

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

**BEENLEIGH & DISTRICT
Sub Branch Incorporated**

CONSTITUTION

31 August 2025

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1 Definitions and interpretation

1.1 Definitions

In this Constitution:

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

Act means the *Associations Incorporation Act 1981 (Qld)*.

Advisory Body means an advisory body appointed under rule 13.

AGM means the annual general meeting of the Association.

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

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

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

Board means the management committee of the Association as elected under this Constitution.

By-Law means a by-law of the Association either promulgated by the Association or otherwise, and as approved by RSL Queensland.

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

Club Management means those authorised officers employed by the Association from time to time who, as part of their duties, are responsible for managing the day-to-day business operations of the Association.

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

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

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

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

District Branch By-Laws means the by-laws of the District Branch in force from time to time and as approved by RSL Queensland.

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

Executive means the following officers of the Sub Branch:

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

- (c) Immediate Past President;
- (d) Treasurer;
- (e) Secretary (if also a member of the Board); and
- (f) such other members of the Board as the Board may decide from time to time.

Financial Policies means the policies and procedures adopted and implemented by the Association's key management personnel (including the General Manager, Operations Manager and Finance Manager) from time to time which govern the financial and accounting practices of the Association.

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

Immediate Past President means the Board member who held the position of President immediately prior to the current President.

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

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

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

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

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

Miscellaneous List of Members is the register known by that name which is kept and maintained by RSL Queensland pursuant to the RSL Queensland Constitution, and which contains the names of all those Service Members and Life Members who have been transferred consequent upon a determination made by the RSL Queensland Tribunal.

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

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

Present means:

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

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

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

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

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

RSL National Constitution means the constitution of RSL Australia in force from time to time.

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

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

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

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

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

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

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

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

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

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

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

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

Subcommittee means a subcommittee appointed under rule 12.

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

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

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

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

Sub-Branch Premises means the licensed premises, buildings, freehold property and leasehold property.

1.2 **Interpretation**

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

2 **Name**

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

3 **Objects**

3.1 The main object for which the Association is established is to relieve the distress and poverty suffered by the sick, helpless, wounded, aged, vulnerable, destitute and needy among those who are serving or who have served in the Australian Defence Forces and their dependants.

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

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

- (a) facilitating the close and kindly ties of friendship created by a mutual service in the Australian Defence Force or in the forces of nations traditionally allied with Australia and the recollections associated with that experience;
- (b) maintaining a proper standard of dignity and honour among all past and present members of the Defence Forces of the nation and setting an example of public spirit and noble hearted endeavour;
- (c) protecting the good name and preserve the interests and standing of members of the Australian Defence Force; and
- (d) encouraging 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;
- (e) encouraging loyalty to Australia and secure patriotic service in the interests of Australia;

3.2.2 assist in the preservation of the memory and the records of those who suffered and died for Australia, erect monuments to their valour, provide them with suitable burial places, and establish and preserve, in their honour, the annual commemoration days known as ANZAC Day, Remembrance Day and other commemorative days;

- 3.2.3 providing welfare to the sick, helpless, wounded, vulnerable, aged, destitute and needy;
- 3.2.4 support serving Australian Defence Force members at home and abroad and actively assist them in their transition to civilian life, especially if they are detrimentally affected by their defence service;
- 3.2.5 be part of a national association which is non sectarian, and in relation to party politics, non partisan;
- 3.2.6 establish and accept trusts having for their objects the welfare and benefit of members of RSL National, its State Branches, or Sub-Branches, or of any member, or ex-member, of the Australian Defence Force, or their dependants;
- 3.2.7 establish Auxiliary branches of RSL National throughout the State of Queensland and in such other places as the Association may, from time to time determine;
- 3.2.8 seek the cooperation of like associations, corporations and/or other persons to further the Association's objects;
- 3.2.9 undertake all manner of charitable or other work to further the objects and to accept any specific or general gifts or bequests for such charitable or other purposes, whether conditional or not;
- 3.2.10 make grants to and give assistance to such persons, trusts, groups, associations, societies, institutions or other organisations and authorities having objects similar to those of the Association and to establish such scholarships as the Association may, from time to time, determine;
- 3.2.11 raise money to further the aims of the Association and to secure sufficient funds for the purposes of the Association;
- 3.2.12 receive any funds and to distribute these funds in a manner that best attains the objects of the Association;
- 3.2.13 conduct commercial, marketing and sponsorship activities consistent with relevant legislation and the Association's objects;
- 3.2.14 all such things that further, are in aid of, or are ancillary or incidental to the attainment of all or any of the objects of the Association; and
- 3.2.15 support and promote the development of sporting activities to aid the mental and physical health of the community through participation by providing facilities for the conduct of sporting activities and events.

4 Association's relationship with RSL Queensland and the League

- 4.1 RSL Queensland has jurisdiction over all Sub-Branches within its State or Territory, which for the avoidance of doubt includes the Association.
- 4.2 The Association must comply with, and ensure that its Members comply with the following, in order of precedence:

- 4.2.1 the RSL National Constitution and RSL National By-Laws;
 - 4.2.2 the RSL Queensland Constitution and RSL Queensland By-Laws;
 - 4.2.3 any District Branch Constitution and District Branch By-Laws; and
 - 4.2.4 this Constitution and any By-Laws.
- 4.3 For the avoidance of doubt, RSL Queensland will not be responsible for the liabilities of the Association unless such liability is expressly taken over by a resolution at the RSL Queensland AGM or a resolution of the RSL Queensland Board.

5 Powers

- 5.1 Subject to rules 4 and 5.2, the Association has the powers of an individual. The Association may, for example:
- 5.1.1 enter into contracts;
 - 5.1.2 acquire, hold, deal with and dispose of property;
 - 5.1.3 make charges for services and facilities it supplies; and
 - 5.1.4 do other things necessary or convenient to be done in carrying out its affairs;
- 5.2 The Association may exercise the following powers provided that prior written notice is provided to RSL Queensland:
- 5.2.1 purchase, sell, lease, mortgage, charge, exchange or otherwise acquire, dispose of or encumber any real property; and
 - 5.2.2 borrow or raise money in particular by mortgage or other securities upon all or any property of the Association, present or future.
 - 5.2.3 issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association.
- 5.3 The Association may only amend or alter this constitution with the prior written consent of RSL Queensland.
- 5.4 The income and property of the Association must be applied solely to the purpose of promoting and fulfilling the objects contained in rule 3.
- 5.5 No part of the income or property of the Association is to be paid or transferred directly or indirectly, by way of a dividend, bonus or other similar payment to any Member.
- 5.6 Nothing in rule 5.5 prevents the Association making a payment in good faith of any of the following, provided any such payment does not exceed the amount ordinarily payable by parties dealing at arm's length in similar transactions:
- 5.6.1 remuneration to any officers or employees of the Association for services actually rendered to the Association;
 - 5.6.2 an amount to any Member in return for any services actually rendered to the Association or for goods supplied in the ordinary and usual course of business;

- 5.6.3 reimbursement of expenses reasonably and properly incurred by any Member on the Association's behalf with the prior written consent of the Board; or
- 5.6.4 making a payment or providing a benefit to a Member in promoting and fulfilling the objects contained in rule 3.

