miscellaneous List of Members has not yet expired.
- 6.9.3 The Board may accept or reject a proposed transfer under rule 6.9.1, subject always to the RSL Queensland Constitution and RSL Queensland By-Laws.
- 6.9.4 If the Board decides to reject the proposed transfer of an applicant it will advise the applicant as appropriate, in writing within 14 days, together with the reasons for its decision and the applicant's right of appeal.
- 6.9.5 Within 28 days after the date of notice in writing referred to in rule 6.9.4, the applicant may lodge an appeal in writing. Such an appeal will be lodged, together with the sum to process the appeal as is determined and published by RSL Queensland.
- 6.9.6 In the case of a decision made by the Board to reject a transfer application under this rule, RSL Queensland, having jurisdiction over the Association, will be responsible for resolving the appeal.
- 6.9.7 The RSL Queensland By-Laws may impose additional member transfer processes from time to time.

## 6.10 **When membership ends**

- 6.10.1 A Member ceases to be a Member upon:
- (a) the resignation of the Member;
  - (b) the death of the Member; or
  - (c) the termination of the Member's membership.
- 6.10.2 A Member may resign from the Association by giving a written notice of resignation to the Secretary, or in the absence of a Secretary, to the President.
- 6.10.3 The resignation takes effect at the time the notice is received by the Secretary or President (as) relevant). For the sake of clarity, a Member may not resign prospectively.
- 6.10.4 A Service Member's membership may only be terminated in accordance with the relevant rules set out in the RSL Rules.
- 6.10.5 For members other than Service Members, the Board may terminate a Member's membership if the Member:
- (a) is convicted of an indictable offence or imprisoned for a simple offence;
  - (b) does not comply with any of the RSL Rules;
  - (c) has membership fees in arrears for at least 2 months;

- (d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Association or the League;
- (e) has been reprimanded or warned of matters concerning the Member's conduct under rule 7.1 three or more times.

provided the Board first gives the Member a full and fair opportunity to show why the membership should not be terminated.

provided the Board first gives the Member a full and fair opportunity to show why the membership should not be terminated.

6.10.6 If, after considering all representations made by the Member, the Board decides to terminate the membership, the Secretary must give the Member a written notice of the decision within 14 days from the date of the decision.

#### **6.11 Rights following rejection of an application**

6.11.1 An applicant whose application for membership, other than as a Service Member, has been rejected, does not have a right of appeal against the decision.

6.11.2 An applicant seeking admission as a Service Member has such rights of appeal as provided for in the following, in order of precedence:

- (a) the RSL National Constitution and By-Laws;
- (b) the RSL Queensland Constitution and By-Laws; and
- (c) any relevant District Branch Constitution and By-Laws.

#### **6.12 Rights following termination of membership**

6.12.1 The Board's decision to terminate the membership of any Member, other than a Service Member, under rule 6.10.5 is final and binding and the Member does not have a right of appeal against the decision.

6.12.2 A Service Member who has had their membership terminated has appeal rights as set out in the RSL Rules.

#### **6.13 Register of members**

6.13.1 The Board must keep, or cause to be kept, a register of Members of the Association and will supply RSL Queensland with all information for the membership register.

6.13.2 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.

6.13.3 The register must be open for inspection by Members at all reasonable times, which shall be at the discretion of the Secretary (acting reasonably).

6.13.4 A Member must contact the Secretary to arrange an inspection of the register.

6.13.5 The Board may, on the application of a Member, withhold information about the Member from the register available for inspection (other than the Member's full name) if the Board has reasonable grounds for believing the disclosure of the information would put the Member at risk of harm.

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

6.14.1 A Member must not:

- (a) use directly or indirectly information obtained from the Register of Members of the Association 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 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.

6.14.2 Rule 6.14.1 does not apply if the use or disclosure of the information is approved by the Voting Members.

## **7 Disciplinary and grievance procedures**

### **7.1 Disciplinary Procedures**

7.1.1 The disciplinary provisions applying to the Association in relation to Service Members are those set out in the RSL Rules.

7.1.2 The disciplinary provisions applying to the Association in relation to Members other than Service Members, are as follows:

- (a) If the Board has reason to believe that a member, other than a Service Member, may be guilty of conduct unbecoming a member, the Secretary must give the member at least 14 days notice in writing to the Member of:
  - (i) the date, time and place of its meeting at which it will consider whether the Member has been guilty of such conduct; and
  - (ii) a statement of the full and precise particulars of the conduct of the Member which will be considered by the Board.

- (b) The Board shall provide such further particulars of any of the matters set out in the statement referred to under rule 7.1.2(a) either prior to or at the meeting called by the Board, if requested by the Member whose conduct is being considered.
- (c) For the purposes of this rule 7.1, "conduct **unbecoming a member**" has the meaning given to that term in the RSL Queensland By-Laws.

