

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

**BRISBANE NORTH DISTRICT  
BRANCH  
CONSTITUTION**



# Table of Contents

<b>1</b>	<b>Interpretation .....</b>	<b>1</b>
<b>2</b>	<b>Name .....</b>	<b>2</b>
<b>3</b>	<b>Objects .....</b>	<b>3</b>
<b>4</b>	<b>Associations Relationship with State Branch and the League .</b>	<b>4</b>
<b>5</b>	<b>Powers .....</b>	<b>5</b>
<b>6</b>	<b>Members .....</b>	<b>5</b>
<b>7</b>	<b>Automatic Membership .....</b>	<b>6</b>
<b>8</b>	<b>New Membership.....</b>	<b>6</b>
<b>9</b>	<b>Membership Fees .....</b>	<b>6</b>
<b>10</b>	<b>Members’ Representatives .....</b>	<b>6</b>
<b>11</b>	<b>When Membership Ends .....</b>	<b>7</b>
<b>12</b>	<b>Register of Members .....</b>	<b>7</b>
<b>13</b>	<b>Prohibition on Use of Information on Register of Members ....</b>	<b>7</b>
<b>14</b>	<b>Disciplinary Procedures .....</b>	<b>8</b>
<b>15</b>	<b>Dispute resolution .....</b>	<b>9</b>
<b>16</b>	<b>Appointment or Election of Secretary .....</b>	<b>9</b>
<b>17</b>	<b>Removal of Secretary .....</b>	<b>10</b>
<b>18</b>	<b>Functions of Secretary .....</b>	<b>10</b>
<b>19</b>	<b>Membership of Board .....</b>	<b>10</b>
<b>20</b>	<b>Electing the Board .....</b>	<b>11</b>
<b>21</b>	<b>Term of Office .....</b>	<b>12</b>
<b>22</b>	<b>Resignation, Removal or Vacation of Office of Board Member</b>	<b>13</b>
<b>23</b>	<b>Vacancies on Board .....</b>	<b>13</b>
<b>24</b>	<b>Functions of Board .....</b>	<b>14</b>
<b>25</b>	<b>Meetings of Board .....</b>	<b>15</b>
<b>26</b>	<b>Quorum for, and Adjournment of, Board Meeting .....</b>	<b>16</b>
<b>27</b>	<b>Special Meeting of Board .....</b>	<b>17</b>
<b>28</b>	<b>Minutes of Board Meetings .....</b>	<b>17</b>
<b>29</b>	<b>Appointment of Subcommittees .....</b>	<b>17</b>
<b>30</b>	<b>RSL Advisory Bodies .....</b>	<b>18</b>
<b>31</b>	<b>Acts not Affected by Defects or Disqualifications.....</b>	<b>18</b>

<b>32</b>	<b>Resolutions of Board Without Meeting .....</b>	<b>18</b>
<b>33</b>	<b>First AGM .....</b>	<b>19</b>
<b>34</b>	<b>Subsequent AGMs .....</b>	<b>19</b>
<b>35</b>	<b>AGM Business for Level 1 Incorporated Associations and Particular Level 2 and 3 Incorporated Associations .....</b>	<b>19</b>
<b>36</b>	<b>AGM Business of Other Level 2 Incorporated Associations ....</b>	<b>19</b>
<b>37</b>	<b>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 .....</b>	<b>20</b>
<b>38</b>	<b>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 .....</b>	<b>20</b>
<b>39</b>	<b>Notice of General Meeting .....</b>	<b>21</b>
<b>40</b>	<b>Quorum For, and Adjournment of, General Meeting .....</b>	<b>21</b>
<b>41</b>	<b>Procedure at a General Meeting .....</b>	<b>22</b>
<b>42</b>	<b>Voting at a General Meeting .....</b>	<b>22</b>
<b>43</b>	<b>Special General Meeting .....</b>	<b>23</b>
<b>44</b>	<b>Minutes of General Meetings .....</b>	<b>23</b>
<b>45</b>	<b>By-laws .....</b>	<b>24</b>
<b>46</b>	<b>Alteration of Constitution .....</b>	<b>24</b>
<b>47</b>	<b>Common Seal .....</b>	<b>24</b>
<b>48</b>	<b>Funds and Accounts .....</b>	<b>25</b>
<b>49</b>	<b>General Financial Matters .....</b>	<b>25</b>
<b>50</b>	<b>Documents .....</b>	<b>26</b>
<b>51</b>	<b>Financial Year .....</b>	<b>26</b>
<b>52</b>	<b>Distribution of Surplus Assets to Another Entity .....</b>	<b>26</b>
<b>53</b>	<b>Withdrawing of Association’s Charter .....</b>	<b>27</b>
<b>54</b>	<b>Constitution not Subject to Section 47 of Act .....</b>	<b>27</b>

