

Returned & Services League of Australia (Queensland Branch)

“NORTH GOLD COAST SUB BRANCH Inc” CONSTITUTION



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**Returned & Services League of Australia
(Queensland Branch)
North Gold Coast Sub Branch Inc. Constitution 2013**

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1 Interpretation

1.1 In this Constitution:

Act means the *Associations Incorporation Act 1981*.

AGM means the annual general meeting of the Sub Branch.

Alternate District Delegate means the person appointed by the Management Committee to represent the Sub Branch at the District Branch general meetings and AGM when the District Delegate is unavailable.

Alternate State Delegate means the person appointed by the Management Committee to represent the Sub Branch at the State Branch AGM (State Congress) when the State Delegate is unavailable.

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 Management Committee determines may be treated as a body corporate.

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

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

Committee Member means a person elected to the Management Committee of the Sub Branch.

Constitution means these Rules of the Sub Branch as amended from time to time.

Deputy President means a person elected to perform the duties of Deputy President of the Sub Branch and understudy the President, perform the duties of President in the absence of the President.

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

District Delegate means the person appointed by the Management Committee to represent the Sub Branch at the District Branch general meetings and AGM.

Executive Committee means President, Vice President(s), Secretary and Treasurer.

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 Sub Branch that has current assets *or* total revenue of more than \$100,000.

Level 2 incorporated Association is an incorporated Sub Branch that not a level 1 or level 3 incorporated Sub Branch.

Level 3 incorporated Association is an incorporated Sub Branch that has current assets *and* total revenue less than \$20,000.

Management Committee means the committee of the Sub Branch as elected under this Constitution.

Members means all Members of the Sub Branch, whether Voting or Non-voting Members.

Membership Eligibility Criteria in relation to eligibility for admission as a Member of

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the Sub Branch means, as the case requires, the requirements for eligibility set out in Annex 1 of this Constitution.

Membership Officer means a person appointed by the Management Committee to perform the duties of Membership Officer of the Sub Branch.

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

National Executive means the Board of directors of the League constituted by the League Rules.

Non-voting Member means a person properly admitted to one of the categories of non-voting Membership permitted by Rule 7.4.

Present means:

- (a) at a Management Committee meeting, see Rule 31.6; or
- (b) at a general meeting, see Rule 48.2.

President means a person elected to perform the duties of President of the Sub Branch.

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

Secretary means a person appointed/elected to perform the duties of a Secretary of the Sub Branch.

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 mean the Constitution of State Branch in force from time to time.

Sub-Branch means a Sub Branch established by State Branch by the granting of a charter. Also means the incorporated Sub Branch named in Rule 2.1 of this Constitution.

State Delegate means the person appointed by the Management Committee to represent the Sub Branch at the State Branch AGM (State Congress).

Treasurer means a person appointed/elected to perform the duties of a Treasurer of the Sub Branch.

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

Vice President means a person(s) elected to perform the duties of Vice President of the Sub Branch.

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

Women's Auxiliary means the auxiliary named as such which is attached to and established by the Sub Branch 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 Sub Branch is Returned & Services League of Australia (Queensland Branch) North Gold Coast Sub Branch Inc.

3 Objects

3.1 The objects for which the Sub Branch is established are:

- (a) provide for the sick, helpless, wounded, aged, vulnerable, destitute and needy among those who are serving or who have served in the Australian Defence Forces and their dependants;
- (b) perpetuate the close and kindly ties of friendship created by a mutual service in the Australian Defence Force or in the forces of nations traditionally allied with Australia and the recollections associated with that experience;
- (c) maintain a proper standard of dignity and honour among all past and present Members of the Defence Forces of the nation and to set an example of public spirit and noble hearted endeavour;
- (d) preserve the memory and the records of those who suffered and died for Australia, erect monuments to their valour, provide them with suitable burial places, and establish and preserve, in their honour, the annual commemoration days known as ANZAC Day, Remembrance Day and other commemorative days;
- (e) encourage loyalty to Australia and secure patriotic service in the interests of Australia;
- (f) protect the good name and preserve the interests and standing of Members of the Australian Defence Force;
- (g) encourage a Service or Life Member, as a citizen, to serve Australia with that spirit of self-sacrifice and loyalty with which they served as Members of the Australian Defence Forces; and
- (h) provide welfare to the sick, helpless, wounded, vulnerable, aged, destitute and needy.

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

- (a) be part of a national Sub Branch 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 Sub Branch may, from time to time determine;
- (d) seek the cooperation of like Sub Branches, 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 Sub Branch may, from time to time, determine;

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- (g) receive any funds and to distribute these funds in a manner that best attains the objects of the Sub Branch;
- (h) raise money to further the aims of the Sub Branch and to secure sufficient funds for the purposes of the Sub Branch;
- (i) maintain sub-branch premises;
- (j) apply for and maintain such necessary licenses, authorities and permits to carry out the Sub Branch'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 Sub Branch.

4 Sub Branch's relationship with State Branch and the League

4.1 State Branch shall have jurisdiction over all Sub Branches within its State or Territory, which for the avoidance of doubt includes this Sub Branch.

4.2 The League Rules, State Branch Rules, and State by-laws and any such by-laws promulgated by the Sub Branch's District Branch, as approved by State Branch, shall apply to the Sub Branch. As the Sub Branch is an Incorporated Entity any National, State or District intervention into the Sub Branch (administration or operations) is to be via a resolution of the RSL National, State or District Directors. National, State or District intervention so authorized is to recognise and respect the sovereignty of the Sub Branch to conduct its affairs and should act in an advisory capacity.

4.3 The Sub Branch 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 Sub Branch, which inspection may be carried out by the State Branch chief executive officer or such other person or persons as State Branch may direct via resolution of the State Branch AGM or the Board of Directors of State Branch;
- (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 Sub Branch unless such liability is expressly taken over by resolution of the State Branch AGM or the Board of Directors of State Branch.

5 Powers

5.1 Subject to Rules 4 and 5.2, the Sub Branch has the powers of an individual. The Sub Branch 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 Sub Branch 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 Sub Branch, 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 Sub Branch.