## 7.2 **Grievance Procedures**

- 7.2.1 This rule 7.2 sets out a grievance procedure for dealing with a dispute under the rules between parties as mentioned in section 47A(1) of the Act, being disputes between a Member and:
  - (a) another Member;
  - (b) the Board; or
  - (c) the Association.
- 7.2.2 For the avoidance of doubt, this grievance procedure:
  - (a) can not be used by a person whose membership has been terminated if the rules provide for an appeal process against termination; and
  - (b) is in addition to any grievance procedure set out in the RSL Rules for Service Members.
- 7.2.3 A Member (the **Aggrieved Party**) initiates the grievance procedure in relation to the dispute by giving a notice in writing of the dispute:
  - (a) to the other party; and
  - (b) if the other party is not the Board, to the Board.
- 7.2.4 If two or more Members initiate a grievance procedure in relation to the same subject matter, the Board may deal with the disputes in a single process and the Members must choose one of the Members (also the Aggrieved Party) to represent the Members in the grievance procedure.
- 7.2.5 Subject to rule 7.3, the parties to the dispute must, in good faith, attempt to resolve the dispute.
- 7.2.6 If the parties to the dispute cannot resolve the dispute within 14 days after the Aggrieved Party initiates the grievance procedure, the Aggrieved Party may, within a further 21 days, ask the Secretary to refer the dispute to mediation.
- 7.2.7 Subject to rule 7.3, if the Aggrieved Party asks the Secretary to refer the dispute to mediation under subrule 7.2.6, the Board must refer the dispute within 14 days after the request.

## 7.3 **Grievance procedure not continued in particular circumstances**

- 7.3.1 This rule applies if:

- (a) a Member initiates a grievance procedure in relation to a dispute and the Association or the Board is the other party to the dispute; or
- (b) the Aggrieved Party asks the Secretary to refer the dispute to mediation under rule 7.2.6.

7.3.2 The Board does not have to act under rule 7.2.5 or 7.2.7 if:

- (a) the Aggrieved Party has, within 21 days before initiating the grievance procedure, behaved in a way that would give the Board grounds for taking disciplinary action under the rules against the Aggrieved Party in relation to the matter the subject of the grievance procedure; or
- (b) before the grievance procedure was initiated, a process had started to take action under the rules against the Aggrieved Party or to terminate the Aggrieved Party's membership, as provided for under the rules, and the dispute relates to that process or to a matter relevant to that process; or
- (c) the dispute relates to an obligation under the *Liquor Act 1992* or any other State law to prevent the entry of the Aggrieved Party to, or to remove the Aggrieved Party from, premises used by the Association, or to refuse to serve liquor to the Aggrieved Party at the premises; or
- (d) the dispute could reasonably be considered frivolous, vexatious, misconceived, or lacking in substance or the dispute relates to a matter that has already been subject of the grievance procedure.

#### 7.4 **Appointment of mediator**

7.4.1 If a dispute under rule 7.2 is referred to mediation:

- (a) the parties to the dispute must choose a mediator to conduct the mediation; or
- (b) if the parties are unable to agree on the appointment of a mediator within 14 days after the dispute is referred to mediation, the mediator must be:
  - (i) for a dispute between a Member and another Member-a person appointed by the Board; or
  - (ii) for a dispute between a Member and the Board or the Association - an accredited mediator or a mediator appointed by the director of the dispute resolution centre.

7.4.2 An accredited mediator may refuse to be the mediator, or the director of a dispute resolution centre may refuse to appoint a mediator, to mediate the dispute.

7.4.3 If subrule 7.4.2 applies, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

#### 7.5 **Conduct of mediation**



- 7.5.1 If a mediator is appointed under rule 7.4, the mediator must start the mediation as soon as possible after the appointment and try to finish the mediation within 28 days after the appointment.
- 7.5.2 Subrule 7.5.1 does not apply if the mediator is the director of a dispute resolution centre.
- 7.5.3 The mediator:
- (a) must give each party to the dispute an opportunity to be heard on the matter the subject of the dispute; and
  - (b) must comply with natural justice; and
  - (c) must not act as an adjudicator or arbitrator; and
  - (d) during the mediation, may see the parties, with or without their representatives, together or separately.
- 7.5.4 The parties to the dispute must act reasonably and genuinely in the mediation and help the mediator to start and finish the mediation within the time required under subrule 7.5.1.
- 7.5.5 The costs of the mediation, if any, are to be shared equally between the parties unless otherwise agreed.
- 7.5.6 If the mediator cannot resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law (and in the case of Service Members, in accordance with the RSL Rules).