6 Membership

6.1 Classes of members

The Members are divided into Voting and Non-voting Members, as follows:

- 6.1.1 **Voting Members** comprise natural persons who have all of the rights of Members under and in accordance with this Constitution, including the right to:
 - (a) receive notice of general meetings of Members;
 - (b) vote at general meetings of Members, subject to any limitations set out in this Constitution or at law; and
 - (c) stand for election to the Board, subject to any limitations in this Constitution or at law.
- 6.1.2 **Non-voting Members** comprise a single class of membership and have the rights of Members provided in this Constitution, excluding the following entitlements:
 - (a) vote at general meetings of Members; and
 - (b) stand for election to the Board, unless otherwise specified in this Constitution.

6.2 Categories of members

- 6.2.1 The classes of Members are further broken down into the following categories of membership:
 - (a) Service Members are the only category of **Voting Membership**.
 - (b) Different Categories of **Non-voting Membership** are as follows:
 - (i) Associate Members
 - (ii) Temporary Members; and
 - (iii) Social Members.
- 6.2.2 The Voting Members may, by ordinary resolution at a general meeting of the Association, vary:
 - (a) the different categories of Non-voting Membership; and
 - (b) the different criteria for admission or different entitlements for Non-Voting Members (other than rights of Non-Voting Members provided in this Constitution which will prevail), provided that the Association obtains RSL Queensland approval to the variation.

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

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

A Member, Secretary or Director is not personally liable to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of a winding up of the Association.

6.4 **Automatic membership**

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

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

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

6.5 **New membership**

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

6.5.2 An application for membership must be:

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

6.6 **Membership fees**

6.6.1 The membership fee payable by:

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

6.7 **Admission and rejection of new members**

- 6.7.1 When assessing applications to become a Service Member, the Association must comply with any applicable assessment criteria and processes set out in the RSL Queensland Constitution and RSL Queensland By-Laws from time to time.
- 6.7.2 The Board must consider an application for membership at the next Board meeting held after it receives:
- (a) the application for membership;
 - (b) the appropriate membership fee for the application; and
 - (c) the other material referred to in rule 6.5.2(e).
- 6.7.3 The Board must ensure that, as soon as possible after the person applies to become a Member, and before the Board considers the person's application, the person is advised:
- (a) whether or not the Association has public liability insurance; and
 - (b) if the Association has public liability insurance, the amount of the insurance.
- 6.7.4 The Board must decide at the meeting whether to:
- (a) accept or reject the application; or
 - (b) seek further supporting evidence to demonstrate that the application satisfies the relevant Membership Eligibility Criteria.
- 6.7.5 If a majority of the members of the Board Present at the meeting vote to accept the applicant as a Member, the applicant must be accepted as a Member for the class and category of membership applied for.
- 6.7.6 The Board may reject an application for membership if, in its discretion, acting reasonably and in good faith, it is satisfied that the applicant does not satisfy the relevant Membership Eligibility Criteria.
- 6.7.7 The Secretary or RSL Queensland (if agreed between the Association and RSL Queensland) must, as soon as practicable after the Board decides to reject an application for membership, give the applicant a written notice of the decision, which must state the applicant's right to appeal the decision, if any.

6.8 **Associate Members**

- 6.8.1 Any Service Member who is a member of any Sub-Branch in Australia, which for the sake of clarity is not the Association (**Associate's Sub-Branch**), may apply to be admitted as an Associate Member of the Association.
- 6.8.2 An application under rule 6.8.1 must be lodged with the Secretary and, upon being admitted, the applicant will be known as an Associate Member.

6.9 **Transfer of membership**

- 6.9.1 A service member:
- (a) of another Sub-Branch;
 - (b) on the Unattached List of Members; or
 - (c) on the Miscellaneous List of Members,
- may apply for a transfer to be a Service Member of the Association.
- 6.9.2 An application for a transfer under rule 6.9.1(c) is not valid if the term of the member's listing on the Miscellaneous List of Members has not yet expired.
- 6.9.3 The Board may accept or reject a proposed transfer under rule 6.9.1, subject always to the RSL Queensland Constitution and RSL Queensland By-Laws.
- 6.9.4 If the Board decides to reject the proposed transfer of an applicant it will advise the applicant as appropriate, in writing within 21 days, together with the reasons for its decision and the applicant's right of appeal.
- 6.9.5 Within 28 days after the date of notice in writing referred to in rule 6.9.4, the applicant may lodge an appeal in writing. Such an appeal will be lodged, together with the sum to process the appeal as is determined and published by RSL Queensland.
- 6.9.6 In the case of a decision made by the Board to reject a transfer application under this rule, RSL Queensland, having jurisdiction over the Association, will be responsible for resolving the appeal.
- 6.9.7 The RSL Queensland By-Laws may impose additional member transfer processes from time to time.

6.10 **When membership ends**

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

- (c) has membership fees overdue;
 - (d) conducts themselves in a way considered to be injurious or prejudicial to the character or interests of the Association or the League; or
 - (e) has been reprimanded or warned of matters concerning the Member's conduct under rule 7.1 three or more times,
- provided the Board first gives the Member a full and fair opportunity to show why the membership should not be terminated.

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

6.11 **Rights following rejection of an application**

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

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

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

6.12 **Rights following termination of membership**

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

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

6.13 **Register of members**

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

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

- (a) the full name of the Member;
- (b) the postal or residential address of the Member;
- (c) the class and category of Member;
- (d) the date of admission as a Member;

- (e) the date of death or time of resignation of the Member;
 - (f) details about the termination or reinstatement of membership; and
 - (g) any other particulars the Board, or the Service Members at a general meeting, decide.
- 6.13.3 The register must be open for inspection by Service Members at all reasonable times, which shall be at the discretion of the Secretary (acting reasonably).
- 6.13.4 A Service Member must contact the Secretary to arrange an inspection of the register.
- 6.13.5 The Board may, on the application of a Member, withhold information about the Member from the register available for inspection (other than the Member's full name) if the Board has reasonable grounds for believing the disclosure of the information would put the Member at risk of harm or contravenes the *Privacy Act 1988* (Cth).