5.3 The Sub Branch may take over funds, assets and liabilities of the unincorporated Sub Branch known as North Gold Coast Sub Branch.

6 Classes of Members

6.1 The Members of the Sub Branch are divided in to Voting and Non-voting Members in the two (2) classes described in Rules 6.2 and 6.3.

6.2 The Voting Members shall comprise natural persons who shall have all of the rights of Members of the Sub Branch under and in accordance with this Constitution, including the right:

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

6.3 Non-voting Members shall comprise a single class of Membership and shall have the rights of Membership provided in this Constitution, but for the avoidance of doubt, they shall not be entitled to:

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

6.4 A Member, Secretary, Treasurer or Committee Member is not personally liable to contribute towards the payment of the debts and liabilities of the Sub Branch or the costs, charges and expenses of a winding up of the Sub Branch.

7 Categories of Members

7.1 The classes of Members are further broken down into the categories of Membership.

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7.2 The Membership Eligibility Criteria for each category of Membership is set out in Annex 1 to this Constitution.

7.3 Different categories of Voting Membership:

- (a) may be determined by State Branch; and
- (b) have been determined by State Branch as follows:
 - (i) Service Members;
 - (ii) Life Members; and
 - (iii) voting Associate Members (depending on the election made by the Member under Rule 12.3).

7.4 Different categories of Non-voting Membership:

- (a) may be determined by ordinary resolution of the Voting Members at a general meeting of the Sub Branch, with such different criteria for admission or different entitlements (other than rights of Non-voting Members provided in this Constitution which shall prevail) with such categories of Membership subject always to State Branch approval; and
- (b) have, simultaneously with, or immediately prior to or following the adoption of, this Constitution been determined by the Voting Members as approved by State Branch as follows:
 - (i) non-voting Associate Members (depending on the election made by the Member under Rule 12.3); and
 - (ii) Affiliates.

7.5 The number of Voting Members is unlimited however the Management Committee may limit the number of Non-voting Members.

8 Automatic Membership

8.1 A person who, on the day the Sub Branch adopts this Constitution, shall remain:

- (a) in the equivalent class of Membership of the Sub Branch as the Member held in the Sub Branch.

9 New Membership

9.1 Any person applying for Membership of the Sub Branch, other than as a Service Member, must be proposed by one (1) Member of the Sub Branch (the **proposer**) and seconded by another Member of the Sub Branch (the **seconder**).

9.2 An application for Membership must be:

- (a) in writing;
- (b) signed by the applicant and the applicant's proposer and seconder;
- (c) accompanied by any Membership fee applicable;
- (d) in the form decided by the Management Committee; and
- (e) include such evidence as necessary to demonstrate the eligibility of the applicant for the Membership category being sought.

10 Membership fees

10.1 The Membership fee:

- (a) For Service Members, Life Members, Life Subscribers, Associate Members and Citizens Auxiliary Members is the amount decided by the State Branch from time to time and is payable when, and in the way, the State Branch decides.

10.2 A Member of the incorporated Sub Branch who, before becoming a Member, has paid the Member's annual subscription for Membership of the unincorporated Sub Branch on or before a day fixed by the Management Committee, is not liable to pay a further amount of annual subscription for the period before the day fixed by the State Branch as the day on which the next annual subscription is payable.

10.3 There shall be no Membership fee for a Life Member.

11 Admission and rejection of new Members

11.1 The Management Committee must consider an application for Membership at the next Management Committee meeting held after it receives:

- (a) the application for Membership; and
- (b) the appropriate Membership fee for the application.

11.2 The Management Committee must ensure that, as soon as possible after the person applies to become a Member of the Sub Branch, and before the Management Committee considers the person's application, the person is advised:

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

11.3 The Management Committee must decide at the meeting whether to:

- (a) accept or reject the application; or
- (b) seek further supporting evidence to demonstrate the eligibility of the applicant.

11.4 If a majority of the Members of the Management Committee present at the meeting vote to accept the applicant as a Member, the applicant must be accepted as a Member for the class and category of Membership applied for.

11.5 The Secretary or Membership Officer of the Sub Branch must, as soon as practicable after the Management Committee decides to accept or reject an application, give the applicant a written notice of the decision. Where the rejection is in relation to an application of a Service Member, the written notice must state the applicant's right to appeal the decision, if any.

11.6 The Management Committee may reject the application of a Service Member if it is satisfied that the applicant does not meet the Membership Eligibility Criteria, or is not, in the interests of the League, a fit and proper person to be admitted as a Service Member.

11.7 The Management Committee may reject any other applications for Membership in its sole discretion.

12 Associate Members

12.1 Any Service or Life Member who is a Member of any Sub-Branch in Australia,

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which for the sake of clarity is not the Sub Branch (**Associate's Sub-Branch**), may apply to be admitted as an Associate Member of the Sub Branch.

12.2 An application under Rule 12.1 shall be lodged with the Secretary of the Sub Branch and, upon being admitted, shall be known as an Associate Member of the Sub Branch. The annual subscription payable to the Sub Branch by the Associate Member shall be as determined by the Management Committee.

12.3 A Service or Life Member to whom Rule 12.1 applies shall:

- (a) elect in writing whether they wish to be eligible to hold office, vote and speak in either the Sub Branch or the Associate's Sub-Branch;
- (b) deliver such written election to the Sub Branch, the Associate's Sub-Branch, District Branch and State Branch of which they are a Member and associate Member; and
- (c) until this Rule is complied with, the Member shall only be entitled to hold office, vote and speak at the Associate's Sub-Branch, and the election shall remain in force for the duration of the Membership year in which it is made and thereafter until a further written election is made.

12.4 Subject to Rules 12.1 and 12.3, a Service or Life Member who is also an Associate Member within the meaning of this Rule, shall only be entitled to hold office, vote and speak at a meeting of the Sub Branch or the Associate's Sub-Branch at which they have elected to speak, vote and hold office.