# 1 Interpretation

## 1.1 In this constitution:

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

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

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

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

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

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

**CEO** means the chief executive officer of State Branch as appointed from time to time.

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

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

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

**Director** means a person elected to the Board of the association under rules 20.2 and 20.1.

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

**Executive** means those persons elected to the positions of President, treasurer and, if applicable, deputy president or vice president as set out in rules 19.1(a), 19.1(b) or 19.3.

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

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

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

**level 2 incorporated association** is an incorporated association that 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.

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

**member** means all members of the association admitted to membership under clause 7.

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

**present** means:

(a) at a Board meeting, see rule 24.6; or

(b) at a general meeting, see rule 40.2.

**President** means the person elected as president of the association under rules 19.1(a) and 20.2.

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

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

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

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

**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 body corporate sub-branch established by State Branch by the granting of a charter.

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

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

## 2 Name

2.1 The name of the incorporated association is Returned & Services League of Australia (Queensland Branch) Brisbane North District Inc.

### **3 Objects**

- 3.1 The objects for which the association is established are:
- (a) provide for the sick, helpless, wounded, aged, vulnerable, destitute and needy among those who are serving or who have served in the Australian Defence Forces and their dependants;
  - (b) perpetuate the close and kindly ties of friendship created by a mutual service in the Australian Defence Force or in the forces of nations traditionally allied with Australia and the recollections associated with that experience;
  - (c) maintain a proper standard of dignity and honour among all past and present members of the Defence Forces of the nation and to set an example of public spirit and noble hearted endeavour;
  - (d) preserve the memory and the records of those who suffered and died for Australia, erect monuments to their valour, provide them with suitable burial places, and establish and preserve, in their honour, the annual commemoration days known as ANZAC Day, Remembrance Day and other commemorative days;
  - (e) encourage loyalty to Australia and secure patriotic service in the interests of Australia;
  - (f) protect the good name and preserve the interests and standing of members of the Australian Defence Force;
  - (g) encourage Service and Life Members, as citizens, to serve Australia with that spirit of self-sacrifice and loyalty with which they served as members of the Australian Defence Forces; and
  - (h) provide welfare to the sick, helpless, wounded, vulnerable, aged, destitute and needy.
- 3.2 In furtherance of the objects, the association may do any or all of the following:
- (a) be part of a national association known as the League which is non sectarian, and in relation to party politics, non partisan;
  - (b) establish and accept trusts having for their objects the welfare and benefit of members of the League its State Branches, or Sub-Branches, or of any member, or ex-member, of the Australian Defence Force, or their dependants;
  - (c) establish Women's Auxiliary and Citizens' Auxiliary branches of the League throughout the State of Queensland and in such other places as the association may, from time to time determine;
  - (d) seek the cooperation of like associations, corporations and/or other persons to further the principal and commemorative/patriotic objects;
  - (e) undertake all manner of charitable or other work to further the objects

- and to accept any specific or general gifts or bequests for such charitable or other purposes, whether conditional or not;
- (f) make grants to and give assistance to such persons, trusts, groups, associations, societies, institutions or other organisations and authorities and to establish such scholarships as the association may, from time to time, determine;
  - (g) receive any funds and to distribute these funds in a manner that best attains the objects of the association;
  - (h) raise money to further the aims of the association and to secure sufficient funds for the purposes of the association;
  - (i) maintain premises for the association;
  - (j) apply for and maintain such necessary licenses, authorities and permits to carry out the association's activities; and
  - (k) do all such things as are incidental, convenient or conducive to the attainment of all or any of the objects of the association.

