

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

**Caloundra Sub-Branch  
Incorporated**

**CONSTITUTION**

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# 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 2.12.1 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.

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

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

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

**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 ~~these rules of the association~~ this document, as amended from time to time.

**Delegate** means the person appointed by the Board to represent the aAssociation at the State Branch RSL Queensland AGM.

**Director** means a person elected to the Board ~~of the association~~ 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 State Branch RSL Queensland, and within which the association is situated/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 ~~the Returned & Services League of Australia Limited~~ 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.

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

**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.

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

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

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

**Members** means all members of the ~~a~~ Association, whether Voting or Non-voting Members.

**Membership Eligibility Criteria** in relation to eligibility for admission as a ~~m~~ Member of the association means, as the case requires, the requirements for eligibility set out in Annexure 1 of this ~~e~~ Constitution.

**Miscellaneous List of Members** is the register known by that name which is kept and maintained by the ~~State Branch RSL Queensland~~ pursuant to the State Branch RSL Queensland rules 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 ~~the League constituted by the League Rules~~ 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 7-46.2.1(b).

**Present** means:

- (a) at a Board meeting, see rule 28-611.1.8; or
- (b) at a general meeting, see rule 42-2 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 Branch~~) Tribunal** means the tribunal established by State Branch RSL Queensland under the State Branch rules 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 aAssociation.

**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.

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

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

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

**Sub Branch** means a sub branch established by State Branch 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 State Branch RSL Queensland pursuant to the State Branch rules 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 ~~7.3~~ 6.2.1(a).

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

## 1.2 Interpretation

A word or expression that is not defined in ~~these rules~~ 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 objects for which the association is established are: 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) — 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)~~(a) ~~perpetuate~~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;

~~(c)~~(b) ~~maintain~~ing 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)~~(c) ~~protect~~ing the good name and preserve the interests and standing of members of the Australian Defence Force;

~~(g)~~(d) ~~encourage~~encouraging Members, a ~~Service or Life Member~~, as a citizen, to serve Australia with that spirit of self-sacrifice and loyalty with which they served as members of the Australian Defence Forces; ~~and~~

~~(h)~~(e) ~~provide welfare to the sick, helpless, wounded, vulnerable, aged, destitute and needy.~~Encouraging loyalty to Australia and secure patriotic service in the interests of Australia;

3-23.2.2 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 be part of a national association known as the League which is non sectarian, and in relation to party politics, non partisan; 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;~~
- ~~(a)3.2.5 be part of a national association which is non sectarian, and in relation to party politics, non partisan;~~
- ~~(b)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;~~
- ~~(c)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;~~
- ~~(d)3.2.8 seek the cooperation of like associations, corporations and/or other persons to further the principal and commemorative/patriotic Association's objects;~~
- ~~(e)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;~~
- ~~(f)3.2.11 raise money to further the aims of the Association and to secure sufficient funds for the purpose of the Association;~~
- ~~(g)3.2.12 \_\_\_\_\_ receive any funds and to distribute these funds in a manner that best attains the objects of the Association;~~
- ~~(h) \_\_\_\_\_ raise money to further the aims of the Association and to secure sufficient funds for the purposes of the Association;~~
- ~~(i) \_\_\_\_\_ maintain sub-branch premises;~~
- ~~(j) \_\_\_\_\_ apply for and maintain such necessary licenses, authorities and permits to carry out the Association's activities; and~~
- ~~3.2.13 do all such things as are incidental, convenient or conducive to the attainment of all or any of the objects of the Association. 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~~ State Branch RSL Queensland shall have ~~has~~ jurisdiction over all Sub-Branches within its State or Territory, which for the avoidance of doubt includes the ~~a~~Association.

~~4.2~~ The League Rules, State Branch rules, and State by-laws and any such by-laws promulgated by the association's District Branch, as approved by State Branch, shall apply to the association.

~~4.3~~ The association is responsible for ensuring that its members comply with the League Rules, State Branch rules and State by-laws including but not limited to:

~~(a)~~ co-operating with State Branch in relation to any inspection of books, papers and correspondence and other documents of the association, which inspection may be carried out by the State Branch chief executive officer or such other person or persons as State Branch may direct;

~~(b)~~ allowing and cooperating with an appointed investigating officer making inquiries that are in relation to and in the interests of the League, and carrying out investigations, on that account, that are considered necessary, desirable or appropriate in relation to any:

~~(i)~~ District Branch;

~~(ii)~~ Sub Branch;

~~(iii)~~ member of the League;

~~(iv)~~ fundraising or business activity conducted by or in the name of the League; or

~~(v)~~ services provided by, or in the name of the League; and

~~(c)~~ co-operating fully with any mediation officer appointed by State Branch and promptly providing any information or disclosing any documents relevant to the matter or required by the mediation officer.

~~4.2~~ 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.

4.44.3 For the avoidance of doubt, ~~State Branch RSL Queensland shall will~~ not be responsible for the liabilities of the ~~a~~Association unless such liability is expressly taken over by resolution ~~of at~~ the ~~State Branch RSL Queensland~~ AGM or ~~a resolution of~~ the ~~RSL Queensland~~ ~~b~~Board ~~of State Branch~~.

## **5 Powers**

5.1 Subject to rules 4 and 5.2, the Association has the powers of an individual. The Association may, for example:

~~(a)~~5.1.1 enter into contracts;

~~(b)~~5.1.2 acquire, hold, deal with and dispose of property;

~~(c)~~5.1.3 make charges for services and facilities it supplies; and

~~(d)~~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 ~~State Branch~~RSL Queensland:

~~(a)~~5.2.1 purchase, sell, lease, mortgage, charge, exchange or otherwise acquire, dispose of or encumber any real property;

~~(b)~~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;

~~(c)~~5.2.3 amend or alter this constitution; or

~~(d)~~5.2.4 issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association.

~~The association may take over funds, assets and liabilities of [the unincorporated association known as The Trustees of the RSL of Australia Queensland Branch Caloundra Sub Branch.~~

~~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~~

~~5.2.25.5.4 making a payment or providing a benefit to a Member in promoting and fulfilling the objects contained in rule 3.~~

## **6 Classes of Members Membership**

### **6.1 Classes of membership**

~~The members of the association are divided into Voting and Non-voting Members in the 2 classes described in rules 6.2 and 6.3 as follows:-~~

~~6.16.1.1 The~~ **Voting Members** shall comprise natural persons who shall have all of the rights of ~~m~~Members of the association under and in accordance with this ~~e~~Constitution, including the right:

- ~~(a) to~~ receive notice of general meetings of ~~m~~Members;
- ~~(b) to~~ vote at general meetings of ~~m~~Members, subject to any limitations set out in this ~~e~~Constitution or at law; and
- ~~(c) to~~ stand for election to the Board, subject to any limitations in this ~~e~~Constitution or at law.