6.14 **Prohibition on use of information on Register of Members**

- 6.14.1 A Member must not:
- (a) use directly or indirectly information obtained from the Register of Members of the Association to contact, or send material to, another Member for the purpose of advertising for political, religious, charitable or commercial purposes; or
 - (b) disclose information obtained from the Register of Members to someone else, knowing that the information is likely to be used to contact, or send material to, another Member for the purpose of advertising for political, religious, charitable or commercial purposes.
- 6.14.2 Rule 6.14.1 does not apply if the use or disclosure of the information is approved by the Voting Members.

7 **Disciplinary and grievance procedures**

7.1 **Disciplinary Procedures**

- 7.1.1 The disciplinary provisions applying to the Association in relation to Service Members are those set out in the RSL Rules.
- 7.1.2 Subject to rule 7.1.3, the disciplinary provisions applying to the Association in relation to Members (other than Service Members), are as follows:
- (a) If any member of the Club Management has reason to believe that a Member may be guilty of 'conduct unbecoming a member' the Club Management will issue a notice of misconduct to the Member (**Notice**) within 14 business days of the relevant conduct, stating:
 - (i) the time, date and type of misconduct; and

- (ii) the length of any temporary suspension from the licenced premises.
 - (b) The Member will have 14 business days from the date of the Notice to provide a written response to the Association in relation to the allegations set out in the Notice (**Written Response**).
 - (c) Members of Club Management will hold a disciplinary meeting to consider the conduct of the Member described in the Notice in accordance with the RSL Rules, together with any Written Response provided by the Member (**Disciplinary Meeting**).
 - (d) The Disciplinary Meeting will be held on the date which is 21 days from the date of the Notice, or such later date as nominated by Club Management in its discretion.
 - (e) If the Member does not provide a Written Response to the Association in accordance with clause 7.1.2(b), Club Management shall be under no obligation to consider any material presented or submissions made by the Member at the Disciplinary Meeting.
- 7.1.3 The provisions set out in rule 7.1.2 do not restrict the rights granted and the obligations imposed on the Association under the *Liquor Act 1992* (Qld) and, for the sake of clarity, the Board and the Association can take any action authorised under, or otherwise necessary to comply with, the *Liquor Act 1992* (Qld) or the terms of any licence or permit granted to the Association under the *Liquor Act 1992* (Qld).
- 7.1.4 For the sake of clarity, the Association may take any action authorised under the *Liquor Act 1992* (Qld) including banning a Member (other than a Service Member) from the Sub Branch Premises without first following the process set out in rule 7.1.2.
- 7.1.5 For the purposes of rule 7.1.2, "**conduct unbecoming a member**" has the meaning given to that term in the RSL Queensland By-Laws.

7.2 **Grievance Procedures**

- 7.2.1 This rule 7.2 sets out a grievance procedure for dealing with a dispute under the rules between parties as mentioned in section 47A(1) of the Act, being disputes between a Member and:
- (a) another Member;
 - (b) the Board; or
 - (c) the Association.
- 7.2.2 For the avoidance of doubt, this grievance procedure:
- (a) can not be used by a person whose membership has been terminated if the rules provide for an appeal process against termination; and
 - (b) is in addition to any grievance procedure set out in the RSL Rules for Service Members.

- 7.2.3 A Member (the **Aggrieved Party**) initiates the grievance procedure in relation to the dispute by giving a notice in writing of the dispute:
- (a) to the other party; and
 - (b) if the other party is not the Board, to the Board.
- 7.2.4 If two or more Members initiate a grievance procedure in relation to the same subject matter, the Board may deal with the disputes in a single process and the Members must choose one of the Members (also the Aggrieved Party) to represent the Members in the grievance procedure.
- 7.2.5 Subject to rule 7.3, the parties to the dispute must, in good faith, attempt to resolve the dispute.
- 7.2.6 If the parties to the dispute cannot resolve the dispute within 14 days after the Aggrieved Party initiates the grievance procedure, the Aggrieved Party may, within a further 21 days, ask the Secretary to refer the dispute to mediation.
- 7.2.7 Subject to rule 7.3, if the Aggrieved Party asks the Secretary to refer the dispute to mediation under subrule 7.2.6, the Board must refer the dispute within 14 days after the request.

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

- 7.3.1 This rule applies if:
- (a) a Member initiates a grievance procedure in relation to a dispute and the Association or the Board is the other party to the dispute; or
 - (b) the Aggrieved Party asks the Secretary to refer the dispute to mediation under rule 7.2.6.
- 7.3.2 The Board does not have to act under rule 7.2.5 or 7.2.7 if:
- (a) the Aggrieved Party has, within 21 days before initiating the grievance procedure, behaved in a way that would give the Board grounds for taking disciplinary action under the rules against the Aggrieved Party in relation to the matter the subject of the grievance procedure; or
 - (b) before the grievance procedure was initiated, a process had started to take action under the rules against the Aggrieved Party or to terminate the Aggrieved Party's membership, as provided for under the rules, and the dispute relates to that process or to a matter relevant to that process; or
 - (c) the dispute relates to an obligation under the *Liquor Act 1992* or any other State law to prevent the entry of the Aggrieved Party to, or to remove the Aggrieved Party from, premises used by the Association, or to refuse to serve liquor to the Aggrieved Party at the premises; or
 - (d) the dispute could reasonably be considered frivolous, vexatious, misconceived, or lacking in substance or the

dispute relates to a matter that has already been subject of the grievance procedure.

7.4 Appointment of mediator

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

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

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

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

7.5 Conduct of mediation

7.5.1 If a mediator is appointed under rule 7.4, the mediator must start the mediation as soon as possible after the appointment and try to finish the mediation within 28 days after the appointment.

7.5.2 Subrule 7.5.1 does not apply if the mediator is the director of a dispute resolution centre.

7.5.3 The mediator:

- (a) must give each party to the dispute an opportunity to be heard on the matter the subject of the dispute; and
- (b) must comply with natural justice; and
- (c) must not act as an adjudicator or arbitrator; and
- (d) during the mediation, may see the parties, with or without their representatives, together or separately.

7.5.4 The parties to the dispute must act reasonably and genuinely in the mediation and help the mediator to start and finish the mediation within the time required under subrule 7.5.1.

7.5.5 The costs of the mediation, if any, are to be shared equally between the parties unless otherwise agreed.

7.5.6 If the mediator can not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law (and in the case of Service Members, in accordance with the RSL Rules).

7.6 Representation for grievance procedure

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

7.7 **Electronic communication for grievance procedure**

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

8 **Executive roles**

8.1 **Eligibility as Secretary**

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

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

8.2 **Appointment or election of Secretary**

- 8.2.1 If a vacancy happens in the office of Secretary, the Board must ensure a Secretary is appointed or elected within 1 month after the vacancy happens.
- 8.2.2 If the Board appoints a person mentioned in rule 8.1.2(c) as Secretary, the person does not become a member of the Board.
- 8.2.3 If the Board appoints a Service Member as Secretary in accordance with rule 8.1.2(b), that Service Member will only become a member of the Board if they are appointed as Secretary to fill a Casual Vacancy in accordance with rule 9.6.

