
Returned & Services League of Australia

(Queensland Branch)



RSL
Queensland

CONSTITUTION

Table of Contents

1.	Definitions and interpretation	1
2.	Nature of Returned & Services League of Australia (Queensland Branch)	5
3.	Objects.....	6
4.	Membership	7
5.	Application fee and annual subscription	11
6.	Resignation, disciplining and removal of Members	12
7.	Application of income and property.....	13
8.	No distribution to Members.....	13
9.	Limited liability.....	13
10.	Gift funds.....	14
11.	Amending this Constitution	14
12.	Meetings of Members.....	14
13.	The Board and the appointment of Directors	21
14.	District Branches, Sub Branches, Chapters and Auxiliaries	32
15.	State Council of District Presidents.....	40
16.	Other committees	43
17.	Chief Executive Officer	43
18.	Accounts audit and records	43
19.	Indemnity and insurance	44
20.	Execution of documents	44
21.	By-Laws	45
22.	Notices.....	45
23.	General	46
24.	Surplus assets on winding up or dissolution	46

Returned & Services League of Australia(Queensland Branch)

1. Definitions and interpretation

1.1 Definitions

In this Constitution and the By-Laws, unless the context otherwise requires:

- 1.1.1 **ACNC Act** means the *Australian Charities and Not for Profit Commission Act 2012* (Cth);
- 1.1.2 **AGM** means the annual general meeting of RSL Queensland;
- 1.1.3 **Ally** means:
- (a) any member or former member of the Commonwealth;
 - (b) any country or place presently or formerly a Crown Colony of the United Kingdom; or
 - (c) the United States of America;
- 1.1.4 **Application for Membership Form** means the application for membership form approved by the Board and published on the RSL Queensland Public Access Web Site from time to time;
- 1.1.5 **Appointed Director** means a Director appointed by the Board in accordance with the provisions of clause 13.14;
- 1.1.6 **Auditor** means the auditor appointed pursuant to clause 18.3;
- 1.1.7 **Auxiliaries** means any Women's Auxiliaries and Citizen's Auxiliaries of the League established or approved by RSL Queensland pursuant to clause 3.2.7;
- 1.1.8 **Board** means the Board of Directors of RSL Queensland elected or appointed from time to time pursuant to the provisions of this Constitution;
- 1.1.9 **Board Meeting** means a meeting of the Board convened pursuant to clause 13.4;
- 1.1.10 **Board Member Sitting Fees** means fees payable to each Executive Director, the Directors and the Appointed Directors, or any of them, for preparing for and attending at Board Meetings, the State Council of District Presidents and/or General Meetings and established by Ordinary Resolution passed at the AGM from time to time;
- 1.1.11 **Business Day** means any day other than a Saturday, Sunday, public holiday or bank holiday in the place considered;
- 1.1.12 **By-Law** means any by-law made and approved by a Special Resolution of the Board pursuant to clause 21;
- 1.1.13 **CEO** means the Chief Executive Officer of RSL Queensland appointed pursuant to clause 17.1;
- 1.1.14 **Chair of the State Council of District Presidents** means the State Councillor appointed to chair meetings of the State Council of District Presidents pursuant to clause 15.7.4(a);
- 1.1.15 **Chairman** means the person appointed to chair an AGM or General

- Meeting pursuant to clause 12.14.2;
- 1.1.16 **Chapter of Interest** means a chapter of interest as defined in the By-Laws;
- 1.1.17 **Chapter** means a chapter of a District Branch or Sub Branch established by an Ordinary Resolution of the Board;
- 1.1.18 **Charter** means a document containing details of the rights and privileges conferred by RSL Queensland on a District Branch and Sub Branch, including:
- (a) the right to use the 'RSL' logo and 'Returned & Services League of Australia' name;
 - (b) the capacity to hold and benefit from property and programs of RSL Queensland;
 - (c) the ability to apply for funding for the furtherance of the Objects; and
 - (d) support with maintaining charity status;
- 1.1.19 **Community Member** means a person who fulfils the eligibility for admission as a community member of RSL Queensland set out in this Constitution and the By-Laws and has been admitted as a community member to RSL Queensland;
- 1.1.20 **Company Secretary** means the person employed by the Board pursuant to clause 13.16.1(q);
- 1.1.21 **Complete Application for Membership Form** means an application for membership that satisfies the requirements of this Constitution and the By-Laws;
- 1.1.22 **Conduct Unbecoming a Member** has the meaning given to it in the By-Laws from time to time;
- 1.1.23 **Constitution** means this Constitution, including Appendix A, as amended from time to time;
- 1.1.24 **Continuing Members** means the members of RSL Queensland as at the date of adoption of this Constitution;
- 1.1.25 **Corporations Act** means the *Corporations Act 2001* (Cth);
- 1.1.26 **Delegate** means the Member appointed by a Sub Branch or District Branch to attend, and registered to vote at meetings including but not limited to General Meetings and the AGM;
- 1.1.27 **Deputy President** means the Deputy President of RSL Queensland elected pursuant to clause 13.3;
- 1.1.28 **Director or Board Member** means a person occupying the position of a Director of RSL Queensland and includes the Executive Directors, directors elected pursuant to clause 13.9, the Chair of the State Council of District Presidents and Appointed Directors;
- 1.1.29 **District Branch** means a district branch of RSL Queensland established prior to the date of adoption of this Constitution or by an Ordinary Resolution of the Board;
- 1.1.30 **District President** means the District President elected by each District Branch from time to time in accordance with the provisions of their

- respective Constitutions;
- 1.1.31 **Eligible Candidate** means in relation to a specific Director vacancy, a candidate that has the requisite skills and qualifications referred to in any applicable skills matrix and/or position description for that vacancy;
- 1.1.32 **Executive Director** means the State President, the Deputy President and the Vice President;
- 1.1.33 **Family Member** means a person who fulfils the eligibility for admission as a family member of RSL Queensland set out in this Constitution and the By-Laws and has been admitted as a family member to RSL Queensland;
- 1.1.34 **First Directors** means the First Directors appointed pursuant to Appendix A;
- 1.1.35 **General Meeting** means any general meeting of RSL Queensland convened pursuant to clause 12.3 and, unless specifically stated otherwise, includes the AGM;
- 1.1.36 **Honorarium/Honoraria** means ex gratia payment/s, despite RSL Queensland not having any liability or legal obligation to make the payment, for services rendered in a voluntary capacity or for services for which fees have not traditionally been paid by RSL Queensland;
- 1.1.37 **Honorary Life Member** means a Service Member appointed as an Honorary Life Member by the Board pursuant to clause 4.4 or a Member who was appointed as an Honorary Life Member before this Constitution was adopted;
- 1.1.38 **League** means RSL National, State Branches (as that term is defined by the RSL National Constitution), members of State Branches, Sub Branches and members of Sub Branches;
- 1.1.39 **League Matters** has the meaning given to it by the Board by way of a By-Law made pursuant to clause 21.1 of this Constitution;
- 1.1.40 **Life Members** means a Member who was admitted as a life member before this Constitution was adopted;
- 1.1.41 **Life Membership Award** means the award of Life Membership awarded to Members in accordance with the By-Laws;
- 1.1.42 **Member** means a member of RSL Queensland;
- 1.1.43 **Minor** a Member, other than a Service Member, who is under 18 years of age;
- 1.1.44 **Miscellaneous Members' List** means the register maintained by RSL Queensland in accordance with clause 4.15;
- 1.1.45 **Model Constitution** means the model Constitution for District Branches and Sub Branches approved by the Board;
- 1.1.46 **National Conference** means the annual conference of the League;
- 1.1.47 **Objects** means the objects of RSL Queensland set out in clause 3;
- 1.1.48 **Officer** means the Executive Directors, Directors (howsoever appointed), members of the State Council of District Presidents and committees constituted by the Board, individuals to whom the Board has delegated any of its powers and employees, past and present of RSL Queensland;

- 1.1.49 **Ordinary Resolution** means a resolution passed by a majority of the Delegates or Board Members, as the case maybe, present and entitled to vote at any meeting;
- 1.1.50 **Protected Attribute** includes race, colour, sex, sexual orientation, age, physical or mental disability, marital status, family or carer's responsibilities, pregnancy, religion, political opinion, national extraction or social origin and includes those qualities, traits or characteristics that, by law, cannot be discriminated against;
- 1.1.51 **Register of Members** means the register of members maintained by RSL Queensland pursuant to clause 4.7;
- 1.1.52 **RSL National** means the Returned and Services League of Australia Ltd;
- 1.1.53 **RSL National Constitution** means RSL National's governing document, known as Constitution, or such other document as is registered with the Australian Securities and Investments Commission (ASIC) or the Australian Charities and Not-for-profits Commission (ACNC) or otherwise represented by RSL National as RSL National's Constitution;
- 1.1.54 **RSL Queensland** means Returned & Services League of Australia (Queensland Branch) ABN 79 902 601 713;
- 1.1.55 **RSL Queensland List** means the register of Members of RSL Queensland who are not members of a Sub Branch maintained by RSL Queensland in accordance with clause 4.14;
- 1.1.56 **RSL Queensland Public Access Web Site** means www.rslqld.org;
- 1.1.57 **Seal** means the common seal of RSL Queensland;
- 1.1.58 **Service Member** means a person who fulfils the eligibility for admission as a service member of RSL Queensland set out in this Constitution and the By-Laws and has been admitted as a service member to RSL Queensland;
- 1.1.59 **Special Resolution** means a resolution passed by at least two thirds of the Delegates or two thirds of Board Members (as applicable) present and entitled to vote at any meeting;
- 1.1.60 **State Council of District Presidents** means the committee formed by the District Presidents pursuant to clause 15.1 and also known as the State Council;
- 1.1.61 **State Councillor** means a member of the State Council of District Presidents;
- 1.1.62 **State President** means the State President of RSL Queensland elected pursuant to clause 13.3;
- 1.1.63 **Sub Branch** means a Sub Branch of RSL Queensland established prior to the date of adoption of this Constitution or pursuant to clause 14.1.1;
- 1.1.64 **Supporter Member** means a person who fulfils the eligibility for admission as a supporter member of RSL Queensland set out in this Constitution and the By-Laws and has been admitted as a supporter member to RSL Queensland;
- 1.1.65 **Tribunal** means an independent body established by the Board by way of By-Law or otherwise pursuant to clause 13.16.1(m);

- 1.1.66 **Unattached Members' List** means the register of Members who were not affiliated with or members of Sub Branches maintained by RSL Queensland prior to the adoption of this Constitution;
- 1.1.67 **Veteran** has the meaning given to it by the Department of Veterans Affairs (or subsequent department) and includes serving or ex-serving members of the armed forces; and
- 1.1.68 **Vice President** means the Vice President of RSL Queensland elected pursuant to clause 13.3.

1.2 Interpretation

In this Constitution and the By-Laws, unless the context otherwise requires:

- 1.2.1 a reference to, or exercise of, a function includes a reference to and the execution of a power, authority or duty;
- 1.2.2 words importing the singular include the plural and vice versa;
- 1.2.3 words importing any gender include the other gender;
- 1.2.4 references to persons include corporations, bodies political, legal representatives, successors and permitted assigns of that person;
- 1.2.5 expressions referring to "writing" will be construed to include references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail;
- 1.2.6 the words "includes" or "including" shall be treated as being "includes without limitation" or "including without limitation" respectively;
- 1.2.7 where the word "may" is used, it implies that the action is discretionary. Where the word "shall" or "must" is used, it implies that the action is obligatory or mandatory;
- 1.2.8 references to a clause or schedule refers to a clause or schedule in this Constitution;
- 1.2.9 a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any other legislative authority having jurisdiction); and
- 1.2.10 all headings contained in this Constitution are for guidance and do not form part of the substance of the Constitution.

2. Nature of Returned & Services League of Australia (Queensland Branch)

2.1 Nature

The Returned & Services League of Australia (Queensland Branch) (**RSL Queensland**) is a body corporate established by Letters Patent issued pursuant to the *Religious, Educational and Charitable Institutions Act 1861* (Qld).

RSL Queensland is an independent branch of the League.

RSL Queensland endeavours to maintain, protect and encourage Members, Sub Branches and District Branches in every township and community to facilitate an environment where serving and ex-serving members of the Australian Defence Force

and their dependents can freely meet and be supported in camaraderie and mateship.

2.2 Order of Precedence

Where the Constitutions, By-Laws, policies or directives of RSL National, RSL Queensland, a District Branch or a Sub Branch conflict, then the following will prevail in descending order of precedence, the:

- 2.2.1 RSL National Constitution and the By-Laws, policies or directives of RSL National;
- 2.2.2 Constitution, the By-Laws and the policies or directives of RSL Queensland;
- 2.2.3 Constitution, By-Laws, policies or directives of a District Branch; and
- 2.2.4 Constitution, By-Laws, policies or directives of a Sub Branch.

3. Objects

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

RSL Queensland achieves this object by implementing and connecting those in need with programs and services to assist in the relief of their distress and suffering.

