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## Returned & Services League of Australia

(Tasmania Branch) Inc.

ABN 11 977 093 123

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### Constitution

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**CONSTITUTION AMENDMENTS PAGE**

Amendment Number	Date of Issue	Copy Amended By		
		Name	Date Entered	Initials
0	08 May 2009	Complete Document Re-write		
1	01 June 2010	Reissue includes amendments from State Congress 2010		
2	10 Sep 2012	Amendments from State Congress 2012		
3	27 May 2012			
4	17 May 2013	Amendment Rule 12.4		
5	16 May 2014	Amendment Rule 26 State Congress		
6	21 May 2016	Amendments from State Congress 2016		
7	19 May 2019	Alex Dick	30 May 2019	AD
		Changes in line with Corporate Governance Review		

**ASSOCIATIONS INCORPORATION ACT 1964**  
**CONSTITUTION**  
**OF**  
**THE TASMANIA BRANCH INCORPORATED**  
**OF THE**  
**THE RETURNED & SERVICES LEAGUE OF AUSTRALIA LTD**

**1. NAME**

1.1 The name of the organisation shall be “The Returned & Services League of Australia (Tasmania Branch) Inc.” Its motto shall be “The Price of Liberty is Eternal Vigilance”. It aims to uphold loyalty to the Nation and its Sovereign and to uphold the Westminster system of Government and the Constitution of the Nation.

**2. REGISTERED OFFICE**

2.1 The registered office of the Tasmania State Branch, (known as “the Branch”), shall be situated at such place in Tasmania as the State Branch may, from time to time, determine.

**3. INTERPRETATION**

3.1 This Constitution shall be construed with reference to the Associations Incorporation Act. Terms used herein shall be taken as having the same meanings as they have when used in that Law unless the contrary intention appears.

3.2 In this Constitution, unless the contrary intention appears:

- a) **Affiliate** means an Affiliate of the Branch admitted pursuant to these Rules;
- b) **Associate** means an Associate Member pursuant to Rule 10.13;
- c) **Branch** means Returned & Services League of Australia (Tasmania Branch) Incorporated;
- d) **By-Laws** mean the by-laws of the Branch;
- e) **Honorary Life Member** means a person who has been admitted to that class of membership pursuant to Rule 10.11;
- f) **Life Members** means a Service Member who has been elected to that class of membership pursuant to Rule 10.10;

- g) **Member** means a natural person who has been admitted to any one of the classes of members described in Rule 10.1 and a Sub-Branch;
- h) **Member of the Australian Defence Force** means a person who is or was a member of the Royal Australian Navy, Australian Army or Royal Australian Air Force and includes a person who is or was a member of the Permanent Forces, Citizen Forces, Reserve Forces, Emergency Forces or Emergency Reserve Forces or a member of a military force raised in time of war or for a specified period, or for the purposes of peacekeeping or related activities;
- i) **RSL National** means the Returned & Services League of Australia Limited (ACN 008 488 087);
- j) **State Congress** means a general meeting of the Sub-branches affiliated with the Branch;
- k) **Branch Officer** means Chief Executive Officer, Finance Officer, or other position appointed by the Board of Directors of the State Branch as required from time to time to assist in the management of the affairs of the Branch;
- l) **DELETED**;
- m) **Chief Executive Officer** means the Chief Executive Officer appointed pursuant to Rule 29;
- n) **Service Member** means a person who has been admitted to that class of membership pursuant to Rule 10.6;
- o) **person** means a natural person;
- p) **Social member** means a person who has been admitted as a social member of a Sub-branch pursuant to Rule 10.12;
- q) **State Branch Disciplinary Committee** means a standing Committee of the Board of Directors of the State Branch pursuant to Rule 27.4 (j);
- r) **State Branch Tribunal** means the Tribunal established pursuant to Rule 13;
- s) **DELETED**;
- t) **Sub-Branch** means a Sub-branch of the Returned and Services League of Australia established by the Branch and holds a Charter
- u) **Sub-Branch Delegate** means a Delegate of the Sub-Branch appointed under Rule 19 who has the right to vote on behalf of its Sub-Branch at the Congress of the Branch;
- v) **Tax Act** means the Income Tax Assessment Act 1936 and the Income Tax Assessment Act 1997, as applicable;
- w) **The Act** means the Associations Incorporation Act 1964 (Tasmania Parliament), as amended from time to time;

- x) words importing the masculine gender include the feminine gender and words importing the feminine gender include the masculine gender;
- y) words in the singular include the plural and words in the plural include the singular; and
- z) **Finance Officer** means the Finance Officer appointed pursuant to Rule 30.

#### 4. OBJECTS

4.1 The objects of the Branch are:

- a) provide for the sick, helpless, wounded, aged, disabled, destitute, vulnerable and needy among those who are serving or who have served in the Australian Defence Forces, the various British Commonwealth Defence Forces, members of allied Defence Forces and their dependants;
- b) perpetuate the close and kindly ties of friendship created by the mutual service in the Australian Defence Forces or in the forces of nations traditionally allied with Australia and the recollections associated with that experience;
- c) maintain a proper standard of dignity and honour among all past and present members of the Australian Defence Forces and set an example of public spirit and noble hearted endeavour;
- d) preserve the memory and 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 day known as ANZAC Day;
- e) encourage loyalty to Australia and secure patriotic service in the interests of Australia;
- f) protect the good name and preserve the interests and standing of members of the Australian Defence Forces;
- g) encourage a Member as a citizen, to serve Australia with that spirit of self sacrifice and loyalty with which they served as members of the Australian Defence Forces;
- h) ensure that the Branch is a non-sectarian, and in relation to party politics, a non-partisan association.
- i) to abide by and actively carry out Standing Policy of the League and to encourage its Sub-Branches and Sub-Branch Members to support and actively carry out such Standing Policy so far as is permitted by State and Commonwealth law.

- j) to provide for the sick, helpless, wounded, aged, disabled, destitute, vulnerable and needy.

#### 4.2 Powers of the Branch

4.3 In furtherance of the purposes set out above, the Branch has the power to:

- a) subscribe to, become a member of and cooperate with any other association, club or organisation, whether incorporated or not, whose objects are all or in part similar to these objects of the Branch provided that the Branch must not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Branch under these rules;
- b) by charter establish and constitute Sub-Branches of the Branch throughout Tasmania;
- c) suspend a Sub-Branch;
- d) administer, conduct and maintain the affairs of a Sub-Branch;
- e) wind up and dissolve a Sub-Branch;
- f) revoke, withdraw or amend any charter granted to a Sub-Branch;
- g) establish and maintain the Women's Auxiliaries, and other subsidiary associations or sections throughout Tasmania;
- h) to establish and accept trusts having for their object the welfare and benefit of any member of the Branch or its Sub-Branches, or any member or ex-member of the Australian Defence Forces or their dependants;
- i) make grants, donations, gifts and give assistance to such persons, trusts, groups, associations, societies, institutions or other entities as the Branch thinks fit;
- j) purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Branch, provided that if the Branch takes or holds any property which is subject to any trusts, the Branch must deal with the property in such manner as is allowed by law having regard to such trusts;
- k) enter into any arrangements with any government or authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Branch, to obtain from any such government or authority any rights, privileges, concessions, licenses, permits or registrations which the



Branch may think it desirable to obtain, and to carry out, exercise and comply with any such rights, privileges, concessions or licences;

- l) appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary for the purposes of the Branch;
- m) construct, improve, maintain, furnish, develop, work, manage, carry out, alter or control any houses, buildings, clubrooms, information bureaux, libraries, literary, social, educational and benevolent institutions, grounds, works or conveniences which directly or indirectly advance the Branch's interests, and to contribute to, subsidise or otherwise assist and take part in the above;
- n) invest and deal with the money or other assets in furtherance of the objects of the Branch;
- o) take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate;
- p) lend and advance money or give credit to any person or body corporate, to guarantee and give a guarantee or indemnity for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate;
- q) borrow or raise money either alone or jointly with any other person or in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to secure any monies and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the Branch's property or assets present or future and to purchase, redeem or pay off any such securities;
- r) draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, and other negotiable or transferable instruments;
- s) sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Branch;
- t) take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Branch's property of whatsoever kind sold by the Branch, or any money due to the Branch from purchasers and others;
- u) take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Branch;

- v) take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Branch, in the shape of donations, annual subscriptions or otherwise;
- w) print, circulate and publish a newspaper, paper, periodical, book, magazine, circular or leaflet that the Branch may think desirable for the promotion of its objects;
- x) amalgamate with any one or more incorporated associations having objects all or in part similar to those of the Branch and which prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Branch under the rules;
- y) purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Branch is authorised to amalgamate;
- z) transfer all or any part of the property, assets, liabilities and engagements of the Branch to any one or more of the incorporated associations with which the Branch is authorised to amalgamate;
- aa) transact any lawful business in furtherance of the Branch objects;
- bb) do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Branch; and
- cc) to make application pursuant to the appropriate legislation from time to time enacted and currently in force, or any re-enactment or amendment thereof and to hold, transfer, renew, vary, reinstate, remove or surrender any licence, permit or authority if and when it is appropriate or opportune to do so, and to do and perform all acts and things which may be necessary to retain and protect any such licence, permit or authority.