8.2.4 For the sake of clarity, the Board may only appoint a Service Member, and not a person mentioned in rule 8.1.2(c), as Secretary to fill a Casual Vacancy on the Board.

8.3 **Removal of Secretary**

8.3.1 The Board may at any time remove a person appointed by the Board as the Secretary.

8.3.2 If the Board removes a person as the Secretary, who is:

- (a) a person mentioned in rule 8.1.2(a), the person remains a member of the Board; or
- (b) a person mentioned in rule 8.1.2(b) and who has been appointed to a Casual Vacancy on the Board under rule 8.2.3, the person remains a member of the Board.

8.4 **Functions of Secretary**

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

- 8.4.1 calling meetings of the Association, including preparing notices of a meeting and of the business to be conducted at the meeting, in consultation with the President, or as directed by the Board, or by the Members in accordance with rule 16.5;
- 8.4.2 keeping minutes of each meeting;
- 8.4.3 keeping copies of all correspondence and other documents relating to the Association; and
- 8.4.4 maintaining the Register of Members.

8.5 **Eligibility as President**

The person may be nominated as President in accordance with rule 8.7 if they:

- 8.5.1 are a Service Member;
- 8.5.2 have held office as a member of the Board for a minimum of 12 months at the date on which that Service Member is nominated for election;
- 8.5.3 do not, or will not as at the date of the general meeting at which the election is held, also hold the office of Treasurer; and
- 8.5.4 reside in Queensland, or in another State but not more than 65km from the Queensland border.

8.6 **Term of office of President**

8.6.1 A person shall not continue to hold the office of President for a period in excess of three consecutive years or until the third annual general meeting following the President's election, whichever is the longer, without submitting to re-election.

8.6.2 If a President is required to submit for re-election as a Director because of rule 9.7, they must also submit for re-election as

President at the AGM in which they are seeking re-election as a Director.

8.7 **Nomination of Presidents**

- 8.7.1 If a vacancy occurs in the office of President (**Vacancy**), the Deputy President will be appointed as interim President until the next AGM, at which time an election for a new President will be held in accordance with rule 8.8.
- 8.7.2 A person who meets the eligibility criteria set out in rule 8.5 may:
- (a) nominate themselves for election as President; or alternatively
 - (b) be nominated for election as President by any two Service Members of the Association (**Nomination**).
- 8.7.3 The Nomination must be:
- (a) in writing;
 - (b) signed by the candidate and, if applicable, the Service Members who nominated them; and
 - (c) given to the Secretary, or in the absence of the Secretary, to the current President, Deputy President or Treasurer, by no later than 3pm (AEST) on that date which is at least 14 days before the general meeting at which the election is to be held in accordance with rule 8.8.

8.8 **Procedure for the election of the President**

- 8.8.1 An election for a President will only be held at a general meeting where:
- (a) such election is required to appoint a new President to fill a Vacancy in accordance with rule 8.7.1; or
 - (b) the current President has been required to submit for re-election in accordance with rule 8.6; or
 - (c) a resolution is being considered to remove the President from their office as Director in accordance with rule 9.5.3.
- 8.8.2 Each Service Member Present and eligible to vote at the relevant meeting may vote for one candidate to be elected to the office of President.
- 8.8.3 A list of the candidates' names in alphabetical order, with the names of the Service Members who nominated each candidate, must be posted in a conspicuous place in the office or usual place of meeting of the Association for at least seven days immediately preceding the relevant meeting.
- 8.8.4 The sequencing of candidates' names on ballot papers or slips must be determined by a draw conducted by such person as is nominated by the Board.
- 8.8.5 For the sake of clarity:

- (a) if a candidate no longer meets the eligibility criteria set out in rule 8.5 at the time of the election, the Board may disregard any votes cast in favour of that candidate for the purpose of determining the results of the election; and
- (b) if no Nominations are received in accordance with rule 8.7, the Deputy President will continue to act as interim President until the next AGM.

8.9 **Removal of President**

8.9.1 The Association may remove a person as President by removing that person from the office of Director in accordance with rule 9.5.3.

8.9.2 A person will cease to hold the office of President if they:

- (a) resign from their office as Director in accordance with rule 9.5.2; or
- (b) no longer meet the eligibility requirements set out in rule 8.5, in which case a Vacancy will arise in accordance with rule 8.7.1.

9 **Election, appointment and retirement of Directors**

9.1 **Membership of Board**

9.1.1 The Board comprises a minimum of three and up to nine Members as follows:

- (a) a president;
- (b) an Immediate Past President (if any);
- (c) a treasurer; and
- (d) up to seven other Members (excluding Temporary Members) which may include:
 - (i) the Secretary (but only if elected under rule 8.1.1 or appointed under rule 8.1.2(a) or appointed as described in rule 8.2.3);
 - (ii) subject to rule 9.1.2, one Social Member Director;
 - (iii) a deputy president.

9.1.2 The Board may pass a resolution that the election of one Social Member to the Board will be undertaken at the next AGM of the Association.

9.1.3 All members of the Board, other than the Social Member Director and the Secretary, must be current Service Members.

9.2 **Election of Directors**

9.2.1 A Director may only be elected as follows:

- (a) **Election of Directors who are Service Members:** for the election of a Director, other than a Social Member Director,

any two Service Members of the Association may nominate another Service Member (the candidate) to serve as a member of the Board; or

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

9.2.2 The nominations under rules 9.2.1(a) and (b) must be:

- (a) in writing;
- (b) signed by the candidate and the Members who nominated them; and
- (c) given to the Secretary, or in the absence of the Secretary, to the President, Deputy President or Treasurer, by no later than 3pm (AEST) on that date which is at least 14 days before the meeting at which the election is to be held.

9.3 **Eligibility of Directors**

A person may be a candidate for election as a Director only if the person:

- 9.3.1 is an adult who is at least 18 years of age;
- 9.3.2 is not ineligible under the Act or any other law applying to the Association;
- 9.3.3 is not disqualified from being a responsible person for a registered charity by the ACNC (if the Association is registered with the ACNC);
- 9.3.4 is not of unsound mind or whose personal estate is liable to be dealt with in any way under the law relating to mental health; and
- 9.3.5 is not an employee of the Association nor been an employee of the Association for any period of time in the 36 months leading up to the relevant meeting, nor any related entity employing staff of the Association.
- 9.3.6 has not then already served on the Board for four continuous terms of three years unless:
 - (a) a period of at least 12 months has elapsed since conclusion of that person's last term of office on the Board; and/or
 - (b) at a general meeting of the Association, a majority of Members Present and eligible to vote at the meeting vote in favour of allowing a person to serve on the Board for an additional three year term.