- 3.2** In aid of, and furtherance, of its main object, RSL Queensland may:

- 3.2.1 relieve mental health issues and isolation experienced by past and present members of the Australian Defence Force and encourage their transition to civilian life by:
 - (a) facilitating close and kindly ties of friendship created by a mutual service in the Australian Defence Force or in the forces of nations traditionally allied with Australia and the recollections associated with that experience;
 - (b) maintaining a proper standard of dignity and honour among all past and present members of the Australian Defence Force and setting an example of public spirit and noble hearted endeavour;
 - (c) protecting the good name and preserving the interests and standing of members of the Australian Defence Force; and
 - (d) encouraging Members, as citizens, to serve Australia with that spirit of self-sacrifice and loyalty with which they served as members of the Australian Defence Force;
- 3.2.2 assist in the preservation of the memory and the records of those who suffered and died for Australia, erect monuments to their valour, provide them with suitable burial places, and establish and preserve, in their honour, the annual commemoration days known as ANZAC Day, Remembrance Day and other commemorative days;
- 3.2.3 relieve the poverty suffered by past and present members of the Australian Defence Force by providing welfare to the sick, helpless, wounded, vulnerable, aged, destitute and needy;
- 3.2.4 supporting serving Australian Defence Force members at home and

- abroad and actively assist them in their transition to civilian life, especially if they are detrimentally affected by their Defence service;
- 3.2.5 be part of a national association which is non-sectarian, and in relation to party politics, non-partisan;
- 3.2.6 establish and accept trusts having for their objects the welfare and benefit of members of the League, its branches, or Sub Branches, or of any member, or ex-member, of the Australian Defence Force, or their dependents;
- 3.2.7 establish or approve the establishment of Auxiliaries throughout the State of Queensland and in such other places as RSL Queensland may, from time to time determine;
- 3.2.8 seek the co-operation of like associations, corporations and/or other persons to further RSL Queensland's objects;
- 3.2.9 undertake all manner of charitable or other work to further RSL Queensland's objects and to accept any specific or general gifts or bequests for such purposes, whether conditional or not;
- 3.2.10 make grants to and give assistance to such persons, trusts, groups, associations, societies, institutions or other organisations and authorities having objects similar to those of RSL Queensland and to establish such scholarships as RSL Queensland may, from time to time, determine;
- 3.2.11 raise money to further the aims of RSL Queensland and to secure sufficient funds for the purposes of RSL Queensland;
- 3.2.12 receive any funds and to distribute these funds in a manner that best attains the objects of RSL Queensland;
- 3.2.13 conduct commercial, marketing and sponsorship activities consistent with relevant legislation and RSL Queensland's objects; and
- 3.2.14 do all such things that further, are in aid of, or are ancillary or incidental to the attainment of all or any of the objects of RSL Queensland.

4. Membership

4.1 Number of Members

The number of Members is unlimited.

4.2 Membership

The Members of RSL Queensland are:

- 4.2.1 the Continuing Members; and
- 4.2.2 any other person or persons admitted to membership in accordance with this Constitution.

4.3 Classes of membership

The classes of membership are:

- 4.3.1 Service Members;
- 4.3.2 Family Members;
- 4.3.3 Community Members;
- 4.3.4 Supporter Members; and

- 4.3.5 such other classes of voting and non-voting Members as the Board may in its discretion establish from time to time.

Eligibility criteria for membership and other matters relevant to applications for and admission as a Member are as set out in the By-Laws.

4.4 Honorary Life Membership

If, in the opinion of the Board, a person, whether or not he or she is a Member of RSL Queensland, who has been nominated for Honorary Life Membership, satisfies the requirements to receive Honorary Life Membership as detailed in the By-Laws of RSL National, the Board may in its absolute discretion, with the consent of the person, bestow Honorary Life Membership on that person.

4.5 Consequences of membership

- 4.5.1 The Members acknowledge and agree that this Constitution was passed by a Special Resolution and that all Members are unilaterally bound by the terms of this Constitution.
- 4.5.2 The Members acknowledge and agree that this Constitution constitutes a contract between RSL Queensland and each of the Members and that each Member is bound by and must comply with:
- (a) this Constitution; and
 - (b) all By-Laws made pursuant to clause 21 of this Constitution.
- 4.5.3 This Constitution supersedes all previous RSL Queensland Constitutions.

4.6 Limitations

- 4.6.1 A Member's rights, privileges and benefits of membership are not transferable.
- 4.6.2 The Board may reject any application for membership and must inform the applicant of the grounds for rejecting any such application and the applicant's right of appeal (as set out in the By-Laws from time to time).

4.7 Register of Members

A register of the Members must be kept by RSL Queensland containing the following details:

- 4.7.1 full names of Members;
- 4.7.2 addresses of the Members;
- 4.7.3 classes of membership including details of the Member's Sub Branch (if applicable);
- 4.7.4 the date the Members first became Members;
- 4.7.5 the term of a Member's membership (for example, annual or life, depending on the class of membership);
- 4.7.6 status of payment of applicable fees (if any);
- 4.7.7 for Service Members – details of their service record;
- 4.7.8 for Family Members – details of the relationship between the Family Member and the applicable Service Member or Veteran who would qualify as a Service Member (including for example, any applicable RSL Queensland membership number or service record details);
- 4.7.9 for Community and Supporter Members – relationships between a

Community Member and a Supporter Member (if applicable, for example, a Supporter Member may be an employer of several Community Members);

4.7.10 the Members' telephone numbers and email addresses; and

4.7.11 the dates the Members ceased being Members.

4.8 Application for membership

4.8.1 Any person who qualifies may apply to RSL Queensland to become a Member of RSL Queensland.

4.8.2 Applications for membership may be submitted to RSL Queensland through the Sub Branch that the applicant wishes to join, electronically via the RSL Queensland Public Access Web Site or if the applicant wishes to join and be placed on the RSL Queensland List, through RSL Queensland.

4.9 Forms of Application

Applications for membership must be:

4.9.1 in a Complete Application for Membership Form;

4.9.2 signed by the applicant or accepted by other mechanism as approved by the Board (such as via an electronic form);

4.9.3 for Service Members – accompanied by a copy of the applicant's service record or any other reasonable proof of service required by the Sub Branch or RSL Queensland to satisfy the relevant eligibility criteria for Service membership;

4.9.4 for Family Members – accompanied by details of the relationship between the Family Member and the applicable Service Member or Veteran who would qualify as a Service Member and any other information required by the Sub Branch or RSL Queensland to satisfy itself of the familial relationship;

4.9.5 for Community Members – accompanied by details of relationships between the Community Member and Supporter Members (if any);

4.9.6 for Supporter Members – accompanied by details of relationships between the Supporter Member and Community Members (if any);

4.9.7 accompanied by a copy of any other information required by the Sub Branch or RSL Queensland to satisfy itself that the applicant is otherwise a fit and proper person to be a Member; and

4.9.8 accompanied by the required fee (if any).

4.10 Admission to membership

4.10.1 Upon receipt of a Complete Application for Membership Form and the other material referred to in clause 4.9, the application must be considered by the relevant assessing party for that class of membership (as specified in the By-Laws from time to time). The assessing party must consider the application for membership and determine whether, in its discretion, the applicant is a fit and proper person to be admitted to membership and otherwise, whether the application should be accepted or rejected. The By-Laws may impose additional assessment criteria and processes from time to time in relation to applications for and admission

as a Member.

4.10.2 Decisions on applications for membership will be communicated to applicants as soon as possible after a decision on the application has been made.

4.10.3 If an application for membership is rejected the application fee, if any, and the annual subscription, if any, paid by the applicant must be refunded.

4.11 Members who are employees

Despite anything in the Constitution to the contrary, a Member who is an employee of RSL Queensland:

4.11.1 has the right to attend, speak and vote at meetings of the Sub Branch of which he or she is a Member if permitted to do so pursuant to the governing rules of the relevant Sub Branch; but

4.11.2 cannot be elected to, or hold the positions of, a District President, a Director of RSL Queensland or a Sub Branch board or management committee member (or any similar roles as established from time to time) unless otherwise approved by the Board.

4.12 Notification by Members

Each Member must promptly notify their Sub Branch, or in the case of a Member on the RSL Queensland List, RSL Queensland, in writing of any change in their qualifications to be a Member.

4.13 Continuing Members

4.13.1 Continuing Members who were Life Members immediately before the adoption of this Constitution:

- (a) will automatically become Service Members on adoption of this Constitution;
- (b) will maintain the Life Membership Award classification and any rights associated with such classification immediately before the adoption of this Constitution; and
- (c) are not required to pay any application fee, membership fee or subscription fee.

4.13.2 Continuing Members who were Service Members immediately before the adoption of this Constitution will continue to be classified as Service Members on adoption of this Constitution.

4.13.3 Continuing Members must otherwise comply with this Constitution.

4.14 RSL Queensland List

4.14.1 RSL Queensland must keep and maintain a register to be known as the RSL Queensland List.

- (a) An applicant upon becoming a Member or an existing Member may request that:
 - (i) RSL Queensland include them on the RSL Queensland List; or
 - (ii) the Sub Branch to which they belong transfers them to the RSL Queensland List.

4.14.2 Members who were included on the Unattached Members' List before

this Constitution was adopted will be included on the RSL Queensland List.

4.15 Miscellaneous Members' List

- 4.15.1 RSL Queensland must keep and maintain a register to be known as the Miscellaneous Members' List.
- 4.15.2 The names of all Members who have been transferred to the Miscellaneous Members' List by the Board or by a Tribunal constituted by the Board under this Constitution will be maintained on that list for the period so determined by the Board or Tribunal as the case may be.
- 4.15.3 Whilst Members are on the Miscellaneous Members' List they are not eligible to hold any office in RSL Queensland including in a District Branch or Sub Branch and they cannot be a member of a Sub Branch or attend, meet or be involved in any official activity or function conducted or sponsored by a Sub Branch other than commemorative services.
- 4.15.4 A Member who has been transferred to the Miscellaneous Members' List for a period of time will, at the conclusion of that period, be transferred to the RSL Queensland List.
- 4.15.5 Upon being transferred to the RSL Queensland List, the Member may request a transfer to a Sub Branch or the unattached list of another State. The Member's request will be granted provided that the Sub Branch or other State approves the transfer. A Sub Branch must not decline an application for transfer on the same grounds as those that resulted in the Member's transfer to the Miscellaneous Members' List.

4.16 Cessation of membership

A Member ceases to be a Member upon:

- 4.16.1 the resignation of the Member;
- 4.16.2 the death of the Member; or
- 4.16.3 the termination of the Member's membership.

5. Application fee and annual subscription

Application fee

- 5.1 The application fee payable by each applicant for membership is such sum as the Board may prescribe from time to time in respect of each class of membership, and for the avoidance of doubt may be nil.

Annual subscription

- 5.2 The annual subscription payable by a Member is such sum as the Board may prescribe from time to time in respect of each class of membership, and for the avoidance of doubt may be nil.
- 5.3 All annual subscriptions (if an annual subscription is not nil) are due and payable in advance of the anniversary of the date the relevant Member was admitted to the membership of RSL Queensland.

Unpaid annual subscriptions

- 5.4 A Member ceases to be entitled to any of the rights or privileges of membership, including the right to vote or be represented by a Delegate (as applicable) at RSL Queensland meetings, District Branch meetings or Sub Branch meetings, if the

Member is required to pay an annual subscription and that annual subscription of the Member remains unpaid within one month of the date on which the annual subscription becomes payable.

- 5.5** If a Member is required to pay an annual subscription and that annual subscription of a Member remains unpaid within two months of the date on which the annual subscription becomes payable, a notice of default may be given to the Member by RSL Queensland.
- 5.6** The rights or privileges of membership shall be reinstated on payment of any outstanding annual subscription (and all arrears of annual subscriptions) or in extenuating circumstances, which shall be at the sole discretion of the Board.

Failure to pay

- 5.7** If a Member is required to pay an annual subscription and the Member has not paid any outstanding annual subscription (and all arrears of annual subscriptions) within two months of the date on which that annual subscription becomes payable, the Member automatically ceases to be a Member.

6. Resignation, disciplining and removal of Members

Resignation

- 6.1** A Member may resign from membership of RSL Queensland by giving written notice to RSL Queensland or to his or her Sub Branch.
- 6.2** The resignation of a Member is deemed to take effect from the date of receipt of the written notice of resignation or such later date as is provided in the notice.
- 6.3** For the avoidance of doubt, any Member who resigns from a Sub Branch or the RSL Queensland List and who subsequently rejoins the same or any other Sub Branch shall be a "new applicant" under clause 4 for membership purposes.

6.4 Disciplining Members other than Minors

- 6.4.1** If a Member engages in Conduct Unbecoming a Member, or any other disciplinary matter that may be dealt with under the By-Laws, the Board may impose on a Member one or more of the penalties that the Tribunal may impose on a Member under the By-Laws.
- 6.4.2** If the Board has reason to believe that a Member has engaged in Conduct Unbecoming a Member, or any other disciplinary matter that may be dealt with under the By-Laws, the Board must give the Member at least 14 days' notice in writing of:
- (a) the date, time and place of the meeting of the Board at which it will consider whether the Member has been engaged in such conduct; and
 - (b) a statement of the full and precise particulars of the conduct of the Member which will be considered by the Board.
- 6.4.3** The Board shall provide such further particulars of any of the matters set forth in the statement referred to under clause 6.4.2 either prior to or at the meeting called by the Board, if requested by the Member whose conduct is being considered.
- 6.4.4** A Member may avail themselves of any avenues of appeal so provided for in any of the rules or By-Laws set out in clause 6.4.5, subject to any pre-conditions set out in those rules or By-Laws.