## **5. APPLICATION OF INCOME AND PROPERTY**

- 5.1 The income and property of the Branch shall be applied exclusively for the promotion of the objects of the Branch. No amount may be distributed directly or indirectly to any Member except as a bona fide remuneration for services rendered or expenses incurred on behalf of the Branch and its Sub-Branches.
- 5.2 The members of the Board of Directors of the State Branch shall not receive remuneration for services rendered. They shall receive refund of appropriate expenses incurred on behalf of the Branch.

## **6. EXCLUSION OF MODEL RULES**

6.1 That pursuant to Section 16.3 of the Act, the Model Rules prescribed in the Regulations to the Act are excluded and do not apply to these Branch Rules.

## **7. WINDING UP OF THE BRANCH**

7.1 If, upon the winding up or dissolution of the Branch, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever (Residual Assets), the same shall not be paid to or distributed to the Members, but shall be transferred or given to the Returned & Services League of Australia Limited and can be used as far as possible for the welfare of veterans and their dependants in Tasmania, and thereafter for the fulfilment of the League's objects.

## **8. INCONSISTENCY**

8.1 If there is any inconsistency between these Rules and the National Constitution, the National Constitution shall prevail.

## **9. RULES CONSTITUTE THE TERMS OF A CONTRACT**

9.1 These rules constitute terms of a contract between the Branch and a Member.

9.2 A Member must not:

- a) aid, abet, procure or induce a person to breach these rules or the National Constitution;
- b) in any way, directly or indirectly, be knowingly concerned in or a party to a breach of these rules or the National Constitution; or
- c) attempt to breach these rules or the National Constitution.

9.3 A Member must do everything in his control to ensure that these rules and the National Constitution are not breached by a person.

9.4 A Branch By-Law is binding on a Sub-Branch, Women's Auxiliaries, a section or association subsidiary to the Branch, or a Sub-Branch member, to the same effect as these rules.

## **10. MEMBERSHIP, SUBSCRIPTION AND CAPITATION**

10.1 The membership of the Branch shall consist of six classes, namely:

1. Service Members;
2. Life Members;

3. Honorary Members;
  4. Honorary Life Members;
  5. Affiliates;
  6. Sub-Branches.
- 10.2 Rules binding on a Member
- a) A member including a Sub-Branch agrees to be bound by virtue of his/its membership of the League by these Rules and the National Constitution.
- 10.3 The secretary of a Sub-Branch must keep and maintain a register of all persons who are members of the Sub-Branch that clearly indicates the category of membership to which the member has been so admitted, including Social Members.
- a) The register of members of a Sub-Branch must include the full name, address, qualifying service particulars (if applicable), date of entry and date of departure or death (if applicable) of a member of the Sub-Branch.
- 10.4 The Branch must keep and maintain a register of Unattached List members. The register must include the full name, address, qualifying service particulars, date of entry and date of departure or death (if applicable) of an Unattached List member. The Branch must also maintain a member register of Sub-Branch members.
- 10.5 Rights of an Unattached List member
- a) An Unattached List member has no right:
    - (i) to call for a meeting of the Unattached List members; or
    - (ii) to call, attend or vote at a meeting of a Sub-Branch.
- 10.6 Lodgement of application to be admitted as a Service member of the League
- a) An application to be admitted as a Service member of the League must comply with the National Constitution.
  - b) A person, who applies to be a Service member of the League and a Service member of a Sub-Branch, must lodge the application with the secretary of the Sub-Branch.
  - c) A person, who applies to be a Service member of the League and an Unattached List member, must lodge the application with the Branch.
- 10.7 Admission of a Service member of the League

- a) If the Branch or the Sub-Branch (as applicable) resolves that a person is eligible under the National Constitution to be admitted as a Service member of the League and the person complies with Rule 10.6, the person must be admitted within sixty days of the date the application was lodged.
- 10.8 Rejection of application to be admitted as a Service member of the League
- a) If a Sub-Branch resolves that a person applying to be admitted as a Service member of the League is not eligible under the National Constitution to be admitted, the Sub-Branch must, within fourteen days from the date of the resolution, forward the application, supporting documentation, the Annual Subscription and reasons for the resolution to the Branch and the application is to be dealt with by the Branch under Rules 10.8 (b) or (c).
  - b) If the Branch resolves that the person applying to be admitted as a Service member of the League is eligible under the National Constitution to be admitted, the Branch must direct the Sub-Branch to admit the person and the Sub-Branch must admit that person.
  - c) If the Branch resolves that the person applying to be admitted as a Service member of the League is not eligible under the National Constitution to be admitted, the Branch must:
    - (i) reject the application; and
    - (ii) within fourteen days of the date of the rejection, advise the person of the decision, the reasons for the decision and his right of appeal to the State Branch Tribunal, pursuant to Rule 10.8(a) and the Tribunal shall act in accordance with its normal procedures.
  - d) Annual subscriptions for Service Members shall be payable in advance on 1 January of each calendar year. If a Member fails to pay his annual subscription on or before 30 April following upon the date annual subscription becomes due and payable, the person shall cease to be a Member.
- 10.9 Affiliate Members of Branch
- a) All Sub-Branches within the Tasmania Branch are bound to adopt, and to accept, Affiliate Members.
  - b) Affiliate Members shall carry out and further the Objects of RSL National in the same manner as a Service member.
  - c) Affiliate Members shall have a separate badge to the League and shall be in such form as the National Executive determines. Each Affiliate Member shall,

on payment of the first annual subscription, be issued with a badge as part of their annual subscription.

- d) No person who is eligible for Service membership of the League shall be admitted as an Affiliate Member.
- e) The eligible persons who may be accepted as Affiliate Member are those who do not qualify for Service membership and comply with the following:
  - (i) a person who is not eligible to be a Service member;
  - (ii) is eighteen years of age or older and;
  - (iii) a person who is any relative of a person (living or deceased) who is or was eligible to be a Service member;
  - (iv) a person who has been awarded the Certificate of Merit or a National or State Certificate of Appreciation for giving valuable service to the League;
  - (v) a person who is, or has been, a member, for at least 6 months, of one of the following:
    - A. A State or Federal Police Force;
    - B. An Ambulance Service or Brigade;
    - C. A Fire Brigade or Fire Authority;
    - D. A State Emergency Service.
    - E. Cadets and Cadet Officers over the age of 18.
    - F. Any such person deemed by the Sub Branch Committee to have provided significant service to the Sub Branch and support of the Objects of the League may be admitted as an Affiliate.
  - (vi) And has signed an Affiliate Member application form, as prescribed by the State Branch, which expressly requires the Affiliate Member to agree to be bound by the National Constitution, these Rules and By-Laws and any Rules and By-Laws of the Sub-Branch.
- f) Any person being eligible to be an Affiliate Member may apply for such by lodging with the Sub Branch Secretary an application, on the prescribed form, and must be nominated by a Service, Life Member or an Affiliate Member, and seconded by a Service, Life member or an Affiliate Member.
- g) The name of the person applying to be an Affiliate Member must be displayed in a conspicuous place in the Sub Branch premises for at least two (2) weeks before consideration of the application at a meeting of the Committee of the Sub Branch.
- h) An Affiliate Member of a Sub-Branch may be a Member of the Committee of that Sub-Branch, subject to the following:

- (i) An Affiliate Member, may not be elected to the positions of President (League Member) of a Sub Branch (save and except for the provision of Rule 10.9(h)(iv)). An Affiliate Member may not be elected to the position of Vice President (League Member) of a Sub Branch, but may be elected to the position of Vice President (Affiliate), if such a position has been made available pursuant to a decision passed at an AGM of that Sub Branch;
  - (ii) That an Affiliate Vice President shall have no right to succeed a President of a Sub-Branch in the event of that Office becoming vacant.
  - (iii) That the number of Affiliates and Social members on the Committee including Executive positions shall not be greater than 60% of the total membership of the Executive and Committee or such lesser percentage as may be determined by the Sub-Branch in General Meeting from time to time.
  - (iv) Notwithstanding other provisions in these rules and subject to a resolution by a 75% majority of an Annual General Meeting or Special General Meeting of the members of a Sub Branch; in the case of a traditional or remote Sub Branch where no Service or Life Member is able to fill the position of Sub Branch President (League), the Board of Directors of the State Branch may agree to fill the President's position with an Affiliate Member.
- i) An Affiliate Member on the Committee of a Sub-Branch may speak and vote on all matters relating to the Sub-Branch, save and except the matters referred to in sub-rule (k) as matters relating to matters of Affiliates not speaking and voting.
  - j) DELETED.
  - k) A person may only be an Affiliate Member of one Sub-Branch at any one time. An Affiliate Member shall be able to be transferred to the Unattached List.
- (i) An Affiliate Member shall have the following voting and speaking rights: An Affiliate Member may speak and vote at a meeting of the Sub Branch on any Sub Branch matter, including voting for all Sub Branch Committee positions, save and except that an Affiliate Member may not speak or vote on any matter relating to the alteration or amendment to the National Constitution, the Branch Constitution or cast votes for the elections for Branch positions.