For the purposes of this rule 9.3.6, the term of appointments effected prior to this Constitution coming into effect will be counted.

9.4 **Election procedure**

- 9.4.1 **Election of Directors who are Service Members:** for the purpose of a nomination under rule 9.2.1(a), each Service Member

Present and eligible to vote at the relevant meeting may vote for such number of candidates as there are vacant positions of Directors who are Service Members on the Board.

- 9.4.2 **Election of Director who is a Social Member:** for the purpose of a nomination under rule 9.2.1(b), each Service Member Present and eligible to vote at the relevant meeting may vote for such number of candidates as there are vacant positions of Directors who are Social Members on the Board.
- 9.4.3 A list of the candidates' names in alphabetical order, with the names of the Members who nominated each candidate, must be posted in a conspicuous place in the office or usual place of meeting of the Association for at least seven days immediately preceding the relevant meeting.
- 9.4.4 The sequencing of candidates' names on ballot papers or slips must be determined by a draw conducted by such person as is nominated by the Board.
- 9.4.5 The Board must ensure that, before any candidate is elected as a member of the Board, the candidate is advised:
- (a) whether or not the Association has public liability insurance; and
 - (b) if the Association has public liability insurance—the amount of the insurance.

9.5 **Resignation, removal or vacation of office of a Director**

- 9.5.1 A Director:
- (a) must retire from the Board at an AGM if at the conclusion of that AGM, they would have been in office for three or more years since their last election; and
 - (b) may submit themselves for re-election at the AGM.
- For the purposes of this rule, the term of any appointments effected prior to this Constitution coming into effect will be counted.
- 9.5.2 A Director may resign from the Board by giving written notice of resignation to the Secretary, or in the absence of the Secretary, to the President or Treasurer. The resignation takes effect at:
- (a) the time the written notice is received by the Secretary (or President or Treasurer, if applicable); or
 - (b) if a later time is stated in the notice—the later time.
- 9.5.3 A Director may be removed from office at a general meeting of the Association if a three quarters majority of the Voting Members Present vote in favour of removing the Director. Before a vote of Members is taken about removing the Director from office, the Director must be given a full and fair opportunity to show cause why they should not be removed from office. A Director has no right of appeal against the Director's removal from office under this rule.

- 9.5.4 The office of a Director will become immediately vacant:
- (a) if the Director becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (b) if the Director, without the prior written consent of the Board, misses three meetings of the Board in any given 12-month period and the Board passes a resolution that the office of that Director is vacant;
 - (c) if the Director would otherwise be ineligible to stand for election under rule 9.3; or
 - (d) in the circumstances mentioned in the Act as circumstances in which the office of a member of the Board is vacated.

9.6 **Vacancies on Board**

- 9.6.1 If a Casual Vacancy happens on the Board, the continuing Directors may appoint another Service Member to fill the vacancy for the balance of the term.
- 9.6.2 The continuing Directors may act despite a Casual Vacancy on the Board unless the number of Board members is less than the number fixed under rule 11.2.1 as a quorum of the Board, in which case the continuing Directors may act only to:
- (a) increase the number of Board members to the number required for a quorum; or
 - (b) call a general meeting of the Association.

9.7 **Term of office of Directors**

- 9.7.1 At each AGM the following Directors must retire from office:
- (a) any Director required to submit to re-election because of rule 9.5.1;
 - (b) one-third of the Directors for the time being, or if their number is not a multiple of three then the greater of:
 - (i) one; or
 - (ii) the number nearest to but not exceeding one-third.
- 9.7.2 For the sake of clarity, a Director required to submit to re-election because of rule 9.5.1 shall be included for the purpose of determining the Directors required to retire in accordance with rule 9.7.1(b).
- 9.7.3 The Directors to retire under rule 9.7.1(b) shall be determined according to the length of time each Director has spent in office, with those having spent the longest time in office retiring.
- 9.7.4 Where two or more Directors have been in office an equal length of time, the Directors to retire shall, in default of agreement between them, be determined by lot.

- 9.7.5 The length of time a Director has been in office shall be computed from the Director's last election or appointment where the Director has previously vacated office.
- 9.7.6 A retiring Director shall retain office until the conclusion of the AGM at which the retiring Director's successor is elected.
- 9.7.7 A retiring Director shall be eligible for re-election.

10 Powers of the Board

- 10.1 The Board has the general control and management of the administration of the affairs, property and funds of the Association, subject to, in order of precedence:
 - 10.1.1 the Act, any regulations made under the Act and any other law that applies to the Association; and
 - 10.1.2 the RSL Rules.
- 10.2 The Board has authority to interpret the meaning of this Constitution and any matter relating to the Association on which this Constitution is silent, but any interpretation must have regard to the Act, including any regulation made under the Act and the RSL Rules.
- 10.3 Subject to rules 4 and 5.2, the Board may exercise the following powers of the Association:
 - 10.3.1 to borrow, raise or secure the payment of amounts in a way the Members decide;
 - 10.3.2 to secure the amounts mentioned in rule 10.3.1 or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the Association's property, both present and future;
 - 10.3.3 to purchase, redeem or pay off any securities issued;
 - 10.3.4 to mortgage or charge the whole or part of its property;
 - 10.3.5 to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association;
 - 10.3.6 to provide and pay off any securities issued;
 - 10.3.7 to invest in a way the Members may from time to time decide, provided that such investment is in the names of the Association, or trustees for the Association, in any investment authorised by the laws of the State of Queensland for the investment of trust moneys or in the purchase or improvement of any land, estate or interest therein or other property whatsoever or by way of mortgage over freehold land, or in debentures, notes, or other deposits, with permanent building societies or any finance company which is an Australian resident for the purposes of the Corporations Act;
 - 10.3.8 appoint any person eligible to act as chief executive officer of the Association (by whatever title determined by the Board) for the

period and on the terms (including as to remuneration) the Board sees fit; and

10.3.9 appoint a Delegate.

10.4 Without limiting the Board's powers under rule 10.3.8, the Board may:

10.4.1 upon terms and conditions and with any restrictions they see fit, confer on the chief executive officer any of the powers that the Board can exercise;

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

10.4.3 if the chief executive officer becomes incapable of acting in that capacity the Board may appoint any other person to act temporarily as chief executive officer until such time as the position can be permanently filled.

11 Proceedings of the Board

11.1 Meetings of Board

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

11.1.2 The Board must meet at least once every month to exercise its functions.

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

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

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

11.1.6 If there is no President or if the President is not Present within 30 minutes after the time fixed for a Board meeting, then another member of the Executive will preside as chairperson at the meeting.

