



**CONSTITUTION  
OF  
THE RETURNED & SERVICES LEAGUE OF  
AUSTRALIA (S.A. BRANCH) INC.**

**As adopted at the Sub-Branch Conference  
2 July 2011**

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**CONSTITUTION**

**OF**

**THE RETURNED & SERVICES LEAGUE OF AUSTRALIA**  
**(S.A. BRANCH) INCORPORATED**

**1. Name**

- 1.1. The name of the organisation shall be 'The Returned & Services League of Australia (S.A. Branch) Incorporated'. Its motto shall be 'The Price of Liberty is Eternal Vigilance'. It aims to uphold loyalty to the Nation and its Sovereign and to uphold the Westminster system of Government and the Constitution of the Nation.
- 1.2. The Returned & Services League of Australia (S.A. Branch) Incorporated is a branch of The Returned & Services League of Australia.
- 1.3. So far as is permitted by law and unless it is incapable of application, the short title of the organisation shall be 'RSL (S.A.)'.

**2. Registered Office**

The Registered Office of The Returned & Services League of Australia (S.A. Branch) Incorporated shall be situated at ANZAC House, Victoria Drive, Torrens Training Depot, Adelaide, South Australia 5000 or such other place in South Australia as the State Board may, from time to time, determine.

**3. Interpretation**

- 3.1. This Constitution shall be construed with reference to the 'Associations Incorporation Act 1985', as amended from time to time. Terms used in this Constitution, shall be taken as having the same meanings as they have when used in that Act, unless the contrary intention appears.
- 3.2. Words importing the masculine gender include the feminine gender and words importing the feminine gender include the masculine gender.
- 3.3. Words in the singular include the plural and words in the plural include the singular.
- 3.4. A reference to any document or legislation shall be to that document or legislation amended, supplemented and replaced from time to time.
- 3.5. In this Constitution:
  - (a) **Act** means the Associations Incorporation Act 1985 or the relevant State or Territory Acts.
  - (b) **Affiliate** means a person who has been admitted to that class of membership of a Sub-Branch pursuant to Rule 13.
  - (c) **Alternate Delegate** means a Member of a Sub-Branch appointed to represent it as an alternate to the Delegate at a Sub-Branch Conference.

- (d) **Annual Sub-Branch Conference** means a Sub-Branch Conference called pursuant to Rule 33.1 and designated as such by the State Board.
- (e) **Appointed State Board member** means a person elected as a member of the State Board by the Elected State Board members pursuant to Rule 39.
- (f) **Associate** means a person who has been admitted to that class of membership of a Sub-Branch pursuant to Rule 14.
- (g) **Australian Defence Force** means the Royal Australian Navy, the Australian Army, the Royal Australian Air Force, and shall include the Permanent Forces, the Citizen Forces, the Reserve Forces, the Emergency Forces, the Emergency Reserve Forces, and any other military force, including Nurses, raised by the Nation in time of war or for a specified period.
- (h) **Awarded Life Member** means a Service Member who has been awarded the title of 'Awarded Life Member' pursuant to Rule 16.
- (i) **State Board member** means a member of the State Board.
- (j) **By-Laws** means the By-Laws of the State Branch which forms part of this Constitution.
- (k) **Capitation Fees** has the meaning given to the term in Rule 27.3.
- (l) **CEO** means the person appointed to the position of Chief Executive Officer of the State Branch from time to time.
- (m) **Charter** means a mandate to represent the State Branch and the League in a particular geographical region.
- (n) **Committee** means, in relation to a Sub-Branch, its governing body.
- (o) **Delegate** means a Service Member of a Sub-Branch appointed to represent it at a Sub-Branch Conference.
- (p) **Delegate Form** means such forms as may be specified by the State Branch from time to time.
- (q) **Deputy President** means the person elected to that position pursuant to Rule 41, or otherwise acting in such capacity pursuant to this Constitution.
- (r) **Elected State Board member** means a person elected as a member of the State Board pursuant to Rule 39.
- (s) **Eligible Institution** means a fund, authority or institution:
  - (i) listed in Section 30 of the Tax Act as a fund, authority or institution to which tax-deductible gifts may be made; or
  - (ii) in a class of funds, authorities or institutions listed in Section 30 of the Tax Act as a class of funds, authorities or institutions to which tax-deductible gifts may be made.

