



RSL
Australia

Constitution

The Returned & Services League of Australia Ltd

ADOPTED at the
ANNUAL GENERAL MEETING
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1. DEFINITIONS AND INTERPRETATION

1.1 Definitions

In this Constitution, unless the context otherwise requires:

- (a) "**Act**" means the Corporations Act 2001 (Cth);
- (b) "**Annual General Meeting**" has the same meaning given in the Act;
- (c) "**Auditor**" means the auditor appointed pursuant to clause 33;
- (d) "**Board**" means the Board of the RSL;
- (e) "**By-Law**" means any by-law made by the Board and approved unanimously by the Members pursuant to clause 30;
- (f) "**Chairman**" means the person appointed in accordance with clause 24.2 (a)
- (g) "**Constitution**" means this Constitution of the RSL as amended from time to time;
- (h) "**Deputy President**" means the Deputy President of the RSL elected pursuant to clause 25.2;
- (i) "**Director**" means a member of the Board of the RSL and includes alternate directors, except in clause 25.2;
- (j) "**General Manager**" means the Company Secretary of the RSL appointed under clause 28 and in accordance with the Act;
- (k) "**General Meeting**" means the annual general meeting or any Special General Meeting of the RSL;
- (l) "**League**" means the RSL, State Branches, members of State Branches, Sub-Branches and members of Sub-Branches;
- (m) "**Member**" means a member for the time being of the RSL under clause 9 and "Membership" has a corresponding meaning;
- (n) "**National Conference**" means the annual national conference of the RSL;
- (o) "**Nominee**" means the person nominated by a State Branch as their representative director of the RSL
- (p) "**Objects**" means the Objects of the RSL set out in clause 4;
- (q) "**President**" means the President of the RSL elected pursuant to clause 25.1;
- (r) "**Policy**" means a policy of the RSL, approved unanimously by the Members pursuant to clause 31;
- (s) "**Special Resolution**" means a resolution of the RSL
 - (i) passed at a General Meeting of which at least 21 days' notice, accompanied by notice of an intention to propose the resolution as a special resolution, has been given to the Members; and
 - (ii) passed by at least 75% of the votes of those authorised representatives of Members who, being entitled to vote, vote at the General Meeting;

- (t) **"State Branch"** means a branch of the RSL in an Australian State or Territory admitted as a Member pursuant to clause 9;
- (u) **"Sub-Branch"** means a sub-branch of the RSL as determined by the RSL or a State Branch from time to time and (where relevant) includes a District Branch, District Board, District Council, Advisory Council or Regional Committee established by a State Branch within its jurisdiction; and
- (v) **"The Returned & Services League of Australia Limited"** (RSL) means the organisation to which this Constitution applies.

1.2 Interpretation

In this Constitution, unless the context otherwise requires:

- (a) a reference to, or exercise of, a function includes a reference to and the execution of a power, authority or duty;
- (b) words importing the singular include the plural and vice versa;
- (c) words importing any gender include the other gender;
- (d) references to persons include corporations and bodies politic;
- (e) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (f) expressions referring to "writing" will be construed to include references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail;
- (g) the words "includes" or "including" shall be treated as being "includes without limitation" or "including without limitation" respectively;
- (h) references to a clause or schedule refers to a clause or schedule in this Constitution;
- (i) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any other legislative authority having jurisdiction);
- (j) an expression used in a particular Part or Division of the Act that is given by that Part or Division a special meaning for the purposes of that Part or Division has in any clause of this Constitution that deals with a matter by that Part or Division the same meaning as in that Part or Division; and
- (k) all headings contained in this Constitution are for guidance and do not form part of the substance of the Constitution.

2. EXCLUSION OF REPLACEABLE RULES

2.1 Replaceable rules do not apply to the RSL

Subject to Part 2B.4 of the Act, the replaceable rules do not apply to the RSL.

3. THE RETURNED & SERVICES LEAGUE OF AUSTRALIA LIMITED (RSL)

3.1 Purpose

This constitution relates only to The Returned & Services League of Australia Limited ("RSL").

3.2 Name

The name of the company is "The Returned & Services League of Australia Limited" ("RSL").

3.3 The Nature of the RSL

The RSL:

- (a) is a public company limited by guarantee under the Act;
- (b) is established solely for the Objects;
- (c) will apply its surplus income (if any) in fulfilment of the Objects; and
- (d) is not carried on for the purpose of profit or gain to the Members.

3.4 Motto

The Motto of the RSL shall be "The Price of Liberty is Eternal Vigilance".