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

(a) each of the Directors taking part in the meeting by telephone or other form of instantaneous audio or audio and visual communication must throughout the meeting be able to hear each of the other Directors taking part;

(b) at the commencement of the meeting each Director must acknowledge their presence to all the other Directors taking part and will conclusively be presumed to have been present and to have formed part of the quorum at all times unless excused under rule 11.1.7(d);

(c) if the Secretary is not present at the meeting one of the Directors so present will take minutes of the meeting, or cause them to be taken; and

- (d) a Director may not leave a meeting conducted pursuant to this rule 11.1.7 unless they have previously obtained the express consent of the chairperson of the meeting.
- 11.1.8 A Director who participates in the meeting as mentioned in rule 11.1.7 is taken to be present at the meeting.
- 11.1.9 A motion arising at a Board meeting is to be resolved by a majority of members of the Board:
 - (a) Present at the meeting; and
 - (b) entitled to vote on the motion,and if the votes are equal, the motion is decided in the negative.
- 11.1.10 Subject to rule 11.1.11, a Director is entitled to vote on questions to be considered by the Board under rule 11.1.9 as follows:
 - (a) a Social Member Director may not vote on League Matters; and
 - (b) all other Directors may vote on League Matters and non-League Matters.
- 11.1.11 A Director:
 - (a) must disclose any interest (financial or other) in a contract or arrangement with the Association at the first meeting at which the contract or arrangement is first considered. The disclosure and the method by which the conflict is managed is to be recorded in the minutes; and
 - (b) is excluded from voting in respect of a contract or arrangement in which they have an interest (financial or other).
- 11.1.12 Despite rule 11.1.11, a Director is not precluded from voting in respect of any contract or proposed contract of insurance, merely because the contract insures or would insure the Director against liability incurred by the Director as an officer of the Association.

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

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

- 11.2.1 At a Board meeting, the greater of:
 - (a) three Directors; or
 - (b) 50% of the Directors then on the Board, rounded up to the nearest whole number,form a quorum.
- 11.2.2 If there is no quorum within 30 minutes after the time fixed for a Board meeting called on the request of the Directors, the meeting lapses.

- 11.2.3 If there is no quorum within 30 minutes after the time fixed for a Board meeting called other than on the request of the Directors:
- (a) the meeting is to be adjourned for at least one day; and
 - (b) the Directors who are Present are to decide the day, time and place of the adjourned meeting.
- 11.2.4 If, at an adjourned meeting mentioned in rule 11.2.3, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

11.3 Special meeting of the Board

- 11.3.1 If the Secretary receives a written request signed by at least 33% of the Directors, the Secretary must call a special meeting of the Board by giving each Director notice of the meeting within 14 days after the Secretary receives the request.
- 11.3.2 If the Secretary is unable or unwilling to call the special meeting, the President must call the meeting.
- 11.3.3 A request for a special meeting must state:
- (a) why the special meeting is called; and
 - (b) the business to be conducted at the meeting.
- 11.3.4 A notice of a special meeting must state:
- (a) the day, time and place of the meeting; and
 - (b) the business to be conducted at the meeting (including the proposed wording of the special resolution, if applicable).
- 11.3.5 A special meeting of the Board must be held within 14 days after notice of the meeting is given to the members of the Board, unless the Board unanimously agrees otherwise.

11.4 Minutes of Board meetings

- 11.4.1 The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Board meeting are entered in a minute book.
- 11.4.2 To ensure the accuracy of the minutes, the minutes of each Board meeting must be signed by the chairperson of the meeting, or the chairperson of the next Board meeting, verifying their accuracy.

11.5 Resolutions of Board without meeting

- 11.5.1 A written resolution signed by all Directors entitled to vote on the resolution (excluding Directors who have requested and been given leave of absence by the Board) is to be treated as a determination of the Board passed at a Board meeting duly convened and held.
- 11.5.2 A resolution mentioned in rule 11.5.1 may consist of several documents in like form, each signed by one or more Directors and if so signed it takes effect on the latest date on which a Director signs one of the documents.

12 Appointment of Board subcommittees

- 12.1 The Board may appoint a subcommittee consisting of Members considered appropriate by the Board to provide advice and recommendations to the Board on specified matters (among any other functions determined by the Board).
- 12.2 A member of a Subcommittee who is not a member of the Board is entitled to vote at a Subcommittee meeting.
- 12.3 A Subcommittee must elect a Director to act as chairperson of its meetings.
- 12.4 If the chairperson is not present 30 minutes after the time fixed for a meeting, the members of the Subcommittee present may choose 1 of their number to be chairperson of the meeting.
- 12.5 A Subcommittee may meet and adjourn as it considers appropriate, and as directed by the Board.
- 12.6 A motion arising at a Subcommittee meeting is to be resolved by a majority of the Members present at the meeting and, if the votes are equal, the question is decided in the negative.

13 Appointment of Advisory Bodies

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

14 Acts not affected by defects or disqualifications

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

15 Annual General Meetings

15.1 Holding of AGM

15.1.1 An AGM must be held:

- (a) at least once each year; and
- (b) within six months after the end date of the Association's reportable Financial Year.

15.2 AGM business

At each AGM:

15.2.1 Members must be elected to the Board (if required); and

15.2.2 the Association must conduct all business required by the Act, ACNC (if applicable) and at law, including but not limited to, the following:

- (a) presenting each of the following documents for adoption, to the extent required by the Act and/or ACNC:
 - (i) a financial statement for the Association's last reportable Financial Year, in accordance with the requirements of the Act and/or ACNC; and
 - (ii) an audit report, in accordance with the requirements of the Act and/or ACNC; and
 - (iii) a verification statement, in accordance with the requirements of the Act; and
 - (iv) a written report of the Association's operation throughout the year; and
- (b) appointing an auditor, an accountant or an approved person for the present Financial Year (if required by the Act).

16 General meetings

16.1 Notice of general meeting

16.1.1 The Secretary may call a general meeting of the Association as and when directed by the President.

16.1.2 The Secretary must give at least 14 days notice of the meeting to each Voting Member of the Association.

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

16.1.4 A notice of a general meeting must be in writing and state the business to be conducted at the meeting and the Board may decide the way in which the notice must be given.

16.1.5 A notice of a meeting called to hear and decide a proposed special resolution of the Association must specify the proposed special resolution.