- (t) **Extraordinary Sub-Branch Conference** means a Sub-Branch Conference that is not an Annual Sub-Branch Conference.
- (u) **Honorary Life Member** means a person who has been awarded that title pursuant to Rule 18.
- (v) **Honorary Member** means a person who has been awarded that title pursuant to Rule 17.
- (w) **League** means The Returned & Services League of Australia Limited.
- (x) **Legal Member** means the persons specified in Rule 10.
- (y) **Member** means a person who has been admitted to any class of membership of a Sub-Branch referred to in Rule 11.
- (z) **Member of the Australian Defence Force** means a person who is or was a Member of the Royal Australian Navy, Australian Army or Royal Australian Air Force and includes a person who is or was a Member of the Permanent Forces, Citizen Forces, Reserve Forces, Emergency Forces or Emergency Reserve Forces or a Member of a military force, including Nurses, raised in time of war or for a specified period.
- (aa) **National Congress** means a general meeting of the League.
- (bb) **National Constitution** means the governing constitutional documents of the League.
- (cc) **National Executive** means the State Board of Directors of the League constituted by the National Constitution.
- (dd) **President** means the person elected to that office pursuant to Rule 41, or otherwise acting in such capacity pursuant to this Constitution.
- (ee) **Region** means a geographical region established by the State Branch pursuant to Rule 8.
- (ff) **Regional Coordinator** means a person elected to that position for a Region in accordance with Rule 8.4.
- (gg) **Rules** refers to the paragraph numbers of this Constitution.
- (hh) **Service Member** means a person who has been admitted to that class of membership of a Sub-Branch pursuant to Rule 12.
- (ii) **Social Member** means a person who has been admitted to that class of membership of a Sub-Branch pursuant to Rule 15.
- (jj) **State Board** means the body constituted by Rule 39, which for the avoidance of doubt is the State Branch's committee for the purpose of s29 of the Act.
- (kk) **State Branch** means this organisation, known as The Returned & Services League of Australia (S.A. Branch) Incorporated.

- (ll) **Standing Policy** means the standing policy of the League.
- (mm) **State Branch Tribunal** means the Tribunal established by the State Board pursuant to Rule 22.
- (nn) **Sub-Branch** means a Sub-Branch of the State Branch holding a Charter from the State Branch.
- (oo) **Sub-Branch Conference** means a general meeting of the Legal Members.
- (pp) **Suspended Member** means a Member who has lost the privileges of membership pursuant to Rule 27.5.
- (qq) **Tax Act** means the Income Tax Assessment Act 1936 and the Income Tax Assessment Act 1997, as applicable.
- (rr) **the Act** means the ‘Associations Incorporation Act 1985’ or the relevant State or Territory Acts.
- (ss) **the Commonwealth** means the Commonwealth of Australia.
- (tt) **the Nation** means the Commonwealth of Australia.
- (uu) **Women’s Auxiliaries** means an Auxiliary authorised within a Sub-Branch consisting of the spouse/partner, widow or close female relative of a Member, or of a person eligible for membership of the Sub-Branch.
- (vv) Words importing the masculine gender include the feminine gender and words importing the feminine gender include the masculine gender.
- (ww) Words in the singular include the plural and words in the plural include the singular.

#### 4. Objects

The objects of the State Branch are:

- (a) to promote the interests and welfare of former and serving Members of the Australian Defence Force and their dependants;
- (b) to assist and care for the sick, elderly and needy by providing, or assisting to provide, pensions, benefits, accommodation, medical treatment, rehabilitation and other forms of welfare;
- (c) to establish and accept trusts having for their object the welfare and benefit of any member of the League, the State Branch or its Sub-Branches, or of any Member, or ex-Member, of the Australian Defence Force, or their dependants;
- (d) to make grants to and give assistance to such persons, trusts, groups, associations, societies, institutions or other organisations and authorities and to establish such scholarships as the League or State Branch may, from time to time determine;
- (e) to perpetuate the close and kindly ties of friendship created by mutual service in the Australian Defence Force or in the forces of nations traditionally allied with Australia

and the recollections associated with that experience, to maintain a proper standard of dignity and honour among all past and present Members of the Australian Defence Force, and to set an example of public spirit and noble hearted endeavour;