- 6.4.5 The disciplinary provisions applying to RSL Queensland and Members shall be those set out in:
- (a) the RSL National Constitution and any By-Laws promulgated by RSL National;
 - (b) this Constitution and the By-Laws; and
 - (c) any applicable District Branch or Sub Branch rules and by-laws.
- 6.4.6 Board disciplinary hearings shall be conducted using the same principles set out in the By-Laws for Tribunal hearings, as far as such principles are applicable.
- 6.4.7 The discipline procedures in this clause do not apply to Minors.

7. Application of income and property

The income and property of RSL Queensland must be applied solely for promoting and fulfilling the Objects.

8. No distribution to Members

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

Payments, services and information

- 8.2 Nothing in clause 8.1 prevents RSL Queensland making a payment in good faith of any of the following, provided any such payment does not exceed the amount ordinarily payable by commercial parties dealing at arm's length in similar transactions:
- 8.2.1 remuneration to any officers or employees of RSL Queensland for services actually rendered to RSL Queensland (including payment of Directors' fees in accordance with clause 13.26);
 - 8.2.2 an amount to any Member in return for any services actually rendered to RSL Queensland or for goods supplied in the ordinary and usual course of business;
 - 8.2.3 reasonable and proper interest on money borrowed from any Member;
 - 8.2.4 reasonable and proper rent for premises let by any Member to RSL Queensland; and
 - 8.2.5 reimbursement of expenses reasonably and properly incurred by any Member on RSL Queensland's behalf with the prior written consent of the Board.
- 8.3 Nothing in clause 8.1 prevents RSL Queensland from pursuing its charitable objects through the application of income or property or distributing its funds to any persons contemplated by the Objects.

9. Limited liability

Members are not personally liable to contribute towards the payment of the debts and liabilities of RSL Queensland or the costs, charges and expenses associated with any winding up of RSL Queensland.

10. Gift funds

- 10.1** RSL Queensland may establish one or more gift funds to be used for specific purposes consistent with the Objects and to which the public may be invited to make gifts and donations of money and/or property.
- 10.2** RSL Queensland, if endorsed in its own right as a deductible gift recipient, will ensure that the funds are administered for the purposes in respect of which RSL Queensland is so endorsed or approved and must maintain the funds:
- 10.2.1 to which all gifts of money or property for those purposes are made;
 - 10.2.2 to which contributions are made in relation to an eligible fundraising event held for the principal purpose of RSL Queensland;
 - 10.2.3 to which all money received by RSL Queensland because of the gifts is credited; and
 - 10.2.4 ensuring they do not receive any other money or property.
- 10.3** Gift funds must only be used for the purposes of the Objects.

11. Amending this Constitution

- 11.1** This Constitution cannot be amended other than by way of a Special Resolution of the Delegates.
- 11.2** Appendix A to this Constitution forms part of this Constitution and cannot be amended other than by way of a Special Resolution of the Delegates.
- 11.3** The Members acknowledge that this Constitution has no force or effect until such time as it is approved by the Minister of Fair Trading pursuant to Section 29 of the *Collections Act 1966* (Qld).

12. Meetings of Members

12.1 Convening Meetings

The Board must convene:

- 12.1.1 the AGM; and
- 12.1.2 General Meetings

in accordance with the provisions of this Constitution.

12.2 AGM

The Board must convene an AGM at least once a calendar year, at such time and place and on such date as the Board may determine.

12.3 General Meetings

12.3.1 The Board must convene a General Meeting at the written request of:

- (a) the State President; or
- (b) two thirds of the Board; or
- (c) two thirds of the State Council of District Presidents; or
- (d) two thirds of the Sub Branches.

12.3.2 General Meetings must be:

- (a) called no later than 28 days after the written request is received

and otherwise in accordance with this Constitution; and

- (b) held no later than three months after the date of receipt of the written request.

12.3.3 A General Meeting shall not be convened if called within the four month period prior to the AGM and the reasons for calling the General Meeting, set out in the written notice issued pursuant to clause 12.3.1, will be dealt with at the AGM.

12.3.4 A written request issued in accordance with clause 12.3.1 must state:

- (a) the reason for calling the General Meeting; and
- (b) the business to be conducted.

12.4 Attendance and voting at the AGM and General Meetings

12.4.1 Members will be represented at the AGM and General Meetings by a Delegate appointed by their respective District Branches (being a District President or member of the District Branch board) and their respective Sub Branches (from the Service Members of the Sub Branch).

12.4.2 Each Delegate will have one vote.

12.4.3 A Member who is not a Delegate may request to attend the AGM or a General Meeting as an observer by submitting a written request to their District President or, in the case of Members on the RSL Queensland list, directly to RSL Queensland, at least seven days prior to the applicable meeting, but will not have any right to address the meeting (unless invited by the Chairman to do so) or to vote. A Member must not attend the AGM or a General Meeting as an observer unless they receive approval to attend or are otherwise invited to attend by their District President or RSL Queensland.

12.5 Circulating resolutions

A resolution in writing signed by all Delegates entitled to vote on the resolution is to be treated as a determination of the Delegates passed at a General Meeting duly convened and held.

12.6 Notice of an AGM or a General Meeting

12.6.1 Written notice of an AGM or a General Meeting of RSLQueensland must be given to each:

- (a) member of the Board;
- (b) District Branch;
- (c) Sub Branch; and
- (d) the Auditor.

12.6.2 No other person is entitled to receive notice of an AGM or a General Meeting.

12.7 How notice of an AGM and General Meetings is to be given

Notice of an AGM or General Meeting may be given by any form of communication decided by the Board from time to time, including:

12.7.1 personally; or

12.7.2 by sending it by electronic mail to each member of the Board and the

secretary of each District Branch and each Sub Branch (if any) to the email address nominated by them.

12.8 Period of notice for AGM and General Meetings

- 12.8.1 Notice of an AGM must be given in accordance with clause 12.15.1.
- 12.8.2 Notice of a General Meeting must be given at least 14 days prior to the date on which the General Meeting is to be convened.

12.9 Content of notice of General Meeting

A notice of a General Meeting must:

- 12.9.1 set out the place, date and time for the meeting (and, if the meeting is to be held in two or more places, the technology that will be used);
- 12.9.2 state the general nature of the meeting's business;
- 12.9.3 if a Special Resolution is to be proposed at the meeting, highlight the proposal to seek a Special Resolution and specify the Special Resolution; and
- 12.9.4 be worded and presented in a clear, concise and effective manner.

12.10 Notice of adjourned meeting

When a meeting is adjourned for one month or more, new notice of the resumed meeting must be given.

12.11 Accidental omission to give notice

The accidental omission to give notice of any General Meeting to or the non-receipt of the notice by any person entitled to receive notice of a General Meeting under this Constitution does not invalidate the proceedings or any resolution passed at the meeting.

12.12 Postponement of General Meeting

- 12.12.1 The Board may postpone the holding of any General Meeting whenever it sees fit (other than a meeting requisitioned by Members) for not more than 28 days after the date on which it was originally called.
- 12.12.2 Whenever any meeting is postponed (as distinct from being adjourned) the same period of notice of the meeting must be given to persons entitled to receive notice of a meeting as if a new meeting were being called on the date to which the original meeting is postponed.
- 12.12.3 This clause does not apply to the AGM.

12.13 Technology

RSL Queensland may hold an AGM or General Meeting of its Members at two or more venues using any technology that gives attendees as a whole a reasonable opportunity to participate.

12.14 Proceedings at AGM and General Meetings

- 12.14.1 Quorum
 - (a) The AGM and General Meetings may not transact any business unless a quorum of the Delegates is present at the time of the meeting.
 - (b) Delegates representing half of the total number of Delegates entitled to vote at the relevant AGM or General Meeting plus one

form a quorum.

12.14.2 Chairing General Meetings

- (a) The State President must, where possible, chair each AGM and all General Meetings.
- (b) If the State President is not present at a meeting or is unable to preside over the meeting as Chairman, the Deputy President must chair that meeting.
- (c) If the State President or Deputy President is not present at a meeting or are unable to preside over the meeting as Chairman, the Vice President must chair that meeting.
- (d) If the President, Deputy President or Vice President is not present at a meeting, the meeting must be adjourned to a date when one or more of them will be present and in a position to chair the meeting.

12.14.3 Powers of the Chairman

- (a) The Chairman may temporarily vacate the chair at an AGM or a General Meeting in favour of another person present at any time and for any reason the Chairman sees fit, and must do so if the Delegates are voting on:
 - (i) where the Chairman is the State President, the State President's election or re-election;
 - (ii) where the Chairman is the Deputy President, the Deputy President's election or re-election; or
 - (iii) where the Chairman is the Vice President, the Vice President's election or re-election.
- (b) Subject to the terms of the Constitution regarding adjournment of meetings, the Chairman's ruling on all matters relating to the order of business, procedure and conduct of the AGM or the General Meeting is final and no motion of dissent from a ruling of the Chairman may be accepted.
- (c) The Chairman may, in his or her absolute discretion, refuse any person admission to a General Meeting, or expel a person from a General Meeting and not permit them to return, if the Chairman reasonably considers that the person's conduct is inappropriate.
- (d) Inappropriate conduct in a General Meeting may include, but is not limited to:
 - (i) the use of offensive or abusive language which is directed to any person, object or thing;
 - (ii) attendance at the meeting while under the influence of any kind of illicit drug or alcoholic substance, or using or consuming any illicit drug at the meeting, including any alcoholic substance; and/or
 - (iii) possession of any article, including a recording device or other electronic device or a sign, banner or pamphlet, which the Chairman considers is dangerous,

offensive or disruptive or likely to become so.

12.14.4 Business at adjourned meetings

Only unfinished business is to be transacted at a meeting resumed after an adjournment.

12.14.5 Voting by proxy

Proxy votes are not permitted at an AGM or General Meeting.

12.14.6 Voting

(a) Every Delegate in attendance at an AGM or General Meeting has one vote. No other person shall have the right to vote at an AGM or General Meeting.

(b) A motion arising at the AGM or a General Meeting is to be decided:

(i) for an Ordinary Resolution, by a majority vote of the Delegates present and entitled to vote at the meeting and, if the votes are equal, the motion is decided in the negative; and

(ii) for a Special Resolution, by a majority of at least two-thirds of the votes of Delegates present and entitled to vote at the meeting.

(c) A resolution put to the vote of a meeting will be decided on a show of hands or by such other means (including through the use of electronic devices) as are approved by the Board for the purposes of voting at such meetings, unless a poll is demanded before the result of the show of hands.

(d) Unless a poll is demanded:

(i) a declaration by the Chairman that a resolution has been carried, or carried unanimously, or lost; and

(ii) an entry to that effect made in the minutes of the meeting,

will be conclusive.

(e) A poll may be demanded for a vote on any resolution being considered by:

(i) the Chairman; or

(ii) a Delegate in attendance at the meeting.

(f) If a poll is duly demanded it will be taken in such manner as the Chairman of that meeting directs. The result of the poll will be the resolution of the meeting at which the poll was demanded.

(g) Resolutions of the AGM and General Meetings are binding on the Members from the close of the meeting at which the resolution was passed.

12.14.7 Adjournment

(a) If within two hours from the time appointed for an AGM or a General Meeting a quorum is not present, the meeting must be

adjourned to another date, time and place as the Chairman determines.

- (b) If at the rescheduled meeting a quorum is not present within two hours from the time appointed for the rescheduled meeting then the Delegates representing more than one quarter of the total number of Delegates entitled to vote at the relevant AGM or General Meeting will be deemed to be a quorum.
- (c) If a quorum is still not present at the rescheduled meeting, the business to be conducted at that meeting will be carried over to the next AGM or a General Meeting called to consider the business.

12.14.8 Determination

Any question arising at an AGM or General Meeting relating to the order of business, procedure or conduct of that meeting must be referred to the Chairman for that meeting, whose decision on the question is final.

12.15 AGM specific provisions

12.15.1 The Board must cause notice of the AGM to be provided to the parties identified in clause 12.6 not less than three months prior to the date of the AGM.

12.15.2 Motions for the AGM may only be submitted by the Board, the State Council of District Presidents, a District Branch or a Sub Branch to the Company Secretary (or another person appointed by the Board).

12.15.3 All motions are to be submitted to the Company Secretary (or another person appointed by the Board) at least two months before the AGM in the format approved by the Board.

12.15.4 Motions, similar in nature, received from more than one of the parties referred to in clause 12.15.2 of this Constitution may, with the consent of those parties, be consolidated by the Company Secretary and included in the AGM agenda as a single motion.

12.15.5 Motions considered by the Company Secretary to be inappropriate or offensive may, with the approval of the Board, be reworded provided that the tenor and intent of the motion is retained, or excluded from an AGM agenda altogether.

12.15.6 The Company Secretary may, with the approval of the Board:

- (a) alter or amend the wording of any motion, provided that the tenor and intent of such motion is not altered and the party who submitted the motion consents to the alteration or amendment; or
- (b) request that the District Branch or Sub Branch which initiated the motion, reframes the motion, to enable such motion to be presented with clarity at the AGM.