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

- 16.2.1 The quorum for a general meeting is at least the number of members elected to the Board at the close of the Association's last general meeting plus one.
- 16.2.2 However, if all Members are members of the Board, the quorum is the total number of Members less one.
- 16.2.3 No business may be conducted at a general meeting unless there is a quorum of Voting Members when the meeting proceeds to business.
- 16.2.4 If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the Board or the Association, the meeting lapses.
- 16.2.5 If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the Board or the Association:
 - (a) the meeting is to be adjourned for at least seven days; and
 - (b) the Board is to decide the day, time and place of the adjourned meeting.
- 16.2.6 The chairperson may, with the consent of any meeting at which there is a quorum and must if directed by the Voting Members present at the meeting, adjourn the meeting from time to time and from place to place.
- 16.2.7 If a meeting is adjourned under rule 16.2.6, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 16.2.8 The Secretary is not required to give the Voting Members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- 16.2.9 If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given to Voting Members in the same way notice is given for an original meeting.

16.3 **Procedure at a general meeting**

- 16.3.1 A Voting Member may take part and vote in a general meeting in person or by using any technology that reasonably allows the Member to hear and take part in discussions as they happen subject to any restrictions on voting set out in this Constitution.
- 16.3.2 A Voting Member who participates in a meeting using technology as mentioned in rule 16.3.1 is taken to be present at the meeting however, for the avoidance of doubt, the Association is not obliged to provide any such technology referred to in rule 16.3.1, which will be at the sole discretion of the Board.
- 16.3.3 At each general meeting:
 - (a) the President is to preside as chairperson;

- (b) if there is no President or if the President is not Present within 30 minutes after the time fixed for the meeting or is unwilling to act, the members of the Board who are Present must elect one 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 himself or herself from any such meeting.

16.3.4 The chairperson may temporarily vacate the chair at a general meeting in favour of another person present at any time and for any reason the chairperson sees fit and must do so if the Members are voting on the individual acting as chairperson's election or re-election to the Board.

16.4 **Voting at a general meeting**

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

16.4.2 If the Chairperson nominates at the general meeting that a particular question, matter or resolution must be decided by a special resolution then, subject to any limitations under the Act:

- (a) voting on that question, matter or resolution (**Special Resolution**) will be adjourned until the next general meeting, subject to the notice period under rule 16.4.2(a); and
- (b) written notice of Special Resolution will be given to all Service Members in accordance with the Act by posting such notice in a conspicuous place in the office or usual place of meeting of the Association for at least fourteen days immediately preceding the relevant general meeting at which voting on the Special Resolution will occur.

16.4.3 Each Voting Member present and eligible to vote on the matter at hand is entitled to one vote.

16.4.4 A Voting Member is not entitled to vote at a general meeting if the Member's membership fee is in arrears at the date of the meeting.

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

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

16.4.7 If a secret ballot is held, the chairperson may appoint up to two Members to conduct the secret ballot in the way the chairperson decides.

16.4.8 The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

16.5 **Special general meeting**

- 16.5.1 The Secretary must call a special general meeting by giving each Member notice of the meeting within 14 days after:
- (a) being directed to call the meeting by the Board; or
 - (b) being given a written request signed by:
 - (i) at least 50% of the number of members of the Board when the request is signed; or
 - (ii) at least the number of Service Members or Life Members equal to four times the number of Members on the Board when the request is signed plus one.
- 16.5.2 A request mentioned in rule 16.5.1(b) must state:
- (a) why the special general meeting is being called; and
 - (b) the business to be conducted at the meeting (including the proposed wording of the special resolution, if applicable).
- 16.5.3 A special general meeting must be held within three months after the Secretary:
- (a) is directed to call the meeting by the Board; or
 - (b) is given the written request mentioned in rule 16.5.1(b).
- 16.5.4 If the Secretary is unable or unwilling to call the special meeting, the President must call the meeting.

16.6 **Minutes of general meetings**

- 16.6.1 The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book.
- 16.6.2 To ensure the accuracy of the minutes:
- (a) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
 - (b) the minutes of each AGM must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the Association that is a general meeting or AGM, verifying their accuracy.
- 16.6.3 Upon written request by a Member, the Secretary must, within 28 days after the request is made:
- (a) make the minute book for a particular general meeting available for inspection by the Member at a mutually agreed time and place; and
 - (b) give the Member copies of the minutes of the meeting.
- 16.6.4 The Association may require the Member to pay the reasonable costs of providing copies of the minutes.

17 By-laws

- 17.1 Subject to rule 17.2, the Board may make, amend or repeal By-Laws, not inconsistent with the RSL Rules, to:
- 17.1.1 promote the good governance of the Association;
 - 17.1.2 accommodate varying regional and local conditions; and
 - 17.1.3 assist in the internal management of the Association.
- 17.2 A By-Law:
- 17.2.1 must be approved by RSL Queensland before it comes into effect; and
 - 17.2.2 may be set aside by a vote of Members at a general meeting of the Association.
- 17.3 On approval being granted under rule 17.2.1 and the Association being notified of RSL Queensland approval, in writing, the By-Laws will become binding and operative.

18 Variation of Constitution

- 18.1 Subject to the Act and this Constitution, this Constitution may be varied by a special resolution voted upon by Voting Members carried at a general meeting.
- 18.2 If the Association seeks to vary its Constitution in any way it must comply with all lawful requirements and must, prior to the proper variation of its Constitution, submit a copy of the resolution or resolutions proposing to vary its Constitution to the District Branch, which will then submit a copy of the resolution or resolutions to RSL Queensland for approval.
- 18.3 A variation to this Constitution is valid only if it is:
- 18.3.1 approved by RSL Queensland; and
 - 18.3.2 registered by the chief executive of the Queensland Government department responsible for the registration of constitutions under the Act.
- 18.4 For the avoidance of doubt, a reference in this rule 18 to a variation to this Constitution also includes the adoption of a new constitution, or an amendment, repeal or addition to this Constitution.

19 Execution of documents

19.1 Execution of documents without common seal

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

- 19.1.1 the Secretary;
- 19.1.2 another member of the Board; or
- 19.1.3 someone authorised by the Board.

20 Accounts and records

20.1 Funds and accounts

- 20.1.1 The funds of the Association must be kept in an account in the name of the Association in a reputable financial institution decided by the Board.
- 20.1.2 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.
- 20.1.3 All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- 20.1.4 All payments or transfers by the Association, whether made by cheque, cash, electronic funds transfer or some other payment processing method, must be made in accordance with the Financial Policies.
- 20.1.5 All expenditure incurred by the Association must be approved or ratified at a Board meeting, and the Board is ultimately responsible for ensuring that the Financial Policies are appropriate for the size and scale of the Association's day-to-day operations.

