



THE RETURNED & SERVICES LEAGUE OF AUSTRALIA

**AUSTRALIAN CAPITAL TERRITORY BRANCH
INCORPORATED**

CONSTITUTION

April 2020

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**RETURNED AND SERVICES LEAGUE OF AUSTRALIA
AUSTRALIAN CAPITAL TERRITORY BRANCH INCORPORATED**

CONSTITUTION

1 NAME AND MOTTO

- 1.1 The name of the association shall be “The Returned and Services League of Australia, Australian Capital Territory Branch Incorporated” and its motto shall be “The Price of Liberty is Eternal Vigilance”.
- 1.2 So far as is permitted by law and unless it is incapable of application, the short title of the Branch shall be “RSL ACT Branch”.

2 REGISTERED OFFICE

- 2.1 The registered office of the Branch shall be known as “Branch Headquarters”.
- 2.2 Branch Headquarters shall be situated at such place in the Australian Capital Territory as the Branch may from time to time determine.

3 INTERPRETATION

- 3.1 In the interpretation of this Constitution, unless the contrary intention appears:
 - a. “ACNC Act” means the *Australian Charities and Not-for-Profit Commission Act 2012* (Cth) as modified and amended from time to time and includes any regulations made and any exemption or modification to the Act or regulations applying to the Company;
 - b. “ACT Incorporations Act” means the *Associations Incorporation Act 1991* (ACT);
 - c. “Ancillary Activities” means the activities listed at clause 5.3;
 - d. “Affiliate Member” means a person who has been admitted as an Affiliate Member of a Sub-Branch pursuant to By-Law 10;
 - e. “Branch” means the Returned and Services League of Australia, Australian Capital Territory Branch Incorporated;

- f. “Branch Congress” means a general meeting of the Branch, either as an Annual Congress or as an Extraordinary Congress;
- g. “Branch Council” means the body formed, in accordance with this Constitution, to provide advice to the Branch Executive on the governance of the Branch;
- h. “Branch Executive” means the committee of the RSL ACT Branch for the purposes of the ACNC Act and the ACT Incorporations Act;
- i. “Branch Territory” means the Australian Capital Territory, excluding Jervis Bay, but including any other place in respect of which jurisdiction is conferred by the National Executive;
- j. “Branch Tribunal” means a tribunal established under Rule 20 of the National Constitution.
- k. “By-Law” means a By-Law of the Branch, made pursuant to this Constitution;
- l. “Charitable Purpose” means a purpose as defined in the *Charities Act 2013* (Cth);
- m. “Corporations Act” means the Corporations Act 2001 (Cth);
- n. “Financial Member” means:
 - (i) a Service Member (including a life subscriber) who has paid the annual subscription for the current financial year; or
 - (ii) a Life Member; or
 - (iii) an Affiliate Member, or
 - (iv) an Honorary Member,
 of the League.
- o. “Financial Year” in relation to the Branch means the calendar year ending on the thirty first day of December;
- p. “Honorary Member” means a member who has been admitted to that class of membership pursuant to Rule 14 of the National Constitution;
- q. “Honorary Life Member” means a member who was been admitted to that class of membership pursuant to Rule 15 of the National Constitution;
- r. “In Need Service Affiliate” means any serving, or ex-service member, of the Australian Defence Force or the relatives of such persons that are suffering from poverty, sickness, disability, destitution, suffering, mental illness, misfortune or helplessness;
- s. “League” means the Returned and Services League of Australia Limited;

- t. “Life Member” means a member who has been elected to that class of member pursuant to Rule 13 of the National Constitution;
- u. “Member” means a person who has been admitted to any of the classes of members described in Rule 10.1 of the National Constitution;
- v. “National Constitution and By-Laws” means the National Constitution and By-Laws of the Returned and Services League of Australia Ltd;
- w. “Objects” means the objects of the Branch as set out in clause 4;
- x. “Principal Activities” means the principal activities outlined in clause 5.2;
- y. “Registered Charity” means a charity that is registered under the ACNC Law;
- z. “Service Member” means a person who has been admitted to that class of membership pursuant to Rule 12 of the National Constitution;
- aa. “Public Officer” means a person who has been appointed to that office by the Branch Executive pursuant to the requirements of the ACT Incorporations Act; and
- bb. “Sub-Branch” means a Sub-Branch of the Branch;

3.2 In this Constitution unless the context requires otherwise:

- a. a reference to the Branch is a reference to The Returned and Services League of Australia, Australian Capital Territory Branch Incorporated (ABN 61 268 362 646), a not for profit incorporated association which is a Registered Charity and operates for a Charitable Purpose;
- b. a reference to a document or instrument includes any amendments made to it from time to time and, unless the contrary intention appears, includes a replacement;
- c. words importing the masculine gender include the feminine gender and words importing the feminine gender include the masculine gender;
- d. the word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
- e. a reference to an organisation includes a reference to its successors;
- f. a reference to a law includes regulations and instruments made under that law;
- g. a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by a State or the Commonwealth or otherwise;
- h. the words include, includes, including and for example are not to be interpreted as words of limitation;

- i. words in the singular include the plural and words in the plural include the singular;
- j. expressions referring to writing shall be construed as including references to printing, lithography, photography or any other modes of representing or reproducing works in visible form.

4 OBJECTS

- 4.1 The Branch is a public benevolent institution and its primary object is to provide benevolent relief to In Need Service Affiliates, with the ancillary objects of assisting to preserve the memory, honour, and records of those who have suffered and died for Australia.

5 PRINCIPAL ACTIVITIES

- 5.1 The Activities of the Branch shall be restricted to the following classes of people:
- a. In Need Service Affiliates; and
 - b. those that the Branch considers are likely to become In Need Service Affiliates if they do not receive benevolent relief from the Branch.
- 5.2 The Principal Activities of the Branch are to:
- a. provide benevolent relief to assist sick, elderly and needy In Need Service Affiliates to obtain pensions, benefits, accommodation, medical treatment, rehabilitation, compensation, and other forms of welfare or assistance;
 - b. deliver effective programs and related services for the well-being, care, compensation, accommodation, medical treatment, rehabilitation and other forms of charitable assistance to relieve the circumstance of In Need Service Affiliates;
 - c. accept donations for the purpose of relieving poverty, sickness, destitution, suffering, misfortune or helplessness for, and to benefit, any of the classes of person defined in clause **5.1**; and
 - d. in furtherance of the Objects, make grants to give assistance to such persons, trusts, groups, associations, societies, institutions or other organisations and authorities as the Branch Executive may, from time to time determine.
- 5.3 The Ancillary Activities of the Branch, intended to prevent applicable people becoming In Need Service Affiliates, to support In Need Service Affiliates, and to further the Objects, include:
- a. to promote, in Branch Territory, League policy on national issues pertinent to the welfare, preservation of rights, civil liberties and quality of life of its members and their dependants;