12.15.7 Subject to the provisions of clauses 12.15.4 to 12.15.6, all motions presented to the Company Secretary must be included in the AGM agenda.

12.15.8 The Board must provide a copy of each motion and the proposed resolutions to the District Branches and Sub Branches at least one month prior to the AGM.

- 12.15.9 The business of the AGM must include the following, even if not referred to in the notice of meeting:
- (a) the consideration of the annual financial report, Directors' reports and Auditor's report;
 - (b) the election of Executive Directors, or any one or more of them, and the Directors;
 - (c) the fixing of Board Member Sitting Fees (if any);
 - (d) the fixing of Honoraria for Directors and/or State Councillors (if any);
 - (e) the appointment of the Auditor;
 - (f) the fixing of an amount to be made available to each District President, at their absolute discretion, for the provision of welfare urgently required by serving and/or ex-serving members of the Australian Defence Force and/or their dependants;
 - (g) membership application fees and membership subscription fees (if any);
 - (h) the consideration of those matters directly affecting RSL Queensland included in the agenda which is not special business; and
 - (i) consideration of those matters directly affecting the League which is not special business.
- 12.15.10 All other business transacted at an AGM and all business transacted at any other General Meeting is special business.
- 12.15.11 The business of the AGM also includes any other business which under this Constitution ought to be transacted at the AGM including motions received from the Board, the State Council of District Presidents, District Branches and Sub Branches.
- 12.15.12 The Chairman of the AGM must allow a reasonable opportunity for all Delegates present at the meeting to ask questions about or make comments on the management of RSL Queensland, subject to any applicable provisions in the By-Laws.
- 12.15.13 If the Auditor or the Auditor's representative is at the AGM, the Chairman must allow a reasonable opportunity for all Delegates present at the meeting to ask the Auditor or that representative, questions relevant to the conduct of the audit and the preparation and content of the Auditor's report.

12.16 Minutes

- 12.16.1 The Board must keep minutes of each AGM and each General Meeting in which is recorded:
- (a) the proceedings and resolutions of each AGM and each General Meeting; and
 - (b) the resolutions passed without a meeting.
- 12.16.2 The Board must cause a copy of the draft minutes of all AGMs and General Meetings to be forwarded to the Delegates within six weeks of the AGM or General Meeting as the case may be.

- 12.16.3 Upon confirmation of the minutes at the next meeting of the Members, the State President must sign the minutes evidencing that they are a true and accurate record of the meeting and the resolutions passed at the meeting.

12.17 Expenses of Delegates

RSL Queensland will pay reasonable accommodation and travelling expenses as provided for in any By-Law in relation to reimbursement or payment of expenses for Delegates attending the AGM or a General Meeting.

13. The Board and the appointment of Directors

13.1 Board to conduct the business of RSL Queensland

- 13.1.1 The Board will, subject to this Constitution, superintend, manage, and conduct the business of RSL Queensland.
- 13.1.2 The Board may exercise all of the powers of RSL Queensland other than those reserved to the Members by this Constitution.
- 13.1.3 In exercising those powers, the Board must only act in pursuit of the Objects.

13.2 Composition of the Board

- 13.2.1 The Board will be comprised of:
- (a) the State President/Chairperson;
 - (b) the Deputy President;
 - (c) the Vice President;
 - (d) four additional Directors;
 - (e) the Chair of the State Council of District Presidents; and
 - (f) if required, up to two additional Appointed Directors (subject to clause 13.14).
- 13.2.2 All members of the Board, other than the Appointed Directors (subject to clause 13.14), must be current Service Members but must not be Service Members whose names appear on the Miscellaneous Members' List or RSL Queensland List, members of the State Council of District Presidents, other than the Chair of the State Council of District Presidents, or officers of a District Branch or Sub Branch.

13.3 Election of the Board

- 13.3.1 The State President, Deputy President, Vice President and the four Directors identified in clause 13.2.1(d) will be elected by the Members in the manner prescribed in clauses 13.5, 13.6, 13.7 and 13.8.
- 13.3.2 The Appointed Directors may be appointed by the Board in the manner prescribed in clause 13.14 to ensure that the Board has the appropriate mix of skills, expertise and experience to properly discharge its functions.
- 13.3.3 Additional director election and appointment processes may be set out in the By-Laws from time to time.

13.4 Meetings of the Board

- 13.4.1 The Board will, subject to this Constitution, meet at least six times per

year to conduct and dispatch the business of RSL Queensland.

13.4.2 Additional Board Meetings may be called at any time by the State President or by three or more Board Members giving written notice to the State President.

13.4.3 Within 14 days of receiving the written notice pursuant to clause 13.4.2, the State President must ensure that the meeting is convened.

13.5 Founding Board Members

13.5.1 Upon the adoption of this Constitution, the Executive Directors will be deemed to have been elected in accordance with the provisions of this Constitution and will be comprised of the Members who respectively held the positions of the Chair (State President), Deputy Chair (Deputy President) and Vice Chair (Vice President) of RSL Queensland at the close of the AGM at which this Constitution was adopted.

13.5.2 The terms of each of the offices in clause 13.5.1 will expire, and their respective positions will become vacant, on the following dates:

- (a) State President – AGM 2024;
- (b) Deputy President – AGM 2023; and
- (c) Vice President – AGM 2022.

13.5.3 The First Directors are those elected in accordance with the process set out in Appendix A.

13.6 Election of Executive Directors

13.6.1 Each Executive Director will be nominated, elected and must retire in the same manner as is provided for the nomination, election and retirement of the Directors in clauses 13.7 to 13.9.

13.6.2 Directors appointed by the Board pursuant to clause 13.14 cannot be Executive Directors unless elected to that position by the Members.

13.7 Election and retirement of Directors

13.7.1 In addition to the provisions in this Constitution, the By-Laws will outline the election procedures for Executive Directors and the four Directors identified in clause 13.2.1(d).

13.7.2 Subject to the provisions of clauses 13.5.2 and 13.14 and Appendix A, each Director will hold office for the term determined in accordance with this clause 13.

13.7.3 When necessary, an election of Directors will be held at an AGM. Any Director who, if they do not retire, will at the conclusion of an AGM have been in office for three or more years, must retire from office as a Director.

13.7.4 A Director who is required to retire at an AGM in accordance with clause 13.7.3 may submit themselves for re-election at the AGM, subject to clause 13.7.7.

13.7.5 The Members may at any AGM at which any Director retires, fill the vacated office by re-electing the retiring Director or electing some other appropriately qualified person as a Director and in the case of a Director identified in clause 13.2.1 (d), provided that any proposed Director satisfies the qualifications specified by the Board for the vacated office

and possesses the required background, skills and/or expertise necessary or prudent to enhance the ability of the Board to properly perform its role and to discharge its legal duties and responsibilities.

13.7.6 Despite any other clause in this Constitution or the By-Laws, if at an AGM a vacated office is not filled, the retiring Director, if willing and not disqualified, must be treated as re-elected unless a resolution for the re-election of that Director is put and lost regardless of any applicable nomination procedures or criteria.

13.7.7 No Director can hold office for any more than three consecutive terms, and is not entitled to be re-elected as a Director after that time until a period of 12 months has elapsed since the conclusion of that person's last term of office as a Director. For the purposes of this clause, appointments effected prior to this Constitution coming into effect will be counted.

13.8 Nomination for election

13.8.1 Each candidate for election as a Director must be:

- (a) proposed by a Service Member; and
- (b) seconded by another Service Member.

13.8.2 A nomination of a candidate for election as a Director must:

- (a) be in writing in the form approved by the Board;
- (b) be signed by the candidate;
- (c) be signed by the proposer and seconder; and
- (d) satisfy the qualifications specified by the Board for that particular Director role and possess the required background, skills and/or expertise necessary or prudent to enhance the ability of the Board to properly perform its role and to discharge its legal duties and responsibilities.

13.8.3 The Director nomination process is as set out in the By-Laws from time to time.

13.8.4 Once the nomination process is complete, a list of the Eligible Candidates' names in alphabetical order must be sent to the District Branches and Sub Branches at least one month prior to the AGM.

13.9 Election procedure – Directors

13.9.1 If there is only one Eligible Candidate for a specific Director vacancy on the Board, the State President must declare that Eligible Candidate to be duly elected as a Director at the relevant AGM or General Meeting.

13.9.2 If there is more than one Eligible Candidate for a specific Director vacancy on the Board, a ballot must be held for the election of the vacant position.

13.9.3 If a ballot is required, balloting lists must be prepared listing the names of the Eligible Candidates only.

13.9.4 At the AGM each Delegate may vote for Eligible Candidates to fill the applicable vacancies.

13.9.5 The Eligible Candidates receiving the greatest number of votes cast in their favour must be declared by the Chairman of the meeting to be elected as

Directors.

- 13.9.6 If an equality of votes would otherwise prevent the successful candidate for a vacancy from being determined, then the names of the Eligible Candidates who received the same number of votes must be put to further ballots until such time as an Eligible Candidate is elected.

13.10 Time appointment or retirement takes effect

- 13.10.1 Directors who are appointed at an AGM or a General Meeting take office immediately after the end of the AGM or General Meeting as the case may be.
- 13.10.2 Directors who retire at an AGM or a General Meeting continue to hold office until the end of the AGM or General Meeting as the case may be.

13.11 Chair of the State Council of District Presidents as a Director

- 13.11.1 The Chair of the State Council of District Presidents will take office as a Director immediately upon being elected as Chair of the State Council of District Presidents at the first meeting of the Council of District Presidents.
- 13.11.2 The term of office of the Chair of the State Council of District Presidents as a Director will end upon:
- (a) the expiration of that person's term of office as the Chair of the State Council of District Presidents; or
 - (b) the expiration of the term referred to in clause 13.7.7, whichever is first to occur.

13.12 Casual vacancies and additional Directors

- 13.12.1 The Members by Ordinary Resolution may appoint a person qualified to be a Director in addition to the existing Directors, but the total number of Directors must not at any time exceed 10 directors.
- 13.12.2 The Board may at any time appoint a person qualified to be an Executive Director and/or a Director to fill a casual vacancy.
- 13.12.3 Any Executive Director or Director appointed under clause 13.12.2 holds office until the next AGM, at which time he or she will be eligible for re-election but only for the remainder of the term of the vacancy that was filled pursuant to this clause.

13.13 Insufficient Directors

- 13.13.1 In the event of a vacancy in the office of a Director, the remaining Directors may act, but if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute a quorum or by convening a General Meeting.

13.14 Appointed Directors

- 13.14.1 The Board may appoint up to two additional Directors by a simple majority on the basis that the Board considers them to be persons whose background, skills and/or expertise are necessary or prudent to enhance the ability of the Board to properly perform its role and to discharge its legal duties and responsibilities.
- 13.14.2 For the two additional Directors referred to in clause 13.14.1, the Board

must first seek suitably qualified members whose background, skills and/or expertise are necessary or prudent to enhance the ability of the Board, from the Service Members of RSL Queensland. If the appointments are unable to be identified from the Service Members, then the Board may seek Members from other membership classes of RSL Queensland or non-members to fulfil the required positions.

13.14.3 An appointment under clause 13.14.1, if any, will be on such terms and conditions as the Board in its absolute discretion decides provided however that no such appointment can be for a period exceeding three years. For the avoidance of doubt, after the three year period has expired, the Board may resolve to extend the appointment under clause 13.14.1 for a further period of up to three years, subject to clause 13.14.4.

13.14.4 An Appointed Director cannot serve any more than three consecutive terms, and is not entitled to be re-appointed as an Appointed Director after that time until a period of 12 months has elapsed since the conclusion of that person's last term of office as a Director.

13.15 Validation of acts of Directors and Secretaries

The acts of a Director or the Company Secretary are valid despite any defect that may afterwards be discovered in his or her appointment or qualification.