#### **4 Associations Relationship with State Branch and the League**

- 4.1 State Branch shall have jurisdiction over all District Branches within its State or Territory, which for the avoidance of doubt includes the association.
- 4.2 The League Rules, State Branch rules and State by-laws 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 CEO or such other person or persons as State Branch may direct;
  - (b) allowing and cooperating with an appointed investigating officer making inquiries that are in relation to and in the interests of the League, and carrying out investigations, on that account, that are considered necessary, desirable or appropriate in relation to any:
    - (i) District Branch;
    - (ii) Sub-Branch;
    - (iii) member of the League;
    - (iv) fundraising or business activity conducted by or in the name of the League; or
    - (v) services provided by, or in the name of the League; and

- (c) co-operating fully with any mediation officer appointed by State Branch and promptly providing any information or disclosing any documents relevant to the matter or required by the mediation officer.
- 4.4 For the avoidance of doubt, State Branch shall not be responsible for the liabilities of the association unless such liability is expressly taken over by resolution of the State Branch AGM or the board of State Branch.

## **5 Powers**

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

## **6 Members**

- 6.1 The members of the association are the Sub-Branches within the association's geographical boundaries, which boundaries are nominated by State Branch.
- 6.2 The members shall only comprise the Sub-Branch bodies corporate referred to in rule 6.1 above which shall have all of the rights of members of the association under and in accordance with this constitution, including the right:
- (a) to receive notice of general meetings of members;
  - (b) to vote at general meetings of members, subject to any limitations set out in this constitution or at law;
  - (c) to elect a Delegate to attend and vote on behalf of the association at State Branch AGM; and



- (d) nominate a Service Member or Life Member of the member for the role of President, treasurer, secretary or such other positions as are determined by the Board under rule 19.3.

## **7 Automatic Membership**

- 7.1 A Sub-Branch which is within the geographical boundary of the association, on the day the association adopts this constitution, shall remain a member of the association.
- 7.2 On and from the day the association adopts this constitution, any Sub-Branch within the geographical boundary of the association shall become a member of the association.

## **8 New Membership**

- 8.1 If State Branch establishes a Sub-Branch within the geographic boundaries of the association by the granting of a charter, that Sub-Branch shall automatically be a member of the association.

## **9 Membership Fees**

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

## **10 Members' Representatives**

- 10.1 Members shall appoint an individual as a Representative to exercise all or any of the powers of the member Sub-Branch under this constitution or otherwise at law.
- 10.2 The appointment may be a standing one.
- 10.3 The appointment may set out restrictions on the Representative's powers. If the appointment is to be by reference to a position held, the appointment must identify the position.
- 10.4 Unless otherwise specified in the appointment, the Representative may exercise, on the member's behalf, all of the powers that the member could exercise at a meeting or in voting on a resolution.

## **11 When Membership Ends**

11.1 Membership of the association ceases if:

- (a) the member:
  - (i) becomes the subject of a winding up petition;
  - (ii) enters into an arrangement for the benefit of its creditors;
  - (iii) resolves to go into voluntary liquidation;
  - (iv) has a receiver appointed to its assets or some of its assets;
  - (v) has a mortgagee go into possession of some or all of its assets;
  - (vi) becomes the subject of a writ of execution applicable to some or all of its assets,
- (b) the geographic boundaries of the association are altered or amended by State Branch such that a member is no longer within the geographic boundary of the association at which point in time the member may become a part of another District Branch.

## **12 Register of Members**

12.1 The Board must keep a register or cause to be kept a register of members of the association.

12.2 The register must include the following particulars for each member:

- (a) the full name of the member;
- (b) the postal address of the member;
- (c) the date of admission as a member;
- (d) details about the termination or reinstatement of membership; and
- (e) any other particulars the Board, or the members at a general meeting, decide.

12.3 The register must be open for inspection by members of the association at all reasonable times, which shall be at the discretion of the secretary.

12.4 A member must contact the secretary to arrange an inspection of the register.

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

## **13 Prohibition on Use of Information on Register of Members**

13.1 A member of the association must not:

- (a) use information obtained from the register of members of the association to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes; or
- (b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes.

13.2 Rule 13.1 does not apply if the use or disclosure of the information is approved by the association.

## **14 Disciplinary Procedures**

14.1 If a member conducts itself in a way considered to be conduct unbecoming a member then provided rules 14.2 and 14.3 are complied with, the Board may resolve that:

- (a) the member be placed on a warning to improve its conduct;
- (b) the member be reprimanded; or
- (c) the member and its conduct be referred to State Branch for consideration by the RSL (Queensland Branch) Tribunal.

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

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

14.3 The Board shall provide such further particulars of any of the matters set forth in the statement referred to under rule 14.2(b) either prior to or at the meeting called by the Board, if requested by the member whose conduct is being considered.