~~6.26.1.2 Non-voting Members~~ shall comprise a single class of membership and shall have the rights of ~~m~~Membership provided in this ~~e~~Constitution, ~~but for the avoidance of doubt, they shall not be entitled to excluding the following entitlements:~~

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

~~unless otherwise specified in this Constitution.~~

~~(b) —~~

~~6.3 — A member, secretary or Director is not personally liable to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of a winding up of the association.~~

### **7.6.2 Categories of members**

~~7.16.2.1~~ The classes of Members are further broken down into the following categories of membership:

~~7.2 — The Membership Eligibility Criteria for each category of membership is set out in Annexure 1 to this constitution.~~

~~7.3(a)~~ Different categories of **Voting Membership** are as follows:

- ~~(a) — may be determined by State Branch; and~~
- ~~(b) — have been determined by State Branch as follows:~~
  - (i) Service Members;
  - (ii) Life Members; and

~~(iii) voting Associate Members (depending on the election made by the member under rule 12.36.8.3); and~~

~~(iii)(iv) Social Members but only to the extent provided for in rule 9.4.2.~~

~~7.4(b) Different categories of **Non-voting Membership** are as follows:~~

~~(a) may be determined by ordinary resolution of the Voting Members at a general meeting of the association, with such different criteria for admission or different entitlements (other than rights of Non-voting Members provided in this constitution which shall prevail) with such categories of membership subject always to State Branch approval; and~~

~~(b) have, simultaneously with, or immediately prior to or following the adoption of, this constitution been determined by the Voting Members as approved by State Branch as follows:~~

~~(i) non-voting Associate Members (depending on the election made by the member under rule 12.36.8.3);~~

~~(ii) Club Members; and~~

~~(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.~~

~~(iii)~~

~~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

~~7.5 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.~~

### **8.4 Automatic membership**

~~8.1 A person who is a member of the association on the day the aAssociation adopts this eConstitution shall will:~~

~~(a)~~6.4.1 remain in the equivalent class of membership of the ~~a~~Association as the ~~m~~Member held in the ~~a~~Association prior to adoption of this ~~e~~Constitution; or

~~(b)~~6.4.2 if there is no equivalent class of membership, be a ~~Club-Social~~ Member.

## **96.5 New membership**

~~9-16.5.1~~ Any person applying for membership of the Association, other than as a Service Member, must be proposed by ~~1~~one Member (the **proposer**) and seconded by another Member (the **seconder**).

~~9-26.5.2~~ An application for membership must be:

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

## **106.6 Membership fees**

~~10-16.6.1~~ The membership fee payable by:

~~(a)~~ For Service Members is the amount decided by ~~the State Branch-RSL Queensland~~ from time to time and is payable when, and in the way, ~~the State Branch-RSL Queensland~~ decides;

~~(a)(b)~~ Life Members is nil; and

~~(b)(c)~~ for Associate Members, Temporary Members and Club Members ~~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.

~~10.2~~—A member of the incorporated Association who, before becoming a member, has paid the member's membership fee of the unincorporated Association on or before a day fixed by the Board, is not liable to pay a further membership fee before the day fixed by the State Branch as the day on which the next membership fee is payable.

~~10.3~~—There shall be no membership fee for a Life Member.

## **116.7 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.

~~11.16.7.2~~ The Board must consider an application for membership at the next Board meeting held after it receives:

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

~~11.26.7.3~~ The Board must ensure that, as soon as possible after the person applies to become a ~~m~~Member ~~of the association~~, and before the Board considers the person's application, the person is advised:

- (a) whether or not the association has public liability insurance; and
- (b) if the ~~a~~Association has public liability insurance, the amount of the insurance.

~~11.36.7.4~~ The Board must decide at the meeting whether to:

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

~~11.46.7.5~~ If a majority of the members of the Board present at the meeting vote to accept the applicant as a ~~m~~Member, the applicant must be accepted as a ~~m~~Member for the class and category of membership applied for.

~~11.5~~ ~~The Secretary of the association or State Branch (if agreed between the association and State Branch) must, as soon as practicable after the Board decides to accept or reject an application, give the applicant a written notice of the decision. Where the rejection is in relation to an application of a Service Member, the written notice must state the applicant's right to appeal the decision, if any.~~

6.7.6 The Board may reject ~~the an~~ application of a ~~Service Member~~ for membership if, in its discretion, acting reasonably and in good faith, it is satisfied that the applicant does not ~~meet~~ satisfy the Membership Eligibility Criteria, ~~or is not, in the interests of the League, a fit and proper person to be admitted as a Service Member.~~

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.

~~11.6~~

~~11.7—The Board may reject any other applications for membership in its sole discretion.~~

## ~~12~~6.8 Associate Members

~~12.16.8.1~~ Any Service ~~or Life~~ Member who is a member of any Sub-Branch in Australia, which for the sake of clarity is not the ~~a~~Association (**Associate's Sub-Branch**), may apply to be admitted as an Associate Member of the ~~a~~Association.

~~12.26.8.2~~ An application under rule ~~12.16.8.1~~ shall ~~must~~ be lodged with the ~~s~~Secretary ~~of the association~~ and, upon being admitted, the applicant will be known as an Associate Member ~~of the association~~.

~~12.36.8.3~~ A Service ~~of Life Member~~ to whom rule ~~12.16.8.1~~ applies shall ~~must~~:

- (a) elect in writing whether they wish to be eligible to hold office, ~~and~~ vote ~~and speak~~ in either the ~~a~~Association or the Associate's Sub-Branch;
- (b) deliver such written election to the ~~a~~Association, the Associate's Sub-Branch, District Branch and ~~State Branch~~RSL Queensland of which they are a Member and Associate Member; and

~~until this rule is complied with. The Member shall only be entitled to hold office, vote and speak at the Associate's Sub-Branch, and the election shall remain in force for the duration of the membership year in which it is made and thereafter until a further written election is made.~~

~~12.3.26.8.4~~ An election made pursuant to rule ~~6.8.3~~ will remain in force until a further written election is made.

~~12.46.8.5~~ Subject to ~~rules 12.1 and 12.3~~ the election made under rule ~~6.8.3~~, a ~~Service or Life Member who is also an~~ Associate Member ~~within the meaning of this rule, shall is~~ only be entitled to hold office, ~~and~~ vote ~~and speak~~ at a meeting of the ~~a~~Association or the Associate's Sub-Branch at which they have elected to ~~speak, vote and~~ hold office ~~and vote~~.

## ~~13~~6.9 Transfer of membership

~~13.16.9.1~~ 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.

~~13.26.9.2~~ An application for a transfer under rule ~~13.16.9.1~~(c) is not valid if the term of the member's listing on the Miscellaneous List of Members has not yet expired.

~~13.36.9.3~~ The Board may accept or reject a proposed transfer under rule ~~13.1~~ 6.9.1, subject always to the RSL Queensland Constitution and RSL Queensland By-Laws.