13.16 Specific powers of the Board

13.16.1 Without in any way limiting the effect of clause 13.1, the Board has the following specific powers:

- (a) direct, control and conduct the business and affairs of RSL Queensland;
- (b) purchase, sell, lease, mortgage, charge, exchange or otherwise deal with or dispose of any real or personal property of RSL Queensland upon such terms and conditions as it considers appropriate;
- (c) invest money in the name of RSL Queensland in any investment authorised by the laws of the State of Queensland for the investment of money or in the purchase or improvement of any land, estate or interest therein or other property whatsoever or by way of mortgage over freehold land, or in debentures, notes, or other deposits, with banks or any finance company which is an Australian resident for the purposes of the Corporations Act;
- (d) promote and contribute to any enterprise, present or future, which has for its objects the carrying out of any works or construction or the use of any buildings for a purpose connected directly or indirectly with Objects or the objects of the trust under which the property is accepted by RSL Queensland;
- (e) pay all expenses incurred in the management of the affairs and concerns of RSL Queensland from moneys coming into its hands or to the hands of any person under its control, for the avoidance of doubt this does not extend to money that is the property of Sub Branches or District Branches;
- (f) employ solicitors and take counsel's advice on any matter considered necessary and no responsibility will rest upon it or

any of its member for any loss which may arise from action taken upon such advice;

- (g) raise committees and sub-committees consisting of Members and non-members of RSL Queensland, fix the quorum of any committee or sub-committee to provide advice and recommendations to the Board on any matters they see fit;
- (h) approve the appointment of individuals who are not members of RSL Queensland to committees and sub-committees upon such terms and conditions as the Board determines;
- (i) direct and control all District Branches and Sub Branches on questions of public policy;
- (j) inspect the books and records of a District Branch or a Sub Branch;
- (k) resolve disputes in which RSL Queensland is involved;
- (l) discipline a Member, Sub Branch or District Branch in relation to any matter associated with RSL Queensland;
- (m) establish by way of By-Law or otherwise an independent Tribunal to:
 - (i) hear and determine complaints by Members or members of the public about the conduct of other Members; and
 - (ii) resolve disputes between Members, District Branches, Sub Branches, and RSL Queensland as the case may be;
- (n) apply for registration or incorporation of RSL Queensland;
- (o) establish/incorporate separate legal entities, including but not limited to companies limited by guarantee, of which RSL Queensland is the sole member, for the purpose of furthering the Objects;
- (p) delegate any of its powers to any person it sees fit, including but not limited to the State Council of District Presidents, on such terms as it sees fit;
- (q) employ a Company Secretary to assist it in discharging its duties on such terms, including as to remuneration, as it considers appropriate; and
- (r) do all such acts and things as may be considered necessary in connection with the above powers, other than those expressly directed and required by this Constitution to be exercised or done at the AGM.

13.16.2 The Board's decision on the meaning and effect of this Constitution, and any matter affecting RSL Queensland on which this Constitution is silent, after having regard to the RSL National Constitution and associated By-Laws, will be final and binding.

13.17 Powers of investigation

13.17.1 The Board may direct the CEO or appoint an investigating officer or

officers to make enquiries in relation to matters that are in the interests of RSL Queensland. The CEO or investigating officer or officers will carry out investigations considered by the Board to be necessary, desirable or appropriate in relation to any:

- (a) District Branch;
- (b) Sub Branch;
- (c) Member;
- (d) fundraising or business activity conducted by or in the name of the RSL Queensland or any of its District Branches or Sub Branches; or
- (e) services provided by or in the name of RSL Queensland or any of its District Branches or Sub Branches.

13.17.2 The CEO, investigating officer or officers must promptly provide the Board with a detailed written report in relation to the investigation carried out including any recommendations they have for the Board and the Board will notify the District Branch, Sub Branch or persons investigated of the outcome of the investigation including any action proposed by the Board as a consequence of the investigation.

13.18 Co-operation during investigations

All District Branches, Sub Branches and Members, including any District Branch, Sub Branch or Member being investigated, must co-operate fully with the Board, or any person, persons or entity appointed by the Board to conduct an investigation including by answering questions and promptly providing information and documents required by the person or persons conducting the investigation.

13.19 RSL National board, National Conference and general meetings

13.19.1 The Board will, by Ordinary Resolution, nominate a person to represent RSL Queensland on the RSL National board and appoint two authorised representatives to represent RSL Queensland at the National Conference and any general meetings of RSL National, including the RSL National annual general meeting.

13.19.2 The Board may from time to time appoint a person to be RSL Queensland's alternate director on the RSL National board for the period it sees fit, in accordance with the RSL National Constitution.

13.20 Resignation of Executive Directors and Directors

13.20.1 An Executive Director or Director, other than the State President, may resign upon written notice to the State President.

13.20.2 The State President may resign by written notice to the Board.

13.21 Removal of Directors

13.21.1 If in the reasonable opinion of the Board, a Director or any Member appointed to a Committee constituted by the Board:

- (a) has acted or is acting detrimentally to the interests of RSL Queensland;
- (b) has acted or is acting in a manner that constitutes Conduct Unbecoming a Member of RSL Queensland;
- (c) has acted or is acting inconsistently with reasonable

professional standards expected of a Director of a Corporation under the Corporations Act or ACNC Act;

- (d) refuses or wilfully neglects to comply with this Constitution or any By-Laws promulgated under it;
- (e) has engaged or is engaging in conduct subversive to the Objects;
- (f) fails to declare a conflict of interest; or
- (g) has lost the confidence of the Board,

the Board may by Special Resolution suspend or remove that person from office and/or cancel his/her membership of RSL Queensland.

13.21.2 Before taking any action under this clause 13.21, the Board must notify the person concerned in writing of the action it is considering taking and the reasons why it is considering taking that action and give the person a reasonable opportunity to address the Board, either in writing or in person, on the matters raised by the Board.

13.21.3 The Members may, by Special Resolution, remove any or all Directors from office. In the event the Chair of the State Council of District Presidents is removed from office as Director, the Chair will resign their position as Chair of the State Council of District Presidents but will remain a member of the State Council of District Presidents, subject to that person remaining as a District President.

13.22 Vacation of office

In addition to the circumstances in which the office of a Director becomes vacant by virtue of another provision of this Constitution or the By-Laws, the office of Director immediately becomes vacant if any of the following occurs, the Director:

- 13.22.1 dies, or commits an act of bankruptcy or makes any arrangements with their creditors;
- 13.22.2 becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- 13.22.3 is absent from at least three consecutive Board Meetings or at least five Board Meetings over a consecutive period of 12 months without the prior written consent of the Board;
- 13.22.4 becomes a paid employee of RSL National, RSL Queensland or any District Branch or Sub Branch;
- 13.22.5 becomes prohibited from being a director by reason of an order made under the Corporations Act or ACNC Act;
- 13.22.6 is an Appointed Director and is removed under the terms of the Director's appointment; or
- 13.22.7 no longer satisfies the requirements for a Director under this Constitution or the By-Laws.

13.23 Prohibition on being present or voting

An Executive Director or a Director who has a material personal interest in a matter being considered at a Board Meeting, must not:

- 13.23.1 be counted in a quorum;

- 13.23.2 vote on the matter; and
be present while the matter is being considered at the meeting.

13.24 Executive Directors and Directors to disclose interests

- 13.24.1 An Executive Director or a Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with RSL Queensland (other than as a Member) must, as soon as practicable after the relevant facts have come to the Executive Director or Director's knowledge, declare the nature of the interest at a Board Meeting by written notice to the Board.
- 13.24.2 An Executive Director or a Director who holds any office or possesses any property by which, whether directly or indirectly, duties or interests might be created in conflict with his or her duties or interests as a member of the Board must declare at a Board Meeting or by notice to the Board the fact and the nature, character and extent of the conflict.
- 13.24.3 For the purposes of clause 13.24.1, an Executive Director or a Director's interest or any conflict must be disregarded if it arises from or relates solely to a guarantee to be given by the Executive Director or Director in respect of a loan to RSL Queensland.

13.25 Effect of interest in contract

- 13.25.1 If an Executive Director or a Director has an interest in a contract or proposed contract with RSL Queensland (other than as a Member), or a conflicting interest or duty in relation to any other matter being considered by the Board, and the Executive Director or Director discloses the nature and extent of the interest or duty at a meeting of the Board or by notice to Board:
- (a) the contract may be entered into; and
 - (b) if the disclosure is made before the contract is entered into:
 - (i) the Executive Director or Director may retain benefits under the contract even though the Executive Director or Director has an interest in the contract;
 - (ii) RSL Queensland cannot avoid the contract merely because of the existence of the interest; and
 - (iii) the Executive Director or Director is not disqualified from the office of Executive Director or Director.
 - (c) For the purposes of this clause 13.25, a contract includes an arrangement, dealing or other transaction.

13.26 Remuneration of Executive Directors and Directors

- 13.26.1 Executive Directors, Directors and the Chair of the State Council of District Presidents may receive fees for their services in their capacity as Executive Directors, Directors or the Chair of the State Council of District Presidents.
- 13.26.2 Remuneration for Executive Directors, Directors and the Chair of the State Council of District Presidents will be determined by the Delegates at the AGM.
- 13.26.3 Executive Directors, Directors and the Chair of the State Council of

District Presidents may be reimbursed for out-of-pocket expenses reasonably and properly incurred by them in connection with RSL Queensland business (including travel and accommodation expenses) and will otherwise be equipped with the resources necessary to discharge their duties and as otherwise approved by the Delegates at the AGM.

- 13.26.4 Executive Directors, Directors and the Chair of the State Council of District Presidents may be paid a fee in return for any extra services actually rendered to RSL Queensland in a professional or technical capacity (other than in their capacity as an Executive Director, Director or the Chair of the State Council of District Presidents):
- (a) with the prior approval of the Board; and
 - (b) where the amount claimed does not exceed a commercially reasonable amount.

13.27 Circulating resolutions

- 13.27.1 The Directors may pass a resolution without a Board Meeting being held if all the Directors entitled to vote on the resolution (except a Director absent from Australia who has not left an email address at which he or she may be given notice) sign a document containing a statement that he or she is in favour of the resolution set out in the document.
- 13.27.2 For the avoidance of doubt, resolutions passed under clause 13.27.1 of this Constitution must be unanimous.
- 13.27.3 Separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.
- 13.27.4 The resolution is passed when the last Director entitled to vote signs and returns the document referred to in clause 13.27.1 to the Company Secretary.
- 13.27.5 An email message addressed to or received by the Board or an electronic copy of the resolution purporting to be signed or sent by a Director for the purpose of this clause 13.27 must be treated as a document in writing signed by that Director.

13.28 Notice of meetings of the Board

- 13.28.1 The Board must ensure that notice of each Board Meeting is given to each Executive Director, Director and the Chair of the State Council of District Presidents at least seven days before the meeting or at another time determined by the Board, except that:
- (a) all Board Members may waive in writing the required period of notice for a particular meeting; and
 - (b) it is not necessary to give a notice of a Board Meeting to an Executive Director or Director who is out of Australia or who has been given leave of absence by the Board.
- 13.28.2 There shall be a standing item on the agenda for each Board Meeting, other than Board Meetings convened under clause 13.4.2, pursuant to which the Chair of the State Council of District Presidents will be invited to present reports and recommendations of the State Council of District Presidents to the Board.

13.29 Technology meeting of the Board

- 13.29.1 A Board Meeting may be held using telephone or, if consented to by all Board Members, other technology. The consent may be a standing one. A Board Member may only withdraw the consent within a reasonable period before the meeting.
- 13.29.2 If a Board Meeting is held using any technology and all the Board Members take part in the meeting, they must be treated as having consented to the use of the technology for that meeting.
- 13.29.3 The following provisions apply to a technology meeting:
- (a) each of the Board Members taking part in the meeting must be able to hear and be heard by each other;
 - (b) at the commencement of the meeting each Board Member must announce his or her presence to all the other Board Members taking part in the meeting;
 - (c) minutes of the meeting must be taken;
 - (d) a Board Member may not leave a technology meeting by disconnecting his or her link to the meeting unless that person has previously notified the Chairman of his or her intention to do so; and
 - (e) a Board Member is conclusively presumed to have been present and to have formed part of the quorum at all times during a technology meeting unless that Board Member has previously obtained the express consent of the Chairman to leave the meeting.

13.30 Chairing meetings of the Board

- 13.30.1 Meetings of the Board will be chaired by the State President.
- 13.30.2 If the State President is unavailable or unable to chair a meeting, that meeting will be chaired by the Deputy President.
- 13.30.3 If both the State President and the Deputy President are unavailable or unable to chair a meeting, that meeting will be chaired by the Vice President.
- 13.30.4 If no Executive Director is available to chair a meeting, that meeting will be chaired by a Director then present who is appointed by the Board by Ordinary Resolution but only to adjourn the meeting to a date on which at least one of the Executive Directors is able to be present and to chair the meeting.

13.31 Quorum

- 13.31.1 The number of Board Members whose presence is necessary to constitute a quorum is at least half the number of Board Members comprising the Board plus one.
- 13.31.2 If the number of actual Board Members is reduced to less than half the number required to constitute a quorum, those in office may only act to:
- (a) appoint additional Board Members to achieve the number necessary for a quorum; and
 - (b) convene a General Meeting of RSL Queensland.

13.32 Passing of resolutions at Board meetings

- 13.32.1 A resolution of the Board will be treated as an Ordinary Resolution unless this Constitution specifically provides that it can only be passed as a Special Resolution.
- 13.32.2 The chairperson of a Board meeting has one deliberative vote only and does not have a second or casting vote at Board meetings.
- 13.32.3 If the vote is tied, the motion will be decided in the negative.

13.33 Minutes

- 13.33.1 The Board must keep minutes of each Board Meeting in which they record:
- (a) proceedings and resolutions of each Board Meeting; and
 - (b) resolutions passed without a meeting.
- 13.33.2 Upon confirmation of the minutes at the next Board Meeting, the State President must sign the minutes evidencing that they are a true and accurate record of the meeting and the resolutions passed at the meeting.

14. District Branches, Sub Branches, Chapters and Auxiliaries

14.1 Creation of District Branches, Sub Branches, Chapters and Auxiliaries

- 14.1.1 The Board may by Ordinary Resolution establish, amalgamate and dissolve District Branches, Sub Branches, Chapters and Auxiliaries of RSL Queensland. In exercising its powers under this clause, the Board may have regard to the views of the State Council of District Presidents.
- 14.1.2 Upon establishing a District Branch or Sub Branch, RSL Queensland must issue a Charter to the newly created District Branch or Sub Branch.