14.4 The conduct referred to in rule 14.1 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 unbecoming a member;

- (c) has been found to have engaged in conduct subversive to the objects of the League;
  - (d) has been found to have engaged in conduct prejudicial to the interests of the League;
  - (e) has been found to have engaged in conduct detrimental to the interests of the association of which it is a member; or
  - (f) has been convicted of an indictable offence.
- 14.5 The disciplinary provisions applying to the association shall be those set out in:
- (a) the League Rules and by-laws;
  - (b) the State Branch rules and by-laws; and
  - (c) any District Branch rules and by-laws.

## **15 Dispute Resolution**

- 15.1 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.

## **16 Appointment or Election of Secretary**

- 16.1 The secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is:
- (a) a Representative of a member of the association elected by the Board as secretary; or
  - (b) any of the following persons appointed by the Board as secretary:
    - (i) a Director;
    - (ii) another Representative of a member of the association; or
    - (iii) another person.
- 16.2 If a vacancy happens in the office of secretary, the Board must ensure a secretary is appointed or elected for the association within 1 month after the vacancy happens.
- 16.3 If the Board appoints a person mentioned in rule 16.1(b)(ii) as secretary, other than to fill a casual vacancy on the Board, the person does not become a member of the Board.
- 16.4 However, if the Board appoints a person mentioned in rule 16.1(b)(ii) as secretary to fill a casual vacancy on the Board, the person becomes a member of the Board.

- 16.5 If the Board appoints a person mentioned in rule 16.1(b)(iii) as secretary, the person does not become a member of the Board.
- 16.6 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.

## **17 Removal of Secretary**

- 17.1 The Board of the association may at any time remove a person appointed by the Board as the secretary.
- 17.2 If the Board removes a secretary who is a person mentioned in rule 16.1(b)(i), the person remains a member of the Board.
- 17.3 If the Board removes a secretary who is a person mentioned in rule 16.1(b)(ii) and who has been appointed to a casual vacancy on the Board under rule 16.5, the person remains a member of the Board.

## **18 Functions of Secretary**

- 18.1 The secretary's functions include, but are not limited to:
- (a) calling meetings of the association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the President of the association;
  - (b) keeping minutes of each meeting;
  - (c) keeping copies of all correspondence and other documents relating to the association; and
  - (d) maintaining the register of members of the association.

## **19 Membership of Board**

- 19.1 The Board of the association comprises:
- (a) a President;
  - (b) the Treasurer; and
  - (c) either:
    - (i) the president of each Sub-Branch within the geographical boundary of the association; or
    - (ii) if the president of the Sub-Branch is unable to fulfil this role then it shall be the members' representative who is a Service Member or Life Member and a committee member of the Sub-Branch.
- 19.2 The number of Board members shall be limited to the same number of members

of the association, unless the Board decides under rule 19.3 to elect people to the roles listed therein, in which case the number of Board members shall be increased by the number of persons elected under rule 19.3, unless such persons are already elected as a Director under rule 19.1(c).

- 19.3 If the Board is of the view that the good governance and operation of the association requires the election of further office bearers, the Board may elect from such persons nominated by the members:
- (a) a deputy president; and
  - (b) no more than 2 vice presidents.
- 19.4 A member of the Board, other than:
- (a) a secretary appointed by the Board under rule 16.1(b)(iii),
  - (b) the President;
  - (c) the Treasurer; and
  - (d) those persons, if any, elected under rule 19.3,
- must be a president of a member of the association, or the members' representative under rule 19.1(c) (ii).
- 19.5 Subject to these rules, each Director shall hold office until the AGM at which each Director must retire from office under rule 19.6 or until such time as the Director is no longer president of a member.
- 19.6 There shall be a rotational system of 3 year terms of office for each member of the Executive.