- (f) to ensure the preservation of the memory and the records of those who suffered and died for the Nation; to ensure the erection of memorials to their valour and that they have suitable burial places; to establish and preserve in their honour, ANZAC Day, Remembrance Day and other commemorative occasions;
- (g) to promote the defence of the Nation, and guard the good name and preserve the interests and standing of Members of the Australian Defence Force;
- (h) to encourage members of the League, the State Branch and Sub-Branched and citizens to serve the Nation with a spirit of self sacrifice and loyalty;
- (i) to maintain a national association that is non-sectarian and, in relation to party politics, non partisan;
- (j) to enunciate, from time to time, its policy on national questions and to encourage members of the League, State Branch and Sub-Branched to abide by, support and actively carry out, such policy so far as is permitted by law;
- (k) to establish, maintain, furnish and equip premises, information bureaux, libraries, literary, social, educational and benevolent institutions for the benefit and advancement of members of the League, the State Branch and its Sub-Branched and to print, circulate and publish such papers, books, magazines and circulars, carry on such other literary and journalistic undertakings, and publish material that may be conducive to these objects;
- (l) to subscribe or donate, to become a member of and co-operate with any other body of persons corporate or unincorporate whose objects are similar to these objects and which prohibits the distribution of its or their income and property, amongst its or their members, to an extent at least as great as is imposed under this Constitution;
- (m) to establish, maintain and control Sub-Branched within the State of South Australia, the Northern Territory and Broken Hill;
- (n) to establish Women's Auxiliaries and other auxiliaries throughout the Commonwealth of Australia and its Territories;
- (o) to accept subscriptions and donations whether of real or personal estate and devises and bequests for all or any of the purposes aforesaid and so far as permitted by law to dispose of or to lease and accept surrenders of leases of and manage all real estate (including leaseholds) so received and not required or capable of being occupied for the purposes of the State Branch. The State Branch shall take or hold any property which may be subject to any Trust and shall only deal with the same in such manner as allowed by law, having regard to such Trust;
- (p) to invest and deal with any of the moneys or other assets of the State Branch not immediately required upon such securities and in such manner as the State Branch may determine;
- (q) to invest and deal in real estate and to hold property for the purposes of furthering all or any of these objects;

- (r) to borrow or raise money in such manner as the State Branch may think fit, for any of its objects and in particular by mortgage, or other securities, upon all or any of the property of the State Branch, present or future;
- (s) to do all such other lawful things as are conducive or incidental to the attainment of any of the above objects; and
- (t) to make, amend and repeal By-Laws pursuant to this Constitution.

## **5. Powers of the State Branch**

Solely for furthering the objects hereto, the State Branch has the legal capacity and powers set out in the Act as follows:

- (a) acquire, hold, deal with and dispose of, any real or personal property;
- (b) administer any property on trust;
- (c) open and operate bank accounts;
- (d) invest its moneys –
  - (i) in any security in which trust moneys may, by Act of Parliament, be invested; or
  - (ii) in any other manner authorised by this Constitution;
- (e) borrow money upon such terms and conditions as the State Branch thinks fit;
- (f) give such security for the discharge of liabilities incurred by the State Branch as it thinks fit;
- (g) appoint agents to transact any business on its behalf; and
- (h) enter into any other contract it considers necessary or desirable.

## **6. Application of Income and Property**

The income and property of the State Branch and its Sub-Branches shall be applied exclusively for the promotion of the objects hereto. No amount may be distributed directly or indirectly to any Member except as bona fide remuneration for services rendered or expenses incurred on behalf of the State Branch or the Sub-Branches as applicable.

## **7. Rights and Liabilities of Members**

Except as is provided in the Act, a Legal Member is not liable for the debts and liabilities of the State Branch.

## **8. Regions**

- 8.1. The State Branch may establish and vary Regions in relation to the operation of the Sub-Branches.
- 8.2. Each Sub-Branch shall be allocated to a Region. The State Branch may vary the Region to which a Sub-Branch is allocated from time to time.



- 8.3. The State Branch shall notify the Sub-Bran­ches as soon as practicable following any change to the Regions.
- 8.4. Each Region shall be represented by one or more Regional Coordinators elected by the Sub-Bran­ches within that Region in accordance with the By-Laws. The State Branch may, acting reasonably, veto the election of a particular person as Regional Coordinator. The State Branch shall provide written notification on exercising such power of veto, including reasons therefore.
- 8.5. The role of the Regional Coordinators shall be to liaise between the State Branch and the Sub-Bran­ches within that Region. Regional Coordinators will organise and conduct at least three (3) regionally based meetings per calendar year for that purpose in consultation with State Branch. The State Branch shall be represented at such meetings by a duly authorised representative.
- 8.6. The By Laws may set out additional requirements in relation to the election and role of the Regional Coordinators.

## **9. Sub-Bran­ches**

- 9.1. The State Branch may establish within its jurisdiction such Sub-Bran­ches as it may deem necessary or desirable. The establishment of a Sub-Bran­ch shall be considered on the receipt of an application of not less than twenty (20) persons eligible for Service Membership and who reside in a particular locality.
- 9.2. Each Sub-Bran­ch shall be given a Charter by the State Branch in a form approved by the League. The Sub-Bran­ch shall only use the name of and represent the League in accordance with the terms of its Charter. Each Sub-Bran­ch shall, so long as it holds a Charter from the State Branch, be a Legal Member of the State Branch.
- 9.3. The By-Laws may make additional rules for the governance and management of Sub-Bran­ches.
- 9.4. The By-Laws shall set out model rules, which the Sub-Bran­ches shall adopt as their constitution. No Sub-Bran­ch shall adopt a constitution other than the model rules in force from time to time, unless required by law or with the consent of the State Board. Subject to the Act, the Sub-Bran­ches shall, if directed by the State Board, amend their constitutions to reflect any changes made to the model rules. Default of this condition will preclude the right to vote at the Annual Sub-Bran­ch Conference.
- 9.5. The State Branch and Sub-Bran­ches shall be bound by and promote the Standing Policy.
- 9.6. Two or more Sub-Bran­ches may amalgamate in accordance with the provisions of the Act and subject to first obtaining the written consent of the State Branch. The Charters issued to each Sub-Bran­ch so amalgamated shall be deemed to have been revoked, and the State Branch shall issue a new Charter to the amalgamated Sub-Bran­ch.
- 9.7. Other than in the ordinary course of carrying out its Charter, no Sub-Bran­ch shall transfer or offer to transfer, lease or offer to lease, or create or authorise to be created, any security or interest in any real estate or assets held or owned by it either legally or beneficially without the prior written approval of the State Branch.