- b. to ensure the preservation of the memory and records of those who suffered and died for the Commonwealth of Australia, (hereinafter referred to as “the Nation”), to ensure the erection of monuments to their valour, to assist in providing them with suitable burial places and to preserve, in their honour, ANZAC Day, Remembrance Day and other commemorative days;
- c. to perpetuate the close and kindly ties of friendship created by a mutual service in the Australian Defence Force or in the forces of nations traditionally allied with Australia and the recollections associated with that experience, to maintain a proper standard of dignity and honour among all past and present members of the Defence Force of the Nation, and to set an example of public spirit and noble hearted endeavor;
- d. to guard the good name and preserve the interests and standing of members of the Defence Force of the Nation;
- e. to encourage members of the League, its Branches and Sub-Branche s, as citizens, to serve the Nation with that spirit of self-sacrifice and loyalty with which they served in the Defence Force;
- f. to assist to establish, maintain, furnish and equip clubs, club rooms, information bureaux, libraries, literary, social, educational and benevolent institutions for the benefit and advancement of the members of the League, its Branches and Sub-Branche s, and to print, circulate and publish such papers, books, magazine and circulars, and carry on such literary and journalistic undertakings as may be conducive to these objects;
- g. to assist and/or affiliate with any other body having like aims, membership and/or objects, upon such terms and conditions as the League may determine;
- h. in furtherance of the objects of the League, to subscribe or donate, to become a member of and co-operate with any other body of persons corporate or unincorporated whose objects are similar to those of the League and which prohibits the distribution of its or their income and property, amongst its or their members, to an extent at least as great as is imposed under the National Constitution;
- i. to foster the institution and maintenance of associations having objects similar to those of the League among the relatives of members of the Defence Force of the Nation;
- j. to maintain an association within Branch Territory which is non-sectarian, and in relation to party politics, non-partisan; promote and further the interests and welfare of the classes of eligible people as listed in clause 5.1; and
- k. advocate on national and state/territory issues pertinent to the welfare, preservation of rights, civil liberties and quality of life of the classes of persons defined in clause 5.1.

- 5.4 For the avoidance of doubt, the Ancillary Activities of the Branch further the Objects in so far as they indirectly relieve the persons identified at clause 5.1 from poverty, sickness, disability, destitution, suffering, mental illness, misfortune or helplessness because without the Ancillary Activities that are target towards social interaction, advocating their interests, protecting their name and memory, those persons are likely to suffer from increased mental illness and misfortune of such seriousness that will arouse community compassion and thus engender the provision of relief.
- 5.5 Subject to the ACNC Act and the Corporations Act, the Branch has the power to do all things necessary or convenient to be done for, or in connection with, the performance of the Activities, including undertaking any other act or activity that is ancillary or incidental to carrying out the Objects or Activities of the Branch.

6 POWERS

- 6.1 The Branch has the following powers, which may only be used to carry out its Ancillary Activities as set out in clause 5.3:

- a. establish, maintain and control within the Branch Territory such Sub-Branches as the Branch Executive may from time to time determine, together with a list of members to be known as the Unattached List of Members, in respect of members who do not wish to belong to a Sub-Branch;
- b. enunciate from time to time, the policy of the Branch on national questions and on issues pertinent to welfare, preservation of the rights, civil liberties and quality of life of its members and the community generally in Branch Territory and to encourage members of the Branch and its Sub-Branches to abide by, support and actively carry out such policy so far as is permitted by law;

PROVIDED that such policy as is enunciated shall not be inconsistent with that of the League.

- c. establish a women's auxiliary Branch and such women's auxiliary Sub-Branches within Branch Territory as may be deemed necessary.
- d. participate in and actively foster activities within Branch Territory from which members of the Branch and community may derive benefit:

PROVIDED that such activities shall not be inconsistent with the policies of the League or in contravention of any law or ordinance of the Australian Capital Territory, or those other places where the Branch controls Sub-Branches.

- e. in furtherance of any of the aforesaid powers of the Branch, to make grants and give assistance to such persons, trusts, groups, associations, societies, institutions or other organizations and authorities, and to establish such scholarships as the Branch may from time to time determine;
- f. accept subscriptions and donations, devises and bequests for all or any of the above-mentioned purposes, and to dispose of or to lease and to accept surrenders of leases, to invest and deal with any of the moneys or other current assets of the Branch not

immediately required upon such securities and in such manner as the Branch may determine;

- g. invest and deal in real estate and to hold property for the purposes of furthering all or any of the objects of the Branch;
- h. purchase, take on lease, or exchange, hire or otherwise acquire, any real or personal property, or any rights or privileges which the Branch may think necessary, or convenient, for any of the purposes of the Branch;
- i. borrow or raise money in such manner as the Branch may think fit, for any of its objects and in any particular by mortgage, or other securities, upon all or any of the property of the Branch, present or future;
- j. establish and accept trusts and funds having for their object the welfare and benefit of:
 - (i) any member of the Branch or of a Sub-Branch or their dependant; or
 - (ii) any member, or former member of the Defence Force or their dependants,to enable the Branch to attain more effectively the Objects and Principal Activities aforementioned.
- k. do all such other lawful things as are conducive or incidental to the attainment of any of the objects of the Branch;
- l. pay out of the funds of the Branch all expenses incidental to the management thereof and the carrying out of its objects including the payment of salaries to persons employed by it; and
- m. make, amend or repeal By-Laws pursuant to this Constitution.

7 INCOME AND PROPERTY OF THE BRANCH

7.1 The income and property of the Branch, however derived, will be applied solely towards the promotion of the Objects and purposes Principal Activities of the Branch and no portion will be transferred, directly or indirectly, by dividend, bonus or otherwise, to any member of the Branch.

7.2 The Branch shall not:

- a. appoint a person who is a member of the Branch Executive to any office of the Branch to the holder of which there is payable any remuneration by way of salary, fees or allowances; or
- b. pay to any person who is a member of the Branch Executive any remuneration or other money or monies worth other than the repayment of out-of-pocket expenses,

except as approved in special circumstances.

- 7.3 Nothing in the forgoing provisions of this rule shall prevent the payment in good faith to an employee or Member of the Branch:
- a. of remuneration in return for services actually rendered to the Branch by that employee or Member;
 - b. for goods supplied to the Branch by that employee or Member in a transaction in the ordinary course of business;
 - c. interest at an amount not exceeding current bank overdraft rates on money lent by that employee or Member; or
 - d. a reasonable and proper sum by way of rent for premises let to the Branch by that employee or Member.

8 LIABILITY OF MEMBERS

- 8.1 The liability of Members is limited in accordance with the *ACT Associations Incorporations Act, 1991*.
- 8.2 Every Member of the Branch undertakes to contribute to the assets of the Branch in the event of the Branch being wound up during the time that he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Branch contracted before the time at which he ceased to be a Member and of the costs, charges and expenses of winding up the Branch, and for the adjustment of the rights of the contributors amongst themselves such amount as may be required, not exceeding the sum of ten dollars.

9 WINDING UP OR DISSOLUTION

- 9.1 In the event of a winding-up or dissolution of the Branch, subject to the provisions in this clause 9, the requirements of Part VII of the *ACT Associations Incorporation Act, 1991* apply.
- 9.2 If the Branch is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first) and there remains after satisfaction of all its debts and liabilities, any property whatsoever, such remaining assets are not to be paid to or distributed among the Members of the Branch, but must be given or transferred to another body or bodies:
- a. to which income tax deductible gifts can be made;
 - b. having objects and purposes similar to those of the Branch;
 - c. having the same or similar charitable status as required by the Australian Taxation Office from time to time; and

- d. whose constitution prohibits (or each of whose constitutions prohibit) the distribution of its or their income and property among its or their members to an extent at least as great as is imposed under this Constitution.
- 9.3 That body is, or those bodies are, to be determined by the Members entitled to vote at or before the time of dissolution or, failing that determination, by a judge who has or acquires jurisdiction in the matter.