## **20 Electing the Board**

- 20.1 A member of the Board may only be elected under rule 19.1(c) as follows:
- (a) a member of the association may nominate its president (the candidate) to serve as a member of the Board;
  - (b) the nominations under rule 20.1(a) must be:
    - (i) in writing from the member; and
    - (ii) signed by the candidate; and
    - (iii) given to the secretary at least 14 days before the AGM at which the election is to be held; and
  - (c) for the purpose of a nomination under rule 20.1(a), each Representative present and eligible to vote at the AGM may vote for such number of candidates as there are vacant positions of Directors.
- 20.2 A member of the Board may only be elected to the Executive as follows:
- (a) any two Life Members or Service Members of a member may nominate a

person who must also be a Life Member or Service Member of a member (the candidate) to serve on the Executive of the Board;

- (b) the nominations under rule 20.2(a) must be:
  - (i) in writing from any two Life Members or Service Members of a member; and
  - (ii) signed by the candidate; and
  - (iii) given to the secretary at least 14 days before the AGM at which the election is to be held; and
  - (iv) for the purpose of a nomination under rule 20.2(a), each Representative present and eligible to vote at the AGM may vote for such number of candidates as there are vacant positions on the Executive.

20.3 A person may be a candidate under rules 20.1 or 20.2 only if the person:

- (a) is an adult who is at least 18 years of age; and
- (b) is not ineligible to be elected as a member under section 61A of the Act; and
- (c) 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.

20.4 If there is no president or person occupying the role of president of a member for the purpose of the nomination under rule 20.1(a), the member may nominate such other person as it sees fit provided that the candidate is willing to fulfil the role required.

20.5 A list of the candidates' names in alphabetical order, with the names of the members who nominated each candidate, must be posted in a conspicuous place in the office or usual place of meeting of the association for at least 7 days immediately preceding the AGM.

20.6 If required by the Board, balloting lists must be prepared containing the names of the candidates in alphabetical order.

20.7 The Board must ensure that, before any candidate is elected as a member of the Board, the candidate is advised:

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

## **21 Term of Office**

21.1 No member of the Executive may retain office for more than 3 years after the 2012 AGM without submitting himself or herself for re-election.

- 21.2 At the AGM of the association, each member of the Executive as listed shall retire from office but, provided they are not disqualified by law or ineligible under these model rules from being elected, shall be eligible for re-election:
- (a) Vice President to stand down in 2013:
  - (b) Deputy President and Treasurer to stand down in 2014: and
  - (c) President to stand down in 2015.

## **22 Resignation, Removal or Vacation of Office of Board Member**

- 22.1 A Director may resign from the Board by giving written notice of resignation to the secretary.
- 22.2 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.
- 22.3 A Director may be removed from office:
- (a) at a general meeting of the association if a majority of the Representatives present and eligible to vote at the meeting vote in favour of removing the Director;
  - (b) if the Director:
    - (i) becomes bankrupt or makes any arrangement or composition with his creditors generally;
    - (ii) 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;
    - (iii) misses three meetings of the Board in any given 6 month period and the Board passes a resolution that the office of that Director is vacant; or
    - (iv) is convicted of an indictable offence.
- 22.4 Before a vote of members is taken about removing the Director from the Board under rule 22.3(a), the Director must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- 22.5 A Director has no right of appeal against the removal from office under this rule.
- 22.6 A Director immediately vacates the office of Director in the circumstances mentioned in section 64(2) of the Act.



## **23 Vacancies on Board**

- 23.1 If a casual vacancy happens on the Board, the continuing Directors on the Board may request that the member who nominated such person under rule 20.1(a) appoint another person to fill the vacancy for the balance of the term.
- 23.2 The continuing members of the Board may act despite a casual vacancy on the Board.
- 23.3 However, if the number of Board members is less than the number fixed under rule 26.1 as a quorum of the Board, the continuing members may act only to:
- (a) increase the number of Board members to the number required for a quorum; or
  - (b) call a general meeting of the association.

## **24 Functions of Board**

- 24.1 The Board has the general control and management of the administration of the affairs, property and funds of the association, subject to, in order of precedence:
- (a) the League Rules;
  - (b) State Branch Rules and by-laws;
  - (c) these rules or a resolution of the members of the association carried at a general meeting.
- 24.2 The Board has authority to interpret the meaning of these rules and any matter relating to the association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act and those documents referred to in rules 24.1(a) to 24.1(c).

Note—

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

- 24.3 Subject to rules 4 and 5.2, the Board may exercise the powers of the association:
- (a) to borrow, raise or secure the payment of amounts in a way the members of the association decide;
  - (b) to secure the amounts mentioned in rule 24.3(a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the associations property, both present and future;
  - (c) to purchase, redeem or pay off any securities issued;

- (d) to borrow amounts from members and pay interest on the amounts borrowed;
- (e) to mortgage or charge the whole or part of its property;
- (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association;
- (g) to provide and pay off any securities issued;
- (h) to invest in a way the members of the association may from time to time decide;
- (i) to appoint any person to act as Chief Executive Officer of the association (by whatever title determined by the Board) for the period and on the terms (including as to remuneration) the Board sees fit; and
- (j) to appoint a Delegate.