13 Sub Branch Life Subscriber

13.1 If an eligible Member of the Sub Branch meets the following criteria, then they shall be entitled to consideration for Life Subscriber status of the RSL paid for by the Sub Branch. If approved, the Sub Branch will undertake to make this payment in recognition of their loyal and dedicated volunteer service.

13.2 The Member shall be subject to the Rules of RSL (Queensland Branch) at all times; however they shall not be liable to make payments to the League of any further annual subscriptions.

13.3 Sub Branch Life Subscriber Criteria:

- a. Member has provided a minimum of 10 years continuous service to the Sub Branch,
- b. Member has been a financial Member of the RSL continuously for 10 years or longer,
- c. Member has attained the age of 60 years or greater¹, and
- d. Life Subscription for the Member is approved by the Sub Branch General Meeting.

13.4 Meeting the criteria above does not automatically entitle Life Subscriber status. The Sub Branch Membership Officer is responsible for providing Members details and determining the initial indication that a Member has met the criteria (a to c) above, thus

¹ Special dispensation may be granted to a Sub Branch Member who may be younger than 60 years of age based on their entry into the RSL at a young age. For example, there may be circumstances where a Member joins the Sub Branch at the age of 30 and meets all the criteria less sub paragraph (c), this Member may be nominated for Sub Branch Life Subscriber status at the discretion of the Sub Branch Executive Committee. The final decision if nominated by the Executive Committee, rests with the Members at an appropriate General Meeting.

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causing a nomination to be considered by the Management Committee and if supported then moved at an appropriate General Meeting.

14 Auxiliary Members

14.1 Sub Branches may raise Women's Auxiliaries and/or Citizen's Auxiliaries to support the Sub Branch.

14.2 Should the Sub Branch Management Committee decide that an Auxiliary should be raised the motion is to be placed before the Members at a General Meeting for ratification. Once ratification is made, District Branch approval to raise auxiliaries must be obtained prior to their formation. Once District Branch approval is provided then appointment/election of an Auxiliary President is to occur.

14.3 Auxiliary President may attend all meetings of the Sub Branch but may speak only on matters related to Auxiliaries and they have no voting rights.

14.4 Conduct and/or operations of the Sub Branch Auxiliary are to be in accordance with State By-Laws.

15 Affiliates

15.1 Affiliates may be admitted to the Sub Branch but only on such terms and conditions as defined by State Branch.

15.2 A person admitted to Membership of the Sub Branch under Rule 15.1 shall not be:

- (a) entitled to be chair of the State Branch or the Sub Branch;
- (b) a voting Member of the State Branch;
- (c) admitted to this class of Membership if the person could be admitted as a Service Member.

16 Transfer of Membership

16.1 A Member:

- (a) of a Sub-Branch;
- (b) on the Unattached List of Members; or
- (c) on the Miscellaneous List of Members;

may apply to be a Service Member of the Sub Branch.

16.2 An application for a transfer under Rule 16.1(c) is not valid if the term of the Member's listing on the Miscellaneous List of Members has not yet expired.

16.3 The Management Committee may accept or reject a proposed transfer under Rule 16.1.

16.4 If the Management Committee decides to reject the proposed transfer of a Service Member it shall advise the Service Member as appropriate, in writing within 14 days, together with the reasons for its decision and the Service Member's right of appeal, if any.

16.5 Within 28 days after the date of notice in writing referred to in Rule 16.4, the Service Member may lodge an appeal in writing. Such an appeal shall be lodged, together with the sum to process the appeal as is determined and published by State Branch.

16.6 In the case of a decision made by the Management Committee to reject a transfer application under this Rule, State Branch having jurisdiction over the Sub Branch shall be responsible for resolving the appeal.

17 When Membership ends

17.1 A Member may resign from the Sub Branch by giving a written notice of resignation to the Secretary.

17.2 The resignation takes effect at the time the notice is received by the Secretary. For the sake of clarity, a Member may not resign prospectively (by setting a date into the future).

17.3 For Members other than Service Members or Life Members, the Management Committee may terminate a Member's Membership if the Member:

- (a) does not comply with any of the provisions of these Rules, State Branch Rules or League Rules; or
- (b) has Membership fees in arrears for at least two (2) months; or
- (c) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Sub Branch or the League; or
- (d) the Member has been reprimanded or warned of matters concerning the Member's conduct under Rule 21, three (3) or more times.

17.4 Before the Management Committee terminates a Member's Membership under Rule 17.3, the Management Committee must give the Member a full and fair opportunity to show why the Membership should not be terminated.

17.5 If, after considering all representations made by the Member, the Management Committee decides to terminate the Membership, the Secretary of the Management Committee must give the Member a written notice of the decision within 14 days from the date of the decision.

17.6 The Management Committee's decision to terminate a Member's Membership, other than a Service Member or a Life Member, under this Rule shall be final and binding.

18 Appeal against rejection or termination of Membership

18.1 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.

18.2 An applicant seeking admission as a Service Member shall have such rights of appeal as provided for in:

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

19 Register of Members

19.1 The Management Committee must keep a register or cause to be kept a register of Members of the Sub Branch and will supply State Branch with all information input for the Membership register at State Branch, or cause such information to be supplied to State Branch.

19.2 The register must include the following particulars for each Member:

- (a) the full name of the Member;
- (b) the postal or residential address of the Member;

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- (c) the class and category of Member;
- (d) the date of admission as a Member;
- (e) the date of death or time of resignation of the Member;
- (f) details about the termination or reinstatement of Membership; and
- (g) any other particulars the Management Committee, or the Members at a general meeting, decide.

19.3 The register must be open for inspection by Members of the Sub Branch at all reasonable times, which shall be at the discretion of the Secretary or Membership Officer.

19.4 A Member must contact the Secretary or Membership Officer to arrange an inspection of the register.

19.5 However, the Management Committee may, on the application of a Member of the Sub Branch, withhold information about the Sub Branch's Members from the register available for inspection (other than the Members full name) if the Management Committee has reasonable grounds for believing the disclosure of the information would put a Member at risk of harm.

19.6 The Sub Branch Membership list/roll information is issued subject to the conditions laid down in the *Federal Privacy Act 1988*. This Membership list/roll information is for use by the Members of the Sub Branch to enable communication between the Members. Particulars are not to be communicated to a third party for reasons other than above without the Member's permission.