## **10. Membership of the State Branch**

The Legal Members of the State Branch, including for the avoidance of doubt for the purposes of the Act, shall be:

- (a) the Sub-Branches; and
- (b) the Elected State Board members.

## **11. Membership of Sub-Branches**

Membership of Sub-Branches shall consist of the following classes:

- (a) Service Members;
- (b) Associates;
- (c) Affiliates; and
- (d) Social Members.

## **12. Service Members**

12.1. The following persons may be admitted as Service Members:

- (a) any person who has served in the Australian Defence Force, or served with or supported or was otherwise engaged with the Australian Defence Force or the Armed Forces of its Allies, for at least six (6) months; and
- (b) any other person provided for in the By-Laws.

12.2. A Service Member shall be entitled to attend as an observer at any Sub-Branch Conference at his own expense, but shall not be entitled to be heard or vote nor shall he be entitled to receive notices.

12.3. The six (6) month condition referred to in Rule 12.1 may be waived with approval of the National Executive.

12.4. No person who is not an Australian citizen shall be admitted as a Service Member unless he has signed a declaration that he is prepared to swear or affirm (as the case may be) loyalty to the Nation and its Sovereign and that he will uphold the Constitution of the Nation and this Constitution, or satisfies the State Board that he would lose his citizenship by doing so.

## **13. Affiliates of Sub-Branches**

13.1. Sub-Branches may admit Affiliates on such terms and conditions as are provided for in the By-Laws.

13.2. No person may be admitted as an Affiliate if that person is eligible to be admitted as a Service Member.

#### **14. Associates of Sub-Branches**

- 14.1. A Service Member of a Sub-Branch shall not be eligible to be a Member of another Sub-Branch, but may be admitted as an Associate of another Sub-Branch. The annual subscription payable by an Associate to the other Sub-Branch shall be equal to the annual subscription payable by a Service Member to that Sub-Branch less that proportion of each annual subscription passed on to the State Branch referred to in Rule 27.3.
- 14.2. Subject to Sub-Rule 14.3, a Service Member who is also an Associate of a Sub-Branch, shall only be entitled to hold office, vote and speak at meetings of the Sub-Branch where he is admitted as a Service Member.
- 14.3. A Service Member to whom Sub-Rule 14.2 applies may:
  - (a) elect in writing to hold office, vote and speak at the Sub-Branch where he is an Associate thus relinquishing his rights under Sub-Rule 14.3; and
  - (b) deliver such election to all the Sub-Branches of which he is a Member, and until he has complied with this Rule, he shall only be entitled to hold office, vote and speak at the Sub-Branch of which he is a Service Member and such election shall not be able to be revoked during the membership year in which it is made.

#### **15. Social Members of Sub-Branches**

A Sub-Branch may with the consent of the State Branch, and subject to the By-Laws, admit Social Members. The State Branch may impose such terms and conditions as it sees fit.

#### **16. Awarded Life Members**

- 16.1. A Sub-Branch may, with the consent of the State Branch and the National Executive, award the title of Awarded Life Member to any Service Member who has given not less than fifteen (15) continuous years service (at least ten (10) of which has been outstanding) to the League, the State Branch or a Sub-Branch. For the avoidance of doubt, the award of such title shall not in and of itself result in that person becoming a Member.
- 16.2. If a Service Member dies before being awarded the title of Awarded Life Member, but after a proposal for such admission is made to the National Executive, the National Executive may determine that the said Service Member shall be deemed to have been awarded the title of Awarded Life Member on the date the said proposal was made and thereafter the badge and certificate which would have been given to the Service Member had he been alive, shall be given to his next of kin.
- 16.3. The rights, privileges and obligations of a Service Member awarded the title of Awarded Life Member shall, subject to Rule 16.4, not be disturbed by his election to that class
- 16.4. An Awarded Life Member shall not be liable to pay any annual subscription to a Sub-Branch.
- 16.5. An Awarded Life Member shall be entitled to attend as an observer at any Sub-Branch Conference at his own expense, but shall not be entitled to be heard or vote nor shall he be entitled to receive notices.