~~13.46.9.4~~ If the Board decides to reject the proposed transfer of an Service Member applicant it ~~shall~~ will advise the Service Member applicant as appropriate, in writing within 14 days, together with the reasons for its decision and the Service Member's applicant's right of appeal.

~~13.56.9.5~~ Within 28 days after the date of notice in writing referred to in rule ~~13.46.9.4~~, the Service Member 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 State Branch RSL Queensland.

6.9.6 In the case of a decision made by the Board to reject a transfer application under this rule, State Branch RSL Queensland, having jurisdiction over the aAssociation, ~~shall~~ will be responsible for resolving the appeal.

~~13.66.9.7~~ The RSL Queensland By-Laws may impose additional member transfer processes from time to time.

#### ~~14~~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.

~~14.16.10.2~~ A ~~m~~Member may resign from the aAssociation by giving a written notice of resignation to the sSecretary, 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 sSecretary or President (as) relevant. For the sake of clarity, a ~~m~~Member may not resign prospectively.

~~14.26.10.4~~ A Service Member's membership may only be terminated in accordance with the relevant rules set out in the RSL Rules.

~~14.36.10.5~~ For members other than Service Members ~~or Life Members~~, the Board may terminate a ~~m~~Member's membership if the ~~m~~Member:

- (a) is convicted of an indictable offence or imprisoned for a simple offence;
- ~~(a)~~(b) does not comply with any of the provisions of these rules, State Branch rules or League RSL Rules; or



~~(b)~~(c) has membership fees in arrears for at least 2 months; ~~or~~

~~(c)~~(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; ~~or~~

(e) ~~the member~~ has been reprimanded or warned of matters concerning the ~~m~~Member's conduct under rule ~~187.1~~ three or more times.

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

~~14.4~~ Before ~~provided~~ the Board terminates a member's membership under rule 14.3, the Board must first give the ~~m~~Member a full and fair opportunity to show why the membership should not be terminated.

~~14.56.10.6~~ If, after considering all representations made by the ~~m~~Member, the Board decides to terminate the membership, the ~~s~~Secretary of the Board must give the ~~m~~Member a written notice of the decision within 14 days from the date of the decision.

~~14.6~~ The Board's decision to terminate the membership of any member, other than a Service Member or a Life Member, under rule 14.3 shall be final and binding.

#### ~~15.6.11~~ Appeal against **Rights following rejection of an application** or termination of membership

~~15.16.11.1~~ An applicant, whose application for membership, other than as a Service Member, has been rejected, ~~or whose membership has been terminated,~~ does not have a right of appeal against the decision.

~~15.26.11.2~~ An applicant seeking admission as a Service Member shall ~~have~~ has such rights of appeal as provided for in the following, in order of precedence:

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

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

## **16.13 Register of members**

~~16.16.13.1~~ The Board must keep, ~~or cause to be kept,~~ a register ~~or cause to be kept a register~~ of ~~mMembers~~ of the ~~aAssociation~~ and will supply ~~State Branch RSL Queensland~~ with all information ~~input~~ for the membership register, ~~at State Branch, or cause such information to be supplied to State Branch.~~

~~16.26.13.2~~ The register must include the following particulars for each member:

- (a) the full name of the ~~mMember~~;
- (b) the postal or residential address of the ~~mMember~~;
- (c) the class and category of ~~mMember~~;
- (d) the date of admission as a ~~mMember~~;
- (e) the date of death or time of resignation of the ~~mMember~~;
- (f) details about the termination or reinstatement of membership; and
- (g) any other particulars the Board, or the ~~mMembers~~ at a general meeting, decide.

~~16.36.13.3~~ The register must be open for inspection by ~~mMembers of the association~~ at all reasonable times, which shall be at the discretion of the ~~sSecretary (acting reasonably).~~

~~16.46.13.4~~ A Member must contact the ~~sSecretary~~ to arrange an inspection of the register.

~~16.56.13.5~~ ~~However, t~~The Board may, on the application of a ~~mMember of the association~~, withhold information about the ~~association's mMembers~~ from the register available for inspection (other than the ~~mMember's~~ full name) if the Board has reasonable grounds for believing the disclosure of the information would put the ~~mMember~~ at risk of harm.

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

~~17.16.14.1~~ A ~~mMember of the association~~ must not:

- (a) use ~~directly or indirectly~~ information obtained from the ~~rRegister of mMembers of the aAssociation~~ to contact, or send material to, another ~~mMember of the association~~ for the purpose of advertising for political, religious, charitable or commercial purposes; or
- (b) disclose information obtained from the ~~rRegister of Members~~ to someone else, knowing that the information is likely to be used to contact, or send material to, another ~~mMember~~ of the association for the purpose of advertising for political, religious, charitable or commercial purposes.

~~17.26.14.2~~ Rule ~~17.1-16.14.1~~ does not apply if the use or disclosure of the information is approved by the Voting Members.

## ~~187~~ **Disciplinary and grievance procedures**

### ~~7.1~~ **Disciplinary Procedures**

~~18.17.1.1~~ The disciplinary provisions applying to the ~~a~~Association in relation to Service Members ~~(which for the sake of clarity includes a Life Member or Associate Member)~~ shall be ~~are~~ those set out in the ~~RSL Rules~~:

- ~~(a) the League Rules and by-laws;~~
- ~~(b) the State Branch rules and by-laws; and~~
- ~~(c) any District Branch rules and by-laws.~~

~~18.2~~ If State Branch has issued a State Branch by-law regarding the disciplining of Service Members, which for the sake of clarity includes a Life Member or Associate Member, then the by-law will take precedence over this constitution. If the State Branch has not issued a by-law regarding the disciplining of Service Members then the following provisions of this rule 18 will apply.

~~18.3~~ If a Service Member (including a Life Member or Associate Member) conducts himself or herself in a way considered to be conduct unbecoming a member then provided rules 18.4 and 18.5 are complied with, the Board may resolve that:

- ~~(a) the member be placed on a warning to improve his or her conduct;~~
- ~~(b) the member be reprimanded;~~
- ~~(c) the member be suspended from membership for a period not exceeding 3 months; and/or~~

~~the member and his/her conduct be referred to State Branch for consideration by the RSL (Queensland Branch) Tribunal.~~

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

~~18.4(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 ~~s~~Secretary of the ~~association~~ must give the member at least 14 days notice in writing to the ~~m~~Member of:

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

(b) The Board shall provide such further particulars of any of the matters set ~~forth out~~ in the statement referred to under rule

~~18.4(b)-7.1.2(a)~~ either prior to or at the meeting called by the Board, if requested by the ~~m~~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.

