



**CONSTITUTION OF
THE RETURNED & SERVICES LEAGUE OF AUSTRALIA
(TASMANIA BRANCH) INCORPORATED**

Australian Business Number (ABN) 11 977 093 123

Approved at the Extraordinary General Meeting held on 23rd of November 2023

and effective from 1st of January 2024

The Price of Liberty is Eternal Vigilance

The Returned & Services League of Australia Ltd

Members of RSL Australia

The President and State Branches:

RSL TAS Inc.

RSL QLD Inc.

RSL NSW Inc.

RSL VIC Inc.

RSL SA Inc.

RSL WA Inc.

RSL ACT Inc.

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CONSTITUTION AMENDMENT PAGE

Amendment Number	Date	Reason for Change	Authorisation
0	08 May 09	Complete Document Rewrite	State Congress 2009
1	01 Jun 10	Reissue with Amendments	State Congress 2010
2	27 May 12	Amendments	State Congress 2012
3	17 May 13	Amendment to Rule 12.4	State Congress 2013
4	16 May 14	Amendment to Rule 26	State Congress 2014
5	21 May 16	Amendments	State Congress 2016
6	19 May 19	Changes re: Corporate Governance Review	State Congress 2016
7	11 Dec 20	Changes re: Independent Director Appointments	Extraordinary General Meeting 2020
8	23 Nov 23	Complete Document Rewrite	Extraordinary General Meeting 2023

CONSTITUTION OF THE RETURNED & SERVICES LEAGUE OF AUSTRALIA (TASMANIA BRANCH) INCORPORATED

The Organisation

1. Name

- 1.1. The name of the organisation is 'The Returned & Services League of Australia (Tasmania Branch) Incorporated (RSL TAS Inc.).
- 1.2. The organisation may be cited as RSL TAS Inc. or 'State Branch'.
- 1.3. Its motto is '*The Price of Liberty is Eternal Vigilance*'.

2. Type of Organisation

- 2.1. RSL TAS Inc. is an incorporated not-for-profit organisation which is established to be and to continue as, an Ex-Service Organisation charity in support of Veterans and Veteran's families.
- 2.2. The RSL TAS Inc. is a Member of the Returned & Services League of Australia Limited (RSL).

3. Registered Office

- 3.1. The Registered Office of RSL TAS Inc. shall be determined by the State Board of RSL TAS Inc. from time to time.

4. Definitions and Interpretations

- 4.1. In this Constitution and subordinate By-Laws, unless the context otherwise requires:
 - a. Words importing the singular include the plural and vice versa;
 - b. Words importing any gender include every other gender;
 - c. References to persons include corporations and bodies politic;
 - d. Reference to these rules includes a reference to any Appendix, Annexure, Exhibit or Schedule to the Rules of this Constitution and its By-Laws;
 - e. Where the day on which anything is to be done is not a Business Day, that thing must be done on, or by the end of the succeeding Business Day;
- 4.2. In this Constitution and subordinate By-Laws, unless the contrary intention appears:

"Act" means the *Associations Incorporation Act 1964 (Tas)*. The Act;

"ADF" means the Australian Defence Force;

“ADF Personnel” means those Members who are currently serving in the Royal Australian Navy, the Australian Army or the Royal Australian Air Force;

“Affiliate” means an Affiliate of the Branch admitted pursuant to Rule 24, an Affiliate Member has voting rights for most matters except National issues;

“Associate Member” means an Associate Member pursuant to Rule 24, an Associate Member of a Sub-Branch does not have voting rights and is a League Member of another Sub-Branch with full voting rights;

“Annual State Congress” comprises the State Branch Annual General Meeting and other activities as determined by the State Board;

“Annual General Meeting” (AGM) means the Annual General Meeting of Sub-Branches as called by the State Board;

“Appoint” means to select someone officially, via a Motion, for a position or responsibility;

“Appointed State Board Member” means a person co-opted by the State Board’s elected Members to become a Member of the State Board, or an elected Member pursuant to Rule 10.4 and an appointed Member pursuant to Rule 10.7;

“Australia” means the Commonwealth of Australia;

“Branch” shall mean The Returned & Services League of Australia (Tasmania Branch);

“Branch Constitution” means the Constitution of the Returned and Services League of Australia (Tasmania Branch) Inc. and includes its By-Laws;

“By-Laws” means the RSL TAS Inc. By-Laws and those of a Sub-Branch made pursuant to this Constitution;

“Capitation Fees” means that component of a Subscription Fee, payable to the Branch for Service and Affiliate Members;

“Chapter” means an unincorporated body established by the State Board for the purpose of allowing two (2) or more Service, Life Members or Affiliate Members to retain and/or establish an RSL presence in their community;

“Charter” means the formal authority granted to a Sub-Branch to act as a Member of RSL TAS Inc;

“Chief Executive Officer of the Branch” (CEO) means the person appointed from time to time under Branch Constitution Rule 15.1 by the State Board;

“Conduct Unbecoming a Member” has the meaning given to it by Rule 35.2 or the By-Laws;

“Director” means a Member of the Board of the State Branch and includes Service Directors (all Board League Members) and Specialist Directors pursuant to Rule 10;

“Elected State Board Member” means a person elected and/or

ratified as a Member of the State Board at an Annual General Meeting, or at an out of session election process;

“Extraordinary General Meeting” (EGM) means a Special General Meeting that is held to resolve a specific issue or issues and is separate from an Annual General Meeting;

"Financial Year" means the year ending 31st of December;

“Honorary Member” means a person who, other than a League or Affiliate Member, has been granted Membership as an honour and distinction, but has been admitted to that class of Membership pursuant to Rule 24 of the State Branch Constitution. Honorary Members do not have voting rights;

“Honorary Life Member” means an Honorary Member who has been given Life Membership and admitted to that class of Membership pursuant to Rule 24 of the State Branch Constitution. Honorary Life Members do not have voting rights;

“In Camera” means a Committee Meeting held in private without Staff, Sub-Branch Members or Members of the public present;

"In Writing" & "Written" include typing or printing, lithography, photography and other modes of representing or reproducing words and figures in visible form;

“League” means the Returned and Services League of Australia Limited ACN 008 488 097, and includes the RSL, State Branches, Members of State Branches, Sub-Branches and Members of Sub-Branches;

"League Member" means a Life Member or a Service Member of the League and is a Member of State Branch or a Sub-Branch and has full voting rights;

“Life Members” means Life Membership awarded to a Service Member who has given exceptional service to the League and elected to that class of Membership pursuant to Rule 24. Life Members have full voting rights;