24.4 For rule 24.3(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.

24.5 Without limiting the Board's powers under rule 24.3(i), the Board may:

- (a) upon terms and conditions and with any restrictions they see fit, confer on the Chief executive Officer any of the powers that the Board can exercise;
- (b) at any time revoke or vary an appointment of; or any of the powers conferred on, the Chief Executive Officer; and
- (c) if the Chief Executive Officer becomes incapable of acting in that capacity the Board may appoint any other person to act temporarily as Chief Executive Officer until such time as the position can be permanently filled.

## **25 Meetings of Board**

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

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

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

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

25.5 The Board may hold meetings, or permit a Director to take part in its meetings, by using any technology that reasonably allows the Director to hear and take

part in discussions as they happen subject to the following:

- (a) all the Director for the time being entitled to receive notice of a meeting of the Board shall be entitled to notice of the meeting to be conducted by telephone, radio or other form of instantaneous audio or audio and visual communication;
- (b) notice of any such meeting shall be given in accordance with rule 25.4;
- (c) each of the Directors taking part in the meeting shall be linked by telephone, radio or other form of instantaneous audio or audio and visual communication and must throughout the meeting be able to hear each of the other Directors so taking part;
- (d) 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 sub-rule (f) below;
- (e) 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;
- (f) a Director may not leave a meeting conducted pursuant to rule 25.5 by disconnecting his or her telephone, radio or other form of communication unless he/she has previously obtained the express consent of the chairperson of the meeting.

25.6 A Director who participates in the meeting as mentioned in sub-rule 25.5 is taken to be present at the meeting.

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

- (a) present at the meeting; and
- (b) entitled to vote on the question,

and if the votes are equal, the question is decided in the negative.

25.8 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.

25.9 A Director is not precluded from voting in respect of any contract or proposed contract of insurance, merely because the contract insures or would insure the Director against liability incurred by the Director as an officer of the association.

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

25.11 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.

## **26 Quorum for, and Adjournment of, Board Meeting**

- 26.1 At a Board meeting, 50% of the Directors then on the Board rounded up to the nearest whole number form a quorum, provided that a quorum comprises no less than 3 people.
- 26.2 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.
- 26.3 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.
- 26.4 If, at an adjourned meeting mentioned in rule 26.3, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

## **27 Special Meeting of the Board**

- 27.1 If the secretary receives a written request signed by at least 33% of the members of the Board or the President, the secretary must call a special meeting of the Board by giving each Director notice of the meeting within 14 days after the secretary receives the request.
- 27.2 If the secretary is unable or unwilling to call the special meeting, the President must call the meeting.
- 27.3 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.
- 27.4 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.
- 27.5 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.

## **28 Minutes of Board Meetings**

- 28.1 The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Board meeting are entered in a minute book.
- 28.2 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.

## **29 Appointment of Subcommittees**

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

## **30 RSL Advisory Bodies**

- 30.1 The Board may create such advisory bodies as are considered appropriate by the Board for the conduct or assessment of the activities associated with association or for the promulgation of information.
- 30.2 The composition and operation of all such advisory bodies shall be in accordance with by-laws adopted as determined appropriate by the Board after consultation with State Branch.
- 30.3 Without limiting the power of the Board under rule 30.2, all such advisory bodies:
  - (a) may include any RSL persons, whether or not they are members of the association, determined by the Board to be appropriate for the purposes for which the relevant body is convened; and
  - (b) shall have only the authority to provide advice to the Board as requested by the Board from time to time, unless expressly delegated and directed by the Board to carry out any other power or authority.
- 30.4 All persons appointed to all such advisory bodies shall be appointed for the term or terms determined by the Board and may be removed by the Board at any time.

## **31 Acts Not affected by Defects or Disqualifications**

- 31.1 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.
- 31.2 Rule 30.1 applies even if the act was performed when:
- (a) there was a defect in the appointment of a member of the Board, subcommittee or person acting as a member of the Board; or
  - (b) a Board member, subcommittee member or person acting as a member of the Board was disqualified from being a member.

## **32 Resolutions of Board Without Meeting**

- 32.1 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.
- 32.2 A resolution mentioned in rule 32.1 may consist of several documents in like form, each signed by 1 or more members of the Board.