~~18.5—The conduct referred to in rule 18.3 can include but is not limited to conduct whereby the member:~~

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

~~18.6—Where the member under this rule is a Service Member or Life Member, the member may avail himself or herself of any avenues of appeal so provided for in any of the rules and by laws noted in rule 19.1, subject to any pre-conditions set out in those rules and 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.

## **~~19~~—Dispute resolution**

~~19.1~~—The association shall develop compulsory mediation/conciliation procedures to resolve disputes before the dispute escalates to the point where formal action needs to be taken, whether through the RSL (Queensland Branch) Tribunal, courts or other legal or administrative body.

## **~~208~~ Appointment or election of sSecretary**

### 8.1 Eligibility

~~20.1~~ 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:

~~(a)~~8.1.1 a ~~m~~Member of the association elected by the ~~a~~Association as ~~s~~Secretary; or

~~(b)~~8.1.2 any of the following persons appointed by the Board as secretary:

- ~~(i)~~(a) a member of the ~~association's~~Board;
- ~~(ii)~~(b) another ~~a~~ member of the association; or
- ~~(iii)~~(c) another person.

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

~~20.2~~ — If the association has not elected an interim officer as secretary for the association before its incorporation, the members of the Board must ensure a secretary is appointed or elected for the association within 1 month after incorporation.

~~20.38.2.1~~ \_\_\_\_\_ If a vacancy happens in the office of ~~s~~Secretary, the ~~members of the~~ Board must ensure a ~~s~~Secretary is appointed or elected ~~for the association~~ within 1 month after the vacancy happens.

~~20.48.2.2~~ \_\_\_\_\_ If the Board appoints a person mentioned in rule ~~20.18.1.2~~(b)-(ii) as ~~s~~Secretary, other than to fill a ~~e~~Casual ~~v~~Vacancy on the Board, the person does not become a member of the Board.

~~20.58.2.3~~ \_\_\_\_\_ ~~However, if~~ If the Board appoints a person mentioned in rule ~~20.18.1.2~~(b)-(ii) as ~~s~~Secretary to fill a casual vacancy on the Board, the person becomes a member of the Board.

~~20.6~~ — If the Board appoints a person mentioned in rule ~~20.1(b)(iii)~~ as secretary, the person does not become a member of the Board.

~~20.7~~ — In this rule ~~casual vacancy, on a Board, means a vacancy that happens when an elected member of the Board resigns, dies or otherwise stops holding office.~~

## **21.8.3 Removal of secretary**

~~21.18.3.1~~ \_\_\_\_\_ The Board ~~of the association~~ may at any time remove a person appointed by the Board as the ~~s~~Secretary.

~~8.3.2~~ \_\_\_\_\_ If the Board removes a ~~s~~Secretary who is:

~~21.2(a)~~ \_\_\_\_\_ a person mentioned in rule ~~20.1(b)(i)~~~~8.1.2(a)~~, the person remains a member of the Board.

~~21.3(b)~~ \_\_\_\_\_ If the Board removes a secretary who is a person mentioned in rule ~~20.1(b)(ii)~~~~8.1.2(b)~~ and who has been appointed to a ~~e~~Casual ~~v~~Vacancy on the Board under rule ~~20.5~~~~8.2.3~~, the person remains a member of the Board.

## **22.8.4 Functions of secretary**

~~22.1~~ \_\_\_\_\_ The secretary's functions include, but are not limited to:

~~(a)~~~~8.4.1~~ calling meetings of the ~~a~~Association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the ~~p~~President ~~of the association or as directed by the Board, or by the Members in accordance with rule 16.5;~~

~~(b)~~~~8.4.2~~ keeping minutes of each meeting;

~~(c)~~~~8.4.3~~ keeping copies of all correspondence and other documents relating to the association; and

~~(d)~~~~8.4.4~~ maintaining the ~~r~~Register of ~~m~~Members ~~of the association.~~



## **239 Election, appointment and retirement of Directors** **Membership of Board**

### **9.1 Membership of the Board**

~~23.19.1.1~~ 19.1.1 The Board comprises a minimum of ~~3~~three and up to ~~12~~ten ~~m~~Members of the association, elected by the members as follows:

- (a) a president;
- ~~(b) a senior vice president;~~
- ~~(c) a junior vice president;~~
- ~~(d)~~(b) a treasurer; and

(c) up to ~~8~~eight other ~~m~~Members which may include:, including the secretary (if elected under rule 20.1(a) or appointed under rule 20.5):

- (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
- ~~(e)~~(iv) a vice president.

~~Subject to these rules, each Director shall hold office until the next AGM following the AGM at which the Director was elected, but shall be eligible for re-election, subject to rule 24.2.~~

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.

~~23-29.~~2.4 A Member of the Association may be appointed to a casual vacancy on the Board under rule 13.7.

## **24.9.3 Electing the Board****Election of Directors**

24.19.3.1 A Director may only be elected as follows:

(a) any 2 Service or Life Members of the association may nominate another Service or Life Member (the candidate) to serve as a Committee Member;**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

(a)(b) **Election of Directors who are Social Members:** subject to rule 0, 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.

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

(i)(a) \_\_\_ in writing;

(ii)(b) \_\_\_ signed by the candidate and the ~~m~~Members who nominated ~~him or her~~ Them; and

(iii)(c) \_\_\_ given to the Secretary, or in the absence of the Secretary, to the President or Treasure, by not later than 5pm AEST on that date which is at least 14 days before the AGM meeting at which the election is to be held.~~;~~ and

~~(c) each Service or Life Member of the association present and eligible to vote at the AGM may vote for such number of candidates as there are vacant positions of Directors.~~

#### **9.4 Eligibility of Directors**

~~24.2~~ A person may be a candidate only if the person:

~~(a) 9.4.1~~ is an adult who is at least 18 years of age;

~~(b) — is both:~~

~~(i) — a Life Member or Service Member; and~~

~~(ii) — a member of the Caloundra Sub Branch RSL & Services Club;~~

~~(c) — has not been convicted:~~

~~(i) — on indictment; or~~

~~(ii) — summarily and sentenced to imprisonment, other than in default of payment of a fine; and~~

~~the rehabilitation period (having the meaning given in the Criminal Law (Rehabilitation of Offenders) Act 1986) in relation to the conviction has expired;~~

~~(d) — is not an undischarged bankrupt under the Bankruptcy Act 1966 (C'th) or the law of an external territory or another country;~~

~~(e) — has, if he/she has executed a deed of arrangement under the Bankruptcy Act 1966 (C'th) or a corresponding law of an external territory or another country fully complied with the terms of such deed of arrangement;~~

~~(f) — has creditors who have accepted a composition under the Bankruptcy Act 1966 (C'th) or a corresponding law of an external territory or another country and final payment has been made under the composition;~~

~~(g) — is not an employee of the association nor been an employee of the association for any period of time in the 12 months leading up to the AGM, nor any related entity employing staff of the association, provided that for the purposes of this rule, an employee does not include a casual employee working for up to a maximum of 12 hours per month; and~~

~~(h) — has not then already served on the Board for a continuous period of 12 years.~~

~~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.