“Life Subscriber” means a Service Member from another State, who has paid their Annual Membership Fees for life in that State and who on ratification of this Constitution, is deemed to be required to pay Annual Membership Fees in the State of Tasmania;

“Member” means a natural person who has been admitted to any one (1) of the classes of Members described in Rule 24;

“Memorandum of Understanding” means a formal agreement between State Branch and another entity;

“Miscellaneous List of Members” means a Member that has been suspended from Membership by way of penalty or disqualified from holding office pursuant to the Constitution;

“Model Rules” means the model rules prescribed in pursuance of section 16 of the *Associations Incorporations Act 1964* (The Act);

“National Board” means the Board of the Returned & Services League

of Australia Limited;

“National Annual General Meeting” means the Annual General Meeting or any Special General Meeting of the Returned and Services League of Australia Limited;

“National Constitution” means the Constitution of the Returned & Services League of Australia Limited;

“Other Members” means the class of Membership determined by the State Branch that does not fall within the existing class categories of Membership but offers a benefit to the organisation. Other Members may include Social or Community Members and have certain voting rights;

“Perpetual Members” means an “Affiliate” or “Other Member” who has been given Perpetual Membership and admitted to that class of Membership pursuant to Rule 24 of the State Branch Constitution. Perpetual Members have voting rights, and the extent of these voting rights will be dependent on whether they were admitted as an Affiliate or an Other Member;

“Person” an individual recognised by law as a legal person, or a group of people recognised by law to function as an individual;

“Regional Deputy President” means a Director appointed pursuant to Rule 10;

“Register of Members” means the Register of the RSL TAS Inc. Members;

“RSL National” means the Returned & Services League of Australia Limited (ACN 008 488 087);

“RSL TAS Inc.” means the Returned and Services League of Australia (Tasmania Branch) Inc. and includes the State Board, State Headquarters, State Branch Tribunal and other subordinate Committees created by the State Board, Sub-Branches, Chapters and Members;

“Rules” means the rules of the Constitution of RSL TAS Inc. unless specific reference is made to the National Rules or By-Laws:

“Service Director” means the State President, State Vice President and Regional Deputy Presidents of the Board;

“Service Member” means the class of State or Sub-Branch Membership that subject to qualification, are current or ex-serving Members of the ADF and Allied Nations Military Forces and approved pursuant to Rule 24. Service Members have full voting rights;

“Special Meeting” means an unplanned or unscheduled meeting of the State Board;

“Specialist Director” means a Director appointed pursuant to Rule 10;

“Staff Member” means a paid employee of the Branch;

“Standing Policy” means a policy of the RSL pursuant to Rule 31 of the National Constitution;

“State Board” means the committee of management of the State Branch

and the State Board, which comprises all Service and Independent Directors pursuant to Rule 9;

“State Branch” includes the State Board, State Branch Headquarters, State Branch Tribunal and other subordinate Committees created by the State Board;

“State Branch Constitution” means the Constitution of RSL TAS Inc;

“State Branch Headquarters” means the registered office of RSL TAS Inc. and includes the Chief Executive Officer and Staff;

“State Branch Officer” means the Chief Executive Officer and all other Officers appointed by the State Board as required from time to time, to assist in the management of the affairs of the Branch;

“State Branch Tribunal” means the Tribunal established pursuant to Rule 33;

“State Treasurer” means a Director appointed pursuant to Rule 17;

“State President” means a Director appointed pursuant to Rule 10;

“State Vice President” means a Director appointed pursuant to Rule 10;

“Sub-Branch” means an incorporated association which holds a Charter issued by State Board;

“Sub-Branch Delegate” means a Delegate of the Sub-Branch appointed under Rule 22.8 who has the right to vote on behalf of its Sub-Branch at the Congress of the Branch;

“Subscription Fees” means the fees included for Service and Affiliate Members, a capitation and administrative component; for Other Members means a general component;

“Unattached List Member” means a Service or Affiliate Member who is not currently a Member of a Sub-Branch and is listed on the State Branch Register;

“Veteran” means a person who is or who has served as a Member of the Royal Australian Navy, the Australian Army, or the Royal Australian Air Force or is a Veteran of an Allied Nation;

“Wellbeing” means the state of being healthy, happy, or prosperous; physical, psychological or moral welfare;

“Women’s Auxiliary” means an organisation of women formed by the State Board to unite Sub-Branch Women Auxiliaries or any other similar Auxiliary throughout Tasmania;

5. Objects of the RSL TAS Inc.

RSL TAS Inc. is established for the principal purpose of promoting the interests and wellbeing of ex-serving and serving personnel of the ADF and their dependents. This is achieved in a non- sectarian and apolitical manner. For this purpose, it has the following Objects:

- 5.1. To promote the interests and wellbeing of Veterans and their dependents;
- 5.2. To assist and care for sick, elderly and needy Veterans by providing or assisting to provide pensions, benefits, accommodation, medical treatment, rehabilitation and other forms of wellbeing;
- 5.3. To support serving ADF Members at home and abroad and actively assist them in their transition to civilian life, especially for those who have been detrimentally affected by their Defence Service;
- 5.4. To preserve and maintain the memory and records of those men and women who suffered or died from their Service within the Australian Defence Force;
- 5.5. To establish, maintain and support Sub-Branches and Chapters within the State of Tasmania;
- 5.6. To further the Objects of RSL TAS Inc. through the granting of funds to give assistance to such persons, trusts, groups, associations, societies, institutions or other organisations and authorities;
- 5.7. To establish scholarships that further the Objects of RSL TAS Inc. as determined from time to time by the RSL or the State Board;
- 5.8. To support and promote the Standing Policy of the RSL from time to time;
- 5.9. To do all such other lawful things which are conducive to carrying out the Objects.

6. Powers of RSL TAS Inc.

- 6.1. RSL TAS Inc. is an incorporated body and has the legal capacity and powers of an incorporated association as set out in the Act, which must be exercised solely for furthering the Objects;
- 6.2. The powers of RSL TAS Inc. are vested in the State Board and listed in Schedule 1, which forms part of this Constitution.

7. Financial Year

- 7.1. The financial year of RSL TAS Inc. shall begin on the first day of January and shall end on the thirty-first day of December in each year.