4. OBJECTS OF THE RSL

4.1 Objects of the RSL

The RSL is established for the principal purpose of promoting the interests and welfare of serving and ex-serving men and women of the Australian Defence Force and their dependants and for this purpose has the following objects:-

- (a) To assist and care for the sick, elderly and needy by providing, or assisting to provide pensions, benefits, accommodation, medical treatment, rehabilitation and other forms of welfare;
- (b) To establish and accept trusts having for their object the welfare and benefit of any member of the League, or of any serving, or ex-service member, of the Australian Defence Force, or their dependants;
- (c) In furtherance of any of the objects of the RSL, to 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 RSL may, from time to time determine;
- (d) To perpetuate the close and kindly ties of friendship created by mutual service in the Australian Defence Force or in the forces of nations traditionally allied with Australia and the recollections associated with that experience, to maintain a proper standard of dignity and honour among all serving and ex-service men and women of the Australian Defence Force, and to set an example of public spirit and noble hearted endeavour;
- (e) To ensure the preservation of the memory and the records of those who suffered and died for the nation; to ensure the erection of memorials to their valour and that they have suitable burial places; to establish and preserve in their honour, ANZAC Day, Remembrance Day and other commemorative occasions;

- (f) To promote the defence of the Nation, and guard the good name, interests and standing of serving members of the Australian Defence Force;
- (g) To 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;
- (h) To support Australian Federal Police overseas veterans with appropriate assistance and encouragement to join the League;
- (i) To encourage members of the League and citizens to serve the Nation with a spirit of self-sacrifice and loyalty, supporting constitutional arrangements that promote a stable and progressive society;
- (j) To maintain a national association, which is non-sectarian, and in relation to party politics, non-partisan;
- (k) To enunciate, from time to time, its policy on national questions and to encourage members of the League to abide by, support and actively carry out such policy so far as is permitted by law;
- (l) To establish, maintain, furnish and equip premises, information bureau, libraries, literary, social, educational and benevolent institutions for the benefit and advancement of members of the League and to print, circulate and publish such papers, books, magazines and circulars, carry on such other literary and journalistic undertakings, and publish material that may be conducive to the objects of the RSL;
- (m) To subscribe or donate to, become a member of and co-operate with any other body of persons corporate or unincorporated whose objects are similar to those of the RSL and which prohibits the distribution of its or their income and property, amongst its or their members, to an extent at least as great as is imposed on the RSL under or by virtue of clause 6.
- (n) To conduct commercial, marketing and sponsorship activities consistent with relevant legislation and the RSL's reputation for the purpose of delivering the Objects and other outcomes as directed by the Board; and
- (o) To do any act matter or thing which is conducive to carrying out the Objects.

5. POWERS

The RSL has the legal capacity and powers of a company set out in the Act, which must be exercised solely for furthering the Objects.

6. INCOME AND PROPERTY

6.1 Income and property to only be used in promotion of the Objects

The income and property of the RSL must be applied solely towards the promotion and fulfilment of the Objects.

6.2 Members not to receive income or property of the RSL

No portion of the income or property of the RSL will be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to any Member.

6.3 Members may receive payments in good faith

Subject to clause 6.2, nothing in this Constitution prevents payment in good faith to any Member:

- (a) for any services actually rendered to the RSL as an employee or otherwise;
- (b) for goods or services supplied by the Member to the RSL in the ordinary and usual course of business;
- (c) of interest on money borrowed by the RSL from any Member;
- (d) of rent of premises demised or let by any Member to the RSL;
- (e) for any out-of-pocket expenses incurred by any Member on behalf of, and approved by, the Board; or
- (f) of a bona-fide honorarium paid to the President and approved by the Board,

provided any such payment does not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

7. ESTABLISHMENT AND OPERATION OF FUNDS

7.1 The RSL may establish funds

The RSL may establish one or more funds to be used for specific purposes consistent with the Objects set out in clause 4 and into which the public, may be invited to make gifts and donations of money and property.

7.2 Board to determine administration of funds

Subject to anything else in this Constitution, the Board shall determine the operation of the administration procedures for each fund created under this clause 7.

8. ADDITION, ALTERATION OR AMENDMENT OF CONSTITUTION

8.1 Amendment of Constitution to be by Special Resolution

No addition, alteration or amendment can be made to this Constitution unless approved by a Special Resolution.

9. MEMBERSHIP OF THE COMPANY (RSL)

9.1 Members to be those persons falling within the categories in Clause 9.2

The Members of the RSL consist of those persons falling within the categories of Membership set out in clause 9.2.

9.2 Membership of the RSL

The Members of the RSL shall be:

- (a) the President; and
- (b) State Branches.