20 Prohibition on use of information on register of Members

20.1 A Member of the Sub Branch must not:

- (a) use information obtained from the register of Members of the Sub Branch to contact, or send material to, another Member of the Sub Branch for the purpose of advertising for political, religious, charitable or commercial purposes; or
- (b) disclose information obtained from the register about a Member to any third party, without the consent of that Member.

20.2 Rule 20.1 does not apply if the use or disclosure of the information is approved by the Voting Members.

21 Disciplinary procedures

21.1 The disciplinary provisions applying to the Sub Branch in relation to Service Members (which for the sake of clarity includes a Life Member, Life Subscribers, Affiliate or Associate Member) shall be those set out in:

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

21.2 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, Life Subscribers, Affiliate or Associate Member), then the by-law will take precedence over this Constitution. If the State Branch has not issued a by-law regarding the disciplining of Service Members

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then the following provisions of this Rule 21 will apply.

21.3 If a Service Member (which for the sake of clarity includes a Life Member, Life Subscriber, Affiliate or Associate Member) conducts himself or herself in a way considered to be conduct unbecoming a Member then provided Rules 21.4 and 21.5 are complied with, the Management Committee 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 three (3) months; and/or
- (d) the Member and his/her conduct be referred to State Branch for consideration by the RSL (Queensland Branch) Tribunal.

21.4 If the Management Committee has reason to believe that a Member may be guilty of conduct unbecoming a Member, the Secretary of the Sub Branch 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 Management Committee.

21.5 The Management Committee shall provide such further particulars of any of the matters set forth in the statement referred to under Rule 21.4(b) either prior to or at the meeting called by the Management Committee, if requested by the Member whose conduct is being considered.

21.6 The conduct referred to in Rule 21.4 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 or the Sub Branch;
- (e) has been found to have engaged in conduct detrimental to the interests of the Sub Branch of which he or she is a Member;
- (f) has been convicted of an indictable offence;
- (g) has been found guilty of falsely representing him or herself to be a soldier, sailor or airman; or
- (h) has been found guilty of wearing a service medal, award or decoration for which he or she is not authorised.

21.7 Where the Member under this Rule is a Service Member or Life Member, the Member may avail himself or herself of any avenues of appeal so provided for in any of the Rules and by-laws noted in Rule 52, subject to any pre-conditions set out in those Rules and by-laws.

22 Dispute resolution

22.1 The Sub Branch 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.

23 Appointment or election of secretary

23.1 The Secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is:

- (a) a Member of the Sub Branch elected by the Sub Branch Members as Secretary; or
- (b) any of the following persons appointed by the Management Committee as Secretary:
 - (i) a Member of the Sub Branch's Management Committee;
 - (ii) another Member of the Sub Branch;
 - (iii) another person.

23.2 If the Sub Branch has not elected an interim officer as Secretary for the Sub Branch before its incorporation, the Members of the Management Committee must ensure a Secretary is appointed or elected for the Sub Branch within one (1) month after incorporation.

23.3 If a vacancy happens in the office of Secretary, the Members of the Management Committee must ensure a Secretary is appointed or elected for the Sub Branch within one (1) month after the vacancy happens.

23.4 If the Management Committee appoints a person mentioned in sub rule 23.1(b)(ii) as Secretary, other than to fill a casual vacancy on the Management Committee, the person does not become a Member of the Management Committee.

23.5 However, if the Management Committee appoints a person mentioned in sub rule 23.1(b)(ii) as Secretary to fill a casual vacancy on the Management Committee, the person becomes a Member of the Management Committee.

23.6 If the Management Committee appoints a person mentioned in sub rule 21.1(b)(iii) as Secretary, the person does not become a Member of the Management Committee.

23.7 In this Rule— casual vacancy, on a Management Committee, means a vacancy that happens when an elected Member of the Management Committee resigns, dies or otherwise stops holding office.

24 Removal of secretary

24.1 The Management Committee of the Sub Branch may at any time remove a person appointed by the Management Committee as the Secretary.

24.2 If the Management Committee removes a Secretary who is a person mentioned in Rule 23.1(b)(i), the person remains a Member of the Management Committee.

24.3 If the Management Committee removes a Secretary who is a person mentioned in Rule 23.1(b)(ii) and who has been appointed to a casual vacancy on the Management Committee under Rule 23.5, the person remains a Member of the Management Committee.

25 Functions of secretary

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

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

26 Membership of Management Committee

26.1 The Management Committee of the Sub Branch comprises a minimum of three (3) and no more than 10 people as follows:

- (a) a President;
- (b) the Treasurer; and
- (c) any other Members the Sub Branch Members elected at a general meeting in accordance with this Constitution but shall comprise no more than eight (8) elected Members, including the Secretary (if elected under Rule 23.1(a) or appointed under Rule 23.5).

26.2 If the Management Committee is of the view that the good governance and operation of the Sub Branch requires the election of further office bearers, the Service Members and Life Members may elect:

- (a) a Deputy President; and
- (b) no more than two (2) Vice Presidents;
who, for the sake of clarity, shall be included in the Members elected under Rule 26.1(c).

26.4 A Member of the Management Committee, other than a Secretary appointed by the Management Committee under Rule 23.1(b)(iii), must be a Member of the Sub Branch.

26.5 Subject to these Rules, each Member of the Management Committee shall hold office until the AGM following the AGM at which the Management Committee Member was elected, but, provided that the Management Committee Member is not disqualified by law or under this Constitution from being elected to the Management Committee, shall be eligible for re-election.