## **17. Honorary Members**

- 17.1. A Sub-Branch may, with the consent of the State Branch, award the title of Honorary Member to the following persons:
  - (a) Members of the Australian Defence Force whilst on operational duty; and
  - (b) such other persons for such period as it sees fit.
- 17.2. For the avoidance of doubt, the award of such title shall not in and of itself result in that person becoming a Member.
- 17.3. An Honorary Member may attend as an observer at Sub-Branch Conference at his own expense but shall not be entitled to be heard, or vote or receive notices.
- 17.4. An Honorary Member shall not be liable to pay any annual subscription to a Sub-Branch.

## **18. Honorary Life Members**

- 18.1. The State Branch may, with the consent of the National Executive, award any of the following persons with the title of Honorary Life Member:
  - (a) any Member of the Royal Family;
  - (b) any representative of the Sovereign in the Commonwealth;
  - (c) any person who ordinarily resides in the Commonwealth and who has been awarded the Victoria Cross, the George Cross, the Cross of Valour or the Star of Courage;
  - (d) any person who is a citizen of any country forming part of the Commonwealth and who in the opinion of the State Branch has rendered long, continued and outstanding service to the said Commonwealth; and
  - (e) any person who in the opinion of the State Branch has rendered outstanding service to the service or ex-service community of the country in which he ordinarily resides.
- 18.2. For the avoidance of doubt, the award of such title shall not in and of itself result in that person becoming a Member.
- 18.3. If an Honorary Life Member is a Service Member or Awarded Life Member at the time he is awarded Honorary Life Membership, his rights, privileges and obligations as a Service Member or Awarded Life Member (as the case may be) shall, subject to Sub-Rule 18.5, not be disturbed by the award to him of Honorary Life Membership.
- 18.4. An Honorary Life Member may attend as an observer at any Sub-Branch Conference but shall not be entitled to vote or receive notices.
- 18.5. An Honorary Life Member shall not be liable to pay any annual subscriptions to the State Branch.

## **19. General Provisions as to Membership**

- 19.1. The Constitution constitutes a contract between the State Branch and:
- (a) each Legal Member;
  - (b) each Member; and
  - (c) each person awarded the title of Awarded Life Member, Honorary Member or Honorary Life Member.
- 19.2. A person is deemed to have accepted, and shall be bound by this Constitution, on application for membership to the State Branch or a Sub-Branch. The State Branch may require persons applying for membership of a Sub-Branch to agree in writing to be bound by this Constitution.
- 19.3. Notwithstanding anything else in this Constitution, the State Board may in its absolute discretion refuse any application for membership. The State Board may cancel or revoke the membership of any person it so considers not to be a fit and proper person for membership.
- 19.4. The By-Laws may make provision for terms and conditions of membership (including applications for and resignations from) not otherwise provided for in this Constitution.

## **20. Disputes and their resolution**

Prior to taking formal disciplinary action or legal proceedings in relation to any dispute, the parties involved shall attempt to resolve the dispute by mediation. The By-Laws may impose further conditions or obligations regarding such mediation.

## **21. Disciplinary Powers of a Sub-Branch and Appeals Arising Therefrom**

- 21.1. Notwithstanding the provisions of Rules 23 and 24, if the Committee of a Sub-Branch has reason to believe that one of its Members may be guilty of conduct unbecoming a Member, it shall give not less than fourteen (14) days notice in writing to that Member of the date, time and place of its meeting at which it will consider whether or not he has been guilty of such conduct. If the dispute gives rise to an actual or perceived conflict of interest between the Member and any member of the Committee, then the matter shall, at the request of the Member, be referred to the State Branch Tribunal.
- 21.2. The notice referred to in Sub-Rule 21.1 shall be accompanied by a statement in which there shall be set out full and precise particulars of the conduct of the Member, which will be considered by the Committee.
- 21.3. Either prior to, or at a meeting of the Committee, the Member concerned may request it to elaborate upon any of the particulars set forth in the said statement. Such a request shall be complied with by the Committee. The Member may put to the Committee at the meeting such facts as he may consider relevant and shall be given every opportunity to address them.
- 21.4. The Committee shall decide at the meeting whether the Member has been guilty of conduct unbecoming a Member. If it is satisfied he has been guilty of such conduct, it may resolve that:

- (a) he be placed on a warning to improve his conduct; or
  - (b) he be reprimanded; or
  - (c) he be suspended from membership of the Sub-Branch for a period not exceeding three (3) months; or
  - (d) neither of the aforementioned penalties is appropriate and accordingly, the matter should be referred to the State Branch for its consideration pursuant to Rule 22.
- 21.5. The substance and decision of the meeting referred in Sub-Rule 21.4 shall be recorded in the minutes of the meeting. Written notices, submissions and other correspondence relevant to the meeting shall be attached and form part of the minutes. Such minutes shall be certified within seven (7) days after the meeting, by its Chairman, after conferring with the other members of the Committee.
- 21.6. The Secretary of the Sub-Branch shall notify the Member in writing of the Committee's decision and his right of appeal within fourteen (14) days after the certification period referred to in Sub-Rule 21.5. Such notice is to be delivered by registered post to the last known address of the Member.
- 21.7. A Member aggrieved by a resolution of the Committee by which he was reprimanded or suspended from membership of the Sub-Branch for a period not exceeding three (3) months may appeal to the State Branch Tribunal by notice in writing addressed to either the Sub-Branch Secretary or the CEO and requesting that it be lodged with the State Branch Tribunal.
- 21.8. Such an appeal shall be lodged together with the sum of \$400.00 (or such other amount as may be determined by the State Board from time to time) (hereinafter to be referred to as the "Bond") within fourteen (14) days after the date of notification in writing referred to in Sub-Rule 21.7 and thereupon the decision of the Committee shall be stayed (unless otherwise ordered by the State Branch Tribunal) until the appeal is concluded, abandoned or discontinued. Upon application by the Member referred to in Sub-Rule 21.7, the State Branch Tribunal may waive lodgement of the whole or part of the Bond if it considers it just to do so.
- 21.9. Where an appeal from a Member is rejected, the penalty is to commence from the time the State Branch Tribunal confirms its findings.
- 21.10. An appeal lodged pursuant to this Rule shall be accompanied by a statement in writing in which the Member shall set out the aspect or aspects of the decision which gave rise to the appeal, the grounds of his appeal and the facts upon which he relies. An appeal shall not be treated as valid unless it complies with this Rule.
- 21.11. Upon receipt of an appeal the Sub-Branch shall forthwith forward to the State Branch:
- (a) the appeal and accompanying statement;
  - (b) the Bond referred to in Sub-Rule 21.8;
  - (c) all its papers and documents concerning the Member, particularly the notice and statement referred to in Sub-Rule 21.2; and

- (d) a copy of its minutes referred to in Sub-Rule 21.5 relating to the matter giving rise to the appeal.
- 21.12. The State Branch Tribunal shall hear and determine an appeal pursuant to this Rule as soon as practicable after receipt by the CEO of the documents referred to in Sub-Rule 21.11.
- 21.13. The Sub-Branch and the Member concerned shall have a right of personally attending upon the hearing of the appeal or any application to lift a stay by the State Branch Tribunal, having given prior notice that they wish to do so. The State Branch Tribunal shall make its decision based on the information presented at the hearing and that decision regarding an appeal against a reprimand or suspension shall be final.
- 21.14. The written notices submitted and other correspondence relating to the meeting shall be attached and form part of the minutes of the appeal hearing and shall be certified by the Chairman of the Sub-Branch within seven (7) days after the meeting. The decision shall be notified in writing to both the Sub-Branch and the Member within fourteen (14) days of certification by the Chairman, after conferring with other members of the State Branch Tribunal.
- 21.15. A resolution passed pursuant to this Rule whereby a Member of a Sub-Branch is suspended from membership of the Sub-Branch shall not operate to otherwise affect the membership of that Member, save and except as provided in Rule 25.

## **22. State Branch Tribunal**

- 22.1. The State Board shall establish a State Branch Tribunal consisting of no fewer than five (5) Service Members, which shall hear the following matters:
  - (a) appeals from decisions of Sub-Branches, both disciplinary and administrative;
  - (b) disciplinary matters referred to it by the State Board;
  - (c) appeals or hearings in relation to eligibility for memberships, transfers of membership, as set out in this Constitution, and
  - (d) other such matters referred to it by the State Board dealing with complaints, disputes and grievances from individuals arising within the jurisdiction of the State Branch.
- 22.2. A member of a State Branch Tribunal shall be deemed to have vacated office if he:
  - (a) ceases to be a Service Member;
  - (b) becomes an employee of the League, the State Branch or of a Sub-Branch;
  - (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with under any law relating to mental health;
  - (d) resigns his office by notice in writing; or
  - (e) is removed from office by resolution of the State Board.

- 22.3. The State Board shall prescribe in relation to the State Branch Tribunal:
- (a) the term of office of its members;
  - (b) the number of its members which from time to time shall constitute a quorum in any particular matter;
  - (c) the procedures to be followed by it; and
  - (d) any other rules that it reasonably deems fit in relation to its content.
- 22.4. Upon the hearing of an appeal pursuant to Sub-Rule 21, the Member concerned shall have a personal right of audience before the State Branch Tribunal or with its prior leave, may be represented by any non-legally qualified person and shall be given twenty-eight (28) days notice of the date of that hearing unless the Member requests a shorter period.
- 22.5. The parties to an appeal before the State Branch Tribunal shall each pay their own costs of and incidental to the appeal, save and except that the State Branch Tribunal may make such order as it sees fit as to whether or not the personal out-of-pocket expenses incurred by the Member in attending on the hearing of his appeal should be paid to him. No payment shall be made in relation to legal expenses.
- 22.6. The State Branch Tribunal may also make such order as it sees fit as to the manner in which the Bond shall be treated.