8. Financial Governance

- 8.1. The State Board and Sub-Branches shall cause proper books of accounts to be kept for their individual organisation, including;
 - a. all sums of money received and expended and the manner for which the receipt and expenditure takes place;
 - b. all sales and purchases of real and personal property;
 - c. the assets and liabilities of the individual organisation.
- 8.2. Such State Branch accounts shall be kept at the Registered Office of the State Branch, or at another place deemed suitable by the State Board and subject to the Act;
- 8.3. The accounts shall be available for inspection, upon reasonable notice, by any State Board Member or any Sub-Branch President or Treasurer;

- 8.4. The State Board shall cause to be prepared and to be presented at the Annual Congress, the Annual Statement of Accounts, in accordance with the requirements of current Australian Accounting Standards;
- 8.5. The State Board must appoint a qualified Service or Independent Director as the State Treasurer for a period of time, this is to be determined by the State Board;
- 8.6. Where the State Board is unable to appoint a suitable Director as State Treasurer it may seek nominations from Sub-Branches or individuals outside the organization.

State Board

9. State Board of Directors and Governance of the Branch

- 9.1. The Administration of the affairs of State Branch shall be vested in and exercised by the State Board;
- 9.2. The new State Board shall assume office at the rise of the relevant Annual General Meeting;
- 9.3. The State Board 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, which were not expressly directed or required to be exercised or done by an Annual or Extraordinary General Meeting;
- 9.4. A State Board Member shall be entitled to one (1) vote on every Motion and in the case of equality of votes, the Chair 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;
- 9.5. The State Board shall meet at least six (6) times per year, at such times and places as it decides. The Chief Executive Officer shall attend to all matters between meetings except matters of policy, which shall be referred to the State Board;
- 9.6. A Special Meeting of the State Board may at any time be convened by the President or three (3) Board Members. The President or Board Members shall make requisition in writing to that effect, stating the object of the meeting. Seven (7) days' notice of any Special Meeting shall be given where practicable to every Member of the State Board, 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;
- 9.7. The President will preside as Chair of every meeting of the State Board at which they are present. If the President is absent from the meeting, the Vice President is to preside as Chair. If both the President and Vice President are absent, the Members shall then elect a Chair.

9.8. Quorum

- a. Unless and until, the State Board determines otherwise, a quorum for a State Board Meeting shall be formed by 50 percent of State Board Members present, of which the number of Service Directors must be 50 percent or more of the Directors present and entitled to vote;
- b. If within thirty (30) minutes, after the time specified in the notice of a Board Meeting, a quorum is not present, the Meeting shall stand adjourned to a place, date and time as the Chair of the Meeting shall then decide, provided that no such Meeting shall stand adjourned for greater than fourteen (14) days following the date of adjournment;
- c. If at the resumption of an adjourned State Board Meeting a quorum is not present, the Members present shall proceed with the business of the State Board Meeting as if a quorum were present.

9.9. Notice of Board Meetings

- a. Unless all State Board Members agree to hold an unscheduled meeting at short notice (and such agreement will be sufficiently evidenced by their presence), all State Board Members shall be given at least ten (10) business days written notice of a meeting of the State Board. The notice shall specify the time, place and general nature of the business.

9.10. Resolutions of the Board

- a. All decisions of the State Board shall be made by a simple majority;
- b. Each Board Member present at the meeting has a deliberative vote;
- c. If there is no majority, the Chair of the meeting may have a casting vote;
- d. A resolution in writing signed by all State Board Members entitled to vote, shall be as valid and effectual as if it had been passed at a meeting of the State Board duly convened and held. Any such resolution may be executed in one (1) or more counterparts.

9.11. Validity of Board Decisions

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

9.12. Disclosure of Interests

- a. A State Board Member who has a direct or indirect interest in a contract, or proposed contract with RSL TAS Inc. must disclose the nature and extent of the interest to the Board;
- b. Each Board Member is required to complete a "Conflict of Interest" form and maintain its currency and any disclosure must be recorded within the Minutes of the Meeting;
- c. The Chair must ensure a Board Member who has a direct or indirect pecuniary interest in a contract, or proposed contract discloses that interest.

10. Election and Composition of State Board

- 10.1. The State Board shall consist of up to ten (10) State Board Directors, comprised of six (6) League Directors and up to four (4) Specialist Directors, as follows;
 - a. a State President;
 - b. a State Vice President;
 - c. four (4) Regional Directors, two (2) in the South and two (2) in the North and;
 - d. up to four (4) Specialist State Board Directors appointed by the elected State Board Members for the purposes of ensuring the Board has an appropriate mix of expertise and experience.
- 10.2. Any League Director position must be held by a person who is a Service or Life Member of the League. Only those who qualify as holding that class of Membership and are current Financial Members of a Sub-Branch are eligible for election to the State Board. The By-Laws may impose additional requirements for eligibility;
- 10.3. A League Director is to hold office for a term of two (2) years until the rising of the next Annual General Meeting after their term of election, subject to a term limit of three (3) terms as a Director in that position;
- 10.4. Except as provided for under Rule 11, if a vacancy of a League Director arises, the State Board may appoint a League Branch Member to the vacant League Director 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.
- 10.5. **Election of League Directors**
 - a. The election of League Directors may be by postal vote or electronically, as decided by the State Board;
 - b. Only one (1) Candidate is nominated for a vacant position, that Candidate is deemed to be elected from the date of the closure of the ballot and the State Board will advise all Sub-Branches accordingly;
 - c. Where there is a contested election for a State Board Service position, a secret ballot shall be conducted prior and the election result announced at the Annual General Meeting;
 - d. Only those who hold a League Member class of Membership, are current Financial Members of a Sub-Branch, have or are currently a Sub-Branch Committee Member, have held such a position for at least two (2) years or who have demonstrated outside committee/board experience and expertise are eligible for election to the State Board.
- 10.6. **Appointment of Specialist Directors**
 - (a) Specialist Director positions may, in the first instance, be filled by people independent of the RSL who will be selected through a merit-based recruitment process, designed to ensure the State Board has an appropriate mix of expertise, experience and representation;

- (b) The positions will be appointed by a majority of other State Board Directors on such terms and conditions determined by such Directors;
 - (c) The period of appointment for Specialist Directors is for a term of two (2) years, starting from the date of appointment and subject to a limit of three (3) terms;
 - (d) Where the State Board is unable to attract suitably qualified Specialist Directors it may consider a Branch Member(s) for the position(s).
- 10.7. One half of the State Board positions shall become vacant each year;
- 10.8. Prior to a Director being appointed to the Board, they are required to provide to the Board a current nationally coordinated Criminal History Check along with a Working with Vulnerable People Card.