14.2 Auxiliaries

- 14.2.1 Each Auxiliary shall:
- (a) be established and conducted in accordance with this Constitution and the By-Laws, District Branch and Sub Branch Constitutions and By-Laws (where such Auxiliary is attached to a District Branch or Sub Branch) and any other relevant policies and directives of the Board as to the manner in which the Auxiliaries are to be conducted;
 - (b) operate under the leadership of a chair approved and appointed by the members of the Auxiliary in accordance with any policies and directives of the Board, District Branch or Sub Branch (where such Auxiliary is attached to a District Branch or Sub Branch), and on terms from time to time determined by the Board, District Branch or Sub-Branch (where such Auxiliary is attached to a District Branch or Sub Branch);
 - (c) report as regularly as required by the Board, District Branch or Sub Branch (where such Auxiliary is attached to a District Branch or Sub Branch) in the form, and providing the information, required by the Board, District Branch or Sub Branch (where such Auxiliary is attached to a District Branch or

- Sub Branch) from time to time; and
- (d) report annually to the Board on the matters, and in the manner, from time to time required by the Board.
- 14.2.2 The Board may by resolution at any time withdraw recognition of an Auxiliary if in the opinion of the Board the Auxiliary:
- (a) has ceased to function;
- (b) has conducted itself in a manner detrimental to the interests of RSL Queensland and the objects of the League;
- (c) has failed to comply with any polices or directives applicable to Auxiliaries made by the Board, District Branch or Sub Branch (where such Auxiliary is attached to a District Branch or Sub Branch) from time to time existing; or
- (d) fails to ensure that its members are bound by this Constitution, the By-Laws and such polices and directives made by the Board, District Branch or Sub Branch (where such Auxiliary is attached to a District Branch or Sub Branch) as are applicable to Auxiliaries.
- 14.2.3 Each Auxiliary shall have an office or headquarters to which communications or notices may be addressed or served and that address, including any change to such address, shall be furnished to the Board.
- 14.2.4 RSL Queensland shall not be responsible for the liabilities of any Auxiliary unless those liabilities are expressly taken over by resolution of the AGM or the Board.

14.3 Incorporation of District Branches and Sub Branches

Once established, District Branches and Sub Branches may, with the approval of the Board, be incorporated as incorporated associations under Part 9 of the *Associations Incorporation Act 1981* (Qld) or as companies limited by guarantee pursuant to the provisions of the Corporations Act.

14.4 Model Constitution

- 14.4.1 All District Branches and Sub Branches must, as soon as practicable after adoption of this Constitution, adopt as their Constitution the Model Constitution.
- 14.4.2 A District Branch or Sub Branch may, with the approval of the Board, amend the Model Constitution in order to:
- (a) satisfy legal or regulatory requirements; and/or
- (b) deal with local issues unique to the particular District Branch or Sub Branch.
- 14.4.3 Subject to clause 14.4.2, if, as at the date of adoption of this Constitution, any provision of an Existing Constitution is inconsistent with this Constitution, the provisions of this Constitution shall prevail to the extent of those inconsistencies and the District Branch or Sub Branch must:
- (a) as soon as practicable after the adoption of this Constitution, convene a meeting of its members to make any necessary changes to the Existing Constitution to ensure that the Model

Provisions prevail over the provisions of the Existing Constitution, until such time as the Model Constitution is adopted by the District Branch or Sub Branch; and

- (b) inform RSL Queensland of the fact of the motion having been carried.

14.4.4 For the purposes of this clause 14.4:

- (a) **Existing Constitution** means a Constitution of a District Branch or Sub Branch in force as at the date of adoption of this Constitution; and
- (b) **Model Provisions** means clauses 14.6 to 14.18 of this Constitution.

14.5 No Model Constitution

Immediately after the adoption of this Constitution and until such time as a District Branch or Sub Branch adopts the Model Constitution (or a Constitution with such amendments as are approved by the Board in accordance with clause 14.4.2), the Model Provisions will apply.

14.6 Constitutions in the absence of a Model Constitution

Membership of the District Branches

14.6.1 The members of each District Branch are the Sub Branches within the geographical boundary of each District, established by the Board from time to time.

14.6.2 The members of each Sub Branch are:

- (a) responsible for electing their own Sub Branch President; and
- (b) able to nominate a member of the Sub Branch to become the District President.

14.6.3 The President of each Sub Branch (or the President's delegate) will represent the Sub Branch at meetings of the District Branch and is responsible for electing the District President.

14.6.4 The District President will:

- (a) be the representative of all Sub Branches within the geographical boundary of the District Branch; and
- (b) vote on behalf of the District Branch at meetings of the State Council of District Presidents.

14.7 Membership of the Sub Branches

14.7.1 The members of the Sub Branches are:

- (a) Service Members;
- (b) Family Members;
- (c) Community Members;
- (d) Supporter Members; and
- (e) such other classes of Members as are created by the Board.

14.7.2 Only the members identified in clause 14.7.1(a) have a right to vote at Sub Branch meetings on League Matters and to elect a Delegate to

exercise the Sub Branches' voting rights at the AGM, General Meetings of RSL Queensland, and meetings of their respective District Branches.

- 14.7.3 Continuing Members who were life members of a Sub Branch immediately before the adoption of this Constitution:
- (a) will automatically become service members of the Sub Branch on adoption of this Constitution;
 - (b) will maintain the Life Membership Award classification and any rights associated with such classification immediately before the adoption of this Constitution; and
 - (c) are not required to pay any application fee or membership fee.
- 14.7.4 Continuing Members who were service members of a Sub Branch immediately before the adoption of this Constitution will continue to be classified as service members of the Sub Branch on adoption of this Constitution.
- 14.7.5 All members of Sub Branches that are not life members or service members, such as social members, will have the option to apply for membership of RSL Queensland provided they satisfy any relevant eligibility criteria.
- 14.7.6 All new members that join a Sub Branch on and from adoption of this Constitution will have the option to apply for membership of RSL Queensland provided they satisfy any relevant eligibility criteria.
- 14.7.7 For the avoidance of doubt, there is no requirement for existing or new members of Sub Branches that are not life members or service members to become Members of RSL Queensland.

14.8 Obligations of Sub Branches and District Branches

- 14.8.1 Each District Branch and Sub Branch must:
- (a) operate under the leadership of a District President or a Sub Branch President elected by the voting members of the District Branch or Sub Branch;
 - (b) ensure that its income and property are used solely for promoting its objects;
 - (c) ensure that no part of its income or property is to be distributed, paid or transferred by way of bonus, dividend or other similar payment to its members;
 - (d) ensure its members comply with and are bound by this Constitution and the By-Laws, rules, policies and other directives issued by the Board from time to time;
 - (e) ensure its members comply with District Branch and Sub Branch Constitutions, By-Laws, rules, policies and directives made by the District Branch or Sub Branch;
 - (f) not change its rules, Constitution or By-Laws without the express written consent of the Board;
 - (g) report as regularly as required by the Board to the Board through the State Council of District Presidents in the form and providing the information required by the Board from time to time; and

- (h) through the State Council of District Presidents, report annually to the AGM on the matters and in the form from time to time required by the Board.

14.8.2 Without limiting any of clause 14.8, each District Branch and Sub Branch must ensure that its members:

- (a) allow and co-operate with RSL Queensland in relation to any investigation or inspection of its books, records and other documents by the CEO or such other person or persons appointed by the Board for that purpose;
- (b) co-operate with and allow the CEO or any other person appointed by the Board to make inquiries of or concerning the affairs of a District Branch or Sub Branch or in relation to any matter or matters of interest to RSL Queensland, including but not limited to:
 - (i) any member or members;
 - (ii) fundraising or business activities conducted by or in the name of RSL Queensland;
 - (iii) services provided by, or in the name of the RSL Queensland; and
 - (iv) provide access to all books, records and other documents in the possession of the District Branch or Sub Branch as the CEO or person conducting the investigation considers appropriate.

14.9 Appointment of Delegates

Each Sub Branch and District Branch may elect or appoint Delegates in accordance with the procedure in the By-Laws.

14.10 Addresses and notices

Each District Branch and Sub Branch must have an office, headquarters or address to which communications or notices may be addressed and sent and that address, including any change to such address, must be provided to the State President.

14.11 Disposal of District Branch or Sub Branch Property

Notwithstanding any provisions of a District Branch or Sub Branch Constitution (or rules), a District Branch or Sub Branch must not dispose of any real property or any other property or business with a value of in excess of the sum determined by the Board from time to time, without the approval of the Board, which must not be unreasonably withheld, and must apply the proceeds of any such sale, once approved by the Board, solely for the purposes of the promotion and fulfilment of objects set out in its Constitution and in clause 3 of this Constitution.

14.12 Liabilities of District Branches and Sub Branches are their own

RSL Queensland shall not be responsible for the liabilities of any District Branch or Sub Branch unless those liabilities are expressly taken over by resolution of the Board or by the Members by Ordinary Resolution.

14.13 District Branch and Sub Branch dealings

14.13.1 The following powers may only be exercised by a District Branch or Sub Branch following a recommendation by the State Council of District

Presidents and with the approval of the Board, which must not be unreasonably withheld:

- (a) purchasing, selling, leasing, mortgaging, charging, exchanging or otherwise acquiring, disposing of or encumbering any real property or expending funds on construction of any buildings;
- (b) borrowing or raising money including by mortgage or other securities upon all or any real property of the relevant District Branch or Sub Branch or lending money to third parties;
- (c) issuing debentures and other securities, whether outright or as security for any debt, liability or obligations of the relevant District Branch or Sub Branch; or
- (d) amending their Constitutions.

14.13.2 The Board may set out further direction as to how a District Branch or Sub Branch complies with clause 14.13.1 in the By-Laws.

14.13.3 The Board may intervene at any point in the process set out in clauses 14.13.1 and 14.13.2 where a Sub Branch or District Branch has not sought the approval of the Board as required by this clause 14.13 or the By-Laws.

14.14 Obligations of District Branches and Sub Branches on incorporation

14.14.1 Upon the incorporation of a District Branch or Sub Branch, the District Branch or Sub Branch must:

- (a) comply with all of the provisions of this Constitution;
- (b) comply with all of the laws that apply to the District Branch or Sub Branch;
- (c) immediately provide the Company Secretary with:
 - (i) a copy of the certificate of incorporation and copy of the registered Constitution;
 - (ii) the names and addresses of all District Branch or Sub Branch directors or committee members and office bearers (and thereafter on an annual basis); and
 - (iii) an application to RSL Queensland for a new charter to be issued in the name of the newly incorporated District Branch or Sub Branch.

14.15 Withdrawing Charter

14.15.1 The Board may by Special Resolution withdraw the Charter of a District Branch or Sub Branch if in the opinion of the Board that District Branch or Sub Branch:

- (a) has conducted itself in a manner detrimental to the interests of RSL Queensland or the Objects;
- (b) has ceased to operate effectively;
- (c) has adopted or endeavoured to adopt a Constitution and governance structure inconsistent with this Constitution, the By-Laws or the Model Constitution as the case may be;
- (d) where incorporated under the *Associations Incorporation Act*

1981 (Qld), has not complied with all sections, including section 77 ('Obligations of Branch'), of the *Associations Incorporations Act 1981* (Qld);

- (e) is not conducting its business in pursuance of objects similar to the Objects;
- (f) has failed to comply with its own Constitution or by-laws;
- (g) has failed to comply with any relevant Federal or State legislation;
- (h) has ceased to function, is trading while insolvent or is at a real risk of insolvency; or
- (i) fails to ensure that its members act in accordance with:
 - (i) this Constitution and the By-Laws; and
 - (ii) their own District Branch or Sub Branch Constitution and By-Laws.

14.15.2 Before passing a Special Resolution under this clause 14.15, the Board must inform the District Branch or Sub Branch in writing of the matters giving rise to a motion and give the District Branch or Sub Branch a reasonable opportunity to address it on such matters including why the Board should not exercise its powers under this clause 14.15.

14.15.3 The Board must act reasonably in its deliberations pursuant to this clause 14.15.

14.16 Winding up, dissolution and consequences of the withdrawal of a Charter

14.16.1 If the District Branch or Sub Branch is no longer a District Branch or Sub Branch due to the:

- (a) winding-up of the District Branch or Sub Branch;
- (b) dissolution of the District Branch or Sub Branch; or
- (c) withdrawal of the Charter of the District Branch or Sub Branch by the Board,

the District Branch or Sub Branch must:

- (d) after satisfying all debts and liabilities, transfer all assets and property (real or personal but excluding liquor and gaming licences and gaming machines):
 - (i) to an institution that may be registered as a charitable institution under the *Taxation Administration Act 2001* (Qld); or
 - (ii) to an institution the Commissioner of State Revenue is satisfied has a principal object or pursuit of fulfilling a charitable object or promotion of the public good; or
 - (iii) for a purpose the Commissioner of State Revenue is satisfied is charitable or for the promotion of the public good;
- (e) to the extent that they are capable of being transferred, transfer any liquor and gaming licences and gaming machines to another entity (other than RSL Queensland Branch) having similar objects to those of the relevant District Branch or Sub

Branch, or otherwise deal with those assets in accordance with the relevant provisions of the *Liquor Act 1992* (Qld) and *Gaming Machine Act 1991* (Qld), as applicable;

- (f) return all memorabilia (including any memorabilia obtained through bequests) to its rightful owner or arrange for it to be transferred to a District Branch or another Sub Branch for preservation and public display;
 - (g) cease and desist using the name or style 'RSL' or 'Returned & Services League' including in electronic media (including social media) and on signage, correspondence and all other communications whether verbal, electronic or otherwise; and
 - (h) promptly notify all relevant government authorities.
- 14.16.2 In the event that any property of the District Branch or Sub Branch is transferred to RSL Queensland under clause 14.16.1(d) will be held by RSL Queensland for a period of time up to three years from the date of transfer.
- 14.16.3 Should a District Branch or Sub Branch be re-established then such property will be returned by RSL Queensland upon the Board issuing a new Charter.
- 14.16.4 Any memorabilia transferred to a Sub Branch or another Sub Branch under this clause 14.16 must be managed by the relevant Sub Branch in such a manner as to preserve the integrity of the memorabilia.
- 14.16.5 This clause 14.16 does not apply to Sub Branches that become Chapters pursuant to any By-Law made under clause 21 of this Constitution or to Chapters established by RSL Queensland pursuant to clause 14.1 of this Constitution.