- (ii) An Affiliate Member shall not be entitled to speak and vote at a meeting of the Sub Branch in relation to the Sub Branch voting for Directors of the Board of Directors of the State Branch.
- l) DELETED.
- m) An Affiliate Member shall pay to that Sub-Branch such annual subscription as is determined by that Sub Branch, including an amount equal to the administrative fee payable to the RSL State Branch and to RSL National, from time to time by the State Annual Congress,
- n) A Sub-Branch shall pay to the State Branch such proportion of a subscription received from an Affiliate Member as determined, including an amount equal to the administrative fee payable to the League, from time to time by the State Annual Congress.
- o) The State Branch shall pay annually, in relation to an Affiliate Member, to RSL National at the same time as it pays its capitation fees, a fee in respect of each Affiliate Member, equal to the amount of the capitation fee set by National Congress for that year.
- p) Annual Subscriptions shall be payable in advance on 1st January in each calendar year. A Sub Branch must forward to each Affiliate Member, a notice for the renewal of membership at least one month before the end of the financial year and the member must pay the account by the 30th April of each year.
- q) An Affiliate Member, who does not pay his annual subscription by 30th April, ceases to be an Affiliate Member.

#### 10.10 Life member of the League

- a) The Branch may propose to the National Executive that a Service member who is eligible under National Rule 13 and National By-Law 2 be admitted as a Life member of the League.
- b) The Board of Directors of the State Branch or a Sub-Branch may make a written recommendation to the Branch that the Branch propose to the National Executive that a Service Member of the League be admitted as a Life member of the League.
- c) A recommendation made by the Board of Directors of the State Branch or a Sub-Branch under Rule 10.10(b), must be supported by reasons including evidence of eligibility under National Rule 13 and National By-Law 2.



- d) If a Service member, proposed for Life membership, is also a member of a Sub-Branch, that Sub-Branch shall pay to the State Branch such fees as the Annual Congress determines from time to time.

#### 10.11 Honorary member and Honorary Life member of the League

- a) The Branch may recommend to the National Executive that a person who is eligible under National Rule 14 be admitted as an Honorary member of the League.
- b) The Branch may recommend to the National Executive a person be admitted as an Honorary Life member of the League.

#### 10.12 Social Members of Sub-Branches

- a) The Branch may make provision for the admission of Social Members of Sub-Branches within its jurisdiction upon such terms and conditions as it considers necessary.

#### 10.13 General Provisions as to Membership

- a) A Service member, or a Life member, who is also a member of a Sub-Branch shall not be eligible to be a member of another Sub-Branch but may apply to be admitted as an Associate thereof. Such an application shall be lodged with the Secretary of that other Sub-Branch and if the Committee accepts his application, and he is admitted, he shall be known as an Associate of that other Sub-Branch.
- b) An Associate member of a Sub-Branch may only remain an Associate member if he continues to be a Service member or a Life member of his original Sub-Branch.
- c) A Service member or Life member, who is also an Associate member, shall only be entitled to hold office, vote and speak, on any matter, at a meeting of not more than one Sub-Branch, and at time of application to become an Associate member must declare which Sub-Branch he or she wishes to hold office, vote and speak at.
- d) The annual subscription payable by an Associate of that other Sub-Branch shall be the annual subscription payable by a Service or Life Member, of that Sub-Branch, less capitation.
- e) A Service member or Life member, to whom Rule 10.13(c) applies shall:
  - (i) elect in writing the Sub-Branch in which he wishes to be eligible to hold office, vote and speak;

- (ii) deliver such election to all the Sub-Branches of which he is a member and associate with a copy to be lodged with the Chief Executive Officer.
- (iii) Until he has complied with Rule 10.13(c), he shall only be entitled to hold office, vote and speak at the Sub-Branch of which he is a Service member or Life member and such election shall not be able to be revoked during the membership year in which it is made.
- f) The Committee of the Sub-Branch may at any time revoke the Associate membership of a person and upon such revocation being made such person shall cease to be an Associate member of the Sub-Branch.
- g) Notwithstanding the provisions of this Constitution, no person shall be admitted as member who is considered to be, in the interests of the League, not a fit and proper person to be a member.
- h) The By-laws may make provision for terms and conditions of membership (including applications for and resignations from) not otherwise provided for in this constitution.

#### 10.14 Transfer of a Member

- a) In this Rule 10.14, a reference to a "Sub-Branch" is a reference to a Sub-Branch of this Branch or a Sub-Branch of another State Branch.
- b) Subject to Rule 10.14(c), a Member may make a written request to the Branch to transfer from:
  - (i) A Sub-Branch to another Sub-Branch;
  - (ii) A Sub-Branch to the unattached list of Members;
  - (iii) The unattached list of Members to a Sub-Branch;
- c) A member may apply for a transfer from his Sub Branch, or in the case of members on the Unattached List, his State Branch, by applying through his 'old' Sub Branch before the application is passed to the receiving or gaining Sub Branch or State Branch, using the prescribed Request for Transfer of Membership Form. This is to permit the 'losing' Sub Branch to give financial clearance for any debts etc. that the transferring member may have incurred and particularly to check that he is not under suspension or had his membership cancelled.
- d) The Sub-Branch from which the Member is being transferred from must immediately pay the Branch or the Sub-Branch to which the Member is being transferred to (as applicable) the Annual Subscriptions paid in advance by the Member except the current years Annual Subscription.

- e) That where a Life Member transfers interstate to another State Branch as the Member's primary Sub-Branch, the transferring Sub-Branch shall pay the receiving State Branch that portion of the Life Membership fee that remains for that Member in its Life Membership fund and the receiving State Branch shall pay to the receiving Sub-Branch the applicable annual rebate of that State Branch's subscription.
- f) If a Member is transferred from a Sub-Branch to another Sub-Branch, or the unattached list of Members, the Member must, if he is a Member of the Sub-Branch Committee of the Sub-Branch from which the Member is being transferred from:
  - (i) Immediately resign as a Member of the Sub-Branch Committee; and
  - (ii) Immediately cease to participate in any way whatsoever in the activities or decisions of the Sub-Branch Committee.
- g) That where a Life Member transfers to another Sub-Branch, the receiving Sub-Branch must extend to that Member all the rights, privileges and honours as extended to a Life Member nominated by that Sub-Branch.
- h) Notwithstanding any other provision in these Rules, a member suspended by the State Branch or by a Sub-Branch is precluded from transferring to another Sub-Branch, or visiting another Sub-Branch, during the period of suspension.
- i) Affiliate Members of Sub Branches may transfer to another Sub Branch or to the Unattached List in the State of Tasmania only.
- j) A Sub-Branch is specifically excluded from the Rule regarding transfer of a member.

## **11. DISPUTES AND THEIR RESOLUTION**

- 11.1 State branch and sub-branches shall have compulsory mediation/conciliation procedures to resolve disputes before they escalate to a point where formal action needs to be taken and are to act in accordance with by-law 23 of these rules.

## **12. DISCIPLINARY POWERS OF A SUB BRANCH AND APPEALS ARISING THERE FROM**

- 12.1 Notwithstanding the provisions of Rule 14, if the Committee of a Sub Branch has reason to believe that a member:
  - a) has wilfully refused or neglected to comply with the provisions of this Constitution or the Bylaws of the State Branch; or

- b) has been guilty of conduct unbecoming a member; or
- c) has been guilty of conduct subversive, prejudicial or detrimental to the interests of RSL National, the Tasmanian Branch or the Sub-Branch; or
- d) has been convicted of any indictable offence.

Such member being a Service, Life, Affiliate or Social Member shall give not less than 14 days notice in writing to that member of the date, time and place of its meeting at which it will consider whether or not he has been guilty of such conduct.