11. Vacation of Office of State Board Member

- 11.1. The position of a State Board Member shall fall vacant if the State Board Member:
- a. ceases to be a Member (League Directors only);
 - b. is declared of unsound mind or a person who is, or whose estate is, liable to be dealt with under the *Mental Health Act (Tas) 2013* law relating to mental health;
 - c. is declared a bankrupt, insolvent or arranges composition with their creditors;
 - d. is absent from two (2) consecutive State Board meetings without leave of absence granted by the State Board;
 - e. resigns office by notice in writing to the Branch;
 - f. moves their principal place of residence outside Tasmania;
 - g. is under suspension from the Board or State Branch Tribunal;
 - h. is, as determined by the Board, unable to fulfil the duties of the position;
 - i. dies; or
 - j. becomes by virtue of the Act or any other law, incapable of or prohibited from holding office including bankruptcy, insolvency or conviction of a serious criminal offence.
- 11.2. At an Annual or Extraordinary General Meeting, a majority of at least 75 percent of Sub-Branches present, may by resolution, remove any State Board Member from office;
- 11.3. If the State President is or proposes to be absent, unable or unwilling to carry out their duties for more than one (1) month, the State Vice President will be the acting State President. In the event that the State Vice President is or proposes to be absent, or is unable or unwilling to be acting State President, the State Board will appoint a Director to the position of Acting State President;

- 11.4. Any appointment to the position of the acting State President by the Board of Directors of State Branch, shall be for a period of no more than six (6) months whereby an election shall be called for the vacant President position.

12. Limit on Benefits for State Board Members

- 12.1. The President shall be entitled to the payment of an honorarium of a specified amount recommended by the State Board and ratified without amendment by the Annual General Meeting. *By-Law 20* refers;
- 12.2. State Board Members shall not be entitled to any fees or allowances as a result of them carrying out their duties as a State Board Member;
- 12.3. Reimbursement of incurred expenses by State Board Members in the conduct of their duties, may be determined by the Board from time to time;
- 12.4. RSL TAS Inc. shall insure employees, officers of the State Branch and State Board Members against any liability incurred in good faith while acting in such capacity;
- 12.5. The RSL TAS Inc. shall, to the extent permitted by law, indemnify any State Board Member, officer or employee of the State Branch for any personal loss suffered as a result of carrying out their duties competently and in good faith and not as a result of their willful neglect or default, subject to such other terms as the State Board determine.

13. Common Seal

- 13.1. The State Board shall provide a Common Seal for the State Branch and the Chief Executive will be responsible for its custody and security;
- 13.2. The RSL TAS Inc. Common Seal must not be used without the express authority of the State Board;
- 13.3. The affixing of the RSL TAS Inc. Common Seal must be witnessed by the President and a Board Member, or a Board Member including the President and the Chief Executive Officer acting jointly;
- 13.4. Every use of that Common Seal must be recorded in the Register maintained for that purpose and duly signed by those witnessing its use.

14. Public Officer

- 14.1. The Public Officer of RSL TAS Inc. shall be determined by the State Board and in accordance with the Act, the Public Officer must be above the age of eighteen (18) years and a resident of Tasmania;
- 14.2. The duties and responsibilities of the Public Officer are listed in *By-Law 37*;
- 14.3. The Public Officer must hold the current master RSL TAS Inc. Constitution.

15. Chief Executive Officer

- 15.1. The Chief Executive Officer shall be appointed by the State Board. The appointment shall be for such a period, at such salary and on such other terms and conditions as the State Board may determine from time to time;
- 15.2. The Chief Executive Officer shall not be removed except by a resolution passed by two thirds of the Members of the State Board at a meeting, specially called to consider the question of such removal;
- 15.3. The Chief Executive Officer shall be responsible to the State Board for the proper and effective discharge of his or her duties;
- 15.4. 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 State Board to consider the removal or such other action as may be appropriate, in relation to the Chief Executive Officer;
- 15.5. During the absence of the Chief Executive Officer, the State Board may from time to time, appoint an acting Chief Executive Officer on such terms as they may deem proper;
- 15.6. The Chief Executive Officer shall be responsible for the employment, supervision and termination of employment of employees of the Branch;
- 15.7. The Chief Executive Officer shall attend to the operational affairs of the Branch and shall have the power to make urgent, non-strategic 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 State Board shall be advised and if necessary, an out-of-session meeting of the State Board either in person or by other technology shall take place.

16. Spokesperson on behalf of RSL TAS Inc.

- 16.1. The State Board is the official authority for all public comment and deputations to Local, State or Federal Government agencies or their officials and to elected Members of Parliament;
- 16.2. The State Board shall determine the appropriate means for any public comment or media engagement. This may include delegating to a State Branch or Sub-Branch Member to act on behalf of the organisation;
- 16.3. The President is the official spokesperson for all public comment and/or media engagement, unless otherwise determined by resolution of the State Board;
- 16.4. Any State Branch or Sub-Branch Member, unless delegated as per Rule 16.2, that makes public comment on a policy matter, is guilty of "Conduct Unbecoming a Member" and subject to the provisions of Rule 35.

Financial Management

17. Finance Committee

- 17.1. The State Board is to establish a Finance Committee of not less than four (4) people;
- 17.2. The State Board is to appoint a State Treasurer to oversee the finances of the Board and to chair the Finance Committee;
- 17.3. The Members of the Finance Committee are to be appointed by the State Board and shall include the State Treasurer, Chief Executive Officer and at least two (2) other Board Members;
- 17.4. The State Board 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 State Treasurer;
- 17.5. The State Board is to appoint a qualified State Board Director as the State Treasurer for a period of time, that time is to be determined by the State Board;
- 17.6. If the office of State Treasurer becomes vacant, the State Board shall appoint a qualified Member to be the State Treasurer who shall hold office until a suitable replacement can be found.

18. Auditor

- 18.1. In accordance with the Act, a properly qualified auditor(s) shall be recommended for appointment for a period of up to three (3) years at an AGM or EGM by the State Board and Sub-Branche, are to vote on whether to accept the recommendation;
- 18.2. Where a recommendation to elect an auditor(s) is not carried, the Board is to propose an alternate auditor(s);
- 18.3. The remuneration of the auditor(s) shall be negotiated by the State Board;
- 18.4. The accounts of RSL TAS Inc., including the profit and loss accounts and balance sheet, must be examined by the auditor(s) at least every year and a signed audited copy of the financial statements presented to the AGM by the State Treasurer.