27 Electing the Management Committee

27.1 A Member of the Management Committee may only be elected as follows:

- (a) *Election of Committee Members who are Service or Life Members:* for the election of a Committee Member under Rules 26.1(a) to 26.1(c) any two (2) Service or Life Members of the Sub Branch may nominate another Service or Life Member (the candidate) to serve as a Member of the Management Committee;
- (b) the nominations under Rule 27.1(a) must be:
 - (i) in writing; and

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- (ii) signed by the candidate and the Members who nominated him or her; and
- (iii) given to the Secretary at least 14 days before the AGM at which the election is to be held;

(c) *Election of Committee Members who are Service or Life Members:* for the purpose of a nomination under Rule 27.1(a), each Service or Life Member of the Sub Branch present and eligible to vote at the AGM may vote for such number of candidates as there are vacant positions of Committee Members who are Service or Life Members on the Management Committee.

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

- (a) is an adult who is at least 18 years of age; and
- (b) has not been convicted:
 - (i) on indictment; or
 - (ii) summarily and sentenced to imprisonment, other than in default of payment of a fine; and
 - (iii) the rehabilitation period (having the meaning given in the *Criminal Law (Rehabilitation of Offenders) Act 1986*) in relation to the conviction has expired;
- (c) is not an undischarged bankrupt under the *Bankruptcy Act 1966* (C'th) or the law of an external territory or another country;
- (d) has, if he/she has executed a deed of arrangement under the *Bankruptcy Act 1966* (C'th), or a corresponding law of an external territory or another country fully complied with the terms of such deed of arrangement;
- (e) has creditors who have accepted a composition under the *Bankruptcy Act 1966* (C'th), Part X or a corresponding law of an external territory or another country and final payment has been made under the composition; and
- (f) is not an employee of the Sub Branch nor been an employee of the Sub Branch for any period of time in the 12 months leading up to the AGM, nor any related entity employing staff of the Sub Branch, 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.

27.3 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 Sub Branch or advised in the Sub Branch news letter for at least seven (7) days immediately preceding the AGM.

27.4 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 Management Committee.

27.5 The Management Committee must ensure that, before any candidate is elected as a Member of the Management Committee, the candidate is advised:

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

28 Resignation, removal or vacation of office of a Committee Member

28.1 A Member of the Management Committee may resign from the Management Committee by giving written notice of resignation to the Secretary.

28.2 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.

28.3 A Committee Member may be removed from office:

- (a) at a general meeting of the Sub Branch 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 Committee Member;
- (b) if the Committee Member becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (c) if the Committee Member 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 Committee Member, without the prior written consent of the Management Committee, misses three (3) meetings of the Management Committee in any given 12 month period and the Management Committee passes a resolution that the office of that Committee Member is vacant;
- (e) if the Committee Member is convicted of an indictable offence; or
- (f) if the Committee Member would otherwise be ineligible to stand for election under Rule 27.2.

28.4 Before a vote of Members is taken about removing the Committee Member from office under Rule 28.3, the Committee Member must be given a full and fair opportunity to show cause why he or she should not be removed from office.

28.5 A Committee Member has no right of appeal against the Committee Member removal from office under this Rule.

28.6 A Committee Member immediately vacates the office of Committee Member in the circumstances mentioned in section 64(2) of the Act.

29 Vacancies on Management Committee

29.1 If a casual vacancy happens on the Management Committee, the continuing Members of the Management Committee may appoint another Member of the Sub Branch to fill the vacancy for the balance of the term.

29.2 The continuing Members of the Management Committee may act despite a casual vacancy on the Management Committee.

29.3 However, if the number of Management Committee Members is less than the number fixed under Rule 33.1 as a quorum of the Management Committee, the continuing Members may act only to:

- (a) increase the number of Management Committee Members to the number required for a quorum; or

- (b) call a general meeting of the Sub Branch.

30 Functions of Management Committee

30.1 The Management Committee has the general control and management of the administration of the affairs, property and funds of the Sub Branch, and will where though appropriate abide by the following, 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 Sub Branch carried at a general meeting.

30.2 The Management Committee has authority to interpret the meaning of these Rules and any matter relating to the Sub Branch 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 30.1(a) to 30.1(c).

Note:

The Act prevails if the Sub Branch's Rules are inconsistent with the Act—see section 1B of the Act.

30.3 Subject to Rules 4 and 5.2, the Management Committee may exercise the powers of the Sub Branch:

- (a) to borrow, raise or secure the payment of amounts in a way the Members of the Sub Branch decide;
- (b) to secure the amounts mentioned in Rule 30.3(a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Sub Branch in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the Sub Branch's property, both present and future;
- (c) to purchase, redeem or pay off any securities issued;
- (d) to borrow amounts from Members and pay interest on the amounts borrowed;
- (e) to mortgage or charge the whole or part of its property;
- (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Sub Branch;
- (g) to provide and pay off any securities issued;
- (h) to invest in a way the Members of the Sub Branch may from time to time decide;
- (i) appoint any person to act as chief executive officer of the Sub Branch (by whatever title determined by the Management Committee) for the period and on the terms (including as to remuneration) the Management Committee sees fit; and
- (j) appoint a State Delegate, an Alternate State Delegate, a District Delegate and an Alternate District Delegate

30.4 For Rule 30.3(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:

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- (a) the financial institution for the Sub Branch; or
- (b) if there is more than one (1) financial institution for the Sub Branch - the financial institution nominated by the Management Committee.

30.5 Without limiting the Management Committee's powers under Rule 30.3(i), the Management Committee 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 Management Committee 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 Management Committee may appoint any other person to act temporarily as chief executive officer until such time as the position can be permanently filled.

31 Meetings of Management Committee

31.1 Subject to this Rule, the Management Committee may meet and conduct its proceedings as it considers appropriate.

31.2 The Management Committee must meet at least once every four (4) months to exercise its functions.

31.3 The Management Committee must decide how a meeting is to be called.

31.4 Notice of a meeting is to be given in the way decided by the Management Committee.

31.5 The Management Committee may hold meetings, or permit a Committee Member to take part in its meetings, by using any technology that reasonably allows the Committee Member to hear and take part in discussions as they happen subject to the following:

- (a) all the Committee Members for the time being entitled to receive notice of a meeting of the Management Committee 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 (e.g.: Internet, email, Skype);
- (b) notice of any such meeting shall be given in accordance with Rule 31.4;
- (c) each of the Committee Members 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 Committee Members taking part;
- (d) at the commencement of the meeting each Committee Member must acknowledge his/her presence to all the other Committee Members 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);
- (e) if the Secretary is not present at the meeting one of the Committee Members so present shall take minutes of the meeting, or cause them to be taken;
- (f) a Committee Member may not leave a meeting conducted pursuant to Rule 31.5 by disconnecting his or her telephone, radio or other form of communication unless he/she has previously obtained the express consent of

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the chairperson of the meeting.