- 12.2 The notice referred to in Rule 12.1 shall be accompanied by a statement in which there shall be set out full and precise particulars of the conduct of the member which will be considered by the Committee.
- 12.3 Either prior to or at the meeting of the Committee the member concerned may request it to elaborate upon any of the particulars set forth in the said statement. Such a request shall be complied with by the Committee. The said member may put to the Committee at the meeting such facts as he may consider relevant and shall be given every opportunity to address it.
- 12.4 The Committee shall decide at the meeting whether the member has been guilty of conduct unbecoming a member. If it is satisfied he has been guilty of such conduct, it may resolve that:
- a) he be placed on a warning to improve his conduct, or
  - b) be reprimanded, or
  - c) be suspended from membership of the Sub-Branch for a period not exceeding 12 months, or
  - d) in the case of Life, Service and Affiliate Members a Sub-Branch Committee may resolve at any time prior to a decision being made by the Sub-Branch, due to the serious nature of the offence or its inability to hear the matter unbiased, that the matter be referred to the State Branch for consideration and hearing by the State Branch Disciplinary Committee which shall follow, subject to appropriate adaptation as set out in Rules 12.1 to 12.5, or
  - e) in the case of a Social Member, that the member be expelled from membership of the Sub-Branch.
- 12.5 The substance and decision of the meeting referred in Rule 12.3 and Rule 12.4 shall be recorded in the minutes of the meeting. Written notices,

submissions and other correspondence relevant to the meeting shall be certified within 7 days after the meeting, by its Chairman, after conferring with the other members of the Committee. The member shall as soon as practicable be advised in writing of the Committee's decision and the reasons for that decision.

- 12.6 The rights of appeal from the decision of the Committee shall be restricted to Service, Life and Affiliate Members, and there shall be no right of appeal in relation to the decision of the Committee concerning a Social Member.
- 12.7 A Service, Life or Affiliate Member aggrieved by a resolution of a Committee or by the State Branch Disciplinary Committee may appeal to the State Branch Tribunal by notice in writing addressed to the Chief Executive Officer to the Branch who shall forward it to the State Branch Tribunal. Such appeal shall be lodged within 14 days after the notification in writing referred to in Clause 12.5 and upon lodging of the appeal, the decision of the Committee or by the State Branch Disciplinary Committee shall be stayed (unless otherwise ordered by the State Tribunal) until the appeal is concluded, abandoned or discontinued.
- 12.8 An appeal lodged pursuant to this Rule shall be accompanied by a statement in writing in which the member shall set out the aspect or aspects of the decision which gave rise to the appeal, the grounds of his appeal and the facts upon which he relies. An appeal shall not be treated as valid unless it complies with this Rule.
- 12.9 Upon receipt of an appeal the Chief Executive Officer shall request the Sub-Branch to forthwith forward to the Branch:
- a) all its papers and documents concerning the member, particularly the notice
  - b) and statement referred to in Rule 12.2; and
  - c) a copy of its minutes referred to in Rule 12.5 relating to the matter giving rise to the appeal.
- 12.10 A State Branch Tribunal shall hear and determine an appeal pursuant to this Rule as soon as practicable after receipt by the Chief Executive Officer of the documents referred to in Rule 12.9.
- 12.11 The Sub Branch and the member concerned shall have a right of personally attending upon the hearing of the appeal or any application to lift a stay by the State Branch Tribunal having given prior notice that they wish to do so. The

State Branch Tribunal shall make its decision based on the information presented at the hearing and that decision regarding an appeal against a reprimand or suspension shall be final.

- 12.12 The written notices submitted and other correspondence relating to the meeting shall be attached and form part of the minutes and the minutes of the appeal hearing shall be certified by the Chairman within 7 days after the meeting. The decision shall be notified in writing to both the Sub Branch and the member within 14 days of certification by its' Chairman, after conferring with other members of the State Branch Tribunal.
- a) A resolution passed pursuant to this Rule whereby a member of a Sub-branch is suspended from membership of that Sub-branch shall not operate to otherwise affect the membership of that member, save and except as provided in Rule 16 - Life Members suspended from membership.

### **13. STATE BRANCH TRIBUNAL**

- 13.1 The Branch shall establish a State Tribunal consisting of no fewer than five Members, at least three of whom shall be Service or Life Members which shall hear the following matters:
- a) appeals from decisions of Sub Branches and the State Branch Disciplinary Committee as to disciplinary matters;
- b) disciplinary matters referred to it by the State Branch;
- c) appeals or hearings in relation to eligibility for memberships, transfers of membership, as set out in the Rules; and
- d) disputes and grievances from individuals arising within the jurisdiction of the State Branch;
- e) other such matters referred to it by the State Branch including matters relating to the discipline of a Sub-Branch including the possible suspension and/or removal of a Sub-Branch Charter.
- 13.2 The State Branch Tribunal shall exercise the powers of the Branch in accordance with this Constitution.
- 13.3 A member of the State Branch Tribunal shall be deemed to have vacated office if he:
- a) Ceases to be a Member;

- b) Becomes of unsound mind or a person who is, or whose estate is, liable to be dealt with under the law relating to mental health;
  - c) Becomes a bankrupt or insolvent or makes an arrangement or composition with his creditors;
  - d) Is convicted of a serious criminal offence and the Board of Directors of the State Branch does not within one month of that conviction resolve to confirm the Branch Officer's appointment or election to the office;
  - e) Resigns by notice in writing to the Branch; or
  - f) Moves his principal place of residence outside Tasmania.
- 13.4 As to its State Branch Tribunal, State Branch shall prescribe:
- a) the term of office of its members; and
  - b) the number of its members which from time to time shall constitute a quorum in any particular matter being not less than three (3) Members; and
  - c) the procedures to be followed by it;
- 13.5 Upon the hearing of an appeal pursuant to Rule 12.7, the member concerned shall have a personal right of audience before the State Branch Tribunal or, with its prior leave, may be represented by any non legally qualified person, and shall be given 28 days notice of the date of that hearing unless the member requests a shorter period.
- 13.6 The State Branch Tribunal shall make its decision based on the information presented at the hearing.
- 13.7 The parties to an appeal before the State Branch Tribunal shall each pay their own costs of an incident to the appeal, save and except that the State Branch Tribunal may make such order as it sees fit as to whether or not the personal out of pocket expenses incurred by the member in attending on the hearing of his appeal should be paid to him. No payment shall be made in relation to legal expenses.
- 13.8 That a person lodging an appeal with the State Branch Tribunal shall at the time of lodging the appeal pay to the State Branch the sum of \$400.00 being an administration fee. That in the event of the appeal to the State Branch Tribunal being successful, the sum of \$400.00 shall be repaid by the Branch to the successful Appellant.

## **14. DISCIPLINARY POWERS OF A STATE BRANCH TRIBUNAL AND APPEALS ARISING THERE FROM**

14.1 Subject to Rule 12 if in the opinion of a State Branch Tribunal, a member:

- a) has wilfully refused or neglected to comply with the provisions of this Constitution or the Bylaws of the State Branch; or
- b) has been guilty of conduct unbecoming a member; or
- c) has been guilty of conduct subversive, prejudicial or detrimental to the interests of the League, the Tasmanian Branch or the Sub-Branch; or
- d) has been convicted of any indictable offence.

A State Branch Tribunal may, subject to this Rule, resolve to impose a penalty upon him.

14.2 If it is proposed by a State Branch Tribunal to consider whether or not to form an opinion pursuant to Rule 14.1 then:

- a) it shall give not less than 14 days notice in writing to the member concerned of the date, time and place of the meeting at which it is proposed to consider whether or not he is guilty of an offence or offences referred to in Rule 14.1;
- b) it shall serve on the member, at the time of giving him notice, copies of all papers and documents including full particulars of the alleged offence or offences which will be considered by the State Branch Tribunal at that meeting in accordance with procedures as set out in the By Laws and conduct a hearing.

14.3 Having formed an opinion a State Branch Tribunal may impose upon a member, one or more of the following penalties:

- a) a reprimand;
- b) suspension from membership for such period (not exceeding 12 months) as it thinks fit;
- c) transfer to the State Branch Miscellaneous List of Members indefinitely or for such period as it determines;
- d) disqualified from holding office for a period determined in the Branch or in any Sub-Branch in Tasmania,
- e) expulsion from membership of the Sub-Branch and the Branch.



- 14.4 If the member referred to in Rule 14.1 is also a member of a State Branch Tribunal he shall, absent himself from the meeting of that Tribunal at which the question of his reprimand, suspension, transfer to a Miscellaneous List, disqualification from holding office or expulsion (as the case may be) is being considered. The proceedings of that Tribunal and any resolution thereof passed in the absence of a member to whom this Rule applies, shall be valid.
- 14.5 The substance and decision of the meeting referred to in Rule 14.2 shall be recorded in the minutes of the meeting. Written notices, submissions and other correspondence relevant to the meeting shall be certified within 7 days after the meeting by its Chairman.
- 14.6 Within 14 days after such certification, the Chief Executive Officer of the Branch shall notify the member concerned in writing of the precise terms of the said resolution and the reasons for such resolution and of the provisions of Rule 14, concerning appeals. A copy of such notification shall be forwarded to the National Secretary in the case of a Service or Life Member.