19. Winding up of the Branch

- 19.1. The RSL TAS Inc. may be wound up in the manner provided for in the Act;
- 19.2. 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 shall be used as far as possible for the wellbeing of Veteran's and their dependents in Tasmania and thereafter, for the fulfilment of the League's objects;

- 19.3. Where the Branch upon its winding up or dissolution, is unable to satisfactorily pay all its debts and liabilities, each Member is not liable to contribute towards the payment of the excess debts and liabilities of the Branch, or the associated costs, charges, and expenses of a winding up or dissolution of the Branch.

20. Application of Income & Property

- 20.1. The income and property of the RSL TAS Inc. and its Sub-Branches shall be applied exclusively for the promotion of its Objects. No amount of income or property may be distributed directly or indirectly to any other organisation or to any individual except as;
- a. an honorarium approved per Rule 12.1 of this Constitution;
 - b. bona fide payment for goods provided or services rendered for the benefit of the State Branch;
 - c. payment to persons, trusts, groups associations, societies, institutions or other organisations and authorities to further the charitable Objects of RSL TAS Inc.;
 - d. payment to support the RSL, Sub-Branches or Chapters for activities which will further the Objects of RSL TAS Inc., or;
 - e. the Members of the State Board shall not receive remuneration for services rendered. They shall receive a refund of appropriate expenses incurred on behalf of the Branch.

21. Sub-Branch Financial & Asset Management Requirements

- 21.1. A Sub-Branch or where applicable, a Chapter, when requested in writing by State Board within 14 days, shall produce for inspection all its books of accounts, minute books, statutory registers kept under any law (if applicable), records and supply such returns and other information as the State Board may from time to time require;
- 21.2. Where a Sub-Branch or Chapter ceases to operate, is dissolved or wound-up, its assets shall, after payment of all its debts and liabilities and subject to the Act, be vested in the State Branch to be used by State Branch as far as possible for the wellbeing of Veteran's in the place where a Sub-Branch or Chapter formerly carried out its activities;
- 21.3. The process of dissolution or winding up of a Sub-Branch in circumstances outlined at Rule 36.3 shall be managed by the State Board.

Meetings

22. Annual General Meeting (AGM)

- 22.1. The State Branch must, at its Annual State Congress hold its AGM for all Sub-Branches within six (6) months of the end of the financial year;
- 22.2. The State Board shall cause written notice to be given to all Sub-Branches and Chapters at least sixty (60) days before an Annual State Congress;
- 22.3. The State Board shall provide an agenda for the Annual State Congress and AGM to all Sub-Branches and Chapters at least twenty-one (21) days before the Annual Congress.
- 22.4. The business of the AGM shall be in accordance with By-Law 20:
 - a. approve the minutes of the previous AGM;
 - b. approve the minutes of any EGM held since the last AGM;
 - c. consider business arising from the previous minutes;
 - d. receive and approve the RSL TAS Inc. Annual Report as presented by the State President;
 - e. receive and approve the audited Annual Financial Statements as presented by the State Treasurer;
 - f. approve the appointment of an Auditor(s);
 - g. approve the capitation fees to be levied on the Service and Affiliate Members for the next financial year;
 - h. approve/confirm Honorarium paid to State President;
 - i. announce the newly elected State Board League Directors;
 - j. consider motions submitted by Sub-Branches and the State Board;
 - k. 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;
 - l. consider those significant matters directly affecting the League.
- 22.5. A quorum for the AGM shall be equal to or greater than twenty (20) percent of the total number of Sub-Branches at the notified time, date and place;
- 22.6. Without a quorum, no business can be transacted;
- 22.7. Each financial Sub-Branch has the right to one (1) vote on any matter arising at an AGM;
- 22.8. Each Sub-Branch shall nominate one (1) Delegate and one (1) Alternate Delegate to attend the AGM. The Alternate Delegate may, in the absence at the time of the nominated Delegate or at the discretion of the Chair, vote and speak on behalf of the Sub-Branch;

- 22.9. Each Sub-Branch is required to send at least one (1) Delegate to Congress. Where a Sub-Branch fails to send a Delegate to two (2) consecutive Congresses, the Board may suspend or revoke the Charter of that Sub-Branch;
- 22.10. Each Chapter may nominate one (1) Delegate and an Alternate Delegate to attend an Annual Congress Meeting (AGM) as Observers without voting rights;
- 22.11. The State Board may, where technology exists and is readily available, agree to some Sub-Branches attending the AGM via video;
- 22.12. State Board Directors shall hold no voting rights nor speak on motions at an Annual General Meeting, unless allowed by the President.

23. Extraordinary General Meeting (EGM)

- 23.1. The State Board may, by resolution and whenever it considers appropriate, convene an EGM;
- 23.2. Upon written request of ten (10) percent of Sub-Branches, specifying the business to be resolved, an EGM shall be convened;
- 23.3. A notice of the EGM is to be issued to all Sub-Branches by either the State Board or the CEO within seven (7) days of receipt of the request. The notice must specify the time, date, place and business of the meeting;
- 23.4. The EGM shall be convened not less than thirty (30) days or more than forty (40) days from the date of the notice;
- 23.5. Where the State Board or the CEO fail to take action to convene the requested EGM, the requestors may call an EGM in accordance with the notice period requirements and elect a Chairperson;
- 23.6. Subject to Rule 23.5 the State Board shall attend EGM;
- 23.7. Only the requested business to be resolved shall be dealt with at the convened EGM;
- 23.8. The State Board may, where technology exists and is readily available, agree to some Sub-Branches attending the EGM via video.

Membership

24. Membership of the RSL TAS Inc.

- 24.1. The Membership of the Branch comprises;
 - a. Sub-Branches;
 - b. Service Members;
 - c. Life Members;
 - d. Affiliate Members;
 - e. Perpetual Members (Affiliate);
 - f. Associate Members;
 - g. Honorary and Honorary Life Members of the League; and
 - h. Life Members of a Sub-Branch (Affiliate).
- 24.2. A Sub-Branch and Members of the Sub-Branch and/or Branch, agree to be bound by virtue of their Membership of the League by these Rules and the National Constitution;
- 24.3. By-Law 24, Rule 19 covers the Sub-Branch classes of Membership;
- 24.4. By-Law 9 covers the application, transfer and cessation of Members.