10 MEMBERSHIP

- 10.1 The number of persons who may be admitted as Members of the Branch is not limited.
- 10.2 Any person who possesses the qualifications determined by the League is eligible to apply for membership of the League and Branch or one of its Sub-Branches as a Service Member.
- 10.3 A Service Member of the Branch who has given long, continued and outstanding service to the League may be recommended by the Branch to be elected by the National Executive to the class of Life Member. Sub-Branches may nominate Service Members under their jurisdiction for election to the class of Life Member. Such nominations as may be made shall be subject to the provisions of By-Law 1, and shall be made on such form as may be prescribed by the Branch for this purpose.
- 10.4 A Life Member who has been a Member continuously for a period of not less than thirty years and who during that period has given not less than twenty five years outstanding service to the League may be recommended by the Branch, for further recommendation by the National Executive for the award of a Meritorious Medal by the National Congress. Sub-Branches may nominate Life Members under their jurisdiction for the award of a Meritorious Medal. Such nominations shall be made as prescribed by the Branch for this purpose. Life Members retain the rights for voting and election to office as Service Members.

11 GENERAL PROVISIONS AS TO MEMBERSHIP

- 11.1 Notwithstanding that a person may qualify for membership under the conditions of eligibility, no person shall be admitted as a Member who is considered to be, in the interests of the League, not a fit and proper person to be a Member.
- 11.2 An application to be admitted as a Service Member shall be:
- a. made in the form set forth in Annexure A to By-Law 2;
 - b. accompanied by the annual subscription payable; and
 - c. supported by such evidence as is necessary to demonstrate the eligibility of the applicant for membership.

- 11.3 No person who is an Australian citizen shall be admitted as a Service Member unless the applicant is prepared to swear or affirm (as the case may be) loyalty to the Commonwealth of Australia and that the applicant will uphold the Constitution of the Commonwealth of Australia.
- 11.4 If an applicant for Service Membership is not an Australian citizen, then unless the applicant proves to the satisfaction of the Branch or Sub-Branch (as the case may be), that by making a declaration required pursuant to paragraph 11.3 above, the applicant would, or would be likely to lose citizenship, the applicant shall make such a declaration, failing which the applicant shall not be admitted as a Service Member.
- 11.5 Any person who applies to be admitted as a Service Member, may, in the application form, also apply to be admitted as a Member of a particular Sub-Branch.
- 11.6 Where an application for membership is lodged with a Sub-Branch and the applicant:
- a. has provided proof of eligibility for membership;
 - b. has completed an application form and has paid the appropriate subscription; and
 - c. is deemed by the Sub-Branch to be a fit and proper person to be admitted,
- the applicant shall be admitted as a Service Member of the League and a member of that Sub-Branch. The decision as to whether a person may be admitted to membership may be delegated by a Sub-Branch to its Committee or to its Executive.
- 11.7 Where a Sub-Branch is not satisfied pursuant to paragraph 11.6 and considers that the applicant should not be admitted as a Service Member and as a member of the Sub-Branch it may reject the application. Where an application is rejected by a Sub-Branch it shall, within 14 days of making that decision, inform the applicant in writing of the decision and the grounds upon which it was made. The Sub-Branch shall inform the applicant that he has a right of appeal to the Branch provided that the appeal is made within 28 days of the advice of rejection.
- 11.8 Where an application is rejected by a Sub-Branch, it shall forward to the Chief Executive Officer within fourteen days of receipt of the application:
- a. the application and any supporting documents;
 - b. the amount of any subscription paid; and
 - c. a statement in writing of its reasons for declining to admit the applicant to membership.
- 11.9 The Branch Executive, after consideration of the relevant facts, may, if it is of the opinion that the applicant:
- a. should be admitted as a Service Member, direct the Sub-Branch to admit the applicant to membership; or

- b. should not be admitted as a Service Member, reject the application.

11.10 Where an application for membership is lodged with the Branch for membership of the Branch but not of a Sub-Branch thereof, and the applicant:

- a. has provided proof of eligibility for membership;
- b. has completed an application form and has paid the appropriate subscription; and
- c. is deemed by the Branch to be a fit and proper person to be admitted,

the applicant shall be admitted as a Service Member of the League and a Member of the Branch, and the Branch shall include the applicant's name on the Unattached List of Members.

11.11 The decision as to whether a person may be admitted to membership may be delegated by the Branch to such a person or persons as it may determine, but in the event of such person(s) not being satisfied the matter shall be referred to the Branch Executive for decision.

11.12 The Branch Executive after consideration of all the relevant facts, may, if it is of the opinion that the applicant:

- a. should be admitted as a Service Member, direct that the applicant's name be placed on the Unattached List of Members; or
- b. should not be admitted as a Service Member, reject the application.

11.13 Where an application for membership has been rejected pursuant either to paragraph 11.9b or 11.12b, the Branch shall, within 14 days after the rejection, notify the applicant in writing of that fact and the grounds upon which the application was rejected.

11.14 Where an applicant for membership is aggrieved by a decision notified pursuant to paragraph 11.13, the applicant may, within 28 days of the notification, appeal in writing to the Appeal Tribunal established under the provisions of the National Constitution. Such appeal shall be lodged with the Branch which shall forward it, together with a statement of its grounds for rejection of the application and any other relevant papers and documents, to the National Secretary.

11.15 A Sub-Branch may, in writing, request the Branch to transfer a Member of that Sub-Branch to the Unattached List of Members.

11.16 In any such case:

- a. the Sub-Branch shall give to the Member concerned the opportunity of objecting, either in writing to, or in person before, the Executive of the Sub-Branch prior to the request for transfer being made; and
- b. the request to the Branch shall set forth the grounds upon which the Sub-Branch has made the request, together with the Member's written objections or a summary

of the Member's verbal objections made to the Sub-Branch Executive, as the case may be.

11.17 The provisions of paragraphs 11.15 and 11.16 do not apply if the Member has personally requested to be transferred to the Unattached List of Members.

11.18 The Branch shall consider any such request as may be made pursuant to paragraphs 11.15 and 11.16 and may resolve either to grant or refuse it, and shall, within seven days following the resolution of the request, notify in writing under the hand of the Chief Executive Officer, the Sub-Branch and the Member of the precise terms of the resolution.

11.19 Any Member aggrieved by a resolution of the Branch notified pursuant to paragraph 11.18 may appeal to the Appeal Tribunal by notice in writing in the same manner as provided in paragraph 11.14.

12 RIGHTS, PRIVILEGES AND OBLIGATIONS OF MEMBERS

12.1 All Members of the Branch shall be deemed to have agreed to be bound by the provisions of the National Constitution and By-Laws, this Branch Constitution and By-Laws, and, where applicable, Sub-Branch Constitution and By-Laws made under the provisions of this Constitution and to be bound by and promote the Standing Policy of the League.