**15. DELETED**

**16. PROVISIONS AS TO LIFE MEMBERS SUSPENDED FROM MEMBERSHIP OR OTHERWISE DISCIPLINED**

- 16.1 Where any Life Member has been suspended from membership, transferred to a Miscellaneous List of Members by way of penalty or disqualified from holding office pursuant to this Constitution the State Branch shall recommend to the National Executive whether the Life Member shall forfeit any RSL Award and/or his Life Membership.
- 16.2 The National Executive shall, as soon as practicable, consider and decide upon any such recommendation. A Life Member whose Life Membership has been forfeited, shall return to the League his badge depicting his Life Membership and be issued, free of charge, with a badge usually issued to a Service Member.

**17. RE-ADMISSION OF PERSONS PREVIOUSLY EXPELLED FROM MEMBERSHIP**

- 17.1 No person who has been expelled from service membership of the Tasmanian Branch shall be admitted as a Service Member, except by the National Executive of RSL National.

17.2 Before the National Executive of RSL National considers any application for admission, it shall seek the views of the relevant State Branch which had jurisdiction over the appellant for readmission prior to the expulsion of that person from the League.

## **18. SUBSCRIPTIONS**

18.1 A Service or Affiliate Member shall pay to that Branch or Sub Branch (as the case may be) such annual subscription as is determined from time to time.

18.2 Each Sub Branch shall pay to the Branch a capitation fee as determined by State Congress.

18.3 Annual subscriptions shall be payable in advance on 1 January in each calendar year.

18.4 If a Service Member shall fail to pay his annual subscription on or before April 30 following upon the date annual subscriptions become due and payable, he shall cease to be a Service Member.

18.5 If the Australian Defence Force is engaged in a conflict then any Service Member who is a member of that Force and is engaged in that conflict, shall for the period of his involvement in that conflict, be relieved from any liability to pay annual subscriptions either to the League, State Branch or a Sub Branch, as the case may be.

## **19. ANNUAL CONGRESS AND EXTRAORDINARY CONGRESS**

19.1 Convening the Annual Congress and an Extraordinary Congress

The Annual Congress must be held in each year in May on a day, time and place to be determined by the Board of Directors of the State Branch. Pursuant to the requirements of the Act, the Annual Congress is the Annual General Meeting of the Branch.

a) That an Extraordinary State Congress shall be called by the State President in the following circumstances:

(i) If an Extraordinary Congress is directed by the Board of Directors of the State Branch; or

(ii) If a written request to convene an Extraordinary Congress is made by not less than seven (7) Sub-Branches of the Tasmania Branch after the passing of Motions at General Meetings of the relevant Sub-Branches such Motions requesting an Extraordinary Congress

and setting out the general nature of the business to be considered by the Extraordinary Congress and advising the Chief Executive Officer in writing of the request for the Extraordinary Congress and providing copies of the Minutes of the relevant General Meetings of the Sub-Branches;

- b) The Chief Executive Officer shall call an Extraordinary General Congress within two months of receiving a Direction from the Board of Directors of the State Branch or a written request from the relevant Sub-Branches.

#### 19.2 Powers of the Annual Congress and an Extraordinary Congress

- a) The Annual Congress and an Extraordinary Congress are the supreme governing bodies of the Branch.
- b) The resolutions of the Annual Congress or an Extraordinary Congress are binding and operative on the Branch, the Board of Directors of the State Branch, a Sub-Branch, a Women's Auxiliary and any other section or association subsidiary to the Branch or a Sub-Branch from the date the resolution is passed, unless the Annual Congress or an Extraordinary Congress resolves otherwise. Save and except that resolutions passed amending the Rules of the Branch become effective on the date approved by the Registrar of Incorporated Associations.
- c) The Annual Congress or an Extraordinary Congress may refer a matter to the Members to be decided by a referendum in a form and manner determined by the Board of Directors of the State Branch.

#### 19.3 Notice of the Annual Congress or an Extraordinary Congress

- a) Written notice of the Annual Congress or an Extraordinary Congress must be given to all Sub-Branches and the Branch Delegates at least six weeks before the Annual Congress or an Extraordinary Congress.
- b) The written notice provided under Rule 19.3(a) must:
  - (i) specify the date, time and place of the meeting; and
  - (ii) include the agenda.
- c) A Sub-Branch must ensure that the notice provided under Rule 19.3(a) is brought to the attention of its members.
- d) The failure to give a notice to a Sub-Branch or a Branch Delegate under Rule 19.3(a) or the failure to bring the notice to the attention of the members of the Sub-Branch does not invalidate any act, matter or thing done or resolution passed at the Annual Congress or on Extraordinary Congress.

- e) Notice given to a Sub-Branch under Rule 19.3 (a) is deemed to be notice given to the Sub-Branch Delegates of that Sub-Branch.
- f) The Branch and the Sub-Branches shall comply with the Warning Order and Schedule of Events as set out in By-Law 18.

#### 19.4 Sub-Branch and Branch Delegates

- a) A Sub-Branch member, who is a Service or Life member, or an Affiliate who is an Executive member on a Sub Branch Committee, may represent the Sub-Branch as a Delegate at the Annual Congress or an Extraordinary Congress, save and except that an Affiliate Delegate, or alternate Delegate shall not vote on any matter concerning the National Constitution.
- b) Subject to Rule 19.3(c) and 19.3(d), the members of a Sub-Branch are entitled to appoint Sub-Branch delegates as set out in By-Law 18 from time to time.
- c) A reference to a member of the Sub-Branch in Rule 19.4(b) is a reference to a Life Member, a Service Member, or an Affiliate member for whom the Sub-Branch has paid the Capitation Fee to the Branch no later than seven (7) weeks prior to the date of the first day of the State Annual Congress.
- d) Sub Branches are to appoint Sub Branch Delegates in accordance with the table at By Law 18
- e) If it is not possible for a Sub-Branch to appoint a Sub-Branch Delegate from its members, the Sub-Branch may appoint a Service or Life Member of another Sub-Branch to be the Sub-Branch Delegate.
- f) The secretary of a Sub-Branch must notify the Chief Executive Officer in writing of the appointment of a Sub-Branch Delegate at least twenty one (21) days before the Annual Congress or an Extraordinary Congress.
- g) If a Sub-Branch Delegate is elected as a Branch Officer, he must cease to be the Sub-Branch Delegate and the Sub-Branch may appoint a replacement without written notice to the Chief Executive Officer.
- h) The Branch Delegate may represent the Unattached List Members at the Annual Congress or an Extraordinary Congress, but shall not have the right to vote.
- i) The Branch delegate is to be appointed by the Board of Directors of the State Branch from the eligible members of the Board of Directors of the State Branch.

#### 19.5 Proceedings at the Annual Congress or an Extraordinary Congress

- a) The State President is to be the Chairperson of the Annual Congress or an Extraordinary Congress but if the State President is not present within fifteen minutes after the time appointed for the commencement of the Annual Congress or an Extraordinary Congress, or is unwilling or unable to act as the Chairperson, the most senior Director of the Board of Directors of the State Branch present is to be the Chairperson of the Annual Congress or an Extraordinary Congress.
- b) The State President or the presiding Director of the Board of Directors of the State Branch (as the case may be) is to vacate the chair, at the closure of the Annual Congress or Extraordinary Congress.
- c) The Chief Executive Officer must ensure that minutes of the Annual Congress or the Extraordinary Congress are kept and the minutes must be signed by the Chairperson.
- d) The only business to be transacted at the Annual Congress is that included on the agenda, unless the Chairperson decides that it is in the interests of the Branch that business not included on the agenda be transacted.
- e) A quorum must be present at the Annual Congress or an Extraordinary Congress before any business is to be transacted except for the election of a Chairperson and the adjournment of the Annual Congress or an Extraordinary Congress under Rule 19.5(g).
- f) A quorum shall be one quarter of the delegates who have registered as attending the Congress.
- g) If within one hour after the appointed time for the commencement of the Annual Congress or an Extraordinary Congress a quorum is not present, the Chairperson must adjourn the Annual Congress or the Extraordinary Congress to a date not less than forty five days from the original meeting and to a time and place as the Chairperson decides.
- h) If at the adjourned meeting the quorum is not present within an hour after the appointed time for the commencement of the Annual Congress or the Extraordinary Congress, the Sub-Branch Delegates and Branch Delegates present are the quorum.
- i) The Chief Executive Officer must give a written notice to a Sub-Branch of the adjourned Annual Congress or Extraordinary Congress at least fourteen days before the adjourned Annual Congress or Extraordinary Congress.
- j) A question arising at the Annual Congress or an Extraordinary Congress is to be decided by a majority unless otherwise required by the Act, these Rules or the National Constitution.