20.2 General financial matters

- 20.2.1 The Association must provide to RSL Queensland within 30 business days of its AGM, or within such further time as that RSL Queensland allows:
 - (a) an overview of its financial accounts, including statements of financial position and financial performance, verified to the level required of the Association under the Act; and
 - (b) any other records or documents as RSL Queensland may from time to time direct.
- 20.2.2 The Association must, if required in writing by the National Executive, produce for its inspection all its books of accounts, minute books, statutory registers kept under any law (if applicable) and records and supply such returns and other information as the National Executive may from time to time require.
- 20.2.3 Subject to rules 6.13.3, 16.6.3 and 20.2.2, the Board may determine (acting reasonably) whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of the Association are open to the inspection of Members other than Directors, and a Member other than a Director does not have the right to inspect any document of the Association except as provided by law or authorised by the Board or by the Association in general meeting.
- 20.2.4 Despite rule 20.2.3, the Board may refuse access to a document where the Board (acting reasonably) considers that such access would or would be likely to cause the Association to lose the benefit of any form of evidentiary privilege, including legal professional privilege.

20.3 Documents

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

21 Winding up, cancellation or dissolution of the Association

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

21.1.1 after satisfying all debts and liabilities, transfer all assets and property (real or personal but excluding liquor and gaming licences and gaming machines):

- (a) to an institution that may be registered as a charitable institution under the *Taxation Administration Act 2001* (Qld);
- (b) to an institution the Commissioner of State Revenue is satisfied has a principal object or pursuit of fulfilling a charitable object or promotion of the public good; or
- (c) for a purpose the Commissioner of State Revenue is satisfied is charitable or for the promotion of the public good;

21.1.2 to the extent that they are capable of being transferred, transfer any liquor and gaming licences and gaming machines to another entity (other than RSL Queensland) having similar objects to those of the Association, or otherwise deal with those assets in accordance with the relevant provisions of the *Liquor Act 1992* (Qld) and *Gaming Machine Act 1991* (Qld) and rules 24 and 25, as applicable;

21.1.3 return all memorabilia (including any memorabilia obtained through bequests) to its rightful owner or arrange for it to be transferred to another District Branch or another Sub Branch for preservation and public display;

21.1.4 cease and desist using the name or style 'RSL' or 'Returned & Services League' including in electronic media (including social media) and on signage, correspondence and all other communications whether verbal, electronic or otherwise; and

21.1.5 promptly notify all relevant government authorities.

21.2 Surplus assets must not be distributed among the Members.

21.3 If the Association is endorsed as a deductible gift recipient and is wound up, dissolved or its deductible gift recipient endorsement is revoked (whichever comes first), any surplus of the following assets must be transferred to another organisation with similar objects, which is charitable at law and to which income tax deductible gifts can be made:

21.3.1 gifts of money or property for its principal purpose;

21.3.2 contributions made in relation to an eligible fundraising event held for its principal purpose;

21.3.3 money received by the Association because of such gifts and contributions.

22 Withdrawing of Association's charter

- 22.1 This rule applies if the Association:
- 22.1.1 is no longer recognised as a Sub-Branch of RSL Queensland; or
 - 22.1.2 no longer wishes to be a Sub-Branch of RSL Queensland or RSL National.
- 22.2 If the RSL Queensland Board so resolves that the Association:
- 22.2.1 has, in the opinion of the RSL Queensland Board, ceased to function, is trading while insolvent or is at a real risk of insolvency;
 - 22.2.2 has conducted itself in a manner detrimental to the interests of RSL Queensland or the League;
 - 22.2.3 has failed to comply with:
 - (a) the Act or any other laws that apply to the Association;
 - (b) the RSL Rules; or
 - (c) such other policies or directives applicable to the Association made by RSL Queensland or RSL National from time to time existing; or
 - 22.2.4 has failed to ensure that its Members act in accordance with the RSL Rules or such other policies and directives made by RSL National or RSL Queensland as are applicable to the Association, and RSL Queensland has withdrawn its recognition of the Association as a Sub-Branch of the RSL Queensland, or if the Association for any reason does not wish to remain associated with the RSL Queensland or the League, the Association must:
 - 22.2.5 comply with the provisions of rule 21 as if the Association was being wound-up or cancelled under the Act or otherwise dissolved; and
 - 22.2.6 cease and desist using the name or style 'RSL' or 'Returned Services League' in signage, correspondence and all other communications whether verbal, electronic or otherwise.

23 Model rules do not apply

- 23.1 Pursuant to section 47(3) of the Act, it is expressly declared that section 47(1) of the Act and the model rules do not apply to the Association.

24 Liquor Act Provisions

- 24.1 This clause 24 only applies if the Association holds a licence or permit issued under the *Liquor Act 1992* (Qld).
- 24.2 Notwithstanding any other rule in this Constitution, the RSL Queensland Constitution or the RSL Queensland By-Laws:
- 24.2.1 Members (other than Service Members) are not entitled to any rights or privileges other than those rights or privileges expressly granted to them under the *Liquor Act 1992* (Qld);
 - 24.2.2 the Secretary must, if required by law, keep on the Association's premises a list of all other clubs whose members have privileges at

the Association because of arrangements between the Association and the club (otherwise known as reciprocal clubs); and

24.2.3 if the Association must transfer its surplus under rule 21.1.1, the surplus to be transferred expressly excludes any assets and property (real or personal) which are prohibited from transfer or encumbrance, or which the recipient of the surplus would be prohibited from obtaining or possessing, under the *Liquor Act 1992* (Qld).

25 Gaming Machine Provisions

25.1 This clause 25 if the Association holds a gaming machine licence issued under the *Gaming Machine Act 1991* (Qld).

25.2 Notwithstanding any other rule in this Constitution, the RSL Queensland Constitution or the RSL Queensland By-Laws:

25.2.1 the jurisdiction of RSL Queensland in rule 4.1 will not extend to the conduct of gaming by the Association to the extent that section 341 of the *Gaming Machine Act 1991* (Qld) would otherwise be contravened; and

25.2.2 if the Association must transfer its surplus under rule 21.1.1, the surplus to be transferred expressly excludes any assets and property (real or personal) which are prohibited from transfer or encumbrance, or which the recipient of the surplus would be prohibited from obtaining or possessing, under the *Gaming Machine Act 1991* (Qld).

25.3 Nothing in this Constitution, the RSL Queensland Constitution or the RSL Queensland By-Laws is intended to allow any person (including RSL Queensland) who is not an "approved person" under the *Gaming Machine Act 1991* (Qld) the right to:

25.3.1 have, or gain, control over the conduct of gaming at the Association's premises; or

25.3.2 have, or gain, the ability to control the conduct of gaming at the Association's premises,

and the provisions of this Constitution must be interpreted accordingly.

Annexure 1

Membership Eligibility Criteria

Associate Members

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

Life Members

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

Service Members – refer back to RSLQ By-Law

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

Social Members

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

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

Temporary Members

A person who has made an application for membership and also paid the applicable membership fee is eligible to be a Temporary Member during the period that person is awaiting a decision from the Board.