31.6 A Committee Member who participates in the meeting as mentioned in Rule 31.5 is taken to be present at the meeting.

31.7 A question arising at a Management Committee meeting is to be decided by a majority vote of Members of the Management Committee:

- (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.

31.8 Subject to Rule 31.9, a Committee Member is entitled to vote on questions to be considered by the Management Committee under Rule 31.7 as follows:

- (a) if the Committee Member was elected under Rules 27.1(a) and 26.1(c), the Committee Member may vote on League-matters and non-League matters.

31.9 In addition to Rule 31.8 above, a Committee Member must not vote on a question about a contract or proposed contract with the Sub Branch if that Committee Member has an interest in the contract or proposed contract and, if the Committee Member does vote, the Committee Member's vote must not be counted.

31.10 Despite Rule 31.8, a Committee Member is not precluded from voting in respect of any contract or proposed contract of insurance, merely because the contract insures or would insure the Committee Member against liability incurred by the Committee Member as an officer of the Sub Branch.

31.11 The President is to preside as chairperson at a Management Committee meeting.

31.12 If there is no President or if the President is not present within 10 minutes after the time fixed for a Management Committee meeting, the Members may choose one (1) of their number to preside as chairperson at the meeting.

32 Sub Branch administration

32.1 The Sub Branch shall conduct its administrative processes in accordance with the Sub Branch Administration and Operation Manual as amended from time to time by the Management Committee.

33 Quorum for, and adjournment of, Management Committee meeting

33.1 At a Management Committee meeting, 50% of the Committee Members then on the Management Committee rounded up to the nearest whole number form a quorum, provided that a quorum comprises no less than three (3) people.

33.2 If there is no quorum within 30 minutes after the time fixed for a Management Committee meeting called on the request of the Committee Members, the meeting lapses.

33.3 If there is no quorum within 30 minutes after the time fixed for a Management Committee meeting called other than on the request of the Committee Members:

- (a) the meeting is to be adjourned for at least one (1) day; and
- (b) the Committee Members who are present are to decide the day, time and place of the adjourned meeting.

33.4 If, at an adjourned meeting mentioned in Rule 33.3, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

34 Special meeting of the Management Committee

34.1 If the Secretary receives a written request signed by at least 33% of the Members of the Management Committee, the Secretary must call a special meeting of the Management Committee by giving each Committee Member notice of the meeting within 14 days after the Secretary receives the request.

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

34.3 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.

34.4 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.

34.5 A special meeting of the Management Committee must be held within 14 days after notice of the meeting is given to the Members of the Management Committee, unless the Management Committee unanimously agrees otherwise.

35 Minutes of Management Committee meetings

35.1 The Secretary must ensure full and accurate Minutes of all questions, matters, resolutions and other proceedings of each Management Committee meeting are entered in a Minute Book.

35.2 To ensure the accuracy of the Minutes, the Minutes of each Management Committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next Management Committee meeting, verifying their accuracy.

36 Appointment of subcommittees

36.1 The Management Committee may appoint a subcommittee consisting of Members of the Sub Branch considered appropriate by the Management Committee to help with the conduct of the Sub Branch's operations.

36.2 A Member of the subcommittee who is not a Member of the Management Committee is entitled to vote at a subcommittee meeting.

36.3 A subcommittee may elect a chairperson of its meetings.

36.4 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 one (1) of their number to be chairperson of the meeting.

36.5 A subcommittee may meet and adjourn as it considers appropriate.

36.6 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.

37 RSL Advisory Bodies

37.1 The Management Committee may create such advisory bodies as are considered appropriate by the Management Committee for the conduct or assessment of the activities associated with the Sub Branch or for the promulgation of information.

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37.2 The composition and operation of all such advisory bodies shall be in accordance with by-laws adopted as determined appropriate by the Management Committee after consultation with State Branch.

37.3 Without limiting the power of the Management Committee under Rule 37.2, all such advisory bodies:

- (a) may include any persons, whether or not they are Members of the Sub Branch, determined by the Management Committee 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 Management Committee as requested by the Management Committee from time to time, unless expressly delegated and directed by the Management Committee to carry out any other power or authority.

37.4 All persons appointed to all such advisory bodies shall be appointed for the term or terms determined by the Management Committee and may be removed by the Management Committee at any time.

38 Acts not affected by defects or disqualifications

38.1 An act performed by the Management Committee, a subcommittee or a person acting as a Member of the Management Committee is taken to have been validly performed.

38.2 Rule 38.1 applies even if the act was performed when:

- (a) there was a defect in the appointment of a Member of the Management Committee, subcommittee or person acting as a Member of the Management Committee; or
- (b) a Management Committee Member, subcommittee Member or person acting as a Member of the Management Committee was disqualified from being a Member.

39 Resolutions of Management Committee without meeting

39.1 A written resolution signed by each Member of the Management Committee is as valid and effectual as if it had been passed at a Management Committee meeting that was properly called and held.

39.2 A resolution mentioned in Rule 39.1 may consist of several documents in like form, each signed by one (1) or more Members of the Management Committee.

40 First AGM

40.1 The first AGM must be held within six (6) months after the end date of the Sub Branch's first reportable financial year.

41 Subsequent AGMs

41.1 Each subsequent AGM must be held:

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

42 AGM business for Level 1 incorporated Association and particular level 2 and 3 incorporated Association

42.1 This Rule applies only if the Sub Branch is:

- (a) a Level 1 incorporated Association ²; or
- (b) a level 2 incorporated Association to which section 59 of the Act applies³; or
- (c) a level 3 incorporated Association to which section 59 of the Act applies⁴.