### **23. Disciplinary Powers of the State Branch Tribunal and Appeals**

- 23.1. Subject to Rule 24, if in the opinion of the State Branch Tribunal, a Member:
- (a) has wilfully refused or neglected to comply with the provisions of this Constitution or the By-Laws; or
  - (b) has been guilty of conduct unbecoming a Member; or
  - (c) has been guilty of conduct subversive to the objects of this Constitution; or
  - (d) has been guilty of conduct prejudicial to the interests of the League or the State Branch; or
  - (e) has been guilty of conduct detrimental to the interests of a Sub-Branch of which he is a Member; or
  - (f) has been convicted of any indictable offence; or
  - (g) has been guilty of falsely representing himself to be a soldier, sailor, airman or nurse; or
  - (h) has been guilty of wearing a service medal, award or decoration for which he is not authorised.

the State Branch Tribunal may, subject to this Constitution, resolve to impose a penalty upon him.



- 23.2. If it is proposed by the State Branch Tribunal to consider whether or not to form an opinion pursuant to Sub-Rule 23.1 then:
- (a) it shall give not less than fourteen (14) days notice in writing to the Member concerned of the date, time and place of the meeting at which it is proposed to consider whether or not he is guilty of an offence or offences referred to in Sub-Rule 23.1;
  - (b) it shall serve on the Member, at the time of giving him notice, copies of all papers and documents including full particulars of the alleged offence or offences which will be considered by the State Branch Tribunal at that meeting in accordance with procedures as set out in the By-Laws; and
  - (c) it shall notify the National Secretary forthwith.
- 23.3. In relation to Rule 23.1 (a) to (f) inclusive, the State Branch Tribunal may impose any one or more of the penalties set out below. In relation to Rule 23.1 (g) and (h), the State Branch Tribunal can only impose the penalty mentioned in Sub-Rule (f) below:
- (a) a reprimand;
  - (b) suspension from membership for such period (not exceeding six (6) months) as it thinks fit;
  - (c) transfer to the State Branch Miscellaneous List of Members indefinitely or for such period as it determines;
  - (d) disqualification from holding office for an indefinite period or for such period as it determines, in any Sub-Branch under the jurisdiction of the State Branch or from holding office in the State Branch itself;
  - (e) transfer to the State Branch Miscellaneous List shall be mandatory where a Member is disqualified from holding office, for the period of the disqualification; and/or
  - (f) expulsion from membership.
- 23.4. If the Member referred to in Sub-Rule 23.1 is also a member of the State Branch Tribunal he shall absent himself from the meeting of that State Branch Tribunal. The proceedings of that Tribunal and any resolution thereof passed in the absence of a Member to whom this Rule applies, shall be valid.
- 23.5. The substance and decision of the meeting referred to in Sub-Rule 23.2 shall be recorded in the minutes of the meeting. Written notices, submissions and other correspondence relevant to the meeting shall be certified within seven (7) days after the meeting by its Chairman.
- 23.6. Within fourteen (14) days after such certification, the CEO shall notify the Member concerned in writing of the precise terms of the said resolution and of the provisions of the National Constitution concerning appeals. A copy of such notification shall be forwarded to the National Executive.

- 23.7. The penalty awarded by a State Branch Tribunal is to commence in full from the time the Member rejoins, if that Member has resigned or becomes unfinancial to avoid a penalty awarded by a Sub-Branch, State Branch or National Branch Tribunal.
- 23.8. No refund of subscription fees shall be made to any Member expelled or suspended from Membership.

**24. Disciplinary Powers of the National Executive and Appeals**

- 24.1. If the National Executive has reason to believe that a Member may be guilty of an offence referred to in Sub-Rule 23.1, it may appoint one of its members or some other Service Member to inquire into the facts and circumstances.
- 24.2. The person appointed by the National Executive may act against the Member pursuant to Rule 23.3 in the same manner and for the same reasons as a State Branch Tribunal may act.
- 24.3. The National Executive shall not make an appointment pursuant to this Rule if the State Branch or its Tribunal also having jurisdiction over the Member has already acted against him pursuant to Rule 23 on the same facts and circumstances nor shall that State Branch or its State Branch Tribunal act in relation to that Member under Rule 23 if the National Executive has already acted under this Rule on the same facts and circumstances.
- 24.4. If the National Executive makes an appointment pursuant to Sub-Rule 24.1, it shall forthwith notify the State Branch and the relevant provisions of the National Constitution shall apply.