- k) A question arising at the Annual Congress or an Extraordinary Congress is to be determined on a show of hands and unless before or on the show of hands a poll is demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost and an entry to that effect is made in the minute book, that entry is evidence of that fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
  - l) Upon any question arising at the Annual Congress or an Extraordinary Congress a Sub-Branch Delegate or alternate Delegate, or a Branch Delegate has one vote only and no other person shall have a vote save for the Chairman's casting vote.
  - m) A vote of a Sub-Branch Delegate or a Branch Delegate may be given personally or by proxy.
  - n) In the case of an equality of voting on a question the Chairperson is entitled to exercise a casting vote.
  - o) If a poll on any question is demanded, it is to be taken at that meeting in such manner as the Chairperson directs and the resolution of the poll is to be deemed to be a resolution of the Annual Congress or an Extraordinary Congress on that question.
  - p) If a poll is demanded on the election of a Chairperson or on a question of an adjournment under Rule 19.5(g) it is to be taken immediately.
  - q) A poll that is demanded on any other question is to be taken at such time before the close of the Annual Congress or the Extraordinary Congress as the Chairperson directs.
  - r) A Sub-Branch Delegate or a Branch Delegate is entitled to appoint a Member as his proxy by notice given in writing to the Chief Executive Officer no later than fourteen days before the time of the Annual Congress or Extraordinary Congress in respect of which the proxy is appointed and any such Member shall only hold one (1) proxy at a time.
  - s) The notice appointing the proxy shall be in the form set out in Branch By-Law 18.
- 19.6 Interested Sub-Branch Delegates or Branch Delegates
- a) A Sub-Branch Delegate or a Branch Delegate who has a financial or material interest in a contract or arrangement made or proposed to be made within the Branch must disclose his interest at the first Annual Congress or

Extraordinary Congress at which the contract or arrangement is first considered.

- b) A Sub-Branch Delegate or a Branch Delegate is not entitled to vote in respect of a contract or arrangement with the Branch in which he has a financial or material interest and if he does vote, the vote is not to be counted.

19.7 Attendance of a member of the Board of Directors of the State Branch, or a Member

A Branch Officer, a member of the Board of Directors of the State Branch, or a Member may attend the Annual Congress or an Extraordinary Congress but, unless he is a Sub-Branch Delegate, a Branch Delegate or the Chairperson, is not entitled to vote and may only speak with the permission of the Chairperson.

19.8 Business of Congress

- a) The Business of Congress is to:
  - (i) Confirm the minutes of the previous Congress.
  - (ii) To receive the Annual Reports and Statement of Accounts.
  - (iii) Confirm the appointment of an Auditor.
  - (iv) The Result of the elections for the following positions shall be announced:
    - A. State President,
    - B. Vice President,
    - C. Non-independent Directors, and
    - D. Independent Directors.
  - (v) To consider motions submitted by sub-branches.
  - (vi) To consider any late motions concerning any matter of importance that may have arisen after the cut-off date for motions, providing they are submitted in writing before the start of the Congress and one third of the eligible voting members present agree to the matter being heard.
  - (vii) To consider any other business that may be properly brought before it.

Order of Business

- b) Unless otherwise directed the Order of Business at a State Congress would be in the following sequence:
  - (i) silent tribute;
  - (ii) pledge of allegiance;
  - (iii) roll call;

- (iv) apologies;
- (v) confirmation of minutes of previous meeting;
- (vi) matters arising from the previous minutes;
- (vii) finance report;
  - A. official opening of congress;
  - B. office bearer appointments; and
  - C. the resolution of proposed motions.

#### 19.9 Agenda and the Agenda Sub-Committee

- a) The Board of Directors of the State Branch must, at least three months prior to the Annual Congress or two months prior to an Extraordinary Congress, appoint at least three Directors of the Branch to be the Agenda Sub-Committee.
- b) The Board of Directors of the State Branch, the State President or a General Meeting of a Sub-Branch may submit in writing to the Agenda Sub-Committee matters to be included on the Agenda of the Annual Congress on a date and time to be decided, from time to time, by the Board of Directors of the State Branch or 21 days prior to an Extraordinary Congress.
  - (i) Motions submitted by a Sub-Branch, for inclusion on the Congress agenda, are to be supported by a written rationale, relating to each matter, at the time of submission to the Agenda Sub-Committee.
- c) The Agenda Sub-Committee must:
  - (i) meet to consider the submissions made to it under Rule 19.9(b);
  - (ii) subject to Rule 19.9(d), set the agenda having regard to the submissions; and
  - (iii) brief the Chairperson if a matter on the agenda becomes redundant.
- d) The Agenda Sub-Committee may, after consultation with the person submitting a matter for inclusion on the agenda:
  - (i) amend the matter; or
  - (ii) omit the matter.
- e) If a Sub-Branch submitting a matter for the agenda is aggrieved by an amendment of a matter made by the Agenda Sub-Committee under Rule 19.9(d)(1), the Sub-Branch Delegate may move the matter at the Annual Congress or an Extraordinary Congress in its original form.



- f) If a Sub-Branch submitting a matter for the agenda is aggrieved by the omission of that matter by the Agenda Sub-Committee under Rule 19.9(d)(ii), the Sub-Branch Delegate may, by a suspension of the standing orders, move to introduce the matter for discussion.
- g) If a Sub-Branch Delegate which submitted a matter on the agenda on behalf of his Sub-Branch is absent from the Annual Congress or an Extraordinary Congress, the Chairperson may allow any Sub-Branch Delegate to move the matter.
- h) Rule 19.9 shall not apply where the Sub-Branches pursuant to Rule 19.1(b) have called an Extraordinary Congress. In this event the Chief Executive Officer shall provide material to the delegates at the time of calling the meeting, setting out the general nature of the matters to be discussed and any other material that he considers relevant.

## **20. CONTRAVENTIONS BY SUB BRANCHES**

20.1 If a Sub-Branch contravenes or fails to observe or perform:

- a) The objects of the Branch as set out in Rule 4.1 of this Constitution;
- b) The Branch Constitution or any By-Laws in relation to the operation and administration of the Sub-Branch or laws applicable in the State of Tasmania;
- c) Appropriate financial conduct and administration of the Sub-Branch;
- d) The up-holding of the Standing Policy of the League;
- e) Engaging in conduct that is prejudicial, subversive or detrimental to the interests of RSL National, the Tasmanian Branch or a Sub-Branch;

The State Branch may cause a notice in writing specifying the contravention of the failure to observe or perform or the conduct that contravenes the above and forward a copy of such notice to the Secretary of the Sub-Branch. A copy of such notice shall be forwarded to the National Secretary of the League.

20.2 During the period specified in the notice, members of the Sub-Branch Executive shall meet with representatives of the Board of Directors of the State Branch to discuss the matter in which the Sub-Branch can comply with the matters set forth in the notice. The discussion shall seek to find a resolution to the matters set forth in the notice and other relevant matters relating to the Sub-Branch. The Board of Directors of the State Branch shall

be entitled to extend the period for compliance with the notice where it is considered that such expense will assist the Sub-Branch in complying with the notice.

- 20.3 If a Sub-Branch fails to comply with a notice referred to in Rule 20.1, the Board of Directors of the State Branch may refer the matter to the State Branch Tribunal pursuant to the provisions of Rule 13.

The State Branch Tribunal shall conduct a hearing in accordance with the procedure set out in the Rules and where applicable, recommend to the State Branch that it:

- a) Declares that all officers of the Sub-Branch shall be deemed to have vacated office and direct the State President or some other Service, or Life Member to take charge of the affairs of the Sub-Branch subject to such conditions as to the Branch may deem necessary; or
- b) Appoints an Advisory Committee which shall assist and advise the Sub-Branch as to the conduct of its affairs; or
- c) Suspends the charter of the Sub-Branch; or
- d) Revokes the charter of the Sub-Branch.

And the Board of Directors of the State Branch shall act in accordance with the recommendation of the State Branch Tribunal.

- 20.4 Upon a State Branch passing a resolution pursuant to Rule 20.3, all officers of the Sub Branch shall be deemed to have vacated office and the person referred to in the said resolution may exercise all the powers of its officers until the election referred to in Rule 20.5 is held.

- 20.5 The person directed pursuant to Rule 20.3 shall, not later than 90 days after that direction, convene a general meeting of all Service and Life Members who are also members of that Sub Branch for the purpose of electing new officers of the Sub-Branch. A person who immediately prior to the resolution of the Branch referred to in Rule 20.3 held office as an officer of that Sub Branch shall not be eligible to be elected to office at the general meeting referred to in this Rule.

- 20.6 Upon the election of the new officers referred to in Rule 20.5, the person directed by the Branch shall make a written report to the Branch.

- 20.7 If Branch revokes the Charter of a Sub Branch pursuant to Rule 20.3, the Sub Branch shall be deemed to have ceased to operate and all its members shall

thereupon be deemed to have been transferred to the Unattached List of Members kept by State Branch. As to its assets, after payment of all its debts and liabilities, they shall vest in accordance with Rule 23.