9.3 Acceptance or rejection of applications for Membership

- (a) The Board may recommend to the Members the acceptance or rejection of any application for Membership.
- (b) An application for Membership may only be accepted if all the Members agree. Then the applicant becomes a Member.

10. MEMBERSHIP OF THE LEAGUE

Membership in different categories of the League is to be in accordance with the By-Laws.

11. EFFECT OF MEMBERSHIP

11.1 Consequences of Membership

Members acknowledge and agree that this Constitution constitutes a contract between the RSL and each of the Members jointly and severally and that each Member is bound by and must comply with:

- (a) this Constitution; and
- (b) any By-Law and Policy;

12. LIABILITY OF MEMBERS

12.1 Liability of Members to be limited by guarantee

The liability of the Members of the RSL is limited to State Branches and to the amount of any guarantee made under this clause 12.

12.2 Guarantee to be \$10

Members guarantee to contribute up to ten dollars (\$10) to the assets of the RSL in the event of it being wound up:

- (a) while that State Branch is a Member; or
- (b) within one year after ceasing to be a Member,

in satisfaction of the debts and liabilities of the RSL contracted before the time at which that Member ceases to be a Member and the costs, charges and expenses of winding up.

13. SUBSCRIPTIONS AND FEES

13.1 Members determine subscriptions and fees

- (a) The Members from time to time may determine by unanimous resolution the subscriptions and fees to be paid by Members to the RSL.
- (b) Any subscriptions and fees determined by the Board under clause 13.1(a) and the basis of, time for and manner of payment for those subscriptions and fees must be prescribed in the By-Laws.

13.2 Consequences of failure to pay monies due to the RSL

If a Member fails to pay any monies due and payable by that Member to the RSL under clause 13.1 then:

- (a) that Member's rights under this Constitution will be immediately suspended from the expiry of time prescribed for the payment of those monies, unless the Board determines otherwise;
- (b) such rights will remain suspended until all monies are fully paid, unless the Board determines otherwise; and
- (c) if the monies remain unpaid for more than 28 days, the Board may deal with the Member at its discretion and in line with any applicable By-Laws and may suspend, disqualify, discipline or retain (but not impose a financial penalty on) that Member as a Member, or impose such other conditions or requirements as the Board considers appropriate.

14. REGISTER OF MEMBERS

14.1 The RSL to keep register

The RSL must keep and maintain a register of Members and must enter such information as is required under the Act from time to time.

14.2 Inspection of register

- (a) Having regard to privacy and confidentiality considerations, a Member may request, and the RSL must provide within seven days of such a request, an extract of the RSL's company register.
- (b) A request for an extract of the RSL's company register must be made in writing to the RSL in accordance with any applicable By-Laws and the Act, which may require a request to be accompanied by a reasonable fee for the cost of copying and providing the extract.

15. REMOVAL AND CESSATION OF MEMBERSHIP

15.1 Cessation of Membership

- (a) The National President ceases to be a Member if that person:
 - (i) dies; or
 - (ii) resigns pursuant to clause 15.2; or
 - (iii) is removed pursuant to clause 16,
- (b) A State Branch ceases to be a Member if it:
 - (i) resigns pursuant to clause 15.2; or
 - (ii) is removed pursuant to clause 16.
- (c) Cessation of Membership takes effect immediately upon the occurrence of the relevant event giving rise to the cessation of Membership.

15.2 Resignation of Members

- (a) A Member which has paid all amounts due and payable by that Member to the RSL may resign from Membership of the RSL by giving written notice to the RSL. The resignation comes into effect upon receipt of the notice by the RSL.
- (b) If a Member resigns from the RSL, the Member must fulfil all obligations to the RSL up to and including the effective date of resignation.

- (c) Where a Member ceases to be a Member of the RSL, the RSL must arrange for an appropriate entry to that effect to be made in the RSL's company register recording the date on which the Member ceased to be a Member.

16. DISPUTES AND DISCIPLINARY ACTION

The Board shall establish By-Laws to deal with:

- (a) disputes and disciplinary action by the Board against a Member;
- (b) disputes between members of the League and any disciplinary action relating to the members of the League; and
- (c) appeals by any member of the League against any decision made pursuant to clauses 16.1(a) and 16.1(b).

Disciplinary action that may be taken against any member of the League may, subject to the relevant By-Laws, include the suspension or expulsion of such member of the League.

17. STATE BRANCHES

17.1 Existing State Branches

The State Branches as at the date of this Constitution are:

- (a) Australian Capital Territory;
- (b) New South Wales;
- (c) Queensland;
- (d) South Australia (incorporating Northern Territory and Broken Hill);
- (e) Tasmania;
- (f) Victoria; and
- (g) Western Australia.