## **7.6 Representation for grievance procedure**

- 7.6.1 A party to a dispute may appoint any person to act on behalf of the party in the grievance procedure.
- 7.6.2 If a party appoints a person under subrule 7.6.1 to be the party's representative, the party must give written notice of the appointment to each of the following entities:
- (a) the other party to the dispute;
  - (b) the Board; and
  - (c) if a mediator has been appointed before the party appoints the representative—the mediator.
- 7.6.3 A representative who acts for a party at a mediation must:
- (a) have sufficient knowledge of the matter the subject of the dispute to be able to represent the party effectively; and
  - (b) be authorised to negotiate an agreement for the party.

## **7.7 Electronic communication for grievance procedure**

- 7.7.1 Any meeting or mediation session required under the grievance procedure may be conducted by electronic means if the parties to the dispute and, for a mediation, the mediator agrees.

# **8 Secretary**

## **8.1 Eligibility**

The secretary must be an individual over 18 years of age and residing in Queensland, or in another State but not more than 65km from the Queensland border, who is:

- 8.1.1 a Member elected by the Association as Secretary; or
- 8.1.2 any of the following persons appointed by the Board as secretary:
  - (a) a member of the Board;
  - (b) a member; or
  - (c) another person.

## 8.2 **Appointment or election of secretary**

- 8.2.1 If a vacancy happens in the office of Secretary, the Board must ensure a Secretary is appointed or elected within 1 month after the vacancy happens.
- 8.2.2 If the Board appoints a person mentioned in rule 8.1.2(b) as Secretary, other than to fill a Casual Vacancy on the Board, the person does not become a member of the Board.
- 8.2.3 If the Board appoints a person mentioned in rule 8.1.2(b) as Secretary to fill a casual vacancy on the Board, the person becomes a member of the Board.

## 8.3 **Removal of secretary**

- 8.3.1 The Board may at any time remove a person appointed by the Board as the Secretary.
- 8.3.2 If the Board removes a Secretary who is:
  - (a) a person mentioned in rule 8.1.2(a), the person remains a member of the Board.
  - (b) If the Board removes a secretary who is a person mentioned in rule 8.1.2(b) and who has been appointed to a Casual Vacancy on the Board under rule 8.2.3, the person remains a member of the Board.

## 8.4 **Functions of secretary**

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

- 8.4.1 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 or as directed by the Board, or by the Members in accordance with rule 16.5;
- 8.4.2 keeping minutes of each meeting;
- 8.4.3 keeping copies of all correspondence and other documents relating to the association; and
- 8.4.4 maintaining the Register of Members.

# 9 **Election, appointment and retirement of Directions**

## 9.1 **Membership of the Board**

- 9.1.1 The Board comprises a minimum of three and up to ten Members as follows:
- (a) a president;
  - (b) a treasurer; and
  - (c) up to eight other Members which may include:
    - (i) the Secretary (but only if elected under rule 8.1.1 or 8.1.2(a) or appointed under rule 8.2.3);
    - (ii) subject to rule 9.1.2, Social Member Directors (provided that the number of Social Member Directors does not exceed more than one third (rounded down to the nearest whole number)) of persons elected to the Board under this rule 9.1.1(c));
    - (iii) a deputy president; and
    - (iv) a vice president.
- 9.1.2 The Board may pass a resolution that the election of Social Members to the Board will be undertaken at the next AGM of the Association.
- 9.1.3 All members of the Board, other than the Social Member Directors and the Secretary, must be current Service Members.

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

- 9.2.1 For the purposes of the transition to this rotational system of elections, the election of Directors at the AGM in 2025 shall occur in accordance with the rules of the Association which were in force immediately prior to the adoption of these rules.
- 9.2.2 For the purposes of the AGM in 2026:
- (a) one half of the Directors who were elected at the AGM in 2025; or
  - (b) five people;  
shall continue on the Board (in this rule the **Continuing Elected Directors**), as provided by the remaining provisions of this rule 13.2.2 and the other remaining positions for members of the Board shall be declared vacant;
  - (c) the Board shall, prior to the 2026 AGM, 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 2026;
  - (d) if the members of the Board are unable to reach such agreement, then the question shall be determined by the drawing of lots at a meeting of the Board held at least 3 months before the 2026 AGM.
- 9.2.3 For the purposes of the AGM in 2027 any Director:

- (a) who has been on the Board but not stood down since the 2025 AGM shall stand down and their position shall be declared vacant; and
- (b) shall, provided they are not disqualified by law or under these rules, be eligible to stand for re-election.

9.2.4 A Member of the Association may be appointed to a casual vacancy on the Board under rule 13.7.

### 9.3 **Election of Directors**

9.3.1 A Director may only be elected as follows:

- (a) **Election of Directors who are Service Members:** for the election of a Director, other than a Social Member Director, any two Service Members of the Association may nominate another Service Member (the candidate) to serve as a member of the Board; or
- (b) **Election of Directors who are Social Members:** subject to rule 9.1.2, for the election of a Social Member Director, any two 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.