24.39.5.3 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 aAssociation for at least ~~7~~seven days immediately preceding the ~~AGM~~relevant meeting.

24.49.5.4 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.

24.59.5.5 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 aAssociation has public liability insurance; and
- (b) if the aAssociation has public liability insurance-the amount of the insurance.

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

~~25.1—A member of the Board may resign from the Board by giving notice of resignation to the secretary.~~

~~25.2—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.~~

~~25.3—A Director may be removed from office:~~

- ~~(a)—at a general meeting of the association if a two thirds majority of the Service and Life Members present and eligible to vote at the meeting vote in favour of removing the Director;~~
- ~~(b)—if the Director becomes bankrupt or makes any arrangement or composition with his creditors generally;~~
- ~~(c)—if the Director becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;~~
- ~~(d)—if the Director, without the prior written consent of the Board, misses three meetings of the Board in any given 12 month period and the Board passes a resolution that the office of that Director is vacant;~~
- ~~(e)—if the Director is convicted of an indictable offence; or~~
- ~~(f)—if the Director would otherwise be ineligible to stand for election under rule 24.1.~~

~~25.4—Before a vote of members is taken about removing the Director from office under rule 25.3(a), the Director must be given a full and fair opportunity to show cause why he or she should not be removed from office.~~

~~25.5—A Director has no right of appeal against the Director's removal from office under this rule.~~

~~A Director immediately vacates the office of Director in the circumstances mentioned in section 64(2) of the Act.~~

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

25.6(d) in the circumstances mentioned in the Act as circumstances in which the office of a member of the Board is vacated.

## **26.9.7 Vacancies on Board**

26.19.7.1 If a ~~€Casual~~ ~~∕Vacancy~~ happens on the Board, the continuing ~~members of the Board~~ ~~Directors~~ may appoint another Service ~~or Life~~ Member ~~of the association~~ to fill the vacancy for the balance of the term.

26.29.7.2 The continuing ~~members of the Board~~ ~~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:-

~~26.3—However, if the number of Board members is less than the number fixed under rule 29.1 as a quorum of the Board, the continuing members may act only to:~~

(a) increase the number of Board members to the number required for a quorum; or

(b) call a general meeting of the ~~a~~Association.

## **27.10 Functions-Powers of the Board**

27.110.1 The Board has the general control and management of the administration of the affairs, property and funds of the ~~a~~Association, subject to, in order of precedence:

- ~~(a) the League Rules;~~
- ~~(b) State Branch Rules and by-laws;~~
- ~~(c) these rules or a resolution of the members of the association carried at a general meeting.~~

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.

27.210.2 The Board has authority to interpret the meaning of ~~these rules~~ this Constitution and any matter relating to the ~~a~~Association on which ~~the rules are this Constitution is~~ silent, but any interpretation must have regard to the Act, including any regulation made under the Act and the RSL Rule~~those documents referred to in rule 27.1.~~

Note-

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

27.310.3 Subject to rules 4 and 5.2, the Board may exercise the powers of the ~~a~~Association:

~~(a)~~10.3.1 to borrow, raise or secure the payment of amounts in a way the ~~m~~Members ~~of the association~~ decide;

~~(b)~~10.3.2 to secure the amounts mentioned in ~~subrule (a) 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 ~~a~~Association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the ~~a~~Association's property, both present and future;

~~(c)~~10.3.3 to purchase, redeem or pay off any securities issued;

~~(d) to borrow amounts from members and pay interest on the amounts borrowed;~~

~~(e)~~10.3.4 to mortgage or charge the whole or part of its property;

~~(f)~~10.3.5 to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the ~~a~~Association;

~~(g)~~10.3.6 to provide and pay off any securities issued;

~~(h)~~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;

(i) 10.3.8 appoint any person to eligible to act as chief executive officer of the a 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) 10.3.9 appoint a Delegate.

~~27.4 — For rule 27.3(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by:~~

~~(a) — the financial institution for the association; or~~

~~(b) — if there is more than 1 financial institution for the association the financial institution nominated by the Board.~~

~~27.5~~ 10.4 Without limiting the Board's powers under rule ~~27.3~~ (i) 10.3.8, the Board may:

~~(a)~~ 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;

~~(b)~~ 10.4.2 at any time revoke or vary an appointment of; or any of the powers conferred on, the chief executive officer; and

~~(c)~~ 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.

## **2811 Proceedings of the Board Meetings of Board**

### **11.1 Meetings of Board**

~~28.111.1.1~~ 28.111.1.1 Subject to this rule, the Board may meet and conduct its proceedings as it considers appropriate.

~~28.211.1.2~~ 28.211.1.2 The Board must meet at least once every 4 months to exercise its functions.

~~28.311.1.3~~ 28.311.1.3 The Board must decide how a meeting is to be called.

~~11.1.4~~ 11.1.4 Notice of a meeting is to be given in the way decided by the Board.

~~11.1.5~~ 11.1.5 The President is to preside as chairperson at a Board meeting.

~~28.411.1.6~~ 28.411.1.6 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.



28.511.1.7 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 ~~subrule (d)~~ 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 ~~28.5-11.1.7~~ unless ~~he/she has~~ they have previously obtained the express consent of the chairperson of the meeting

28.611.1.8 A Director who participates in the meeting as mentioned in rule ~~28.5-11.1.7~~ is taken to be present at the meeting.

28.711.1.9 A ~~question motion~~ arising at a Board meeting is to be decided by a majority ~~vote~~ of members of the Board:

- (a) ~~p~~Present at the meeting; and
- (b) entitled to vote on the ~~question motion~~,  
and if the votes are equal, the ~~question motion~~ is decided in the negative.

~~28.7.2 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 and, if the Director does vote, the Director's vote must not be counted.~~

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.

~~28.8—Despite rule 28.8, 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.~~

#### 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.

~~28.9—The president is to preside as chairperson at a Board meeting.~~

~~28.10—If there is no president or if the president is not present within 10 minutes after the time fixed for a Board meeting, the members may choose 1 of their number to preside as chairperson at the meeting.~~

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

~~29.111.2.1~~ At a Board meeting, the greater of:

- ~~(a) 3-three~~ Directors; or
- (b) 50% of the Directors then on the Board, rounded up to the nearest whole number, form a quorum.

~~29.211.2.2~~ 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.

~~29.311.2.3~~ 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.

~~29.411.2.4~~ If, at an adjourned meeting mentioned in rule ~~29.311.2.3~~, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

### **30.11.3 Special meeting of the Board**

~~30.111.3.1~~ If the ~~s~~Secretary receives a written request signed by at least 33% of the members of the ~~Board Directors~~, the ~~s~~Secretary

must call a special meeting of the Board by giving each Director notice of the meeting within 14 days after the sSecretary receives the request.