12.2 All Service and Life Members shall be of equal status in the Branch.

12.3 Any Member of the Branch may attend any Branch Congress as an observer but shall not be entitled to be heard, or to vote, nor to receive notices.

12.4 A Service or Life Member who is admitted as a Member of a Sub-Branch whether within Branch Territory or not, may, in addition, be admitted as an associate Member of another Sub-Branch, within Branch Territory. Such application shall be lodged with the Secretary of the receiving Sub-Branch and upon being admitted, he shall be known as an associate of that Sub-Branch. The annual subscription payable by an associate to that other Sub-Branch shall be the annual subscription payable by a Service Member to a Sub-Branch less that proportion of each annual subscription which is levied by the Branch as a capitation fee.

12.5 A Service or Life Member shall be entitled to be elected to hold office, speak and vote at only one Sub-Branch.

12.6 A Service or Life Member of the League may transfer membership:

- a. from one State Branch to another; and/or
- b. from one Sub-Branch to another, whether within the jurisdiction of the same State Branch or not.

A request for transfer shall be made in the form set forth in Annexure B to By-Law 2, which may be completed by the receiving or by the losing Branch or Sub-Branch.

- 12.7 The rights, privileges and obligations of a Service Member elected as a Life Member shall not be disturbed by the Member's election to that class, save and except that the Member shall not be liable to pay any annual subscription either to the Branch or to a Sub-Branch.

13 CESSATION AND SUSPENSION OF MEMBERSHIP

- 13.1 Any Member wishing to resign from the League shall give notice in writing to that effect. Such notice may be lodged with the League or with the Branch or the Member's Sub-Branch. Upon such notice being lodged, the Member's membership shall cease.
- 13.2 If a Service Member fails to pay the annual subscription on or before the thirtieth day of April following the date upon which annual subscriptions become due and payable, the Member shall cease to be a Member:
- 13.3 Where, in the opinion of the Branch, a Member:
- a. has wilfully refused or neglected to comply with the provision of the National or Branch Constitutions or the By-Laws thereof; or
 - b. has been guilty of conduct unbecoming a Member; or
 - c. has been guilty of conduct subversive to the objects of the League; or
 - d. has been guilty of conduct prejudicial to the interests of the League; or
 - e. has been convicted of any serious criminal offence,
- the Branch may, subject to the provision of this paragraph, impose a penalty upon that Member.
- 13.4 Where the Branch proposes to resolve to form an opinion pursuant to paragraph 13.3, it shall:
- a. give not less than fourteen days notice in writing to the Member of the date, time and place of the meeting at which it is proposed to put the resolution;
 - b. furnish to the Member at the same time, copies of all papers and documents which will be considered by the Branch when the resolution is put; and
 - c. notify the National Secretary forthwith.
- 13.5 The notice given under paragraph 13.4a, shall inform the Member that the Member has a personal right of audience only, and may not be represented at that meeting by any other person. The Member shall also be informed of the provisions of paragraphs 13.6, 13.7 and 13.9 to 13.11.
- 13.6 Where a Member exercises the right given by paragraph 13.5, the Member shall be granted an audience at the meeting and given the opportunity to put before the Branch

such relevant facts and material as the Member desires, and such facts and material shall be taken into account by the Branch when considering the proposed resolution.

13.7 Where a Member does not desire to exercise the right given by paragraph 13.5, the Member may forward to the Branch such written relevant material as the Member desires and such material shall be taken into account by the Branch when considering the proposed resolution.

13.8 A resolution proposed to form an opinion pursuant to paragraph 13.3 shall not be of any force or effect unless:

- a. paragraphs 13.4 to 13.7 have been complied with; and
- b. that resolution has been passed by a majority of three-fourths of the Members of the Branch present at the meeting.

13.9 Where the Branch has formed an opinion pursuant to paragraph 13.3:

- a. in the case of a person who has exercised the right of audience given by paragraph 13.5, before imposing any penalty, the Branch shall afford that person the opportunity of submitting to the meeting what penalty should be imposed;
- b. in the case of a person who has not exercised the right of audience given by paragraph 13.5, or has forwarded written material pursuant to paragraph 13.7, the Branch shall be under no such obligation.

13.10 Subject to paragraph 13.12 the penalty which the Branch may resolve to impose under this paragraph shall be either:

- a. a reprimand;
- b. suspension from membership for such period as the Branch deems fit, but such period shall not exceed six months;
- c. disqualification from holding office in the Branch or in any Sub-Branch, either for such period as it determines or indefinitely; or
- d. expulsion from membership.

13.11 A resolution proposed to impose a penalty pursuant to paragraph 13.4 shall not be of any force or effect unless it has been passed by a majority of three fourths of the Members of the Branch present at any meeting.

13.12 The powers of the Branch referred to in this rule shall only be exercisable by the Branch Executive.

13.13 If the Member referred to in paragraph 13.3 is also a member of the Branch Council, the Member shall, except for the purposes of paragraph 13.6, withdraw from the meeting of the Branch Council at which the question of imposing a penalty on the Member is being considered.

- 13.14 Where the Branch has passed a resolution pursuant to paragraph 13.10, the Chief Executive Officer shall notify the Member in writing of the precise terms of the resolution and of his right of appeal to the Appeal Tribunal. A copy of the notification shall be forwarded to the National Secretary.
- 13.15 Upon a Member ceasing to be a Member that person shall cease to be entitled to or to have any interest in the property or assets of the Branch but shall be liable to pay to the Branch all amounts owing to it by that person at the date of ceasing to become a Member.
- 13.16 Where a Life Member has been suspended from membership or disqualified from holding office, pursuant to this Section, the Member shall forfeit the award of Life Membership and shall revert to Service Membership.
- 13.17 A Life Member to whom paragraph 13.16 applies shall return the Life Membership badge and shall be issued with a Service Member's badge.

14 DISCIPLINARY POWERS OF A SUB-BRANCH AND APPEALS ARISING THEREFROM

- 14.1 The procedure for dealing with Sub-Branch disciplinary matters and appeals arising therefrom shall be in accordance with the National Constitution.

15 ANNUAL SUBSCRIPTIONS AND CAPITATION FEES

- 15.1 The Branch Congress may from time to time determine the annual subscription to be payable by Service Members of the Branch, provided that it is not less than the rate prescribed by the National Congress.
- 15.2 Except as provided in paragraphs 15.6 and 15.7 below, a Service Member shall pay the annual subscription so determined, in the case of Members shown on:
- a. the Unattached List of Members, to the Branch; or
 - b. a Sub-Branch List of Members, to that Sub-Branch.
- 15.3 Annual subscriptions shall become due and payable in advance on 1st January in each calendar year.
- 15.4 Each Sub-Branch shall pay to the Branch such proportion of each annual subscription received by it as determined by the Branch Congress. Such proportions are referred to in this Constitution as "capitation fees".
- 15.5 Any Service Member who is a member of the Australian Defence Force and is engaged in a conflict in which that Force is committed, shall, for the period of that Member's involvement in that conflict, be relieved from any liability to pay an annual subscription to the Branch or a Sub-Branch as the case may be.