25. Register of Members

- 25.1. The State Branch and each Sub-Branch must keep and maintain a Register of Members and must enter such information as required under the Act from time to time;
- 25.2. A Chapter is required by State Branch, to maintain a Register of Members and provide them so to State Branch when required;
- 25.3. The Branch must keep and maintain a Register of “Unattached List of Members” as well as a “Miscellaneous List of Members”. The Registers must include the full name, address, qualifying service particulars, date of entry and date of departure or death (if applicable) of each Member;
- 25.4. A person on the “Unattached List of Members” has no right:
 - a. to call for a meeting of the “Unattached List of Members”;
 - b. to call, attend or vote at a meeting of a Sub-Branch; or
 - c. vote at an AGM or EGM of the State Branch.

26. Subscriptions

- 26.1. A Service or Affiliate Member shall pay to the State Branch or Sub-Branch (as the case may be), such annual fees as is determined from time to time;
- 26.2. Each Sub-Branch shall pay to the State Branch, by the 31st of May, a

- capitation fee as determined by State Congress;
- 26.3. If a Service or Affiliate Member fails to pay their annual subscription by the 30th of April for that year, they shall cease to be a Service or Affiliate Member;
 - 26.4. A Member whose Membership has lapsed may apply in writing to State Board within eighteen (18) months of the lapse, to have their Membership status reinstated;
 - 26.5. An Australian Defence Force Member is entitled to a one off, three (3) year free Membership of a Sub-Branch whilst living in Tasmania.

27. Sub-Branches

- 27.1. The State Branch shall establish within its jurisdiction, such Sub-Branches as it may deem necessary or desirable;
- 27.2. The minimum Membership of the Sub-Branch shall be five (5) Service Members, unless otherwise determined by the State Board;
- 27.3. Each Sub-Branch shall become an incorporated association under the Act;
- 27.4. A Sub-Branch once incorporated, has the legal capacity, powers, obligations and responsibilities as any incorporated association, under the Act, which must be exercised solely for further the Objects of the League;
- 27.5. An RSL Charter shall be issued to a Sub-Branch when granted approval to be formed by the State Board and the Sub-Branch has been incorporated. The Sub-Branch shall only use the name of the RSL and represent the League in accordance with the terms of its Charter;
- 27.6. Every Sub-Branch must adopt a Constitution as detailed in By-Law 24;
- 27.7. The By-Laws may make additional regulations for the Governance and management of Sub-Branches.
- 27.8. When directed by the State Board, Sub-Branches shall, pursuant to the Act, amend their Constitution to reflect changes made. Where a Sub-Branch is in breach of this Rule, their right to vote at the Annual State Congress is to be suspended until the breach has been remedied. Further penalties may also be imposed as per Rule 34.3;
- 27.9. Sub-Branches are Members of RSL TAS Inc. for the purposes of the Act;
- 27.10. A Sub-Branch must comply with all relevant local, state and federal legislation and regulation to maintain its Charter;
- 27.11. As a condition of a Sub-Branch being issued and holding a Charter, it agrees that prior to transferring, or offer to transfer, lease or offer to lease, or create or authorise to be created, any security or interest in any real estate or assets held or owned by it either legally or beneficially agrees to seek the written approval of the State Board before entering such an arrangement;
- 27.12. A Sub-Branch with less than ten (10) Service Members, may on application to the State Branch apply to become a Chapter;

- 27.13. A Sub-Branch shall have a Service Member as its President unless otherwise determined by the State Board and approved by Sub-Branch Members at an AGM or EGM.

28. Amalgamations

- 28.1. The State Board may, in writing, approve the amalgamation of two (2) or more Sub-Branches;
- 28.2. If two (2) or more Sub-Branches amalgamate:
- a. the Charters issued to each are revoked and a new Charter for the amalgamated Sub-Branch shall be issued by the State Board; and
 - b. the Members of the former Sub-Branches cease to be Members of those Sub-Branches and become Members of the amalgamated Sub-Branch.

29. Chapters

- 29.1. The State Board shall establish within its jurisdiction, such Chapters as it may deem necessary or desirable;
- 29.2. A Chapter may only be established when applied for by at least two (2) Financial Service (including Life Members) or Affiliate Members. These Members of a proposed Chapter must share a common bond in terms of their residence, theatre of operation or military organisation in which they served or for Affiliate Members, a family military relationship;
- 29.3. A Memorandum of Understanding (MoU) will be issued to a new Chapter when granted approval to be formed by the State Board. The Chapter shall only use the name of and represent the RSL in accordance with the terms of its MoU. By-Law 22 refers;
- 29.4. A Chapter must be affiliated with a Sub-Branch, or in exceptional circumstances, the State Branch and shall provide details of its activities, Membership details and statistics when required to do so. The State Board shall monitor the Chapter and encourage the growth and sustainment of the Chapter;
- 29.5. The By-Laws may make additional regulations for the formation, governance and management of Chapters.

30. General Provisions as to a Branch, Sub-Branch or Chapter Membership

- 30.1. Each Sub-Branch or Chapter shall ensure the Membership applicant agrees in writing to be bound by this Constitution;
- 30.2. All applications for Membership of a Branch, Sub-Branch or Chapter will be subject to a determination of eligibility in accordance with By-Law 9;
- 30.3. The State Board has absolute discretion to reject an application for Membership or to disqualify a Membership;

- 30.4. The State Board may declare any Member of a Branch, Sub-Branch or Chapter to be ineligible for Membership of a Branch, Sub-Branch or Chapter. The State Board may only make such a declaration after affording the applicant reasonable opportunity to be heard or to make representation in writing. The written notice must inform the person in general terms, of the reasons for such a declaration being considered and then consider any written submission received in response to the notice;
- 30.5. Provisions for the terms and conditions of Membership, including applications to join and resignations from a Branch or Sub-Branch, are detailed in By-Law 9.

31. Provision as to Life Members Suspended from Membership or Otherwise Disciplined

- 31.1. 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 or revoke any RSL Award and/or their Life Membership;
- 31.2. The National Executive shall, as soon as practicable, consider and decide upon any such recommendation. A Life Member whose Life Membership has been revoked, shall return to the League, their badge depicting their Life Membership and be issued, free of charge, with a badge usually issued to a Service Member.

32. Re-Admission of Persons Previously Expelled from Membership

- 32.1. No person who has been expelled from service Membership of the RSL TAS Inc. shall be admitted as a Service Member, except by the National Executive of RSL Australia;
- 32.2. Before the National Executive of RSL Australia 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.