9.3.2 the nominations under rules 9.2.1(a) must be:

- (a) in writing;
- (b) signed by the candidate and the Members who nominated Them; and
- (c) given to the Secretary, or in the absence of the Secretary, to the President or Treasurer, by not later than 5pm AEST on that date which is at least 14 days before the meeting at which the election is to be held.

### 9.4 **Eligibility of Directors**

A person may be a candidate only if the person:

- 9.4.1 is an adult who is at least 18 years of age;
- 9.4.2 is not ineligible under the Act or any other law applying to the Association;
- 9.4.3 is not disqualified from being a responsible person for a registered charity by the ACNC (if the Association is registered with the ACNC);
- 9.4.4 is not of unsound mind or whose personal estate is liable to be dealt with in any way under the law relating to mental health;
- 9.4.5 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 relevant meeting, 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

9.4.6 has not then already served on the Board for six continuous terms of two year unless:

- (a) a period of at least 12 months has elapsed since conclusion of that person's last term of office on the Board; and/or
- (b) at a general meeting of the Association, a majority of Members Present and eligible to vote at the meeting vote in favour of allowing a person to serve on the Board for an additional three year term.

For the purposes of this rule 9.4.6, the term of appointments effected prior to this Constitution coming into effect will be counted.

## 9.5 **Election procedure**

9.5.1 **Election of Directors who are Service Members:** for the purpose of a nomination under rule 9.3.1(a), each Service Member Present and eligible to vote at the relevant meeting may vote for such number of candidates as there are vacant positions of Directors who are Service Members on the Board.

9.5.2 **Election of Directors who are Social Members:** for the purpose of a nomination under rule 9.3.1(b), each Service Member and Social Member Present and eligible to vote at the relevant meeting may vote for such number of candidates as there are vacant positions of Directors who are Social Members on the Board.

9.5.3 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 seven days immediately preceding the relevant meeting.

9.5.4 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.

9.5.5 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.

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

9.6.1 A Director:

- (a) must retire from the Board at an AGM if at the conclusion of that AGM, they would have been in office for three or more years; and
- (b) may submit themselves for re-election at the AGM, subject to rule 9.4.6.

For the purposes of this rule, the term of any appointments effected prior to this Constitution coming into effect will be counted.

- 9.6.2 A Director may resign from the Board by giving written notice of resignation to the Secretary, or in the absence of the Secretary, to the President or Treasurer. The resignation takes effect at:
- (a) the time the written notice is received by the Secretary (or President or Treasurer, if applicable); or
  - (b) if a later time is stated in the notice—the later time.
- 9.6.3 A Director may be removed from office at a general meeting of the Association if a two thirds majority of the Voting Members Present vote in favour of removing the Director. Before a vote of Members is taken about removing the Director from office, the Director must be given a full and fair opportunity to show cause why they should not be removed from office. A Director has no right of appeal against the Director's removal from office under this rule.
- 9.6.4 The office of a Director will become immediately vacant:
- (a) 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;
  - (b) 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;
  - (c) if the Director would otherwise be ineligible to stand for election under rule 9.4; or
  - (d) in the circumstances mentioned in the Act as circumstances in which the office of a member of the Board is vacated.

## 9.7 **Vacancies on Board**

- 9.7.1 If a Casual Vacancy happens on the Board, the continuing Directors may appoint another Service Member to fill the vacancy for the balance of the term.
- 9.7.2 The continuing Directors may act despite a Casual Vacancy on the Board unless the number of Board members is less than the number fixed under rule 11.2.1 as a quorum of the Board, in which case the continuing Directors 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.

## 10 **Powers of the Board**

- 10.1 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:
- 10.1.1 the Act, any regulations made under the Act and any other law that applies to the Association; and
  - 10.1.2 the RSL Rules.

- 10.2 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, including any regulation made under the Act and the RSL Rules.
- 10.3 Subject to rules 4 and 5.2, the Board may exercise the powers of the Association:
- 10.3.1 to borrow, raise or secure the payment of amounts in a way the Members decide;
  - 10.3.2 to secure the amounts mentioned in rule 10.3.1 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;
  - 10.3.3 to purchase, redeem or pay off any securities issued;
  - 10.3.4 to mortgage or charge the whole or part of its property;
  - 10.3.5 to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association;
  - 10.3.6 to provide and pay off any securities issued;
  - 10.3.7 to invest in a way the members of the association may from time to time decide, provided that such investment is in the names of the Association, or trustees for the Association, in any investment authorised by the laws of the State of Queensland for the investment of trust moneys or in the purchase or improvement of any land, estate or interest therein or other property whatsoever or by way of mortgage over freehold land, or in debentures, notes, or other deposits, with permanent building societies or any finance company which is an Australian resident for the purposes of the Corporations Act;
  - 10.3.8 appoint any person to eligible 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
  - 10.3.9 appoint a Delegate.
- 10.4 Without limiting the Board's powers under rule 10.3.8, the Board may:
- 10.4.1 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;
  - 10.4.2 at any time revoke or vary an appointment of; or any of the powers conferred on, the chief executive officer; and
  - 10.4.3 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.