## **33 First AGM**

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

## **34 Subsequent AGMs**

- 34.1 Each subsequent AGM must be held:
- (a) at least once each year; and
  - (b) within 6 months after the end date of the association's reportable financial year.

## **35 AGM business for Level 1 Incorporated Associations and Particular Level 2 and 3 Incorporated Associations**

- 35.1 This rule applies only if the association is:
- (a) a level 1 incorporated association<sup>1</sup>; or
  - (b) a level 2 incorporated association<sup>2</sup> to which section 59 of the Act applies; or
  - (c) a level 3 incorporated association<sup>3</sup> to which section 59 of the Act applies.

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

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

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

- 35.2 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 auditor, an accountant or an approved person for the present financial year.

## **36 AGM business of other Level 2 Incorporated Associations**

- 36.1 This rule applies only if the association is a level 2 incorporated association to which Section 59A of the Act applies.
- 36.2 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.

## **37 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**

- 37.1 This rule applies only if the association is a level 2 incorporated association to which section 59A of the Act applies and the association is not required to have an audit in accordance with the Collections Act 1966 and/or Gaming Machine Act 1991.
- 37.2 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.

### **38 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**

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

- 39.1 The secretary may call a general meeting of the association.
- 39.2 The secretary must give at least 14 days notice of the meeting to each member of the association.
- 39.3 If the secretary is unable or unwilling to call the meeting, the President must call the meeting.
- 39.4 The Board may decide the way in which the notice must be given.
- 39.5 Despite rule 39.4, notice of a meeting called to hear and decide a proposed special resolution of the association must be given in writing.
- 39.6 A notice of a general meeting must state the business to be conducted at the meeting.

### **40 Quorum or, and Adjournment of, General Meeting**

- 40.1 The quorum for a general meeting is at least the number of Directors elected to the Board at the close of the association's last general meeting plus 1.
- 40.2 However, if the number of Directors is equal to the number of members, the quorum is the total number of members less 1.
- 40.3 No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- 40.4 If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the Board or the association, the meeting lapses.



- 40.5 If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the Board or the association:
- (a) the meeting is to be adjourned for at least 7 days; and
  - (b) the Board is to decide the day, time and place of the adjourned meeting.
- 40.6 The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the members present at the meeting, adjourn the meeting from time to time and from place to place.
- 40.7 If a meeting is adjourned under rule 40.6, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 40.8 The secretary is not required to give the 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.
- 40.9 If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given to members in the same way notice is given for an original meeting.

## **41 Procedure at a General Meeting**

- 41.1 A member, through its Representative, 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.
- 41.2 A member who participates in a meeting as mentioned in rule 41.1 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 41.1, such provision shall be at the sole discretion of the Board.
- 41.3 At each general meeting:
- (a) the President is to preside as chairperson;
  - (b) if there is no President or if the President is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect 1 of their number to be chairperson of the meeting; and
  - (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 themselves from any such meeting.

## **42 Voting at a General Meeting**

- 42.1 At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the Representatives present and if the votes are equal, the question is decided in the negative.
- 42.2 Each Representative present and eligible to vote is entitled to 1 vote.
- 42.3 A Representative is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.
- 42.4 The method of voting is to be decided by the Board.
- 42.5 However, if at least 20% of the Representatives present demand a secret ballot, voting must be by secret ballot.
- 42.6 If a secret ballot is held, the chairperson must appoint 2 persons, who may be Representatives, to conduct the secret ballot in the way the chairperson decides.
- 42.7 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.

## **43 Special General Meeting**

- 43.1 The secretary must call a special general meeting by giving each member of the association notice of the meeting within 14 days after:
  - (a) being directed to call the meeting by the Board; or
  - (b) being given a written request signed by at least 33% of the members.
- 43.2 A request mentioned in rule 43.1(b) must state:
  - (a) why the special general meeting is being called; and
  - (b) the business to be conducted at the meeting.
- 43.3 A special general meeting must be held within 3 months after the secretary:
  - (a) is directed to call the meeting by the Board; or
  - (b) is given the written request mentioned in rule 43.1(b).
- 43.4 If the secretary is unable or unwilling to call the special meeting, the President must call the meeting.