17.2 Composition of State Branches

Unless agreed otherwise between the RSL and a State Branch, a State Branch shall comprise:

- (a) Sub-Branches; and
- (b) individual members of Sub-Branches.

17.3 Governance of State Branches

State Branches must adopt a Constitution or Rules and governance structure consistent with Federal and State laws, this Constitution and the By-Laws.

18. MEETINGS AND NATIONAL CONFERENCE

18.1 Annual General Meetings

An Annual General Meeting of the RSL must be held in accordance with the Act and this Constitution on a date and at a venue to be determined by the Board.

18.2 All other meetings to be Special General Meetings

All General Meetings other than the Annual General Meeting must be Special General Meetings and held in accordance with this Constitution and the Act.

18.3 National Conference

A National Conference may be convened at a time and place to be determined by the Board and for the avoidance of doubt any National Conference shall not be a General Meeting of the RSL as defined in the Act.

19. NOTICE OF GENERAL MEETINGS

19.1 Notice of General Meetings to be in writing

The Board must give written notice of every General Meeting to:

- (a) the President;
- (b) the Deputy President (where applicable);
- (c) the State Branches;
- (d) each Director;
- (e) the General Manager; and
- (f) the Auditor,

at least 21 days prior to the date on which that meeting is to be held.

19.2 Service of notice of General Meetings

The RSL may give the notice of a General Meeting to a person entitled to notice under clause 19.1 either:

- (a) personally; or
- (b) in accordance with clause 34.

19.3 Content of notice of General Meetings

A notice of a General Meeting given under this clause 19 must state the place, day and time of the General Meeting, together with:

- (a) the agenda for the meeting;
- (b) notice of the business to be transacted at the meeting;
- (c) any notice of motion received from any Member or the Board pursuant to this Constitution;
- (d) copies of any relevant accounts and reports required to be tabled pursuant to this Constitution and the Act;
- (e) a statement setting out a Member's right to appoint two representatives; and
- (f) the date on which the notice is sent.

20. ENTITLEMENT AT GENERAL MEETINGS

20.1 Entitlement to attend, speak and vote at General Meetings

Subject to clause 20.2:

- (a) The President is eligible to attend, speak and vote at a General Meeting; and
- (b) each State Branch may be represented by two authorised representatives who may attend, speak and cast one vote each in relation to any resolution put to a General Meeting.

20.2 Member must not have any outstanding debts to the RSL

No representative for a Member can attend, speak or vote at a General Meeting, or otherwise vote in relation to any resolution of the RSL, unless all monies then due and payable by that Member to the RSL are fully paid and received by the RSL unless the Board otherwise determines.

21. NOTICES OF MOTION

21.1 The Board may give a notice of motion for special business

Subject to anything else in this clause 21 the Board may give a notice of motion requiring an issue or resolution to be included as special business at a General Meeting.

21.2 Any State Branch may give a notice of motion for special business

Subject to anything else in this clause 21, any State Branch may give the RSL a written notice of motion, requiring an issue or resolution to be included as special business at a General Meeting.

21.3 The RSL must include a notice of motion as special business

Any notice of motion received pursuant to clause 21.2 shall be included as special business at the next General Meeting of the RSL.

21.4 Time for a notice of motion to be included as special business in General Meeting

Despite clause 21.3, a notice of motion from Members under clause 21.2 is only valid if submitted in writing (in the required form) to the RSL at least 28 days (excluding receiving date and meeting date) before the General Meeting to which the notice of motion relates.

22. SPECIAL GENERAL MEETINGS

22.1 Board may convene Special General Meetings

The Board may, by resolution and whenever it thinks fit, convene a Special General Meeting and, where but for this clause more than 15 months would elapse between Annual General Meetings, must convene a Special General Meeting before the expiration of that period.

22.2 Members may demand Special General Meetings

The Board must convene a Special General Meeting on the requisition in writing of not less than three State Branches whose authorised representatives are eligible to vote at a General Meeting, and such Special General Meeting must be:

- (a) called no later than 21 days after the requisition and in accordance with the Act and the Constitution; and
- (b) held no later than 2 months after the requisition.

22.3 Format of Member's requisition for Special General Meeting

A Member's requisition for a Special General Meeting must:

- (a) state the business to be transacted at that meeting;
- (b) identify any resolutions (including Special Resolutions) that are to be raised at the meeting;
- (c) be signed by the authorised representative of the Member making the requisition; and
- (d) be delivered to the RSL.

22.4 Member's requisition for Special General Meeting may be in counterparts

A Member's requisition for a Special General Meeting may consist of several documents in a like form, each signed by one or more of the authorised representatives of the Members making the requisition.