# **11 Proceedings of the Board**

## **11.1 Meetings of Board**

- 11.1.1 Subject to this rule, the Board may meet and conduct its proceedings as it considers appropriate.
- 11.1.2 The Board must meet at least once every 4 months to exercise its functions.
- 11.1.3 The Board must decide how a meeting is to be called.
- 11.1.4 Notice of a meeting is to be given in the way decided by the Board.
- 11.1.5 The President is to preside as chairperson at a Board meeting.
- 11.1.6 If there is no President or if the President is not Present within 30 minutes after the time fixed for a Board meeting, the members may choose one of their number to preside as chairperson at the meeting.
- 11.1.7 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 rule 11.1.7(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 11.1.7 unless they have previously obtained the express consent of the chairperson of the meeting
- 11.1.8 A Director who participates in the meeting as mentioned in rule 11.1.7 is taken to be present at the meeting.
- 11.1.9 A motion arising at a Board meeting is to be decided by a majority of members of the Board:
- (a) Present at the meeting; and
  - (b) entitled to vote on the motion,
- and if the votes are equal, the motion is decided in the negative.
- 11.1.10 Subject to rule 11.1.11, a Director is entitled to vote on questions to be considered by the Board under rule 11.1.9 as follows:
- (a) a Social Member Director may not vote on League Matters; and



- (b) all other Directors may vote on League Matters and non-League Matters.

11.1.11 A Director:

- (a) must disclose any interest (financial or other) in a contract or arrangement with the Association at the first meeting at which the contract or arrangement is first considered. The disclosure and the method by which the conflict is managed is to be recorded in the minutes; and
- (b) is excluded from voting in respect of a contract or arrangement in which they have an interest (financial or other).

11.1.12 Despite rule 11.1.11, 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.

Note— See also sections 70B and 70C of the Act about requirements relating to the proceedings of the management committee (the Board) if a member of the committee has a material personal interest in a matter being considered at a meeting of the committee.

11.2 **Quorum for, and adjournment of, Board meeting**

11.2.1 At a Board meeting, the greater of:

- (a) three Directors; or
- (b) 50% of the Directors then on the Board, rounded up to the nearest whole number, form a quorum.

11.2.2 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.

11.2.3 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.

11.2.4 If, at an adjourned meeting mentioned in rule 11.2.3, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

11.3 **Special meeting of the Board**

11.3.1 If the Secretary receives a written request signed by at least 33% of the members of the Directors, 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.

11.3.2 If the Secretary is unable or unwilling to call the special meeting, the President must call the meeting.

11.3.3 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.

11.3.4 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 (including the proposed wording of the special resolution, if applicable).

11.3.5 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.

#### **11.4 Minutes of Board meetings**

11.4.1 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.

11.4.2 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.

#### **11.5 Resolutions of Board without meeting**

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

11.5.2 A resolution mentioned in rule 11.5.1 may consist of several documents in like form, each signed by one or more Directors and if so signed it takes effect on the latest date on which a Director signs one of the documents.

### **12 Appointment of Board subcommittees**

12.1 The Board may appoint a subcommittee consisting of Members of the association by the Board to provide advice and recommendations to the Board on specified matters (among any other functions determined by the Board).

12.2 A member of the subcommittee who is not a member of the Board is entitled to vote at a subcommittee meeting.

12.3 A Subcommittee may elect a chairperson of its meetings.

12.4 If a 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.

12.5 A subcommittee may meet and adjourn as it considers appropriate, and as directed by the Board.

12.6 A motion arising at a subcommittee meeting is to be resolved by a majority vote of the Members present at the meeting and, if the votes are equal, the question is decided in the negative.

### **13 Appointment of Advisory Bodies**

- 13.1 The Board may establish one or more advisory bodies to provide advice and recommendations to the Board on matters specified by the Board.
- 13.2 The composition and operation of Advisory Bodies must be in accordance with the By-Laws.
- 13.3 Without limiting the power of the Board under rule 13.2, all Advisory Bodies:
  - 13.3.1 may include any persons, whether or not they are Members, determined by the Board to be appropriate for the purposes for which the relevant Advisory Body is convened; and
  - 13.3.2 Will provide advice to the Board, as requested by the Board.
- 13.4 The Board must not delegate any of its powers to an Advisory Body, and an Advisory Body must not exercise any powers of a director or the Board.
- 13.5 All persons appointed to all such Advisory Bodies will be appointed for the term or terms determined by the Board and may be removed by the Board at any time.