42.2 The following business must be conducted at each AGM of the Sub Branch:

- a) to confirm the Minutes of the previous AGM;
- b) to receive the President's report;
- c) receiving the Sub Branch 's financial statement, and audit report, for the last reportable financial year (to December 31);
- d) presenting the financial statement and audit report to the meeting for adoption;
- e) 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 new financial year;
- f) electing Members of the Management Committee;
- g) the appointment of an auditor;
- h) registration of RSL Practitioners (Welfare and/or Pensions);
- i) appoint Delegates to State Congress and District Council;
- j) announce the date, location and time of the next AGM; and
- k) closure.

43 AGM business of other level 2 incorporated Association

43.1 This Rule applies only if the Sub Branch is a level 2 incorporated Association to which section 59A of the Act applies.

43.2 The following business must be conducted at each AGM of the Sub Branch:

- a) to confirm the Minutes of the previous AGM;
- b) to receive the President's report;
- c) receiving the Sub Branch 's financial statement, and signed statement, for the last reportable financial year (to December 31);
- d) presenting the financial statement and signed statement to the meeting for adoption;
- e) electing Members of the Management Committee;
- f) registration of RSL Practitioners (Welfare and/or Pensions);
- g) appoint Delegates to State Congress and District Council;

² A level 1 incorporated Sub Branch has current assets *or* total revenue of more than \$100,000

³ A level 2 incorporated Sub Branch is not a level 1 or level 3 incorporated Sub Branch

⁴ A level 3 incorporated Sub Branch has current assets *and* total revenue less than \$20,000

- h) announce the date, location and time of the next AGM; and
- i) closure.

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

44.1 This Rule applies only if the Sub Branch 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.

44.2 The following business must be conducted at each AGM of the Sub Branch:

- a) to confirm the Minutes of the previous AGM;
- b) to receive the President's report;
- c) receiving the Sub Branch 's financial statement, and signed statement, for the last reportable financial year (to December 31);
- d) presenting the financial statement and signed statement to the meeting for adoption;
- e) electing Members of the Management Committee;
- f) registration of RSL Practitioners (Welfare and/or Pensions);
- g) appoint Delegates to State Congress and District Council;
- h) announce the date, location and time of the next AGM; and
- i) closure.

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

45.1 This Rule applies only if the Sub Branch 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.

45.2 The following business must be conducted at each AGM of the Sub Branch:

- a) to confirm the Minutes of the previous AGM;
- b) to receive the President's report;
- c) receiving the Sub Branch 's financial statement, and signed statement, for the last reportable financial year (to December 31);
- d) presenting the financial statement and signed statement to the meeting for adoption;
- e) electing Members of the Management Committee;
- f) registration of RSL Practitioners (Welfare and/or Pensions);
- g) appoint Delegates to State Congress and District Council;
- h) announce the date, location and time of the next AGM; and
- i) closure.

46 Notice of general meeting

- 46.1 The Secretary may call a general meeting of the Sub Branch.
- 46.2 The Secretary must give at least 14 days notice of the meeting to each Voting Member of the Sub Branch.
- 46.3 If the Secretary is unable or unwilling to call the meeting, the President must call the meeting.
- 46.4 The Management Committee may decide the way in which the notice must be given.
- 46.5 However, notice of a meeting called to hear and decide a proposed special resolution of the Sub Branch must be given in writing.
- 46.6 A notice of a general meeting must state the business to be conducted at the meeting.

47 Quorum for, and adjournment of, general meeting

- 47.1 The quorum for a general meeting is at least the number of Executive Committee Members elected to the Management Committee at the close of the Sub Branch's last general meeting plus one (1).
- 47.2 However, if all Members of the Sub Branch are Executive Committee Members of the Management Committee, the quorum is the total number of Members less one (1).
- 47.3 No business may be conducted at a general meeting unless there is a quorum of Voting Members when the meeting proceeds to business.
- 47.4 If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of Members of the Management Committee or the Sub Branch, the meeting lapses.
- 47.5 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 Management Committee or the Sub Branch:
- (a) the meeting is to be adjourned for at least seven (7) days; and
 - (b) the Management Committee is to decide the day, time and place of the adjourned meeting.
- 47.6 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.
- 47.7 If a meeting is adjourned under Rule 47.6, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 47.8 The Secretary is not required to give the Voting Members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- 47.9 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.

48 Procedure at a general meeting

48.1 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.

48.2 A Voting Member who participates in a meeting as mentioned in Rule 48.1 is taken to be present at the meeting however, for the avoidance of doubt, the Sub Branch is not obliged to provide any such technology referred to in Rule 48.1 which shall be at the sole discretion of the Management Committee.

48.3 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 one (1) of their number to be chairperson of the meeting;
- (c) the chairperson must conduct the meeting in a proper and orderly way which can include, for the avoidance of doubt, directing that a person remove himself or herself from any such meeting.

49 Voting at a general meeting

49.1 At a general meeting, each question, matter or resolution, including a special resolution, must be decided by a majority of votes of the Voting Members present and if the votes are equal, the question is decided in the negative.

49.2 Each Voting Member present and eligible to vote is entitled to one (1) vote.

49.3 A Voting Member is not entitled to vote at a general meeting if the Member's annual subscription is in arrears at the date of the meeting.

49.4 The method of voting is to be decided by the Management Committee.

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

49.6 If a secret ballot is held, the chairperson must appoint two (2) Members to conduct the secret ballot in the way the chairperson decides.

49.7 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.

50 Special general meeting

50.1 The Secretary must call a special general meeting by giving each Member of the Sub Branch notice of the meeting within 14 days after:

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

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50.2 A request mentioned in sub rule 50.1(b) must state:

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

50.3 A special general meeting must be held within three (3) months after the Secretary:

- (a) is directed to call the meeting by the Management Committee; or
- (b) is given the written request mentioned in Rule 50.1(b).

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

51 Minutes of general meetings

51.1 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.

51.2 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 Sub Branch that is a general meeting or AGM, verifying their accuracy.