- 15.6 The payment of the annual subscription by a Service Member of a Sub-Branch may be waived by the Sub-Branch where it is satisfied that the financial circumstances of the Member warrant such action; but such waiver shall not relieve the Sub-Branch from the liability to pay to the Branch a capitation fee in respect of such Member who shall retain all the rights, privileges and obligations of a Service Member.
- 15.7 The payment of the annual subscription by a Service Member on the Unattached List of Members of the Branch may be waived by the Branch where it is satisfied that the financial circumstances of the Member warrant such action; but such waiver shall not relieve the Branch from the liability to pay to the League a proportion of the capitation fee in respect of such Member who shall retain all the rights, privileges and obligations of a Service Member.
- 15.8 A Service Member may become a life subscriber by paying such amount as the Branch Executive may from time to time determine, in full satisfaction of that Member's future liability for subscriptions. The full amount of such payment shall be paid to the Branch, which, each year, where such Member is a Member of the Sub-Branch, shall pay to the Sub-Branch an amount equal to the annual subscription less the capitation fee payable to the Branch, until the capital sum has been exhausted.
- 15.9 In the event that the life subscriber or Life Member remains a Member for such period that the sum of the annual subscriptions payable exhausts such capital sum, no further payment in relation to the subscriptions shall be required from that Member or the Member's Sub-Branch, nor shall any further payment be made to the Sub-Branch.

16 BADGES

- 16.1 The badge of the League shall be in such form as the National Congress shall determine and shall, on payment of the first subscription, be issued without charge to each Service Member.
- 16.2 All badges shall be numbered and the number of the badge issued to a Service Member is to be recorded by the Sub-Branch and details are to be forwarded to the Branch with the monthly capitation return.
- 16.3 All badges shall remain the property of the League and shall be returned upon membership ceasing.
- 16.4 Where a Member of a Sub-Branch loses the Member's badge, the Member shall promptly notify the Sub-Branch Secretary in writing. A replacement badge is to be issued by the Sub-Branch on payment by the Member of a sum to be fixed from time to time by the National Executive. On issue of a replacement badge a record of the serial number is to be made and forwarded to the Branch.
- 16.5 Where any Member knowingly permits the badge to be used by any other person for any purpose whatsoever, the Member shall be deemed guilty of conduct unbecoming a Member and shall be dealt with under the provisions of Rule 12 of this Constitution.

- 16.6 Except as authorized by the League, no copy or facsimile of the League badge shall be permitted except for the purpose of publicity, display or identification of the Branch and its Sub-Branches.

17 SUB-BRANCHES

- 17.1 The Branch shall be divided into Sub-Branches which may be established at any location within the Australian Capital Territory. The Branch shall also have jurisdiction over all overseas Sub-Branches as are sanctioned by the League, except the Angeles City Sub-Branch in the Philippines.
- 17.2 Any Sub-Branch established by the Branch Executive shall bear such name as the Executive shall determine or approve.
- 17.3 Each Sub-Branch shall carry out and further the objects of the League and of the Branch; be bound by the National Constitution and By-Laws and by this Constitution and By-Laws, and by League Standing Policy, which shall be promoted by Sub-Branches within their separate jurisdictions; and shall comply with such lawful directions as may from time to time be given by the Branch.
- 17.4 Each Sub-Branch shall have such powers, functions and duties as may be contained in its Constitution or as are set forth in this Constitution and By-Laws, or as are delegated to it by the Branch.
- 17.5 The Constitution or By-Laws of a Sub-Branch shall be consistent with the National Constitution and By-Laws and the Constitution and By-Laws of the Branch. If any are inconsistent they shall be altered so that such inconsistency is removed but in any event must conform to the *ACT Associations Incorporations Act 1991*.
- 17.6 If a Sub-Branch contravenes or fails to observe or perform any of the provisions of the National Constitution or By-Laws or of this Constitution or By-Laws, or fails to be bound by or promote the Standing Policy of the League, or has been guilty of conduct prejudicial to the interests of the League, the Branch Executive may cause a notice in writing, specifying such contravention, failure to observe or perform, or conduct together with a period of time within which the Sub-Branch shall remedy the contravention, failure to observe or perform, or conduct (as the case may be) to be forwarded to the Secretary of that Sub-Branch. A copy of such notice shall be forwarded to the National Secretary.
- 17.7 If a Sub-Branch fails to comply with a notice referred to in paragraph 17.6, the Branch Executive may resolve by a three fourths majority of the Members present to:
- a. declare that all offices of the Sub-Branch shall be deemed to have vacated office and direct the Branch President or some other Service or Life Member to take charge of the affairs of the Sub-Branch; or
 - b. revoke the Charter issued to that Sub-Branch.

- 17.8 Upon the Branch Executive passing a resolution pursuant to paragraph 17.7a., all officers shall be deemed to have vacated office and the person referred to in the resolution may exercise all the powers of its officers until the election referred to in paragraph 17.9 is held.
- 17.9 The person directed pursuant to paragraph 17.7a. shall forthwith convene a general meeting of all Financial Members who are Members of that Sub-Branch for the purpose of electing new officers of that Sub-Branch. No person who immediately prior to the passing of the resolution held office as an officer of that Sub-Branch shall be eligible to be re-elected to office at that meeting.
- 17.10 Upon the election of the new officers referred to in paragraph 17.9, the person referred to in the resolution of the Branch Executive shall make a written report to the Branch Executive.
- 17.11 Where Branch Executive revokes the Charter of a Sub-Branch pursuant to paragraph 17.7b, the Sub-Branch, except for the purposes of filing an appeal to the Appeal Tribunal pursuant to paragraph 17.12, 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.
- 17.12 Any Sub-Branch aggrieved by a resolution of the Branch Executive passed pursuant to paragraph 17.7 may appeal through the Branch Executive to the Appeals Tribunal. Such an appeal shall be accompanied by such sum as is prescribed for such appeals.
- 17.13 Upon the hearing of an appeal referred to in paragraph 17.12, the Appeals Tribunal shall hear submissions by both the Branch and Sub-Branch concerned, or may direct that each make written submissions.
- 17.14 Each Sub-Branch shall, if required by the Branch Executive or the National Executive, offer for inspection all of its books of accounts, minute books, statutory registers kept under any legislation (if applicable) and supply such returns and other information as the Branch Executive or the National Executive may from time to time require.
- 17.15 Each Sub-Branch shall, on or before the first day of March each year, or within one month after the holding of its Annual General Meeting, whichever is the later, forward to the Branch Executive a copy of its Annual Report, Income and Expenditure Accounts and Balance Sheet for the last financial year.
- 17.16 Each Sub-Branch shall, by the fifth day of each month, forward to the Branch the application forms of persons who have applied for Service Membership of the Sub-Branch in the preceding month and any capitation fees payable to the Branch in respect of subscriptions paid during the preceding month.
- 17.17 In the event of a Sub-Branch being in arrears with its payments of capitation fees for a period of one month, the rights of its delegates on the Branch Council or its delegates or additional delegates at any Branch Congress to vote on any matter before the Council or Congress, so long as the default continues, shall be suspended.

PROVIDED that the President may, in his absolute discretion, and upon such terms as the President shall think fit, allow such delegates or additional delegates, as the case may be, to vote.