## **21. POWER OF SUB-BRANCHES TO DEAL WITH PROPERTY AND FINANCIAL MATTERS**

- 21.1 21.1 Subject to any State or Commonwealth legislation to the contrary, a Sub Branch is not authorised to and shall not transfer or offer to transfer, lease or offer to lease, or create or authorise to be created any security or interest in any property held or owned by it either legally or beneficially without the prior written approval of the Board of Directors of the State Branch of the Branch having jurisdiction over it. The Board of Directors of the State Branch shall have power to impose conditions on the granting of consent.
- 21.2 Each Sub-Branch shall forward to the Branch an audited balance sheet of its financial accounts within 30 days of its Annual General Meeting and provide such other records and documents as the Branch may from time to time request.
- 21.3 A Sub-Branch shall if required in writing by the National Executive of RSL National produce for the National Executive's inspection all books of account, Minute Books, Statutory Registers kept under any law applicable on record and supply such returns and other information as shall be requested from time to time.
- 21.4 The Constitution of the Branch and of its Sub-Branches shall be consistent with the National Constitution and the National By-Laws. If there are any inconsistencies, the National Constitution shall prevail.
- 21.5 Each Sub Branch shall:
- a) be bound by the provisions of this Constitution and the By Laws;
  - b) be bound by and uphold the Standing Policy of the League; and
  - c) comply with such lawful directions as are given to it from time to time by the State Branch having jurisdiction over it.
- 21.6 Upon a State Branch establishing a Sub Branch it shall grant to it a Charter in a form approved by the National Executive. All Charters issued by State Branches at the date this Constitution comes into force and effect, shall be deemed to have been approved.

## **22. AMALGAMATION**

- 22.1 There shall be no amalgamation of Sub-Branches with each other or an amalgamation of a Sub-Branch with any other organisation without the prior consent of the Board of Directors of the State Branch.

## **23. STATE BRANCHES AND SUB BRANCHES CAPITATIONS, CONTRAVENTIONS, CESSATION AND WINDING UP, ADMINISTRATIVE APPEALS TO NATIONAL EXECUTIVE**

In the event of a Sub-Branch being wound up and there remains after satisfaction of all its liabilities any property or money, it shall not be paid or distributed to the Members of the Sub-Branch but shall be transferred or paid to the Branch to be applied by the Branch in fulfilment of its Objects. If the Branch ceases to operate or is dissolved or wound up, its assets shall after payment of all its debts and liabilities, shall vest in RSL National to be used by RSL National as far as possible for its purposes in the State of Tasmania.

- 23.1 Each Sub Branch shall provide an audited balance sheet of its financial accounts to its State Branch within 30 days of its Annual General Meeting.
- 23.2 Each State Branch shall provide an audited balance sheet of its financial accounts to RSL National within 30 days of its Annual General Meeting.
- 23.3 Each Sub Branch shall forward to its State Branch by 31 March each year, or within such further time as that State Branch allows, its audited Statements of Financial Position and Financial Performance and any other records or documents as that State Branch may from time to time direct.

## **24. GENERAL MEETINGS OF SUB-BRANCHES**

- 24.1 General Meetings of Sub-Branches shall be conducted in accordance with By-Law 1 of this Constitution as amended from time to time.

## **25. AMENDMENT OF THIS CONSTITUTION**

- 25.1 This Constitution may only be amended by a special resolution passed at a State Congress, (either an Annual or Extraordinary Congress), that is, passed by at least 75 per cent of the votes cast by those entitled to vote and who are present in person pursuant to Section 23(1) of the Associations Incorporation Act 1964 of the Tasmania Parliament.

- 25.2 Twenty-one (21) days written notice shall be given to all those persons or Sub-Branches entitled to receive notices of a State Congress.
- 25.3 Such notice shall set out the intention to propose the resolution as a special resolution and state therein the resolution pursuant to Section 18(1) of the Act.

## **26. DIRECTORS, CHIEF EXECUTIVE OFFICER AND CONDUCT OF THE BRANCH**

- 26.1 26.1 The Directors shall be:
- I. The State President;
  - II. The Vice President;
  - III. Three (3) Non-Independent Directors;
  - IV. Four (4) Independent Directors.
- a) Any non-independent Director position, including State President or Vice President position must be held by a person who is a Service Member or a Life Member of the League.
  - b) A Director is to hold office for a term of three (3) years until the closure of the Annual Congress next after his term of election, subject to a term limit of two (2) terms as a Director in that position.
  - c) Except as provided for under Rule 26.2, if a vacancy of a Director arises, the Board of Directors of the State Branch may appoint a Service Member or Life Member of the League to the vacant office and the person so appointed may continue in office for a period of six (6) months, upon which time an election shall be held.
  - d) The office of a Director becomes vacant if he:
    - (i) Ceases to be a Member;
    - (ii) Becomes of unsound mind or a person who is, or whose estate is, liable to be dealt with under the law relating to mental health;
    - (iii) Becomes a bankrupt or insolvent or makes an arrangement or composition with his creditors;
    - (iv) Is convicted of a serious criminal offence and the Board of Directors of the State Branch does not within one month of that conviction resolve to confirm the Branch Officer's appointment or election to the office;
    - (v) Resigns by notice in writing to the Branch; or
    - (vi) Moves his principal place of residence outside Tasmania.
- 26.2 Vice President

- a) If the State President is or proposed to be absent, unable or unwilling to carry out his duties for more than one (1) month, the Vice President will be the Acting State President. In the event of the Vice President is or proposed to be absent or unable or unwilling to be Acting State President, the position of Acting State President and Vice President shall be filled by appointment by the Board of Directors of the State Branch.

#### 26.2A Independent Directors

- a) Independent Directors and, ideally, non-Independent Directors shall have relevant skills, qualifications and/or experience that will assist the Board of Directors of the State Branch in the carrying out of its activities.

#### 26.3 Election of Directors

- a) The election of directors shall be by postal vote only and the results notified at Annual Congress. The following paragraphs and annexes outline the process to be applied. The Schedule of Events detailed in By-Law 18 – State Congress summarises the process.
- b) Nominations  
Nomination shall be called for not later than the last Friday in December preceding each election year to reach the State Branch not later than the second Friday of the following February. Nominations are to be submitted to the State Branch Chief Executive Officer (Returning Officer) on the authorised nomination form.
- c) Ballot Draw  
The draw to allocate nominees to the ballot shall be conducted on the third Monday of February in the election year at 10:00am at State Branch. Nominees or a representative may attend the draw.
- d) Voting  
In an election year Ballot Papers listing the names of all nominees and positions to be filled shall be forwarded to each Sub-Branch not later than the last Friday in February.  
Ballot Papers are required to be returned to the State Branch sealed in a return envelope supplied with the Ballot Paper. Ballot Papers are to be received at State Branch not later than Close of Business (COB) on the third Monday in April of the election year. All Ballot Papers that are received at State Branch after that time will be excluded from the count.
- e) Counting

On the day following the Closing Date the sealed Ballot Envelopes are to be delivered to an external agency for counting. The Chief Executive Officer (Returning Officer) is responsible for the safe delivery of the sealed Ballot Envelopes to the selected agency.

f) Notification of Results

The results of voting are to be provided to the State Branch Chief Executive Officer, the Returning Officer, in a sealed envelope to be opened and announced at State Congress.

The conduct of the elections shall otherwise be in accordance with By-Law 18.

## **27. THE BOARD OF DIRECTORS AND GOVERNMENT OF THE BRANCH**

27.1 The administration of the affairs of the Branch shall be vested in and exercised by the Board of Directors of the State Branch.

27.2 The new Board of Directors of the State Branch shall assume office at the end of the relevant Annual Congress.

27.3 DELETED

27.4 The Board of Directors of the State Branch shall have the full power to superintend and conduct the business and affairs of the Branch according to the Rules and do all other acts and things as the Branch itself could do, and which were not expressly directed or required to be exercised or done by Congress, and in particular without limiting or breaching the generality of the foregoing powers, shall have the following powers:

- a) Do all acts and things specified in paragraph 4 of the Constitution;
- b) To invest money in the name of the Branch in any investment;
- c) To pay all expenses incurred in the management of the concerns of the Branch out of moneys coming into their hands.
- d) To appoint and remove and to delegate any of their powers to a Sub-Committee of three or more members of the Board of Directors of the State Branch and to fix the Quorum of any such Sub-Committee.
- e) To employ solicitors and take counsel's opinion on any matter they think fit, and to act in accordance with such advice without being responsible for any error thereby committed.
- f) To appoint the CEO.
- g) To direct and control all Sub-Branches on questions of public policy.