14.17 Other provisions and powers of the Board in relation to District Branches and Sub Branches

- 14.17.1 The Board may direct any District Branch or Sub Branch to call a general meeting of its members by giving Notice to the District Branch secretary or Sub Branch secretary as the case may be.
- 14.17.2 The Executive Directors or any one of them may attend any meeting of any District Branch or Sub Branch at any time.
- 14.17.3 The Board may, in its absolute discretion and so as to be able to better manage and administer the affairs of RSL Queensland alter the Geographic Boundaries of the District Branches including by increasing or decreasing the number of District Branches, but only after extensive consultation with the Members.
- 14.17.4 The geographic boundaries of the District Branches as at the date this Constitution was adopted are identified in the plan contained in Schedule 1.

14.18 Gaming machine provisions

No provision in this Constitution or in the By-Laws is intended to interfere with, or restrict, a Sub Branch from making decisions in relation to, or benefitting from, the 'Conduct of Gaming' as that term is defined in the *Gaming Machine Act 1991* (Qld), and the provisions of this Constitution and the By-Laws must be interpreted accordingly.

15. State Council of District Presidents

15.1 Purpose and functions of the State Council of District Presidents

15.1.1 **Members' voice to the Board.** A State Council of District Presidents will be established to formulate recommendations to the Board on all matters concerning or relevant to District Branches, Sub Branches and Members.

15.1.2 **Board must consider.** The Board must take into consideration recommendations received from the State Council of District Presidents, but ultimately, must make its own independent and informed decision on those matters.

15.2 Membership of the State Council of District Presidents

The State Council of District Presidents will be comprised of the District Presidents.

15.3 Meetings of the State Council of District Presidents

The State Council of District Presidents will, subject to this Constitution, meet at least six times a year.

15.4 Matters for consideration by the State Council of District Presidents

15.4.1 Without limiting the generality of clause 15.1, matters upon which the State Council of District Presidents may report and make recommendations to the Board include, but are not limited to:

- (a) applications for membership;
- (b) membership fees;
- (c) Members' services, including but not limited to introducing new services, expanding services and discontinuing services;
- (d) training for Members and Sub Branches including training in assisting Veterans with pensions and other entitlements and, where necessary, in corporate governance and regulatory compliance;
- (e) Sub Branch and District Branch governance;
- (f) establishing Chapters and Auxiliaries;
- (g) local ceremonies and functions on commemorative days including Anzac Day, Remembrance Day and other commemorative days;
- (h) welfare initiatives generally and welfare initiatives at local levels;
- (i) raising public awareness and support for RSL Queensland;
- (j) fundraising at the local levels and generally;
- (k) research and development aimed at improving RSL Queensland's understanding of the challenges faced by current serving and ex (former) serving and their dependents and implementing appropriate programs in response to those challenges;
- (l) matters as referred to in clause 14.13; and
- (m) matters relating to the By-Laws.

15.5 Power to form sub-committees

The State Council of District Presidents will have power to form sub committees and to co-opt onto those sub committees such persons it considers appropriate, whether Members or not, to assist it in deliberating on and forming recommendations to the Board on matters of importance to Members and their Sub Branches.

15.6 Delegations from the Board

Nothing in clause 15 of this Constitution prevents the Board from delegating any of its powers to the State Council of District Presidents pursuant to clause 13.16.1(p) of this Constitution.

15.7 Meetings of the State Council of District Presidents

15.7.1 Circulating resolutions

- (a) The State Councillors may pass a resolution without a meeting of the State Council of District Presidents being held if all State Councillors entitled to vote on the resolution (except a State Councillor absent from Australia who has not left an email address at which he or she may be given notice) sign a document containing a statement that he or she is in favour of the resolution set out in the document.
- (b) For the avoidance of doubt, resolutions passed under clause 15.7.1(a) of this Constitution must be unanimous.
- (c) Separate copies of a document may be used for signing by State Councillors if the wording of the resolution and statement is identical in each copy.
- (d) The resolution is passed when the last State Councillor entitled to vote signs and returns the document referred to in clause 15.7.1(a) to the Company Secretary.
- (e) An email message addressed to or received by the Chairman of the State Council of District Presidents and purporting to be signed or sent by a State Councillor must be treated as a document in writing signed by that State Councillor.

15.7.2 Notice of meetings of the State Council of District Presidents

The Chair must ensure that notice of each meeting of the State Council of District Presidents is given to each State Councillor at least seven days before the meeting or at another time determined by the State Council of District Presidents, except that:

- (a) members of the State Council of District Presidents may waive in writing the required period of notice for a particular meeting; and
- (b) it is not necessary to give a notice of a meeting of the State Council of District Presidents to a State Councillor who is out of Australia or who has been given leave of absence by the State Council of District Presidents.

15.7.3 Technology meeting of the State Council of District Presidents

- (a) A meeting of the State Council of District Presidents may be held using telephone or, if consented to by all State Councillors, other technology. The consent maybe a standing one. Consent

may only be withdrawn within a reasonable period before the meeting.

- (b) If a meeting of the State Council of District Presidents is held using any technology and all State Councillors take part in the meeting, they must be treated as having consented to the use of the technology for that meeting.
- (c) The following provisions apply to a technology meeting:
 - (i) each of the members of the State Council of District Presidents taking part in the meeting must be able to hear and be heard by each other; and
 - (ii) at the commencement of the meeting, each member of the State Council of District Presidents must announce his or her presence to all the other persons taking part in the meeting.
- (d) Minutes of the meeting must be taken.
- (e) No person may leave a technology meeting by disconnecting his or her link to the meeting unless that person has previously notified the Chair of his or her intention to do so.
- (f) A State Councillor is conclusively presumed to have been present and to have formed part of the quorum at all times during a technology meeting unless that State Councillor has previously obtained the express consent of the Chair to leave the meeting.

15.7.4 The Chair and chairing meetings of the State Council of District Presidents

- (a) At the first meeting of the State Council of District Presidents, the State Council of District Presidents will elect from the District Presidents a District President to chair meetings of the State Council of District Presidents on such terms and conditions as it considers appropriate.
- (b) If the Chair is not present at a meeting or is unable to preside over the meeting as Chair, the District Presidents present at the meeting must elect another District President to chair that meeting.
- (c) When a Chair's term expires, the State Council of District Presidents must elect from the District Presidents a new District President to chair meetings of the State Council of District Presidents on such terms and conditions as it considers appropriate.

15.7.5 Quorum

The number of State Councillors whose presence is necessary to constitute a quorum is at least half the number of State Councillors comprising the State Council of District Presidents plus one.

15.7.6 Passing of resolutions at meetings of the State Council of District Presidents

- (a) All resolutions will be passed by a simple majority.

- (b) The Chair has one deliberative vote only and does not have a second or casting vote.
- (c) If the vote is tied, the motion will be decided in the negative.

15.8 Reporting to the State Council of District Presidents

At each meeting of the State Council of District Presidents the Chair of the State Council of District Presidents must report to the State Council of District Presidents on all matters raised with the Board by the Chair and the decisions of the Board, if any, on those matters.

15.9 Minutes

15.9.1 The State Council of District Presidents will cause minutes to be kept of each meeting of the State Council of District Presidents in which is recorded:

- (a) proceedings and resolutions of each meeting of the State Council of District Presidents; and
- (b) resolutions passed without a meeting.

15.9.2 Upon confirmation of the minutes at the next meeting of the State Council of District Presidents, the Chair must sign the minutes evidencing that they are a true and accurate record of the meeting and the resolutions passed at the meeting.

15.9.3 The State Council of District Presidents must supply to the Board copies of the minutes of each meeting of the State Council of District Presidents.

16. Other committees

The Board may establish one or more committees, comprised of Board Members, RSL Queensland Service Members and/or persons who are not members of RSL Queensland to provide advice and recommendations to the Board on matters identified by the Board.

17. Chief Executive Officer

17.1 Appointment of a CEO

17.1.1 The Board may appoint a person, other than a Director or State Councillor, as the CEO of RSL Queensland on the terms and conditions it considers appropriate.

17.1.2 The CEO is responsible and accountable to the Board for the day to day management of RSL Queensland and must report to the Board through the State President. The CEO may attend meetings of the Board.

17.1.3 The Board may, upon terms and conditions and with such restrictions they see fit, confer on the CEO any of the powers that the Board can exercise. The Board may also vary or revoke any of those powers.

18. Accounts audit and records

18.1 Accounts

The Board must cause proper accounting and other records to be kept in accordance with the ACNC Act, other applicable legislation and appropriate accounting

standards.

18.2 Reports

The Board must cause RSL Queensland to:

18.2.1 prepare financial reports in accordance with the ACNC Act, other applicable legislation and the appropriate accounting standards and publish them each year in an annual report to be made available to the Members; and

18.2.2 distribute copies of the financial reports as required by the ACNC Act and other applicable legislation.

18.3 Audit

The Members must appoint a properly qualified and suitably experienced auditor, who satisfies the requirements, if any, of the ACNC Act at each AGM. The Auditor's remuneration must be fixed by Board and the Auditor's duties will be formulated in accordance with the ACNC Act, generally accepted principles and any applicable codes of conduct.

18.4 Accounts and AGM

The Board must table before the AGM the audited accounts of RSL Queensland which, upon acceptance, will be treated as conclusive evidence of the matters contained in them except for any error or omission discovered within three months of the audited accounts being tabled.

19. Indemnity and insurance

19.1 Indemnity

To the fullest extent permitted by law RSL Queensland indemnifies every Officer and past Officer of RSL Queensland, provided that they have acted in good faith on behalf of RSL Queensland, against a liability incurred by that person as an Officer of RSL Queensland including liability for reasonable legal costs and expenses incurred in defending any claims.

19.2 Insurance

RSL Queensland will maintain appropriate insurance for all Officers and past Officers of RSL Queensland insuring against liabilities incurred by them in discharging their duties for RSL Queensland except a liability arising out of a wilful breach of any duty owed by the person to RSL Queensland.

19.3 Director voting on a contract of insurance

Members of the Board are not precluded from voting on any contract or proposed contract of insurance merely because the contract insures or would insure the member of the Board against liability incurred as a member of the Board of RSL Queensland.

20. Execution of documents

20.1 Custody of Seal

The Board must provide for the safe custody of the Seal.

20.2 Execution of documents under Seal

RSL Queensland may execute a document by affixing the Seal to the document

where the fixing of the Seal is witnessed by any of the following:

- 20.2.1 two Directors;
- 20.2.2 a Director and the CEO; or
- 20.2.3 a Director and another person appointed by the Board for that purpose.

20.3 Appointment of attorneys

The Board may by Ordinary Resolution appoint by power of attorney executed by the State President and at least one other Director such person or persons as it considers appropriate to execute documents or specific classes of documents on its behalf.

20.4 Execution of documents not under Seal

RSL Queensland may execute a document without the use of a Seal if the document is signed by any of the following:

- 20.4.1 two Directors;
- 20.4.2 a Director and the CEO;
- 20.4.3 persons approved in writing by the Board; or
- 20.4.4 attorneys appointed in the manner set out in clause 20.3.

21. By-Laws

21.1 Board may formulate By-Laws

The Board may make, amend and repeal By-Laws for the proper advancement and management of RSL Queensland and the advancement of the Objects. All By-Laws must:

- 21.1.1 not be inconsistent with this Constitution; and
- 21.1.2 promote the good governance of RSL Queensland.

21.2 Amending the By-Laws

- 21.2.1 A Special Resolution of the Board is required to make, amend or repeal any By-Law pursuant to clause 21.1.
- 21.2.2 A Special Resolution of the Members may repeal or amend By-Laws.

21.3 By-Laws binding

All By-Laws made pursuant to this clause 21 are binding on RSL Queensland, District Branches, Sub Branches, Chapters, Chapters of Interest, Auxiliaries and Members unless they are inconsistent with this Constitution. In the event of any inconsistency, this Constitution will prevail.