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

- 14.1 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.
- 14.2 Rule 14.1 applies even if the act was performed when:
  - 14.2.1 there was a defect in the appointment of a member of the Board, subcommittee or person acting as a member of the Board; or
  - 14.2.2 a Board member, subcommittee member or person acting as a member of the Board was disqualified from being a Member.

### **15 Annual General Meetings**

#### **15.1 Holding of AGM**

- 15.1.1 An AGM must be held:
  - (a) at least once each year; and
  - (b) within six months after the end date of the Association's reportable financial year.

#### **15.2 AGM business**

At each AGM:

- 15.2.1 Members must be elected to the Board (if required); and
- 15.2.2 the Association must conduct all business required by the Act, ACNC (if applicable) and at law, including but not limited to, the following:
  - (a) presenting each of the following documents for adoption, to the extent required by the Act and/or ACNC:

- (i) a financial statement for the Association's last reportable Financial Year, in accordance with the requirements of the Act and/or ACNC; and
  - (ii) an audit report, in accordance with the requirements of the Act and/or ACNC; and
  - (iii) a verification statement, in accordance with the requirements of the Act; and
- (b) appointing an auditor, an accountant or an approved person for the present Financial Year (if required by the Act).

## **16 General meetings**

### **16.1 Notice of general meeting**

- 16.1.1 The secretary may call a general meeting of the Association as and when directed by the President.
- 16.1.2 The secretary must give at least 14 days notice of the meeting to each Voting Member of the Association.
- 16.1.3 If the secretary is unable or unwilling to call the meeting, the President must call the meeting.
- 16.1.4 A notice of a general meeting must be in writing and state the business to be conducted at the meeting and the Board may decide in the way in which the notice must be given.
- 16.1.5 A notice of a meeting called to hear and decide a proposed special resolution of the Association must specify the proposed special resolution.

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

- 16.2.1 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 one.
- 16.2.2 However, if all members of the association are members of the Board, the quorum is the total number of members less one.
- 16.2.3 No business may be conducted at a general meeting unless there is a quorum of Voting Members when the meeting proceeds to business.
- 16.2.4 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.
- 16.2.5 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:
  - (i) the meeting is to be adjourned for at least seven days; and
  - (ii) the Board is to decide the day, time and place of the adjourned meeting.
- 16.2.6 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.

16.2.7 If a meeting is adjourned under rule 16.2.6, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.

16.2.8 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.

16.2.9 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.

### 16.3 **Procedure at a general meeting**

16.3.1 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.

16.3.2 A Voting Member who participates in a meeting using technology as mentioned in rule 16.3.1 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 16.3.1, which shall be at the sole discretion of the Board.

16.3.3 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 30 minutes after the time fixed for the meeting or is unwilling to act, the Members Present must elect one 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.

### 16.4 **Voting at a general meeting**

16.4.1 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.

16.4.2 Each Voting Member present and eligible to vote is entitled to one vote.

16.4.3 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.

16.4.4 The method of voting is to be decided by the Board.

16.4.5 However, if at least 20% of the Voting Members present demand a secret ballot, voting must be by secret ballot.

16.4.6 If a secret ballot is held, the chairperson must appoint two Members to conduct the secret ballot in the way the chairperson decides.

16.4.7 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.

## 16.5 **Special general meeting**

16.5.1 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 equal to double the number of Members of the Board when the request is signed plus one.

16.5.2 A request mentioned in rule 16.5.1(b) must state:

- (a) why the special general meeting is being called; and
- (b) the business to be conducted at the meeting (including the proposed wording of the special resolution, if applicable).

16.5.3 A special general meeting must be held within three months after the secretary:

- (a) is directed to call the meeting by the Board; or
- (b) is given the written request mentioned in rule 16.5.1(b).

16.5.4 If the secretary is unable or unwilling to call the special meeting, the President must call the meeting

## 16.6 **Minutes of general meetings**

16.6.1 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.

16.6.2 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.

16.6.3 Upon written request by a Member, 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.

16.6.4 The Association may require the Member to pay the reasonable costs of providing copies of the minutes.

## **17 By-laws**

17.1 Subject to rule 17.2, the Board may make, amend or repeal By-Laws, not Inconsistent with the RSL Rules, to:

- 17.1.1 promote the good governance of the Association;
- 17.1.2 accommodate varying regional and local conditions; and
- 17.1.3 assist in the internal management of the Association

17.2 A By-Law:

- 17.2.1 must be approved by RSL Queensland before it comes into effect; and
- 17.2.2 may be set aside by a vote of Members at a general meeting of the Association.