51.3 Upon written request by a Member of the Sub Branch, 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.

51.4 The Sub Branch may require the Member to pay the reasonable costs of providing copies of the Minutes.

52 By-laws

52.1 Subject to Rule 52.2, the Management Committee may make, amend or repeal by-laws, not inconsistent with:

- (a) these Rules;
- (b) District Branch Rules or by-laws;
- (c) State Branch Rules or by-laws; and
- (d) League Rules and by-laws,

to:

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

52.2 A by-law:

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- (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 Sub Branch.

52.3 On approval being granted under Rule 52.2(a) and the Sub Branch being notified of State Branch approval, in writing, shall become binding and operative.

53 Alteration of constitution

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

53.2 If the Sub Branch seeks to vary its Constitution in any way it must comply with all lawful requirements and shall, prior to the proper variation of its Constitution, submit a copy of the resolution or resolutions proposing to vary its Constitution to the Sub Branch's District Branch, which shall then submit a copy of the resolution or resolutions to State Branch for approval under Rule 52.2(a).

53.3 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.

54 Common seal

54.1 The Management Committee must ensure that if the Sub Branch has a common seal, the common seal must be:

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

54.2 Each instrument to which the seal is attached must be signed by a Member of the Management Committee and countersigned by:

- (a) the Secretary; or
- (b) another Member of the Management Committee; or
- (c) someone authorised by the Management Committee.

55 Funds and accounts

55.1 The funds of the Sub Branch must be kept in an account in the name of the Sub Branch in a financial institution decided by the Management Committee.

55.2 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Sub Branch.

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

55.4 A payment by the Sub Branch of \$100 or more must be made by cheque or electronic funds transfer.

55.5 If a payment of \$100 or more is made by cheque, the cheque must be signed by any two (2) of the following:

- (a) the President;

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- (b) the Secretary;
- (c) the Treasurer;
- (d) any one (1) of three (3) other Members of the Sub Branch who have been authorised by the Management Committee to sign cheques issued by the Sub Branch.

55.6 However, one (1) of the persons who signs the cheque must be the President, the Secretary or the Treasurer.

55.7 Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.

55.8 A petty cash account must be kept on the imprest system, and the Management Committee must decide the amount of petty cash to be kept in the account.

55.9 All expenditure must be approved or ratified at a Management Committee meeting.

56 General financial matters

56.1 The Sub Branch shall provide a balance sheet of its financial accounts to State Branch within 30 days of the AGM, including statements of financial position and financial performance, verified to the level required of the Sub Branch (Rule 42, 43 or 44) under the Act.

56.2 The Sub Branch 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.

56.3 The Sub Branch 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.

56.4 Subject to Rules 17.3, 51.3 and 56.3, the Management Committee may determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of the Sub Branch are open to the inspection of Members other than Committee Members, and a Member other than a Committee Member does not have the right to inspect any document of the Sub Branch except as provided by law or authorised by the Management Committee or by the Sub Branch in general meeting.

56.5 Despite Rule 56.4, the Management Committee may refuse access to a document where the Management Committee (acting reasonably) considers that such access would or would be likely to cause the Sub Branch to lose the benefit of any form of evidentiary privilege, including legal professional privilege.

56.6 The income and property of the Sub Branch must be used solely in promoting the Sub Branch's objects and exercising the Sub Branch's powers.

57 Documents

57.1 The Management Committee must ensure the safe custody of books, documents, instruments of title and securities of the Sub Branch.

57.2 The Sub Branch shall maintain:

- (a) a book or statement of amounts received and paid;

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- (b) a receipt book of receipt forms;
- (c) records of accounts the Sub Branch keeps with financial institutions that are given to the Sub Branch by the financial institutions;
- (d) a register of Members;
- (e) a register of assets;
- (f) a petty cash book; and
- (g) a Minute Book of the Management Committee.

58 Financial year

58.1 The end date of the Sub Branch's financial year is 31 December in each year.

59 Distribution of surplus assets to another entity

59.1 This Rule applies if the Sub Branch:

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

59.2 The surplus assets must not be distributed among the Members of the Sub Branch.

59.3 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 Sub Branch; and
- (b) State Branch Rules prohibit the distribution of the entity's income and assets to its Members.

59.4 If the surplus assets cannot be given to the State Branch due to the operation of Rule 59.3 the surplus assets will be given to the League.

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

60 Withdrawing of Sub Branch's charter

60.1 This Rule applies if the Sub Branch is:

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

60.2 If the Management Committee of the State Branch so resolves that the Sub Branch:

- (a) has, in the opinion of the Management Committee, 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 Sub Branch made by State Branch from time to time existing; or
- (d) has failed to ensure that its Members are bound by the State Branch Rules or by-laws and such policies and directives made by the League and State Branch as are applicable to the Sub Branch;

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

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- (e) if the Sub Branch for any reason does not wish to remain associated with the State Branch or the League, the Sub Branch shall:
- (f) transfer all assets, property (real or personal) to the State Branch; and
- (g) shall cease and desist using the name or style 'RSL' or 'Returned Services League' in signage, correspondence and all other communications whether verbal, electronic or otherwise.

61 Constitution not subject to section 47 of Act

61.1 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 Sub Branch.

62 Community Link

The badges, plaques and memorabilia of "Community Link" shall only be used by the Sub Branch for the purposes of Community Link identification and publicity. The Sub Branch shall not permit any use of Community Link badges, plaques and memorabilia without the approval of State Branch.



ANNEX 1
TO RETURNED & SERVICES LEAGUE
OF AUSTRALIA (QUEENSLAND BRANCH)
NORTH GOLD COAST SUB BRANCH Inc
CONSTITUTION

Membership Eligibility Criteria

Associate Members

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

Life Members

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

Service Members

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

Citizen Auxiliary Members

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

- (a) is not eligible to be a Service Member of the League;
- (b) is over the age of eighteen (18) years;
- (c) has signed a "Citizen Auxiliary Member Application Form" in the form approved by the Management Committee 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 Sub Branch 's Constitution and by-laws; and
- (d) is, in the opinion of the Management Committee, a fit and proper person to be a Member of the League and the Sub Branch; and
- (e) has paid the annual Membership subscription as determined by the Management Committee.