The By-Laws must be read in conjunction with the Constitution. A matter that is provided for in the By-Laws but is not referenced or referred to in the Constitution is binding on RSL Queensland, District Branches, Sub Branches, Chapters, Chapters of Interest, Auxiliaries and Members, subject to this Constitution.

22. Notices

22.1 Manner of servicing notices

Notices required to be given or served under this Constitution may be delivered or served in person, by ordinary prepaid post or by email.

22.2 When service effected

- 22.2.1 Notices served or delivered personally will be deemed to have been served at the time the notice is handed to the intended recipient unless that occurs after 5:00pm on any Business Day or on any day that is not a Business Day in which case, the notice will be deemed to have been served on the recipient at 9:00am on the next Business Day following the day on which the notice was delivered to or served on the recipient.
- 22.2.2 Notices served by prepaid post must be addressed to the registered office or such other address as is notified to RSLQueensland. Service of the notice is deemed to have been effected five Business Days after the date on which it was posted.
- 22.2.3 A notice delivered or served by electronic mail must be addressed to the email address last provided by the intended recipient to RSL Queensland for the service or delivery of notices. Service of the notice is deemed to be effected on the next Business Day following the day on which the electronic mail was sent provided that the sender does not receive a notice that the electronic mail was not successfully transmitted in the meantime.

23. General

23.1 Inadvertent omissions

If some formality required by this Constitution is inadvertently omitted or is not carried out, the omission does not invalidate anything, including any resolution, which but for the omission would have been valid unless it is established to the satisfaction of the Board that the omission has directly prejudiced any District Branch, Sub Branch, Chapter, Auxiliary or Member in a significant way. The decision of the Board will be final and binding on all District Branches, Sub Branches, Chapters, Auxiliary and Members.

23.2 Prohibition and enforceability

- 23.2.1 Any provision in this Constitution which is prohibited in any place is ineffective only to the extent of that prohibition in that place.
- 23.2.2 Any provision of this Constitution, which is void, illegal or unenforceable in any place does not affect the validity, legality or enforceability of the remainder of that provision.

23.3 Religious or Political Discussions Forbidden

- 23.3.1 No subject matter, speech or comment, having as one of its objects an attack upon, or criticism of, a Protected Attribute, may be published by any Member or introduced or permitted at any meeting of RSL Queensland or any of its Members. The chair of any meeting must determine whether such subject matter, speech or comment infringes upon this clause 23.3.
- 23.3.2 Notwithstanding clause 23.3.1, RSL Queensland is encouraged to, and may discuss for general information, any matter of public interest, but must not take any vote if, in the opinion of the chair, it is of a party political nature.

24. Surplus assets on winding up or dissolution

RSL Queensland is endorsed as a deductible gift recipient

- 24.1** If RSL Queensland is endorsed as a deductible gift recipient and is wound up, dissolved or RSL Queensland's endorsement as a deductible gift recipient is revoked (whichever comes first), any surplus of the following assets shall be transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made:
- 24.1.1 gifts of money or property for RSL Queensland's principal purpose;
 - 24.1.2 contributions made in relation to an eligible fundraising event held for RSL Queensland's principal purpose; and
 - 24.1.3 money received by RSL Queensland because of such gifts and contributions.
- 24.2** If upon the winding up or dissolution of RSL Queensland there remains (after the satisfaction of all its debts and liabilities and the transfer of all assets referred to in clause 24.1.1 any surplus assets or property (Surplus), the Surplus must not be paid to or distributed amongst the Members but rather, must be transferred:
- 24.2.1 to an institution that may be registered as a charitable institution under the *Taxation Administration Act 2001* (Qld);
 - 24.2.2 to an institution the Commissioner of State Revenue is satisfied has a principal object or pursuit of fulfilling a charitable object or promotion of the public good; or
 - 24.2.3 for a purpose the Commissioner of State Revenue is satisfied is charitable or for the promotion of the public good.
- 24.3** For the avoidance of doubt, RSL Queensland is not required to transfer any Surplus if RSL Queensland's endorsement as a deductible gift recipient is revoked after the completion of the transfer of all assets referred to in clause 24.1.1.

RSL Queensland is not endorsed as a deductible gift recipient

- 24.4** If RSL Queensland is not endorsed as a deductible gift recipient at the time of the winding up or dissolution of RSL Queensland and upon the winding up or dissolution of RSL Queensland there remains a Surplus, the Surplus must not be paid to or distributed amongst the Members but rather, must be transferred:
- 24.4.1 to an institution that may be registered as a charitable institution under the *Taxation Administration Act 2001* (Qld);
 - 24.4.2 to an institution the Commissioner of State Revenue is satisfied has a principal object or pursuit of fulfilling a charitable object or promotion of the public good; or
 - 24.4.3 for a purpose the Commissioner of State Revenue is satisfied is charitable or for the promotion of the public good.

Trademarks

- 24.5** Upon the winding up or dissolution of RSL Queensland, RSL Queensland will cease using the name or style 'RSL' or 'Returned & Services League of Australia' or any other trademark owned by RSL National in signage, correspondence and all other forms of communication whether verbal, electronic or otherwise.

CONSTITUTION OF THE RETURNED & SERVICES LEAGUE OF AUSTRALIA

(QUEENSLAND BRANCH)

APPENDIX A – TRANSITIONAL PROVISIONS

A1 Election of First Directors

- (1) Following the adoption of this Constitution, the current Board will, by email transmission to all District Branches and Sub Branches, call for nominations for the four additional Director positions identified in clause 13.2.1(d).
- (2) Nominations will close on the date which is three months from the date of the calling of nominations which is to be no later than one week after the AGM at which this Constitution was adopted.
- (3) If there is only one Eligible Candidate for a specific additional Director role, that candidate will be appointed as a Director on and from the date on which the approval referred to in clause 11.3 is secured.
- (4) If there is more than one Eligible Candidate for a specific additional Director role, then the Board will convene a vote to determine who will be appointed to that specific Director role.
- (5) The vote will be convened electronically within two weeks of the close of nominations. The Board will cause a copy of each Eligible Candidate's nomination to be provided to each District Branch and Sub Branch. Each District Branch and Sub Branch will have one vote via its Delegate on each additional Director position that is required to be voted upon and must submit that vote within 28 days of receipt of the ballot paper.
- (6) The Eligible Candidate for each additional Director role receiving the greatest number of votes cast in their favour will be appointed as a Director on and from the date on which the approval referred to in clause 11.3 is secured or the conclusion of the vote for that Director role (whichever is later).
- (7) If an equality of votes would otherwise prevent the successful candidate for a vacancy from being determined, then the names of the Eligible Candidates who received the same number of votes must be put to further ballots until such time as an Eligible Candidate is elected.
- (8) The Board will cause details of the results of the election to be forwarded to each District Branch and Sub Branch as soon as they are known.

A2 Initial terms of Directors

- (1) Upon election or appointment as the case may be, the First Directors will be described respectively as Director 1, Director 2, Director 3 and Director 4, with the description of each to be determined by reference to the position description relevant to such position that is published on the RSL Queensland Public Access Web Site.
- (2) The initial term of Director 1 will be from the date of election up to the date of the second AGM following their election as a Director.

- (3) The initial term of Director 2 will be from the date of election up to the date of the AGM immediately following the AGM referred to in clause A2 (2) of this Appendix.
- (4) The initial term of Director 3 will be from the date of election up to the date of the AGM immediately following the AGM referred to in clause A2 (3) of this Appendix.
- (5) The initial term of Director 4 will be from the date of election up to the date of the second AGM following their election as a Director.

A3 Discharge of Previous Board

Upon the election of the First Directors and the approval of this Constitution in the manner prescribed in clause 11.3, the Board in existence prior to the adoption of this Constitution, comprised of the Chair, Deputy Chair and Vice Chair and the District Presidents will be discharged.

For the avoidance of doubt, the:

- (1) Executive Directors elected in accordance with the provisions of this Constitution at the close of the AGM at which this Constitution was adopted; and
- (2) Chair of the State Council of District Presidents elected in accordance with the provisions of this Constitution,

will not be discharged at such time, even where such an individual would otherwise be discharged under this clause.

RSL Queensland has been standing shoulder to shoulder with Queensland's Defence family for more than a century. With 10 Districts and 233 Sub Branches, we provide practical support and assistance to current and former ADF members in every corner of the state.

Brisbane North District

- Banyo
- Beachmere
- Bray Park-Strathpine
- Bribie Island
- Caboolture-Morayfield and District
- Centenary Suburbs
- Clayfield-Toombul
- Dayboro
- Deception Bay
- Gaythorne
- Geebung Zillmere Bald Hills Aspley
- Kedron-Wavell
- Kenmore/Moggill
- Nundah-Northgate
- Pine Rivers District
- Redcliffe
- Samford
- Sandgate
- Sherwood-Indooroopilly
- The Gap

Far Northern District

- Atherton
- Babinda
- Cairns and District Ex-Servicewomen
- Cairns
- Cardwell
- Cooktown
- Edge Hill/Cairns West
- Edmonton
- Gordonvale
- Herberton
- Innisfail
- Kuranda
- Malanda
- Mareeba
- Mossman
- Mt Molloy
- Ravenshoe
- Torres Strait Chapter
- Tully
- Weipa
- Yarrabah

Gold Coast District

- Beenleigh and District
- Burleigh Heads
- Canungra
- Currumbin/Palm Beach
- Mudgeeraba-Robina
- North Gold Coast
- Runaway Bay
- Southport
- Surfers Paradise
- Tamborine Mountain
- Tweed Heads and Coolangatta

Moreton District

- Blackbutt
- Boonah
- Esk
- Gatton
- Goodna
- Grantham-Ma Ma Creek
- Helidon
- Ipswich Railway
- Ipswich
- Kalbar
- Laidley
- Lowood
- Redbank Plains
- Redbank
- Rosewood
- Toogoolawah
- Yarraman

North Queensland District

- Airlie Beach-Whitsunday
- Ayr Barcaldine
- Blackall
- Bowen
- Charters Towers
- Cloncurry
- Herbert River
- Home Hill
- Hughenden
- Longreach
- Magnetic Island
- Mount Isa
- Proserpine
- Rollingstone
- Thuringowa
- Townsville
- Winton

Pioneer-Fitzroy-Highlands District

- Blackwater/Bluff
- Capricornia and Rockhampton Region
- Carmila
- Clermont
- EmeraldEmu
- Park
- Farleigh and Northern Beaches
- Finch Hatton
- Gemfields
- Gracemere and District
- Kuttabul
- Mackay
- Marian Mirani
- Moranbah
- Rockhampton Combined Services

South Eastern District

- Ashgrove District
- Bardon
- Bayside South
- Beaudesert
- Beerwah and District
- Bulimba District
- City-New Farm Coorparoo and Districts Darra and District Defence Service
- Nurses Defence
- Servicewomens Forest Lake
- Glasshouse Country
- Greater Springfield
- Greenbank
- Hellenic
- Holland Park-Mt Gravatt
- Jimboomba
- Kenilworth
- Kilcoy
- Kooralbyn Valley
- Logan Village
- Macleay Island
- Manly-Lota
- National Servicemens
- Nerang
- Rathdowney Chapter
- Redlands
- Russell Island
- Salisbury
- Springwood Tri-Service
- Stephens
- Sunnybank
- Toowong
- Tramways
- Wynnum
- Yeronga-Dutton Park

Sunshine Coast and Regional District

- Caloundra
- Coolum-Peregian
- Cooroy-Pomona
- Kawana Waters
- Maleny
- Mapleton
- Maroochydore
- Mudjimba
- Nambour
- Palmwoods and District
- Tewantin/Noosa
- Woodford
- Yandina-Eumundi

Western District

- Allora
- Bell
- Charleville
- Chinchilla
- Clifton
- Crows Nest
- Cunnamulla
- Dalby
- Djuan and District
- Goombungee
- Goondiwindi
- Harlaxton Highfields
- Injune
- Jandowae
- Killarney
- Toowong
- Leyburn
- Meandarra/Glenmorgan
- Miles
- Millmerran
- Mitchell
- Morven
- Oakey
- Pittsworth
- Quilpie

Wide Bay and Burnett District

- Agnes Water/1770
- Biggenden
- Biloela
- Boyne-Tannum
- Bundaberg
- Burrum District
- Calliope
- Eidsvold Chapter
- Gayndah
- Gin Gladstone
- Goomeri Chapter
- Gympie
- Hervey Bay
- Isis
- Kilkivan Chapter
- Kingaroy/Memerambi
- Mary Valley
- Maryborough
- Monto
- Moura
- Mt Lacom Chapter
- Mt Morgan
- Mt Perry
- Mundubbera
- Murgon
- Nanango
- Orchid Beach/FraserIsland
- Proston
- Rainbow Beach
- Rosedale Chapter
- Theodore Chapter
- Tiaro
- Tin Can Bay
- Toogoom and District
- Wondai
- Woodgate Beach
- Wowan



- Sarina
- Seaforth
- Springsure
- St Helens
- Walkerston-Pleystowe
- Yeppoon

- Roma
- St George
- Stanthorpe
- Surat
- Tara
- Taroom
- Texas Chapter
- Toowoomba United
- Wallangarra
- Wandoan
- Warwick
- Yangan-Emu Vale Chapter



RSL
Queensland

DISTRICTS AND SUB BRANCHES