17.18 Where three fourths of the total number of Financial Members of the League within the jurisdiction of the Branch so resolve, the Branch may secede from the League. The manner in which the wishes of such Members are to be ascertained shall be as directed by the National Executive.

17.19 A resolution of the Branch passed pursuant to paragraph 17.18 shall be of no force or effect until three months after such resolution is passed or until all sums due and owing by the Branch to the League have been paid, whichever is the later.

17.20 Upon a resolution referred to in paragraph 17.19 taking effect, the Branch and all Sub-Branches within its jurisdiction shall cease respectively to be a Branch and Sub-Branches of the League and shall change their respective names so that they do not contain the words “The Returned and Services League of Australia” and shall not use in conjunction with their names or otherwise, the letters “RSL”.

17.21 A resolution referred to in paragraph 17.19 shall not disturb the status of Service or Life Members who were Members of the Branch or any Sub-Branch within its jurisdiction, who wish to remain Members of the League. Such Members, upon the resolution taking effect, shall be included in a Miscellaneous List of Members kept at National Headquarters.

17.22 If any Sub-Branch ceases to operate or is dissolved or wound up, its assets shall, after payment of all its debts and liabilities and subject to any law applicable, vest in the Branch to be used by the Branch as far as is possible for its purposes in the place where the Sub-Branch formerly carried out its duties.

18 BRANCH CONGRESS

18.1 A Branch Congress (General Meeting) shall consist of:

- a. the Members of the Branch Executive;
- b. the Members of the Branch Council; and
- c. appointed Sub-Branch delegates on the basis of one delegate for each fifty Financial Members or part thereof of each Sub-Branch of the Branch up to a maximum of four.

18.2 A Branch Congress (General Meeting) of the RSL ACT Branch must be held in accordance with the ACNC Act, the ACT Incorporations Act and this Constitution on a date and at a venue to be determined by the Branch Executive. The frequency of a Branch Congress shall be:

- a. once in each calendar year, within the period of five months after the end of the financial year (such Congress shall be known as the Annual Congress); and

- b. on such other occasions as may be determined by the Branch Executive with advice from the Branch Council. Any such Congress shall be known as an Extraordinary Congress. Where practicable an Extraordinary Congress shall be held immediately prior to a scheduled meeting of the Branch Council.
- 18.3 Not less than twenty-one days' notice of the holding of a meeting of Congress shall be given by the Chief Executive Officer to:
- a. all members of the Branch Executive;
 - b. the Secretary of each Sub-Branch;
 - c. the Branch Trustees;
 - d. the Immediate Past President; and
 - e. the Branch Returning Officer.
- 18.4 Such notice of meeting shall:
- a. in the case of an Extraordinary Congress be accompanied by details of the purpose for which the meeting was called; and
 - b. in the case of an Annual Congress be accompanied by:
 - (i) details of any amendment to the Constitution which is proposed to be put to that meeting; and
 - (ii) details of any other motions which are proposed to be put to that meeting:
- PROVIDED** that nothing in this paragraph shall prohibit an Annual Congress from receiving and dealing with any other motion, not of the nature of an amendment to the Constitution, which may be received prior to the Congress commencing to deal with the business agenda.
- 18.5 A quorum for any Branch Congress shall be twenty four members:
- PROVIDED** that:
- a. at least three members of the Branch Executive are present; and
 - b. the majority of the Sub-Branches which are located in the Australian Capital Territory are represented, at that meeting.

19 BRANCH COUNCIL

- 19.1 The Branch Council is responsible to provide advice to the Branch Executive in respect of governance of the Branch, especially in carrying out the Branch objectives and the conduct of the Branch programs and plans. In particular, the Council is to:

- a. be consulted by the Branch Executive in respect of new or revised Branch policy before finalisation of the policy, whenever practical;
- b. be advised by the Branch Executive when new or revised Branch policy is introduced;
- c. elect the members of Branch Executive; and
- d. appoint any Financial Member of the Branch to fill any casual vacancy in the Branch any Financial Member of the Branch to fill any casual vacancy in the Branch Executive until the next annual election, except that a casual vacancy in the office of President is to be filled in accordance with Sub-Clause 21.11.

19.2 The Branch Council shall consist of two delegates from each Sub-Branch of the Branch.

19.3 The Branch Executive shall meet with the Branch Council, at least every three months at such time and place determined by the Branch Executive. Any Sub-Branch may request the Branch Executive to convene a meeting with the Branch Council to consider a specific matter prior to the next scheduled meeting of the Branch Council.

19.4 A quorum for any meeting of the Branch Executive with the Branch Council shall be twelve members present in person provided that:

- a. at least three members of the Branch Executive are present; and
- b. the majority of the Sub-Branches, which are located in the Australian Capital Territory, are represented at the meeting.

20 RESERVED

21 BRANCH EXECUTIVE

21.1 Subject to the ACNC Act, the ACT Incorporations Act and this Constitution, RSL ACT Branch is governed, and the powers of RSL ACT Branch will be exercised by, the Branch Executive.

21.2 The Branch Executive must act in pursuit of the Objects and Principal Activities of the RSL ACT Branch.

21.3 The Branch Executive must consult with, and consider advice and recommendations from, the Branch Council. The Branch Executive is to report to the Branch Council on action taken in respect of its advice and recommendations.

21.4 The Branch Executive will, subject to this Constitution, comprise:

- a. a President elected under Clause 22;
- b. a Deputy President elected under Clause 22;

- c. not more than three Vice Presidents elected under Clause 22; and
 - d. a Treasurer elected under Clause 22.
- 21.5 A person shall not be eligible to be elected to the Branch Executive unless that person is a Financial Member of the Branch.
- 21.6 The Branch Executive may, at its discretion, assign portfolios to certain members of the Executive or other members of the Branch. One member of the Branch Executive shall be appointed to represent the views of those Sub-Branches not located within the Australian Capital Territory.
- 21.7 The Branch Executive will meet as often as is deemed necessary for the despatch of business and may adjourn and, subject to this Constitution, otherwise regulate its meetings as it thinks fit.
- 21.8 Three members of the Branch Executive present in person shall constitute a quorum.
- 21.9 The Branch Executive may:
- a. require the attendance at its meetings of such appointed officers of the Branch as it deems fit; and
 - b. invite the attendance of any other person at any meeting.
- No such appointed officer or other person shall be entitled to vote at any such meeting.
- 21.10 A person elected to the Branch Executive shall be deemed to have vacated the office if that person:
- a. dies or ceases for any other reason to be a Financial Member of the Branch;
 - b. becomes an insolvent under administration within the meaning of the Corporations Law;
 - c. suffers from mental infirmity;
 - d. is absent from more than two consecutive meetings of the Branch Executive or the Branch Council without permission of the Branch Executive or Branch Council as the case may be;
 - e. is directly or indirectly interested in any contract with the Branch and fails to disclose the nature of such interest prior to a resolution on the acceptance or rejection of the terms of the contract being put to any meeting of the Branch Executive, Branch Council or Branch Congress; or
 - f. resigns office by notice in writing to the Branch Chief Executive Officer.
- 21.11 If the President dies, or is deemed to have vacated that office, the Deputy President shall become the President and shall hold office until the next annual election. If the Deputy

President is unwilling to accept the office of President, the Branch Executive shall have the power to appoint any other Financial Member of the Branch to fill the casual vacancy until the next annual election.