~~30.2~~11.3.2 If the sSecretary is unable or unwilling to call the special meeting, the pPresident must call the meeting.

~~30.3~~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.

~~30.4~~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).

~~30.5~~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.

### ~~31~~11.4 Minutes of Board meetings

~~31.1~~11.4.1 The sSecretary 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.

~~31.1.1~~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.

### ~~32~~12 Appointment of **Board** subcommittees

~~32.1~~12.1 The Board may appoint a subcommittee consisting of mMembers of the association ~~considered appropriate~~ by the Board to ~~help with the conduct of the association's operations~~ provide advice and recommendations to the Board on specified matters (among any other functions determined by the Board).

~~32.2~~12.2 A member of the subcommittee who is not a member of the Board is entitled to vote at a subcommittee meeting.

~~32.3~~12.3 A sSubcommittee may elect a chairperson of its meetings.

~~32.4~~12.4 If a chairperson ~~is not elected, or if the chairperson~~ is not present within 10 minutes after the time fixed for a meeting, the members of the ~~s~~Subcommittee present may choose 1 of their number to be chairperson of the meeting.

~~32.5~~12.5 A subcommittee may meet and adjourn as it considers appropriate, ~~and as directed by the Board.~~

~~32.6~~12.6 A ~~question-motion~~ arising at a subcommittee meeting is to be ~~decided-resolved~~ by a majority vote of the ~~m~~Members present at the meeting and, if the votes are equal, the question is decided in the negative.

### **~~33~~13 RSL-Appointment of Advisory Bodies**

~~33.1~~—The Board may create such advisory bodies as are considered appropriate by the Board for the conduct or assessment of the activities associated with the association or for the promulgation of Information.

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.

~~33.2~~13.2 The composition and operation of ~~all such a~~Advisory ~~b~~Bodies shall ~~must~~ be in accordance with ~~the b~~By-Laws, ~~adopted as determined appropriate by the Board after consultation with State Branch.~~

~~33.3~~13.3 Without limiting the power of the Board under rule ~~3~~13.2, all ~~such a~~Advisory ~~b~~Bodies:

~~(a)~~13.3.1 may ~~i~~include any persons, whether or not they are ~~m~~Members of the association, determined by the Board to be appropriate for the purposes for which the relevant ~~Advisory b~~Body is convened; and

~~(b)~~—shall have ~~only the authority to provide advice to the Board as requested by the Board from time to time, unless expressly delegated and directed by the Board to carry out any other power or authority.~~

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.

~~33.4~~13.5 All persons appointed to all such ~~a~~Advisory ~~b~~Bodies ~~shall-will~~ be appointed for the term or terms determined by the Board and may be removed by the Board at any time.

### **~~34~~14 Acts not affected by defects or disqualifications**

~~34.1~~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.

~~34.2~~14.2 Rule ~~3~~14.1 applies even if the act was performed when:

~~(a) 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

~~(b) 14.2.2~~ a Board member, subcommittee member or person acting as a member of the Board was disqualified from being a ~~m~~Member.

### ~~35—Resolutions of Board without meeting~~

~~35.1—A written resolution signed by each member of the Board is as valid and effectual as if it had been passed at a Board meeting that was properly called and held.~~

~~35.2—A resolution mentioned in rule 35.1 may consist of several documents in like form, each signed by 1 or more members of the Board.~~

### ~~36~~15 Annual General Meetings

~~36.1—The first AGM must be held within 6 months after the end date of the association's first reportable financial year.~~

#### 15.1 Holding of AGM

~~36.2~~15.1.1 An AGM ~~(other than the first AGM)~~ must be held:

- ~~(a) at least once each year; and~~
- ~~(b) within 6six months after the end date of the aAssociation's reportable financial year.~~

### ~~37 AGM business for level 1 incorporated associations and particular level 2 and 3 incorporated associations~~

~~37.1—This rule applies only if the association is-~~

- ~~(a) a level 1 incorporated association; or~~
- ~~(b) a level 2 incorporated association to which section 59 of the Act applies; or~~
- ~~(c) a level 3 incorporated association to which section 59 of the Act applies~~

~~37.2—The following business must be conducted at each AGM of the association:~~

- ~~(a) receiving the association's financial statement, and audit report, for the last reportable financial year;~~
- ~~(b) presenting the financial statement and audit report to the meeting for adoption;~~
- ~~(c) electing members of the Board; and~~
- ~~(d) for a level 2 incorporated association, or a level 3 incorporated association, to which section 59 of the Act applies appointing an~~

- (e) ~~auditor, an accountant or an approved person for the present financial year.~~

### ~~**38 AGM business of level 2 incorporated associations not required to have an audit in accordance with the Collections Act 1966 and/or Gaming Machine Act 1991**~~

~~38.1—This rule applies only if the association is a level 2 incorporated association which is not required to have an audit in accordance with the Collections Act 1966 and/or Gaming Machine Act 1991 and to which section 59A of the Act applies.~~

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~~A level 1 incorporated association has current assets or total revenue of more than \$100,00  
A level 2 incorporated association is not a level 1 or level 2 incorporated association  
A level 3 incorporated association has current assets and total revenue less than \$20,000~~

~~38.2—The following business must be conducted at each AGM of the association:~~

- ~~(a) Receiving the association's financial statement, and signed statement, for the last reportable financial year;~~
- ~~(b) presenting the financial statement and signed statement to the meeting for adoption; and~~
- ~~(c) electing members of the Board.~~

### ~~**39 AGM business of level 3 incorporated associations not required to have an audit in accordance with the Collections Act 1966 and/or Gaming Machine Act 1991**~~

~~39.1—This rule applies only if the association is a level 3 incorporated association which is not required to have an audit in accordance with the Collections Act 1966 and/or Gaming Machine Act 1991 and to which section 59B of the Act applies.~~

~~39.2—The following business must be conducted at each AGM of the association:~~

- ~~(a) receiving the association's financial statement, and signed statement, for the last reportable financial year;~~
- ~~(b) presenting the financial statement and signed statement to the meeting for adoption;~~
- ~~(c) electing members of the Board.~~

#### 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).

## **4016 Notice of gGeneral meetings**

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

~~40.116.1.1~~ \_\_\_\_\_ The secretary may call a general meeting of the ~~a~~Association as and when directed by the President.

~~40.216.1.2~~ \_\_\_\_\_ The secretary must give at least 14 days notice of the meeting to each Voting Member of the ~~a~~Association.

~~40.316.1.3~~ \_\_\_\_\_ If the secretary is unable or unwilling to call the meeting, the ~~p~~President must call the meeting.

~~40.4~~ \_\_\_\_\_ ~~The Board may decide the way in which the notice must be given.~~

~~40.5~~ \_\_\_\_\_ ~~However, notice of a meeting called to hear and decide a proposed special resolution of the association must be given in writing.~~

~~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.