State Branch Tribunal

33. Establishment, Procedures & Composition of the Tribunal

- 33.1. The State Board shall establish a State Branch Tribunal (the Tribunal) consisting of no fewer than five (5) Members, at least three (3) of whom shall be League Members and of which three (3) or more shall hear the following matters;
 - a. appeals from decisions of Sub-Branches as to disciplinary matters;
 - b. disciplinary matters referred to it by the State Board;
 - c. appeals or hearings in relation to eligibility for Memberships, transfers of Membership, as set out in the Rules;
 - d. disputes and grievances from individuals arising within the jurisdiction of the State Board; and
 - e. other such matters referred to it by the State Board including matters relating to the discipline of a Sub-Branch or Chapter, including the possible suspension and/or removal of a Sub-Branch or Chapter.
- 33.2. The State Board shall establish a By-Law to prescribe (By-Law 18 refers);
 - a. the term of office of the Tribunal Members;
 - b. the number of its Members, that from time to time shall constitute a quorum in any matter being not less than three (3) Members;
 - c. the terms of reference; and
 - d. the eligibility of a Member to remain on the Tribunal.
- 33.3. The Tribunal shall exercise such disciplinary powers of the State Board in accordance with this Constitution;
- 33.4. The procedures to be adopted by the Tribunal in conducting a hearing, include but not limited to;
 - a. giving not less than fourteen (14) days' notice in writing to the Member, Sub-Branch or Chapter concerned of the date, time and place of the meeting at which it is proposed to consider whether or not they are guilty of an offence or offences referred to in Rule 35 or Rule 36;
 - b. serving on the Member, Sub-Branch or Chapter at the time of giving them 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 the hearing;
 - c. if the Member referred to in Rule 35 is also a Member of a State Branch the Tribunal, they shall absent themselves from the meeting of that the Tribunal at which the question of their reprimand, suspension, transfer to a "Miscellaneous List of Members", disqualification from holding office or expulsion (as the case may be) is being considered. The proceedings of that the Tribunal and any resolution thereof passed in the absence of a Member to whom this Rule applies, shall be valid;
 - d. the substance and decision of the meeting referred to in Rule 33.1 shall

be recorded in the minutes of the meeting. Written notices, submissions and other correspondence relevant to the meeting shall be certified within seven (7) days after the meeting by its Chairperson; and

- e. within fourteen (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 39, concerning appeals. A copy of such notification shall be forwarded to the National Secretary in the case of a League Member.

34. Disciplinary Powers of the State Branch Tribunal

- 34.1. The Tribunal shall exercise such disciplinary powers as delegated by the State Board in accordance with this Constitution.
- 34.2. In relation to disciplinary action imposed on a Member by the Tribunal, Rule 35 applies.
- 34.3. In relation to disciplinary action imposed on a Sub-Branch or Chapter, Rule 36 applies.

35. Disciplinary Action (Penalties) - Member

- 35.1. Disciplinary action may be taken, by the State Board or Tribunal, against any Member if that Member engages in "Conduct Unbecoming a Member". This may include one or more of the following penalties on that Member:
 - a. a reprimand;
 - b. suspension from Membership for up to 12 (twelve) months;
 - c. transfer to the State Branch "Miscellaneous List of Members" for an appropriate period;
 - d. disqualification from holding office in the Branch and/or Sub-Branch for an appropriate time;
 - e. a recommendation for the withdrawal of RSL awards; and
 - f. expulsion from Membership.
- 35.2. For the purposes of this Constitution, "Conduct Unbecoming a Member" may include, but is not limited to, conduct whereby a Member has:
 - a. willfully refused or neglected to comply with the provisions of the National Constitution, any National By-Laws, this Constitution or By-Laws;
 - b. engaged in conduct subversive, prejudicial or detrimental to the interests of the League, the Branch, the Sub-Branch or Chapter;
 - c. engaged in conduct detrimental or prejudicial to the interests of the Sub-Branch of which they are a Member;
 - d. been convicted of a serious offence;

- e. been found guilty of falsely representing him or herself to be a soldier, sailor or airman;
- f. misrepresented their service history; or
- g. been found guilty of wearing a service medal, award or decoration for which they are not authorised.

36. Disciplinary Action – Sub-Branch or Chapter

- 36.1. If a Sub-Branch or Chapter fails to comply with a notice referred to in Rule 33.4, the State Board may conduct a hearing or refer the matter to the State Branch Tribunal pursuant to the provisions of Rule 38.
- 36.2. Where a matter has been referred to the Tribunal by the State Board a hearing is to be conducted and where applicable, the Tribunal may recommend to the State Board that it:
 - a. contacts each accused Member of the Sub-Branch or Chapter and requests that they attend a conference to discuss and seek to resolve the outstanding matters; and/or
 - b. suspends the charter of the Sub-Branch or the Memorandum of Understanding of the Chapter; or
 - c. revokes the charter of the Sub-Branch or the Memorandum of Understanding of the Chapter; and
 - d. the State Board shall act in accordance with the recommendation of the Tribunal.
- 36.3. The State Board may at any time suspend, revoke or reinstate the Charter of a Sub-Branch or the Memorandum of Understanding of a Chapter.
- 36.4. If the Charter of the Sub-Branch is suspended, the State Board is to control the affairs of the Sub-Branch. The Members of the Sub-Branch are to arrange to meet and decide whether they wish the Sub-Branch to continue and if so, a new Committee is to be elected to resolve the issues that led to the suspension of the Charter.
- 36.5. Where the Members decide to elect to appoint a new Committee, all previous Committee positions will fall vacant and nominations for the Committee will only be taken from Members not previously part of the former Committee. The new Secretary will advise the CEO of State Branch within 14 days of the names and contact details of the new Committee Members.
- 36.6. Where a new Committee is elected, it will pledge to work diligently with the State Board to resolve the issues that led to the suspension of the Charter.
- 36.7. If the State Board revokes the Charter of a Sub-Branch pursuant to Rule 36.3, 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 21.2.

- 36.8. If the State Board revokes the Memorandum of Understanding of a Chapter pursuant to Rule 36.3, the Chapter shall be deemed to have ceased to operate.

Disputes, Contraventions and Appeals

37. Disputes

- 37.1. A dispute is any disagreement, except a disciplinary matter, and includes a disagreement about Membership, transfer of Membership and whether a Rule or By-Law of the League applies including its interpretation.
- 37.2. The State Board shall establish By-Laws to deal with:
- a. disputes against a Member; and
 - b. disputes and grievances between Members of the League.
- 37.3. The State Board 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. Refer By-Law 3 - Disputes and Mediation.