17.3 On approval being granted under rule 17.2.1 and the Association being notified of RSL Queensland approval, in writing, the By-Laws will become binding and operative.

## **18 Variation of Constitution**

18.1 Subject to the Act and this Constitution, this Constitution may be varied by a special resolution voted upon by Voting Members carried at a general meeting.

18.2 If the Association seeks to vary its Constitution in any way it must comply with all lawful requirements and must, prior to the proper variation of its Constitution, submit a copy of the resolution or resolutions proposing to vary its Constitution to the District Branch, which shall then submit a copy of the resolution or resolutions to RSL Queensland for approval.

18.3 A variation to this Constitution is valid only if it is:

- 18.3.1 approved by RSL Queensland; and
- 18.3.2 registered by the chief executive of the Queensland Government department responsible for the registration of constitutions under the Act.

## **19 Common seal and execution of documents**

19.1 **Common seal**

If the Association has a common seal:

- 19.1.1 The Board must ensure that the common seal is:
  - (a) kept securely by the Board; and

- (b) used only under the authority of the Board; and
- 19.1.2 the Association may execute a document by attaching the common seal to the document, and the document 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.

## 19.2 **Execution of documents without common seal**

The Association may execute a document without using a common seal if the document is signed by a member of the Board and countersigned by:

- 19.2.1 the Secretary;
- 19.2.2 another member of the Board; or
- 19.2.3 someone authorised by the Board.

## **20 Accounts and records**

### 20.1 **Funds and Accounts**

- 20.1.1 The funds of the Association must be kept in an account in the name of the Association in a reputable financial institution decided by the Board.
- 20.1.2 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.
- 20.1.3 All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- 20.1.4 A payment by the Association of \$100 or more must be made by cheque or electronic funds transfer.
- 20.1.5 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; or
  - (d) any one of three other Members who have been authorised by the Board to sign cheques issued by the Association.
- 20.1.6 However, one of the persons who signs the cheque must be the President, the Secretary or the Treasurer.
- 20.1.7 Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- 20.1.8 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.



20.1.9 An electronic payment or transfer by the Association must be approved by any two of the following:

- (a) the President;
- (b) the Secretary;
- (c) the Treasurer; or
- (d) any one of three other Members who have been authorised by the Board.

20.1.10 All expenditure must be approved or ratified at a Board meeting.

## 20.2 **General financial matters**

20.2.1 The Association must provide to RSL Queensland within 30 days of its AGM, or within such further time as that RSL Queensland allows:

- (a) an overview of its financial accounts, including statements of financial position and financial performance, verified to the level required of the Association under the Act; and
- (b) any other records or documents as RSL Queensland may from time to time direct.

20.2.2 The association must, 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.

20.2.3 Subject to rules 6.13.3, 16.6.3 and 20.2.2, the Board may determine (acting reasonably) 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.

20.2.4 Despite rule 20.2.3, 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.

## 20.3 **Documents**

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

## 21 **Winding up, cancellation or dissolution of the Association**

21.1 If the Association is wound-up or cancelled under the Act or is otherwise dissolved, the Association must:

- 21.1.1 after satisfying all debts and liabilities, transfer all assets and property (real or personal but excluding liquor and gaming licences and gaming machines):
  - (a) to an institution that may be registered as a charitable institution under the *Taxation Administration Act 2001* (Qld);
  - (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;
- 21.1.2 to the extent that they are capable of being transferred, transfer any liquor and gaming licences and gaming machines to another entity (other than RSL Queensland) having similar objects to those of the Association, or otherwise deal with those assets in accordance with the relevant provisions of the *Liquor Act 1992* (Qld) and *Gaming Machine Act 1991* (Qld) and rules 23.1 and 25, as applicable;
- 21.1.3 return all memorabilia (including any memorabilia obtained through bequests) to its rightful owner or arrange for it to be transferred to another District Branch or another Sub Branch for preservation and public display;
- 21.1.4 cease and desist using the name or style 'RSL' or 'Returned & Services League' including in electronic media (including social media) and on signage, correspondence and all other communications whether verbal, electronic or otherwise; and
- 21.1.5 promptly notify all relevant government authorities.
- 21.2 Surplus assets must not be distributed among the Members.
- 21.3 If the Association is endorsed as a deductible gift recipient and is wound up, dissolved or its deductible gift recipient endorsement is revoked (whichever comes first), any surplus of the following assets must be transferred to another organisation with similar objects, which is charitable at law and to which income tax deductible gifts can be made:
  - 21.3.1 gifts of money or property for its principal purpose;
  - 21.3.2 contributions made in relation to an eligible fundraising event held for its principal purpose;
  - 21.3.3 money received by the Association because of such gifts and contributions.