22 ELECTION OF OFFICE BEARERS

22.1 The election of the Office Bearers referred to in paragraph 21.4 of this Constitution shall be held in accordance with Branch By-Laws, which shall make provision for the calling of nominations, forms of submission of nominations and conduct of the annual elections:

PROVIDED that the provisions of the By-Laws shall not be inconsistent with any provision in this Constitution and, in particular, the following:

- a. nominations must be called for not less than thirty days prior to the Branch Council Meeting preceding the Branch Annual Congress;
 - b. nominations must be called for by notification in writing to each Sub-Branch of the Branch;
 - c. a Returning Officer who shall be a person holding no other office in the Branch shall be appointed by an Annual Congress in respect of the elections to be held in the next following year;
 - d. the poll shall be declared at the Branch Council Meeting preceding the Branch Annual Congress.
- 22.2 Any Financial Member of the League is eligible to nominate for election to one or more of the offices specified in paragraph 21.4.
- 22.3 Notwithstanding that a nomination is received which is acceptable in all other respects it shall be deemed to be invalid and shall be rejected unless:
- a. it is duly signed by a proposer and a seconder who are both Financial Members of the Branch or a Sub-Branch of the Branch;
 - b. the nomination and accompanying statement is received by the Returning Officer prior to the time and date determined and notified as the closing time and date for receipt of nominations.

23 PUBLIC OFFICER

- 23.1 There shall be a Public Officer of the Branch who shall be appointed by the Branch Executive.
- 23.2 A person shall not be eligible to be the Public Officer of the Branch unless that person:
- a. is a Financial Member of the Branch;

- b. is at least eighteen years of age; and
 - c. resides in the Australian Capital Territory.
- 23.3 The Public Officer may hold another office either as an elected officer or as an appointed officer of the Branch.
- 23.4 Notice of the appointment, or of any change of address, of the Public Officer shall be lodged with the Registrar of Incorporated Associations within one month of such appointment or change of address.
- 23.5 The Public Officer may be removed from office by an ordinary resolution of the Branch Executive.
- 23.6 The office of Public Officer shall be taken to be vacant if the Public Officer:
- a. is removed from office pursuant to paragraph 23.5;
 - b. resigns from office;
 - c. dies;
 - d. ceases to be a Financial Member of the Branch;
 - e. ceases to reside in the Australian Capital Territory;
 - f. suffers from mental infirmity;
 - g. becomes an insolvent under administration within the meaning of the *ACT Associations Incorporations Act 1991*;
 - h. is disqualified from holding such office by reason of conviction in respect of an offence referred to in section 63 (1) of the *ACT Associations Incorporation Act, 1991*.
- 23.7 Where a vacancy occurs in the office of Public Officer, the Branch Executive shall appoint a person to fill the vacancy within 1 day after the vacancy occurs.
- 23.8 The Public Officer shall carry out such duties as are imposed on that position under the *ACT Associations Incorporations Act, 1991* and in particular shall be responsible for lodging:
- a. the annual return required pursuant to section 79 of that Act;
 - b. notification of any change in the membership of the Branch Executive or of any change of address of any member thereof;
 - c. notification of any amendment made to the Constitution, in the manner and form specified in section 33 (2) of that Act.

24 APPOINTED OFFICE BEARERS

- 24.1 The Branch Executive shall appoint a Chief Executive Officer and such other officers as it may deem necessary to assist with the due administration of the Branch. Such officers shall hold their office during the pleasure of the Branch Executive.
- 24.2 No person shall be appointed as Chief Executive Officer unless that person is a Financial Member of the Branch.
- 24.3 Persons appointed to hold any office described above shall carry out such duties and responsibilities, and have such powers and authority, as are determined from time to time by the Branch Executive:

PROVIDED that no such persons may be granted the power of exercising a vote at any meeting of the Branch Executive, Branch Council or Branch Congress in respect of that office.

25 IMMEDIATE PAST PRESIDENT

- 25.1 The person retiring from the office of President shall be known as the Immediate Past President and shall hold such office until the conclusion of the next following Annual Congress.
- 25.2 The Immediate Past President shall be entitled to receive all notices of meetings and any other papers relevant to meetings at which that person is entitled to attend.
- 25.3 Should the Immediate Past President die, or for any other reason cease to be a Member of the League, or after the conclusion of the Annual Congress next following that person's appointment thereto, the position of Immediate Past President shall remain vacant until such time as the person filling the office of President retires from office.

26 MEETINGS

- 26.1 The President shall preside at all meetings of Branch Congress, Branch Council or Branch Executive whenever present. In the absence of the President, the Deputy President or, in the Deputy President's absence, one of the Executive Vice Presidents shall preside.
- 26.2 In the absence of all of the foregoing or in the absence of a quorum the meeting shall stand adjourned until the same day in the following week, and in the event of a quorum not being present at that meeting, then the members who are present shall be deemed to constitute a quorum.
- 26.3 The Chairperson may, with the consent of a meeting and shall, at the direction of a meeting, adjourn that meeting to a later time, but no business shall be transacted at such later meeting other than business left unfinished at the earlier meeting.

- 26.4 At any meeting voting on a motion shall be by a show of hands unless a poll is demanded by any person present and entitled to vote.
- 26.5 A poll may be demanded before or on the declaration of the result of the show of hands.
- 26.6 Where the voting is by a show of hands a declaration by the Chairperson that the motion:
- a. has been carried;
 - b. has been carried unanimously;
 - c. has been carried by a specified majority;
 - d. has not been carried by a specified majority; or
 - e. has been lost,
- and an entry in the minutes of the meeting to that effect, shall be conclusive evidence of the fact without details of the votes recorded in favour of or against the motion.
- 26.7 Subject to paragraph 26.9 each member present and entitled to vote at a meeting shall have one vote on each motion before the meeting and in the event of an equality of votes, the Chairperson shall have a second or casting vote.
- 26.8 At a Branch Congress, in addition to the delegates authorised under paragraph 18.1:
- a. a Sub-Branch may appoint one or more alternate delegates to assist in the preparation and presentation of motions to Congress; but any such alternate delegate may only address Congress, participate in debate and vote on a specific motion after withdrawal of another delegate from the meeting;
 - b. the Branch may appoint one or more persons to assist in the preparation and presentation of motions to Congress; but any such person may only address Congress and participate in debate without having a right to vote thereon;
- 26.9 Overseas Sub-Branches administered by the ACT Branch may appoint one or more proxy delegates to vote as directed and/or as the proxy sees fit on their behalf at Congress and at Branch Council meetings. If any person so appointed is already an authorised delegate of a Sub-Branch or a member of the Branch Executive that person shall be entitled to record a total number of votes equal to that person's original vote plus the number of proxy votes held.
- 26.10 The instrument appointing a proxy should be in writing under the hand of the appointer and be in the form shown in By-Law 12, or as near thereto as circumstances permit:

27 STANDING ORDERS – CONDUCT OF MEETINGS

- 27.1 Standing Orders for the conduct of Branch Congress, Branch Council and Branch Executive meetings are as inscribed in the By-Laws.