22.5 Members may convene Special General Meetings

- (a) If the Board fails to convene a Special General Meeting under clause 22.2, the Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than 2 months after the date on which the requisition was made.
- (b) The cost and expense of convening a Special General Meeting under this clause 22.5 must be borne by the Members calling and holding the meeting.
- (c) A Special General Meeting convened by Members under this Constitution must be convened in the same manner, or as nearly as possible as that, in which General Meetings are convened by the Board.

22.6 Members' rights to requisition and convene a General Meeting not allowed if a meeting already called

If Members requisition a Special General Meeting in accordance with this clause 22 and notice has already been given for a General Meeting that is to be held within the next 28 days, the Board shall not be required to convene a Special General Meeting under this clause 22 and the business sought by the Members in the requisition notice made under this clause 22 shall be included in the business of the General Meeting already called.

22.7 Expulsion of a State Branch as a Member

- (a) If a State Branch fails to materially comply with the terms of this Constitution, the Act, a By-Law or Policy of the RSL, at a Special General Meeting called for that purpose the authorised representatives of the Members may resolve that such State Branch be expelled from membership of the RSL.
- (b) Notwithstanding any other provision of this Constitution or the Act any motion to expel a State Branch pursuant to clause 22.7(a) must be supported by all the authorised representatives of the Members of the RSL other than of the State Branch which it is proposed be expelled.

23. PROCEEDINGS AT GENERAL MEETINGS

23.1 Conduct of General Meetings to be determined by the Board

Subject to this Constitution and the Act, the conduct of the General Meeting is to be determined by the chair of the meeting.

23.2 Quorum Present

No business can be transacted at any General Meeting unless a quorum of at least five (5) Members are present by their authorised representatives at the time when the meeting proceeds to business.

23.3 Chair of General Meeting

- (a) The Chairman must, where possible and subject to this Constitution, preside as chair at every General Meeting of the RSL.
- (b) If the Chairman is not present at a General Meeting, or is unable to preside, the President shall, where possible and subject to this Constitution, preside as chair for that meeting only.
- (c) If neither the Chairman nor President is present at a General Meeting, or if neither of them is able to preside at a meeting, the Members present will elect one of the remaining Directors present at the meeting who must, subject to this Constitution, preside as chair for that meeting only.

23.4 Chair of General Meeting to determine conduct of General Meeting

Any question arising at a General Meeting and relating to the order of business, procedure or conduct of that meeting must be referred to the chair for that meeting, whose decision is final.

23.5 Adjournment of Meeting

If within 30 minutes from the time appointed for the General Meeting a quorum is not present, the meeting must be adjourned to such other day and at such other time and place as the chair of that meeting may determine. If at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the rescheduled meeting then the Members present and entitled to vote shall constitute a quorum.

23.6 Chair of General Meeting may adjourn meeting

The chair of a General Meeting may, and must if so directed by that meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

23.7 Notice of adjourned General Meeting required if adjournment exceeds 30 days

When a General Meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of a new General Meeting.

23.8 Resolutions to be determined by show of hands unless a poll is demanded

- (a) At any General Meeting a resolution put to the vote of the meeting will be decided on a show of hands of the authorised representatives of Members, unless a poll is demanded before the result of the show of hands .
- (b) Unless a poll is demanded then:
 - (i) a declaration by the chair of that meeting that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority lost; and

- (ii) an entry to that effect made in the book containing the minutes of the proceedings of the RSL,

will be conclusive evidence of that fact without proof of the number of the votes recorded in favour of or against the resolution.

23.9 A demand for a resolution to be voted by poll

- (a) A poll may be demanded for a vote on any resolution being considered at a General Meeting:
 - (i) by the chair of the meeting; or
 - (ii) by any authorised representative of a Member present at the meeting.
- (b) If a poll is duly demanded it will be taken in such manner and either at once or after an interval or adjournment or otherwise as the chair of that meeting directs, and the result of the poll will be the resolution of the meeting at which the poll was demanded.

23.10 Voting

- (a) A resolution of the RSL will be passed if a majority of votes cast at the meeting is in support of the resolution.
- (b) The chair of that meeting does not have a casting vote.

23.11 Resolutions not in General Meeting

- (a) The RSL may pass a resolution without a General Meeting being held if the Members entitled to vote on the resolution sign a document containing a statement that they by the relevant majority are in favour of the resolution set out in the document.
- (b) Any such resolution may consist of one or several documents in like form each signed by one or more of the Members entitled to vote.
- (c) The resolution is deemed to be passed when the last relevant authorised representative signs and the relevant majority is achieved.