## **22 Withdrawing of Association's charter**

- 22.1 This rule applies if the Association is:
  - (a) is no longer recognised as a Sub-Branch of RSL Queensland; or
  - (b) no longer wishes to be a Sub-Branch of the RSL Queensland or RSL National.
- 22.2 If the RSL Queensland Board so resolves that the Association:

- 22.2.1 has, in the opinion of the RSL Queensland Board, ceased to function, is trading while insolvent or is at a real risk of insolvency;
- 22.2.2 has conducted itself in a manner detrimental to the interests of RSL Queensland or the League;
- 22.2.3 has failed to comply with: any
- (a) the Act or any other laws that apply to the Association;
  - (b) the RSL Rules; or
  - (c) such other policies or directives applicable to the Association made by RSL Queensland or RSL National from time to time existing; or
- 22.2.4 has failed to ensure that its Members act in accordance with the RSL Rules or such other policies and directives made by RSL National or RSL Queensland as are applicable to the Association;
- and RSL Queensland has withdrawn its recognition of the Association as a Sub-Branch of the RSL Queensland, or
- if the association for any reason does not wish to remain associated with the RSL Queensland or the League, the association shall:
- 22.2.5 comply with the provision of rule 21 as if the Association was being wound-up or cancelled under the Act or otherwise dissolved; and
- 22.2.6 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.

## **23 Model rules do not apply**

- 23.1 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.

## **24 Liquor Act Provisions**

- 24.1 This clause 23.1 only applies if the Association holds a licence or permit issued under the *Liquor Act 1992* (Qld).
- 24.2 Notwithstanding any other rule in this Constitution, the RSL Queensland Constitution or the RSL Queensland By-Laws:
- 24.2.1 Associate Members are not entitled to any rights or privileges of Members other than those rights or privileges expressly granted to them under the *Liquor Act 1992* (Qld);
  - 24.2.2 the Secretary must, if required by law, keep on the Association's premises a list of all other clubs whose members have privileges at the Association because of arrangements between the Association and the club (otherwise known as reciprocal clubs); and
  - 24.2.3 if the Association must transfer its surplus under rule 21.1.1, the surplus to be transferred expressly excludes any assets and property (real or personal) which are prohibited from transfer or encumbrance, or which the recipient of the surplus would be

prohibited from obtaining or possessing, under the *Liquor Act 1992* (Qld).

## **25 Gaming Machine Provisions**

- 25.1 This clause 25 if the Association holds a gaming machine licence issued under the *Gaming Machine Act 1991* (Qld).
- 25.2 Notwithstanding any other rule in this Constitution, the RSL Queensland Constitution or the RSL Queensland By-Laws:
- 25.2.1 the jurisdiction of RSL Queensland in rule 4.1 will 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
- 25.2.2 if the Association must transfer its surplus under rule 21.1.1, the surplus to be transferred expressly excludes any assets and property (real or personal) which are prohibited from transfer or encumbrance, or which the recipient of the surplus would be prohibited from obtaining or possessing, under the *Gaming Machine Act 1991* (Qld).
- 25.3 Nothing in this Constitution, the RSL Queensland Constitution or the RSL Queensland By-Laws is intended to allow any person (including RSL Queensland) who is not an "approved person" under the *Gaming Machine Act 1991* (Qld) the right to:
- 25.3.1 have, or gain, control over the conduct of gaming at the Association's premises; or
- 25.3.2 have, or gain, the ability to control the conduct of gaming at the Association's premises,
- and the provisions of this Constitution must be interpreted accordingly.

# **Annexure 1**

## **Membership Eligibility Criteria**

### **Associate Members**

Any Service or Life Member is eligible to become an Associate Member if they fulfil the criteria set out in rule 6.8 of this Constitution.

### **Life Members**

A Service Member becomes a Life Member upon receipt of the special award known as 'The Badge of Life Membership', in accordance with the RSL Queensland By-Laws.

### **Service Members – refer back to RSLQ By-Law**

A person is eligible to be a Service Member if they satisfy the requirements for admission to Service Membership set out in the RSL Queensland By-Laws.

### **Social Members**

A person is eligible to be a Social Member if they:

- (a) are not eligible to be a Service Member of the League;
- (b) are over the age of eighteen (18) years;
- (c) have signed a "Social Member Application Form" in the form approved by the Board which, requires the applicant to be bound by:
  - (i) the RSL National Constitution and RSL National By-Laws;
  - (ii) the RSL Queensland Constitution and RSL Queensland By-Laws;
  - (iii) any relevant District Branch Constitution and District By-Laws; and
  - (iv) the Association's Constitution and By-Laws;
- (d) are, in the opinion of the Board (acting reasonably and in good faith), a fit and proper person to be a member of the League and the Association; and
- (e) have paid the applicable membership fee.

### **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 (3) 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.