28 AUTHORITY OF CHAIRPERSON ON VOTES

- 28.1 The Chairperson shall be the sole and absolute judge as to the validity of any vote cast on any question, and unless objection to the validity of any vote is raised immediately after the Chairperson has declared the result of the vote thereon, no subsequent objection may be raised as to its validity.

29 FUNDS OF THE BRANCH

- 29.1 All funds belonging to or received by the Branch shall be placed in one or more accounts maintained by such recognised financial institutions as may from time to time be approved by the Branch Executive in the name of the Branch and such funds may be withdrawn from such accounts only by means of either cheques or other instruments signed by any two office bearers, nominated by the Branch Executive for the purpose.
- 29.2 Any member of the Branch Executive or any other person approved by the Executive may endorse cheques or negotiable instruments payable to the credit of the Branch.
- 29.3 All payments of funds drawn from any account of the Branch shall be made only with the authority of the Branch Executive, provided however that the Branch Executive may subsequently approve payments made subject to its approval.

30 ACCOUNTS

- 30.1 The Branch shall:
- a. keep accounting records that correctly record and explain the transactions, including any transactions in respect of trust funds, and the financial position of the Branch;
 - b. keep its financial records in such a way that:
 - (i) true and fair accounts of the Branch can be prepared from time to time; and
 - (ii) a statement of the accounts of the Branch can conveniently and properly be audited; and
 - c. retain such accounting records for at least seven years after the transactions to which they relate were completed.
- 30.2 Prior to the Annual Congress, the Branch Executive shall cause a statement of the accounts of the Branch to be prepared which shall not be misleading and which gives a true and fair account of:
- a. the income and expenditure of the Branch during the preceding financial year;
 - b. the assets and liabilities of the Branch at the end of that financial year;

- c. any mortgages or other charges affecting any property of the Branch at the end of that financial year; and
 - d. the same details as are specified under sub-paragraphs a, b, and c in respect of each of the trust funds administered by the Branch.
- 30.3 At each Annual Congress, the Branch Executive shall present for the consideration of the meeting:
- a. an audited statement of the accounts of the Branch for the preceding financial year;
 - b. a copy of the auditor's report in relation to the accounts of the Branch for that financial year; and
 - c. a report signed by two members of the Branch Executive stating:
 - (i) the names of each member of the Branch Executive during the preceding financial year, and if different, at the date of the report;
 - (ii) the principal activities of the Branch during the preceding financial year, and change in the nature of those activities which may have occurred during that year; and
 - (iii) the net profit or loss of the Branch for the preceding financial year.
- 30.4 The Branch Executive shall take reasonable steps to ensure that the audit of the accounts of the Branch is completed at least fourteen days before the audited statement of accounts is required to be presented to the Annual Congress.
- 30.5 A copy of the documents referred to in paragraph 30.3 shall be sent to all persons entitled to receive notices in respect of a Branch Congress, not less than seven days before the date set down for the Annual Congress.
- 30.6 The accounting records required to be kept for the purposes of this paragraph shall be kept at the Branch Headquarters or at such other place as the Branch Executive may deem fit and shall be open to the inspection of members of the Branch at any reasonable hour.
- 30.7 A financial statement comprising an income and expenditure document shall be presented to the Branch Executive at each meeting of the Executive.

31 AUDITOR

- 31.1 An auditor shall be appointed by the Annual Congress to audit the accounts of the Branch.
- 31.2 The person to be appointed auditor shall be a member of:
- a. the Institute of Chartered Accountants in Australia; or
 - b. the National Institute of Accountants; or

- c. the Australian Society of Certified Practising Accountants,
or shall be registered as an auditor pursuant to the *Corporation Law*.

31.3 A person shall not be eligible to be appointed as auditor who is:

- a. an officer; or
- b. a partner, employer or employee of an officer; or
- c. a partner or employee of an employee of an officer,
of the Branch, either elected or appointed.

31.4 The auditor shall have right of access to the accounting and other records of the Branch and may require from any officer of the Branch such information and explanations as the auditor desires for the purposes of auditing the accounts.

31.5 The auditor shall report to the Branch on the accounts required to be laid before the Branch at its Annual Congress and on the accounting records and other records relating to these accounts.

32 TRUSTEES

32.1 Trustees may be appointed by a Branch Congress and shall carry out such duties and have such powers as are from time to time determined by the Branch Executive and inscribed in the By-Laws.

32.2 Any casual vacancy arising in the office of a trustee may be filled by the Branch Executive.

32.3 No person shall be appointed as a Trustee who is a member of the Branch Executive.

33 NOTICES

33.1 A notice may be given by the Branch to any Member, either personally or by sending it by post or by electronic means to him at his last-known address or e-mail address. Where a notice is sent by post, service of the notice shall be deemed to be effective by properly addressing, pre-paying and posting a letter containing the notice, and to have been effective in the case of a notice of a meeting on the day after its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of the post. Where a notice is sent by electronic means, the notice shall be deemed to be effective the day after the message is sent.

33.2 Notice of every Branch Congress shall be given in the manner provided in paragraph 33.1 to every person entitled to service of such notice in accordance with this Constitution. No other person shall be entitled to receive such a notice.

34 INDEMNITY

34.1 Any Member of the Branch shall be indemnified out of the funds of the Branch against all losses and expenses in the discharge of that Member's duties as a Branch Officer except where the loss was incurred by that Member's own wilful act or default.

34.2 Where a member is not indemnified under paragraph 34.1 that member shall:

- a. be chargeable only for so much money or property as was actually received for, or in discharge of, the Member's duties;
- b. be answerable only for the Member's own wilful act or default; and
- c. not be answerable for the insufficiency of any security for money invested or of title to any property acquired.

34.3 For the purposes of this paragraph the term “a Branch Officer” shall include:

- a. all members of the Branch Executive and Branch Council;
- b. all appointed officers of the Branch;
- c. the Branch Trustees; and
- d. all members of any committee or subcommittee of the Branch.

35 AMENDMENT OF CONSTITUTION

35.1 Subject to paragraph 35.2 this Constitution may be amended by a special resolution duly passed at an Annual or Extraordinary Congress.

35.2 This Constitution shall not be amended unless:

- a. notice of any proposed amendment has been given in writing to the Chief Executive Officer or is notified to the Branch Executive at least twenty one days prior to an Annual or Extraordinary Congress;
- b. a copy of the proposed amendment has been forwarded by the Chief Executive Officer to the members of the Branch Executive and to the Secretary of every Sub-Branch at least twenty one days prior to such Congress; and
- c. the resolution is carried by a majority of three fourths of the members present and voting at the Congress.

36 SEAL OF THE BRANCH

36.1 The seal of the Branch shall be in the form of a rubber stamp, inscribed with the name of the Branch together with the words “The Common Seal of”

- 36.2 The seal of the Branch shall not be affixed to any instrument except by the authority of the Branch Executive and the affixing thereof shall be attested by the signatures either of two members of the Branch Executive or of one member of the Branch Executive and of the Public Officer, the Chief Executive Officer or such other person as the Branch Executive may appoint for that purpose, and that attestation shall be sufficient for all purposes that the seal was affixed by authority of the Branch Executive.
- 36.3 The seal shall remain in the custody of the Public Officer.