23.12 Members do not need to be physically present at a Special General Meeting

A Special General Meeting may be held even where one or more of the authorised representatives of Members entitled to vote are not physically present at the meeting, provided:

- (a) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously, whether by means of telephone or other form of communication;
- (b) notice of the meeting is given to all persons entitled to notice pursuant to this Constitution and the Act;
- (c) if a failure in communications prevents clause 23.12(a) from being satisfied by a quorum then the meeting must be suspended until clause 23.12(a) is satisfied again. If a quorum is not achieved within 15 minutes from the interruption the meeting will be deemed to have adjourned to a time and place determined by the chair of the meeting; and
- (d) a meeting will be valid even if no authorised representative of a Member entitled to vote is physically present at the place for the meeting specified in the notice of meeting.

24. THE BOARD

24.1 The Board to conduct the business of the RSL

- (a) Subject to the Act and this Constitution, the RSL is governed, and the powers of the RSL will be exercised by, the Board.
- (b) The Board must act in pursuit of the Objects.

24.2 Composition of the Board

The Board will, subject to this Constitution, comprise:

- (a) the President elected in accordance with clause 25
- (b) the Deputy President elected in accordance with clause 25
- (c) a Nominee of each State Branch or their respective alternate directors; and
- (d) up to three additional persons who will be independent of the RSL and who will be appointed by a majority of those other Directors on such terms and conditions determined by such Directors and for the purposes of ensuring the Board has an appropriate mix of expertise, experience and representation.

24.3 Board to meet

- (a) The Board will meet as often as it deems necessary for the dispatch of business and may adjourn and, subject to this Constitution, otherwise regulate, its meetings as it thinks fit.
- (b) Any other meeting of the Board may be called at any time by three or more Directors giving notice under clause 24.8.

24.4 Chair of Board meeting

- (a) The Chairman shall be elected by the Board from amongst the Directors and shall, where able and subject to this Constitution, preside as chair at every meeting of the Board.
- (b) If the Chairman is not present at a meeting of the Board, or is unable to preside, the President shall, where able and subject to this Constitution, preside as chair for that meeting only.
- (c) If neither the Chairman nor President is present, nor able to preside, at a meeting of the Board, the Board shall appoint a Director present at that meeting to preside as chair of that meeting only.

24.5 Resolutions of Board

- (a) Subject to this Constitution, questions arising at any meeting of the Board will be decided by a majority of votes and a determination of a majority of Directors present and entitled to vote, shall for all purposes be deemed a resolution of the Board.
- (b) All Directors will have one vote on any question before the Board. No other persons will have a vote on any question before the Board.
- (c) The chair of the meeting has no casting vote.

24.6 Resolutions not in Board meeting

- (a) A resolution in writing, signed or assented to by facsimile or other form of visible or other electronic communication by all Directors is as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Directors and is deemed to have been passed when the last Director signs the resolution.

- (b) Without limiting the power of the Board to regulate their meetings as they think fit, a meeting of the Board may be held where one or more of the Directors is not physically present at the meeting, provided:
 - (i) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously, whether by means of telephone or other form of communication;
 - (ii) notice of the meeting is given to all Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board;
 - (iii) if a failure in communications prevents clause 24.5(b)(i) from being satisfied by a quorum of Directors then the meeting is suspended until clause 24.5(b)(i) is satisfied. If a quorum is not achieved within 15 minutes from the interruption, the meeting will be deemed to have adjourned to a time and place determined by the chair of the meeting,

and a meeting will be valid even if no Director is physically present at the place for the meeting specified in the notice of the meeting.

24.7 Quorum

At meetings of the Board the number of Directors whose presence (or participation) is required to constitute a quorum, is at least half plus one of the number of Directors.

24.8 Notice of Board meetings

- (a) Unless all Directors agree to hold a meeting at shorter notice (and such agreement will be sufficiently evidenced by their presence), at least 14 days' written notice of the meeting of the Board must be given to each person entitled to notice of Board meetings.
- (b) The agenda for a Board meeting must be forwarded to each Director and the General Manager at least seven days before such meeting.

24.9 Validity of Board decisions

A procedural defect in decisions taken by the Board will not result in such decisions being invalidated.

24.10 Alternate Directors

- (a) A State Branch may appoint a person to be its Nominee's alternate director for the period it sees fit by notice in writing to the Board. The State Branch may terminate the appointment at any time by notice in writing to the Board.
- (b) The RSL need not give notice of any meeting to an alternate director unless the State Branch which has appointed him or her requests.
- (c) If the Nominee of a State Branch does not attend a Board meeting, his or her alternate director is entitled to attend and vote in place of the State Branch Nominee.
- (d) In the absence of the State Branch Nominee, whether outside Australia or if he or she is on leave from Board duties, his or her alternate director may exercise any power that the State Branch Nominee may exercise.
- (e) An alternate director, while acting as a director is responsible to the RSL for his or her own acts and defaults.
- (f) An alternate director is not the agent of the Director for whom he or she is the alternate director.