- h) To apply for registration for incorporation of the Branch under any Federal or State law for the time being in force relating to the registration or incorporation of Associations.
  - i) The Board of Directors of the State Branch shall have the power to elect a co-delegate to National Congress.
  - j) Establish as a Standing Committee of the Board of Directors of the State Branch being a State Branch Disciplinary Committee.
  - k) The Committee of Management of any Gift Fund established or conducted by the Branch.
- 27.5 The Members of the Board of Directors of the State Branch shall be entitled to one vote on every motion and in the case of equality of votes the Chairman shall have a second or casting vote. Any objection to the validity of a vote shall be made at the meeting at which it is tendered.
- 27.6 A quorum for any meeting of the Board of Directors of the State Branch shall be five Members present in person, or by teleconference.
- 27.7 The Board of Directors of the State Branch shall meet at least six (6) times per year at such times and places as the Board of Directors of the State Branch may decide. The Chief Executive Officer shall attend to all matters between meetings except matters of policy, which shall be referred to the Board of Directors of the State Branch.
- 27.8 The Chief Executive Officer shall attend to the operational affairs of the Branch and shall have the power to make urgent decisions if required between Board Meetings. In the event that an urgent decision relating to a strategic matter must be made, the Members of the Board of Directors of the State Branch shall be advised, and if necessary an out of sessions Meeting of the Board of Directors of the State Branch either in person or by telephone shall take place to ratify or otherwise the urgent decision of the Chief Executive Officer.
- 27.9 A Special Meeting for the Board of Directors of the State Branch may at any time be convened by the President and shall be convened by the President if and whenever not less than three Members of the Board of Directors of the State Branch shall make a requisition in writing to that effect, stating the object of the meeting. Seven days notice of any Special Meeting shall be given where practicable to every member of the Board of Directors of the State Branch, stating the object of the meeting, and no business shall be



transacted at any Special Meeting except that for which it was convened. The President shall decide at which place such Special Meeting shall be held.

- 27.10 The President will preside as Chairman of every meeting of the Board of Directors of the State Branch at which he is present. If the President is absent from the meeting, the Vice President is to preside as Chairman. If both the President and Vice President are absent the Members shall then elect a Chairman.
- 27.11 Should any Member of the Board of Directors of the State Branch absent himself without leave from two consecutive meetings of the Board of Directors of the State Branch, his office shall be declared vacant by a resolution of the Board of Directors of the State Branch.
- 27.12 Casual vacancies in the Board of Directors of the State Branch save and except for the position of President or Vice President may be filled by way of the Board of Directors of the State Branch appointing other persons to hold those positions for a period of up to six (6) months, upon which time an election shall be held.
- 27.13 DELETED
- 27.14 The Board of Directors of the State Branch shall have full power to superintend and conduct the business and affairs of the branch according to the rules provided for the government thereof and to do all such acts and things as the Branch itself could do and which are not hereby expressly directed or required to be exercised or done by Congress and in particular and without limiting or abridging the generality of the forgoing powers, shall have the following powers:
- a) To do all or any of the acts and things specified in paragraph four of the constitution herein.
  - b) To invest money in the name of the Branch in any investment in which a trustee may by law invest money, or in the purchase of any land, property, or estate, or any interest therein.
  - c) To promote and contribute to any enterprise, present or future, which shall have for its objects the making or doing of any works or buildings conducive directly or indirectly to the objects of the League.
  - d) To establish Committees and Sub-Committees including a State Branch Disciplinary Committee of the Board of Directors of the State Branch from time to time.

## 28. FINANCE COMMITTEE

- a) The Board of Directors of the State Branch is to establish a Finance Committee of not less than four persons.
- b) The Members of the Finance Committee are to be appointed by the Board of Directors of the State Branch and shall include the Finance Officer, and the Chief Executive Officer.
- c) Subject to Rule 28(d), the Members of the Finance Committee are to hold office for such period as the Board of Directors of the State Branch decides and are eligible for the reappointment.
- d) The office of a Member of the Finance Committee becomes vacant if he:
  - (i) Becomes of unsound mind or a person who is, or whose estate is, liable to be dealt with under the laws relating to mental health;
  - (ii) Becomes a bankrupt or insolvent or makes an arrangement or composition with his creditors;
  - (iii) Is convicted of a serious criminal offence and the Board of Directors of the State Branch does not within three months of that conviction resolve to confirm the appointment to the office of a Member of the Finance Committee;
  - (iv) Resigns by notice in writing to the Board of Directors of the State Branch;
  - (v) Is absent for three consecutive meetings of the Finance Committee without the prior permission of the Finance Committee unless the Finance Committee resolves otherwise;
  - (vi) Moves his principal place of residence outside Tasmania;
  - (vii) Is removed by the Board of Directors of the State Branch.
- e) If a vacancy in an office of a Member of the Finance Committee arises, the Board of Directors of the State Branch may appoint a person to the vacant office;
- f) The Chairman of the Committee shall be either the Finance Officer or an Independent Director;
- g) The Finance Committee shall meet not less than four times per year on a quarterly basis at such place and such time as it determines;
- h) The Finance Committee may regulate the conduct of its meetings as it thinks fit.
- i) The Finance Committee is to be vested with such duties, powers and functions as the Board of Directors of the State Branch decides and such

duties, powers and functions shall include the analysis and interpretation of the quarterly financial affairs of the Branch and Associated Trusts in order to make recommendations to the Board of Directors of the State Branch;

- j) The Finance Committee shall report regularly to the Board of Directors of the State Branch.

## **29. CHIEF EXECUTIVE OFFICER**

- 29.1 The Chief Executive Officer shall be appointed by the Board of Directors of the State Branch. The appointment shall be for such a period, at such salary and on such other terms and conditions as the Board of Directors of the State Branch may from time to time determine.
- 29.2 The Chief Executive Officer shall not be removed except by a resolution passed by two thirds of the Members of the Board of Directors of the State Branch at a meeting specially called to consider the question of such removal.
- 29.3 DELETED
- 29.4 DELETED
- 29.5 The Chief Executive Officer shall be responsible to the Board of Directors of the State Branch for the proper and effective discharge of his duties.
- 29.6 The Chief Executive Officer may be suspended by the President for any act of misconduct and in such case the President shall, immediately after such suspension, convene a meeting of the Board of Directors of the State Branch to consider the removal or such other action as may be appropriate in relation to the Chief Executive Officer.
- 29.7 During the absence of the Chief Executive Officer, the Board of Directors of the State Branch may from time to time appoint an acting Chief Executive Officer on such terms as they may deem proper.
- 29.8 That the CEO shall be responsible for the employment, supervision and termination of employment of employees of the Branch.

## **30. FINANCE OFFICER**

- a) The Board of Directors of the State Branch is responsible for all the financial affairs of the Branch and must ensure that proper accounts and books to record the financial affairs of the Branch are kept by the Finance Officer.

- b) If the office of Finance Officer becomes vacant the Board of Directors of the State Branch shall appoint a qualified member to be the Finance Officer who shall hold office until a suitable replacement can be found.
- c) The Board of Directors of the State Branch is to appoint a qualified member or independent director as the Finance Officer for a period of time to be determined by the Board of Directors of the State Branch.

### **31. THE SEAL**

The Board of Directors of the State Branch shall provide a common seal for the Branch which shall always be kept at the Chief Executive's Office and shall never be used except by authority of the Board of Directors of the State Branch previously given, and then only in the presence and accompanied by the signature of two Directors who were present at the meeting at which such authority was given, or of one Director and the Chief Executive Officer. No person dealing with the Branch shall be bound or concerned to see or enquire as to authority under which any instrument is sealed or in whose presence.

### **32. NOMINATION AND ELECTION OF THE DIRECTORS**

- 32.1 Elections are to be held every 3 years on a rotational basis, such that no more than three (3) Directors are elected in any given year, for the following positions;
  - a) The State President;
  - b) The Vice President;
  - c) Three (3) Non-Independent Directors;
  - d) Four (4) Independent Directors.
- 32.2 Canvassing is not permitted for any elected position on the State Branch. All nominees are permitted to provide a pen picture of approximately one A4 page, together with a photograph which is to be circulated to Sub Branches by the Returning Officer with the Ballot Papers.
- 32.3 Nominees shall satisfy the criteria stipulated in By Law 16 – Nomination and Election of State Office Bearers as in force at the time of nomination.

### **33. BY-LAWS**

- 33.1 The Board of Directors shall have the power, from time to time, to make such By-laws as are in their opinion necessary and desirable for the proper control, administration and management of the State Branch and in relation to Sub-

branches' affairs, operations, finances, interests, effects and property and to amend or repeal, from time to time, such By-laws.

- a) A By-law shall:
  - (i) Be subject this Constitution
  - (ii) Be not inconsistent with any provision contained therein; and
  - (iii) When in force shall be binding on all members, irrespective of the class of membership or affiliation to which they have been admitted and shall have the same effect as these Rules.

#### **34. NOTICES**

- 34.1 A notice may be given by State Branch to any member, irrespective of the class of membership, or affiliation, to which they have been admitted either personally or by sending it by post, or via electronic means, to him at his registered address.
- 34.2 Notice of every State Congress shall be given in any manner hereinbefore authorised by State Branch to every Sub-Branch Officer within its jurisdiction. No other person shall be entitled to receive notice of a State Congress.

#### **35. INDEMNITY**

- 35.1 The Branch is obliged to indemnify a Director and the Chief Executive Officer against loss or expense incurred by the discharge of his or her duties as a Director or a Chief Executive Officer unless such loss or expense has been incurred by their own wilful neglect or default.