38. Contraventions by Sub-Branches or Chapters

- 38.1. If a Sub-Branch or Chapter contravenes or fails to observe or perform:
- a. the objects of the Branch as set out in Rule 5 of this Constitution;
 - b. the Branch Constitution or any By-Laws in relation to the operation and administration of the Sub-Branch, or any law or the Act applicable in the State of Tasmania;
 - c. appropriate financial conduct and administration of the Sub-Branch;
 - d. the upholding of the Standing Policy of the League; or
 - e. engage in conduct that is prejudicial, subversive or detrimental to the interests of RSL National, RSL TAS Inc., a Sub-Branch or Chapter; and
 - f. the State Board 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 or the spokesperson of a Chapter.
- 38.2. During the period specified in the notice, Members of the Sub-Branch Executive or the spokesperson of the Chapter shall meet with representatives of the Board of Directors of the State Branch to discuss the matter in which the Sub-Branch or Chapter 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 or Chapter. The State Board shall be entitled to extend the

period for compliance with the notice where it is considered that such an extension will assist the Sub-Branch or Chapter to comply with the notice.

- 38.3. Failure of a Sub-Branch or Chapter to comply with a written notice and rectify the contravention may result in disciplinary action being taken.

39. Appeals

- 39.1. A League Member of the Branch or Sub-Branch may appeal a decision made by a Sub-Branch or the State Board to the State Branch Tribunal;
- 39.2. An appeal is not a fresh rehearing, and the appeal body may only consider the evidence put to the body which originally determined the matter;
- 39.3. A Member has a right to appeal from a determination of a Sub-Branch committee to the State Board. Where the State Board upholds the decision of a Sub-Branch, a Sub-Branch Member may then appeal to the State Branch Tribunal. Where the State Tribunal upholds the decision of the State Board a Member may appeal to the National Tribunal;
- 39.4. A Sub-Branch has a right of appeal from a determination of the State Board to the State Branch Tribunal. Where the State Branch Tribunal upholds a decision of the State Board a Sub-Branch may then appeal to the National Tribunal;
- 39.5. A Member or Sub-Branch must pay a prescribed fee as determined by the State Board and the procedures to be followed, in regard to the Appeal, shall be determined by the Tribunal;
- 39.6. Where an appeal is upheld, the prescribed fee is to be refunded, in full, to the Member or Sub-Branch.

Constitution, By-Laws and Other Requirements

40. Amendment to the Constitution

- 40.1. The Constitution may only be amended by a resolution passed at an AGM or EGM by at least 75 percent of the votes cast.
- 40.2. Notice of proposed amendment including repeal and replacement, shall be given to Sub-Branches and Chapters at least sixty (60) days prior to the AGM or EGM.
- 40.3. A printed or an electronic copy of this Constitution may be provided without charge to each Sub-Branch, Chapter and State Board Member.
- 40.4. The adoption of this Constitution shall not invalidate any appointment made or act done under the Constitution then existing, but all such appointments made, and acts done shall be construed as having been made and done in pursuance of this Constitution to the extent that they are not inconsistent with this Constitution.

41. By-Laws

- 41.1. The State Board may make or amend By-Laws for the proper management of the RSL TAS Inc. affairs.
- 41.2. A By-Law may only be amended or appealed after 21 days' written notice is given of the proposed change to Sub-Branches. The notice shall invite responses from Sub-Branches and such responses shall be considered by the State Board before making any change and may be varied to reflect the responses.
- 41.3. Where a By-Law has been implemented since the last AGM or EGM, it shall, including any amendments or repeals, be tabled at the next subsequent AGM. Any bona fide act taken that relied on the said By-Law shall be valid despite any subsequent amendment or repeal.
- 41.4. A By-Law shall:
 - a. be subject to this Constitution;
 - b. be consistent with this Constitution and the Act; and
 - c. shall be binding as if it were contained in this Constitution.

42. Rules Constitute the Terms of a Contract

- 42.1. Rules constitute terms of a contract between the State Branch and a Member.
- 42.2. 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.
- 42.3. A Member must do everything in his control to ensure that these Rules and the National Constitution are not breached by a person.
- 42.4. A State Branch By-Law is binding on a Sub-Branch, Chapter, Women's Auxiliaries, a section or association subsidiary to the State Branch, a Sub-Branch Member and a Chapter Member to the same effect as these Rules.

43. Inconsistency

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

44. Exclusion of Model Rules

- 44.1. 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.

45. Standing Policy

- 45.1. The State Branch and the Sub-Branches are bound by the Standing Policy of the RSL National.
- 45.2. In the absence of a specific RSL National Standing Policy, the State Board may determine an appropriate policy for the proper advancement and management of RSL TAS Inc.
- 45.3. RSL TAS Inc. shall take a non-sectarian and apolitical stance on all matters and maintain a neutral attitude.

46. Notices

- 46.1. A notice or other correspondence, shall be delivered by the most appropriate means to the last recorded address for the recipient and taken to have occurred when:
 - a. delivered by letter post and deemed to be effected by properly addressing, prepaying and posting the notice.
 - b. delivered by electronic means and delivery effected upon the sending of the electronic communication provided there is no indication in writing that the electronic mail was not able to be sent.
- 46.2. Should either the letter post or the electronic communication be returned to the sender, the delivery of the notice will be determined to be unsuccessful.

Schedule 1

The powers of RSL TAS Inc. as vested in the State Board

- 1.1. Without limiting the powers of the State Board as set out in Rule 6 and 9, the State Board may:
 - a. Delegate from time to time any of its powers to such committees as it thinks fit on such terms as it may determine;
 - b. create and/or amend the By-Laws as it deems appropriate, subject to Rule 40, provided that such amendments shall not conflict with the terms of this Constitution;
 - c. create, dissolve or amalgamate Sub-Branches and Chapters;
 - d. create and appoint persons to salaried positions and to voluntary positions which assist the State Branch in fulfilling its Objects;
 - e. 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;
 - f. pay all expenses incurred in the management of the concerns of the Branch out of moneys coming into their hands;
 - g. appoint and remove and to delegate any of their powers to a Sub-Committee of three or more Members of the State Board and to fix the quorum of any such Sub-Committee;
 - h. 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;
 - i. direct and control all Sub-Branches on questions of public policy;
 - j. 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;
 - k. elect a co-delegate to National Congress;
 - l. establish such Sub-Committees as required;
 - m. investigate or have investigated any disciplinary matter in relation to a Sub-Branch, League or Affiliate Member of the Branch or a Sub-Branch;
 - n. establish a Committee of Management of any Gift Fund established or conducted by the Branch; and
 - o. 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.