25. ELECTION OF PRESIDENT and DEPUTY PRESIDENT

25.1 Procedure for election of President

The National President shall be elected in accordance with the requirements of RSL National By-Law 3.

25.2 Deputy National President

The Deputy President shall be elected by the Board from amongst the Directors.

26. REMOVAL FROM OFFICE AND VACANCIES OF DIRECTORS

26.1 Resignation of Directors

- (a) A Director may resign upon written notice to the Chairman.
- (b) The President may resign by written notice to the Board.

26.2 Vacancies

In addition to the circumstances (if any) in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes vacant if the Director:

- (a) in the case of a State Branch's Nominee, ceases to be a member of a Sub-Branch within the jurisdiction of his or her nominating State Branch;
- (b) dies;
- (c) becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
- (d) becomes of unsound mind or a person whose person or estate may be dealt with in any way under the law relating to mental health;
- (e) is absent without the consent of the Board from all Board meetings held during a period of six months;
- (f) without the prior consent or later ratification of the RSL in General Meeting, holds any office of profit under the RSL;
- (g) is directly or indirectly interested in any contract or proposed contract with the RSL and fails to declare the nature of that interest;
- (h) would otherwise be prohibited from being a director of a corporation under the Act; or
- (i) retires or is removed from office under this clause 26.

26.3 Casual Vacancies

The Board may fill any casual vacancy occurring in the office on the Board by appointing a person nominated by the relevant State Branch.

27. CONFLICTS OF INTEREST OF DIRECTORS

27.1 Directors must declare any real potential or perceived conflicts of interest

A Director must declare to the Board an interest in any matter, whether contractual, disciplinary, financial or otherwise, in which a conflict of interest arises or may be perceived to arise and shall, unless otherwise determined by the Board, absent him or herself from discussion of such matter.

27.2 Register of declared conflicts of interest

The RSL must maintain a register of declared conflicts of interest.

28. GENERAL MANAGER (GM)

The General Manager is to be appointed by the Board for such term and on such conditions as it thinks fit and who shall hold the office of company secretary for the purposes of the Act.

29. DELEGATIONS

29.1 Board may Delegate Functions

The Board may by instrument in writing create or establish or appoint from among the Directors or otherwise, committees, individual officers or consultants to carry out such duties and functions and with such powers and rights of delegation as the Board determines.

29.2 Delegated function to be exercised in accordance with terms of delegation

A function, the exercise of which has been delegated under this clause 29, may whilst the delegation remains unrevoked, be exercised from time to time in line with the terms of the delegation.

29.3 Procedure of delegated entity

- (a) The procedures for any delegated entity should, with any necessary or incidental amendment, be the same as those applicable to meetings of the Board.
- (b) Unless stated in the delegation instrument, the quorum for the delegated entity will be determined by the entity, but must be at least one half of the total number of the entity's members.

29.4 Delegation may be conditional

A delegation under this clause 29 may be made subject to such conditions or limitations as to the exercise of any function or at the time or circumstances as may be specified in the delegation.

29.5 Revocation of delegation

The Board may by instrument in writing, revoke wholly or in part any delegation made under this clause 29, and may amend, repeal or veto any decision made by such body or person under this clause.

30. BY-LAWS

30.1 Board may formulate By-Laws

- (a) The Board may make or amend By-Laws for the proper advancement and management of the RSL and the advancement of the Objects. They only become effective if approved by a unanimous resolution of Members.

All By-Laws must be consistent with this Constitution and the Act.

30.2 By-Laws Binding

All By-Laws made under this clause 30 are binding on the RSL and the League.

31. POLICY

31.1 Board may formulate Policy

- (a) The Board may make Policies for the proper advancement and management of the RSL and the League and the advancement of the Objects. They only become effective if approved by a unanimous resolution of Members
- (b) The Policies must be consistent with this Constitution, the By-Laws and the Act.

31.2 Policy binding

All Policies made under this clause 31 are binding on the RSL and the League once adopted.

32. RECORDS AND ACCOUNTS

32.1 The RSL to keep records

The RSL must establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of the RSL and the Board and must produce these as appropriate at each Board meeting or General Meeting.

32.2 Maintenance of records

- (a) The General Manager must keep proper accounting and other records in line with the Act, generally accepted accounting principles and/or any applicable code of conduct.
- (b) The General Manager must retain such records for at least seven years after the completion of the transactions or operations to which they relate.