~~40.616.1.5~~ \_\_\_\_\_ A notice of a meeting called to hear and decide a proposed special resolution of the Association must specify the proposed special resolution.

### **4116.2 Quorum for, and adjournment of, general meeting**

~~41.116.2.1~~ \_\_\_\_\_ The quorum for a general meeting is at least the number of members elected to the Board at the close of the ~~a~~Association's last general meeting plus ~~1~~one.

~~41.216.2.2~~ \_\_\_\_\_ However, if all members of the association are members of the Board, the quorum is the total number of members less ~~1~~one.

41.316.2.3 No business may be conducted at a general meeting unless there is a quorum of Voting Members when the meeting proceeds to business.

41.416.2.4 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 ~~a~~Association, the meeting lapses.

41.516.2.5 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 ~~a~~Association:

(a)(i) ~~the~~ meeting is to be adjourned for at least ~~7~~seven days; and

(b)(ii) ~~the~~ Board is to decide the day, time and place of the adjourned meeting.

41.616.2.6 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.

41.716.2.7 If a meeting is adjourned under rule ~~41.616.2.6~~, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.

41.816.2.8 The ~~s~~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.

41.916.2.9 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.

## **42.16.3 Procedure at a general meeting**

42.116.3.1 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.

42.216.3.2 A Voting Member who participates in a meeting ~~as mentioned in rule 42.1 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 ~~42.116.3.1~~, which shall be at the sole discretion of the Board.

42.316.3.3 At each general meeting:

(a) the ~~p~~President is to preside as chairperson;

(b) if there is no ~~p~~President or if the ~~p~~President is not ~~p~~Present within ~~1530~~ minutes after the time fixed for the meeting or is



unwilling to act, the ~~m~~Members ~~p~~Present must elect ~~1~~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.

#### **43-16.4 Voting at a general meeting**

~~43-1~~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 ~~p~~Present and if the votes are equal, the question is decided in the negative.

~~43-2~~16.4.2 Each Voting Member present and eligible to vote is entitled to ~~1~~one vote.

~~43-3~~16.4.3 A Voting Member is not entitled to vote at a general meeting if the ~~m~~Member's membership fee is in arrears at the date of the meeting.

~~43-4~~16.4.4 The method of voting is to be decided by the Board.

~~43-5~~16.4.5 However, if at least 20% of the Voting Members present demand a secret ballot, voting must be by secret ballot.

~~43-6~~16.4.6 If a secret ballot is held, the chairperson must appoint ~~2~~two ~~m~~Members to conduct the secret ballot in the way the chairperson decides.

~~43-7~~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.

#### **44-16.5 Special general meeting**

~~44-1~~16.5.1 The ~~s~~Secretary must call a special general meeting by giving each member of the association notice of the meeting within 14 days after:

- (a) being directed to call the meeting by the Board; or
- (b) being given a written request signed by:
  - (i) at least 33% of the number of members of the Board when the request is signed; or
  - (ii) at least the number of Service or Life Members ~~of the association~~ equal to double the number of ~~m~~Members of the ~~association on the~~ Board when the request is signed plus ~~1~~one.

~~44-2~~16.5.2 A request mentioned in rule ~~44-16.5~~.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).

~~44.3~~45.16.5.3 A special general meeting must be held within ~~3~~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 ~~44~~45.16.5.l(b).

~~44.4~~45.16.5.4 If the secretary is unable or unwilling to call the special meeting, the ~~p~~President must call the meeting

## ~~45~~45.16.6 Minutes of general meetings

~~45.1~~45.16.6.1 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.

~~45.2~~45.16.6.2 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.

~~45.3~~45.16.6.3 Upon written request by a ~~m~~Member ~~of the association~~, the secretary must, within 28 days after the request is made:

- (a) make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
- (b) give the member copies of the minutes of the meeting.

~~45.4~~45.16.6.4 The ~~a~~Association may require the ~~m~~Member to pay the reasonable costs of providing copies of the minutes.

## ~~46~~46.17 By-laws

~~46.1~~46.17.1 Subject to rule ~~46~~46.17.2, the Board may make, amend or repeal ~~b~~By-Laws, not Inconsistent with the RSL Rules, to:

- ~~(a) — these rules;~~
- ~~(b) — District Branch rules or by-laws;~~
- ~~(c) — State Branch rules or by-laws; and~~
- ~~(d) — League rules and by-laws;~~

~~to:~~

~~(e)~~17.1.1 promote the good governance of the ~~a~~Association;

~~(f)~~17.1.2 accommodate varying regional and local conditions; and

- ~~(g)~~17.1.3 \_\_\_\_\_ assist in the internal management of the ~~a~~Association
- ~~46.2~~17.2 \_\_\_\_\_ A ~~b~~By-law:
- ~~(a)~~17.2.1 \_\_\_\_\_ must be approved by ~~State Branch RSL Queensland~~ before it comes into effect; and
- ~~(b)~~17.2.2 \_\_\_\_\_ may be set aside by a vote of ~~m~~Members at a general meeting of the ~~a~~Association.
- ~~46.3~~17.3 \_\_\_\_\_ On approval being granted under rule ~~46.2(a)~~17.2.1 and the ~~a~~Association being notified of ~~State Branch RSL Queensland~~ approval, in writing, the ~~b~~By-laws ~~shall will~~ become binding and operative.

## **4718 Alteration-Variation of eConstitution**

- ~~47.1~~18.1 \_\_\_\_\_ Subject to the Act and this ~~e~~Constitution, this ~~e~~Constitution may be ~~amended, repealed or added to~~ varied by a special resolution voted upon by Voting Members carried at a general meeting.
- ~~47.2~~18.2 \_\_\_\_\_ If the ~~a~~Association seeks to vary its ~~e~~Constitution in any way it must comply with all lawful requirements and ~~shall must~~, prior to the proper variation of its ~~e~~Constitution, submit a copy of the resolution or resolutions proposing to vary its ~~e~~Constitution to the ~~association's~~ District Branch, which shall then submit a copy of the resolution or resolutions to ~~State Branch RSL Queensland~~ for approval.
- ~~47.3~~18.3 \_\_\_\_\_ An ~~amendment, repeal or addition~~ variation to this ~~e~~Constitution is valid only if it is:
- ~~(a)~~18.3.1 \_\_\_\_\_ approved by ~~State Branch RSL Queensland~~; and
- ~~(b)~~18.3.2 \_\_\_\_\_ registered by the chief executive of the Queensland Government department responsible for the registration of constitutions under the Act.

## **4819 Common seal and execution of documents**

### **19.1 Common seal**

If the Association has a common seal:

~~48.1~~19.1.1 \_\_\_\_\_ The Board must ensure that ~~if the association has a common seal,~~ the common seal ~~must be is:~~

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

~~48.2~~19.1.2 \_\_\_\_\_ ~~Each instrument to which the seal is attached must be signed by a member of the Board and countersigned by 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 ~~s~~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

(c) 19.2.3 someone authorised by the Board.