## **44 Minutes of General Meetings**

- 44.1 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.
- 44.2 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.
- 44.3 Upon written request by a member of the association, the secretary must, within 28 days after the request is made:
- (a) make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
  - (b) give the member copies of the minutes of the meeting.
- 43.4 The association may require the member to pay the reasonable costs of providing copies of the minutes.

## **45 By-laws**

- 45.1 Subject to rule 45.2, the Board may make, amend or repeal by-laws, not inconsistent with:
- (a) these rules;
  - (b) State Branch rules or by-laws; and
  - (c) League rules and by-laws,
- to:
- (d) promote the good governance of the association;
  - (e) accommodate varying regional and local conditions; and
  - (f) assist in the internal management of the association.
- 45.2 A by-law:
- (a) must be approved by State Branch before it comes into effect; and
  - (b) may be set aside by a vote of members at a general meeting of the association.
- 45.3 On approval being granted under rule 45.2(a) and the association being notified of Board approval, in writing, the rules and/or by-laws shall become binding and operative.

## **46 Alteration of Constitution**

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

- 46.2 If the association seeks to vary its constitution in any way it must comply with all lawful requirements and shall, prior to the proper variation of its constitution, submit a copy of the resolution or resolutions proposing to vary its constitution to State Branch for approval.
- 46.3 An amendment, repeal or addition to this constitution is valid only if it is:
- (a) approved by State Branch; and
  - (b) registered by the chief executive of the Queensland Government department responsible for the registration of constitutions under the Act.

## **47 Common Seal**

- 47.1 The Board must ensure that if the association has a common seal, the common seal must be:
- (a) kept securely by the Board; and
  - (b) used only under the authority of the Board.
- 47.2 Each instrument to which the seal is attached must be signed by a member of the Board and countersigned by:
- (a) the secretary;
  - (b) another member of the Board; or
  - (c) someone authorised by the Board.

## **48 Funds and Accounts**

- 48.1 The funds of the association must be kept in an account in the name of the association in a financial institution decided by the Board.
- 48.2 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
- 48.3 All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- 48.4 A payment by the association of \$100 or more must be made by cheque or electronic funds transfer.
- 48.5 If a payment of \$100 or more is made by cheque, the cheque must be signed by any 2 of the following:
- (a) the President;
  - (b) the Secretary;
  - (c) the Treasurer; or
  - (d) any 1 of 3 other members of the association who have been authorised by

the Board to sign cheques issued by the association.

- 48.6 However, 1 of the persons who signs the cheque must be the President, the Secretary or the Treasurer.
- 48.7 Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- 48.8 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.
- 48.9 All expenditure must be approved or ratified at a Board meeting.

## **49 General Financial Matters**

- 49.1 The association shall provide an audited balance sheet of its financial accounts to State Branch within 30 days of its AGM which shall include its audited statements of financial position and financial performance.
- 49.2 The association shall forward to State Branch any other records or documents as State Branch may from time to time direct.
- 49.3 The association shall, if required in writing by the National Executive, produce for its inspection all its books of accounts, minute books, statutory registers kept under any law (if applicable) and records and supply such returns and other information as the National Executive may from time to time require.
- 49.4 The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.

## **50 Documents**

- 50.1 The Board must ensure the safe custody of books, documents, instruments of title and securities of the association.
- 50.2 The association shall maintain:
  - (a) a book or statement of amounts received and paid;
  - (b) a receipt book of receipt forms;
  - (c) records of account the association keeps with a financial institution that are given to the association by the financial institution;
  - (d) a register of members;
  - (e) a register of assets;
  - (f) a petty cash book; and
  - (g) a minute book of the Board meetings.

## **51 Financial Year**

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

## **52 Distribution of Surplus Assets to Another Entity**

52.1 This rule applies if the association:

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

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

52.3 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.

52.4 If the surplus assets cannot be given to the State Branch due to the operation of rule 52.3(a) or 52.3(b) the surplus assets will be given to the League.

52.5 In this rule— **surplus assets** see section 92(3) of the Act.

## **53 Withdrawing of Association's Charter**

53.1 This rule applies if the association is:

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

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

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

- 53.3 If the association for any reason does not wish to remain associated with the State Branch or the League the association shall:
- (a) transfer all assets, property (real or personal) to the State Branch; and
  - (b) 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.

## **54 Constitution Not Subject to Section 47 of Act**

- 54.1 Pursuant to section 47(3) of the Act, it is expressly declared that the provisions of section 47(1) of the Act do not apply to the constitution of the association.