32.3 Board to table accounts

The Board must table before the Annual General Meeting the accounts of the RSL in accordance with this Constitution and the Act.

32.4 Accounts Conclusive

The accounts of the RSL when tabled in Annual General Meeting are conclusive except for any error discovered in them within three months after being tabled.

32.5 Inspection of accounts

Subject to any reasonable restrictions as to time and manner of inspecting the same that may be imposed in accordance with this Constitution, the financial records of the RSL must be open to inspection by the Directors and if required a copy must be provided to such Director.

32.6 Negotiable Instruments

All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the RSL, must be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, only by those persons authorised by the Board.

33. AUDITOR

33.1 Auditor to be appointed by the Board

- (a) A properly qualified auditor or auditors will be appointed by the Board in accordance with the Act and the remuneration of such auditor or auditors shall be fixed by the Board.
- (b) The auditor's duties will be regulated in accordance with the Act, or if no relevant provisions exist under the Act in accordance with generally accepted principles, or any applicable code of conduct.

33.2 Auditor to examine the accounts of the RSL

The accounts of the RSL including the profit and loss accounts and balance sheet must be examined by the auditor or auditors at least once in every year to be available for the AGM.

34. NOTICES

34.1 Manner of Notices

- (a) Notices may be given by properly addressing, prepaying and posting the notice to the registered office or such other address as is notified to the RSL from time to time.
- (b) Notices may be given by sending the notice by pre-paid post or facsimile transmission or where available, by electronic mail, to the person's registered address or facsimile number or electronic mail address.
- (c) Where a notice is sent by post, service of the notice will be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected five days after posting.
- (d) Where a notice is sent by facsimile transmission, service of the notice is deemed to be effected on the next business day after receipt of a confirmation report confirming the facsimile was sent to, or received at, the facsimile number to which it was sent.
- (e) Where a notice is sent by electronic mail, service of the notice is deemed to be effected on the next business day after the electronic mail was sent provided that there is no indication in writing that the electronic mail was not able to be sent.
- (f) Where a notice is sent by another method of communication permitted by the Act, service of the notice is deemed to be effected in accordance with the Act.

35. INDEMNITY AND INSURANCE

35.1 Persons to whom this clause apply

This clause applies to:

- (a) each person who is or has been a Director including the President and Deputy president or a General Manager; and
- (b) such other officer or employee of the RSL as the Board may determine from time to time.

35.2 Indemnity

- (a) The RSL must indemnify, on a full indemnity basis and to the full extent permitted by law, each person to whom this clause 35 applies for all losses or liabilities incurred by the person while acting for or on behalf of the RSL, or with the express or implied authority of the RSL, including a liability for negligence and for reasonable costs and expenses incurred:
 - (i) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted; or

- (ii) in connection with an application, in relation to such proceedings, in which the Court grants relief to the person under the Act.
- (b) The RSL must indemnify each person to whom this clause 35 applies against all damages and costs (including legal costs) for which any such person may be or become liable to any third party in consequence of any act or omission, except wilful misconduct, performed or made whilst acting on behalf of the RSL, or with the express or implied authority of the RSL.

35.3 Insurance

The RSL may, to the extent permitted by law:

- (a) purchase and maintain insurance; or
- (b) pay or agree to pay a premium for insurance,
for any person against any liability incurred by that person as a Director, the General Manager, officer or employee of the RSL including, but not limited to, a liability referred to in clause 35.

36. DISSOLUTION

36.1 Dissolution of the RSL to be in accordance with the Act

The RSL may be wound up, deregistered or dissolved in accordance with the Act.

36.2 Distribution of Property on Dissolution

- (a) If upon the winding up or dissolution of the RSL there remains, after the satisfaction of all its debts and liabilities, any surplus assets or property, the same must not be paid to or distributed amongst the Members (including the President) but must be paid to, or distributed to, an organisation or organisations, whether incorporated or unincorporated, that:
 - (i) has or have objects and a taxation status similar to the RSL;
 - (ii) prohibits the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the RSL in this Constitution.
- (b) The organisation referred to in clause 36(2)(a) above is to be determined by the Members at or before the time of dissolution, and if no such determination is made, by such judge of the Federal Court of Australia as may have or acquire jurisdiction for the matter.

37. GENERAL

37.1 Prohibition and enforceability

- (a) Any provision of, or the application of any provision of, these clauses which is prohibited in any place is, in that place, ineffective only to the extent of that prohibition.
- (b) Any provision of, or the application of any provision of, these clauses which is void, illegal or unenforceable in any place does not affect the validity, legality or enforceability of that provision in any other place or of the remaining provisions in that or any other place.