## 4920 Funds and accounts~~Accounts and records~~

### 20.1 Funds and Accounts

~~49.120.1.1~~ The funds of the aAssociation must be kept in an account in the name of the aAssociation in a reputable financial institution decided by the Board.

~~49.220.1.2~~ Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the aAssociation.

~~49.320.1.3~~ All amounts must be deposited in the financial institution account as soon as practicable after receipt.

~~49.420.1.4~~ A payment by the aAssociation of \$100 or more must be made by cheque or electronic funds transfer.

~~49.520.1.5~~ If a payment of \$100 or more is made by cheque, the cheque must be signed by any 2 of the following:

- (a) the pPresident;
- (b) the sSecretary;
- (c) the tTreasurer; ~~and/or~~
- (d) any ~~1one~~ of ~~3-three~~ other mMembers of the association who have been authorised by the Board to sign cheques issued by the aAssociation.

~~49.620.1.6~~ However, ~~1one~~ of the persons who signs the cheque must be the pPresident, the sSecretary or the tTreasurer.

~~49.720.1.7~~ 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

49.8(d) any one of three other Members who have been authorised by the Board.

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

## **50.20.2 General financial matters**

20.2.1 ~~The association shall provide a balance sheet of its financial accounts to State Branch within 30 days of its AGM, including statements of financial position and financial performance, verified to the level required of the association under the Act. 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

50.1(b) any other records or documents as RSL Queensland may from time to time direct.

~~50.2—The association shall forward to State Branch by 31 March each year, or within such further time as that State Branch allows, any other records or documents as State Branch may from time to time direct.~~

50.320.2.2 The association ~~shall~~ **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.

50.420.2.3 Subject to rules ~~16.3 6.13.3, 45.3-16.6.3~~ and ~~50.3 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 ~~a~~**A**ssociation are open to the inspection of ~~m~~**M**embers other than Directors, and a ~~m~~**M**ember other than a Director does not have the right to inspect any document of the ~~a~~**A**ssociation except as provided by law or authorised by the Board or by the ~~a~~**A**ssociation in general meeting.

50.520.2.4 Despite rule ~~50.4 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 ~~a~~**A**ssociation to lose the benefit of any form of evidentiary privilege, including legal professional privilege.

~~50.6—The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.~~

## ~~51~~20.3 Documents

~~51.1~~ The Board must ensure the safe custody of books, documents, instruments of title and securities of the ~~a~~Association.

~~51.2~~—The association shall maintain:

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

## ~~52~~—Financial year

~~52.1~~—The end date of the association's financial year is 31 December in each year.

## ~~53~~21 Distribution of surplus assets to another entity Winding up, cancellation or dissolution of the Association

~~53.1~~—This rule applies if the association:

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

~~53.2~~—The surplus assets must not be distributed among the members of the association.

~~53.3~~—The surplus assets will be given to State Branch to be used for League objects provided that:

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

~~53.4~~—If the surplus assets cannot be given to the State Branch due to the operation of rule 53.3, the surplus assets will be given to the League.

In this rule ~~surplus assets~~ has the meaning set out in section 92(3) of the Act.

~~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 0 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;

53-521.3.3 money received by the Association because of such gifts and contributions.

## **5422** Withdrawing of a **Association's charter**

54.122.1 This rule applies if the aAssociation is:

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

~~54.22.2~~ If the ~~RSL Queensland~~ ~~b~~Board of the ~~State Branch~~ so resolves that the ~~a~~Association:

~~(a)22.2.1~~ has, in the opinion of the ~~RSL Queensland~~ ~~b~~Board, ceased to function, ~~is trading while insolvent or is at a real risk of insolvency~~;

~~(b)22.2.2~~ has conducted itself in a manner detrimental to the interests of ~~State Branch RSL Queensland~~ or the League;

~~22.2.3~~ has failed to comply with: any ~~State Branch rules or by-laws, policies or directives applicable to the association made by State Branch from time to time existing~~; or

~~(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

~~(d)22.2.4~~ has failed to ensure that its ~~m~~Members ~~are bound by act in accordance with the State Branch RSL r~~Rules or ~~by-laws and such other policies and directives made by the League RSL National and or State Branch RSL Queensland~~ as are applicable to the ~~a~~Association;

and ~~the State Branch RSL Queensland~~ has withdrawn its recognition of the ~~a~~Association as a Sub-Branch of the ~~State Branch RSL Queensland~~, or

if the association for any reason does not wish to remain associated with the ~~State Branch RSL Queensland~~ or the League, the association shall:

~~(e)22.2.5~~ ~~transfer all assets, property (real or personal) to the State Branch comply with the provision of rule 21 as if the Association was being wound-up or cancelled under the Act or otherwise dissolved~~; and

~~(f)22.2.6~~ shall cease and desist using the name or style 'RSL' or 'Returned Services League' in signage, correspondence and all other communications whether verbal, electronic or otherwise.

## **5523 Model rules do not apply**

~~55.123.1~~ 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 ~~a~~Association.

## **56 Community Link**

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



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

## **24 Liquor Act Provisions**

24.1 This clause 0 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.

56.1

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# Annexure 1

## Membership Eligibility Criteria

### Associate Members

~~Any Service or Life Member who fulfils the criteria set out in rule 12 of this constitution is eligible to become an Associate Member if they fulfil the criteria set out in rule 6.8 of this Constitution.~~

### Life Members

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

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

## **Club Members**

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

- ~~(a) is over the age of eighteen (18) years;~~
- ~~(b) is proposed by at least two Service or Life Members of the association and is approved at a meeting of the Board;~~
- ~~(c) has signed a "Club Member Application Form" in the form approved by the Board which requires the applicant to be bound by:
  - ~~(i) the League Rules and by-laws;~~
  - ~~(ii) the State Branch rules and by-laws;~~
  - ~~(iii) any relevant District Branch rules and by-laws; and~~
  - ~~(iv) the association's constitution and by-laws; and~~~~
- ~~(d) has paid the applicable membership fee; and~~
- ~~(e) is, in the opinion of the Board, a fit and proper person to be a member of the League and the association.~~

## **Temporary Members**

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

- (a) overseas or interstate visitors, for a period of one day at a time only;
- (b) intrastate visitors whose principal place of residence is located at least 15 kilometres from the Club, for a period of one day at a time only;
- (c) members of other similar Sub-Branches and their guests (at a limit of two (2) guests per member) provided that appropriate reciprocal rights are in force with those Sub-Branches, for a period of one day at a time only;
- (d) persons who have made application for membership who have also paid the applicable membership fee, during the period they are awaiting a decision from the Board, for a period not exceeding thirty (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.