**25. Provisions as to Awarded Life Members Suspended from Membership**

- 25.1. Where any Awarded Life Member has been suspended from membership, transferred to a Miscellaneous List of Members or disqualified from holding office pursuant to this Constitution, the State Branch shall recommend to the National Executive whether the Awarded Life Member shall forfeit any RSL Award and/or his Awarded Life Membership.
- 25.2. The National Executive shall, as soon as practicable, consider and decide upon any such recommendation.
- 25.3. An Awarded Life Member whose Awarded Life Membership has been forfeited, shall return to the State Branch Office his badge depicting his Awarded Life Membership and if he remains a Service Member shall be issued, free of charge, with a badge usually issued to a Service Member.

**26. Re-Admission of Persons Previously Expelled from Membership**

No person who has been expelled from Service Membership pursuant to this Constitution shall be re-admitted as a Service Member except by the National Executive.

**27. Subscriptions**

- 27.1. Subject to this Constitution, each Member shall be liable to pay to the Sub-Branch of which he is a Member such annual or life subscription as is determined from time to time by the Sub-Branch Conference.

- 27.2. Annual subscriptions shall be payable by Members in advance on January 1 in each calendar year, or in the case of a Member admitted during a calendar year, on the date of admission.
- 27.3. On the first day of each calendar month, each Sub-Branch shall pay to the State Branch, such proportion of each annual subscription received by it (referred to as 'Capitation Fees') during such month as is determined at the Sub-Branch Conference, provided that such proportion shall not be less than that determined at the National Congress from time to time.
- 27.4. The State Branch shall pay to the League a proportion of each annual subscription (referred to as 'National Capitation Fees') received by it pursuant to Sub-Rule 27.3, as is determined from time to time by the National Congress.
- 27.5. If a Service Member fails to pay his annual subscription by the due date, his membership shall be suspended and he shall cease to enjoy the privileges of membership, and may not hold any office, exercise any voting rights or participate in any official debate.
- 27.6. A Suspended Member may reinstate his membership by paying the prescribed amount in full prior to 31 December in the year in which the sum became due. If the Suspended Member makes such a payment, then he shall retain his continuity of membership and any office to which he has been elected or appointed.
- 27.7. If his annual subscription has not been paid by 31 December in the year in which it became due, a Suspended Member may, at the discretion of the committee of the Sub-Branch of which he is a Member, be required to complete a new Application for membership before reinstatement. The State Board may impose additional reasonable requirements.
- 27.8. If the Australian Defence Force or an Allied Force is engaged in a conflict, then any Service Member who is a Member of that Force and is engaged in that conflict, shall for the period of his involvement in that conflict, be relieved from any liability to pay annual subscriptions either to the State Branch or a Sub-Branch, as the case may be.

## **28. League Badges, Banners, Insignia and Awards**

- 28.1. The badges, banners, awards and any other insignia of the State Branch shall be in such form as the League shall determine from time to time.
- 28.2. All badges shall remain the property of the State Branch or the League (as the case may be) and shall be returned to it upon a Member ceasing to be a Member.
- 28.3. The By-Laws may specify additional rules regarding banners, badges, awards and other insignia.

## **29. Use of the Name and Badge of the League**

- 29.1. In this Rule the expression the 'League' includes the State Branch and the Sub-Branches.
- 29.2. Unless otherwise permitted by the National Executive, the State Branch and its Members shall only use the name or badge of the League and all abbreviations and variations thereto for identification or publicity purposes.

### **30. Contraventions by Sub-Branches**

- 30.1. If a Sub-Branch contravenes or fails to observe or perform any of the provisions of this Constitution or the By-Laws, or fails to be bound by or uphold the Standing Policy or has been guilty of conduct prejudicial to the interests of the League or the State Branch, the State Board may cause notice in writing specifying such contravention, failure to observe or perform, or conduct, to be forwarded to the Secretary of that Sub-Branch. A copy of such notice shall be forwarded to the National Executive.
- 30.2. The notice referred to in Sub-Rule 30.1 shall specify a period of time within which the Sub-Branch shall remedy the matters specified.
- 30.3. If the Sub-Branch fails to comply, a Sub-Branch Conference may resolve by a 75% majority of voting Members present to:
  - (a) remove all officers of the Sub-Branch from office and direct the State President or some other Service Member to take charge of the affairs of the Sub-Branch subject to such conditions as the State Branch may deem necessary; or
  - (b) revoke the Charter issued to the Sub-Branch.
- 30.4. Upon the Sub-Branch Conference passing a resolution pursuant to Sub-Rule 30.3, all officers of the Sub-Branch shall be deemed to have vacated office and the person referred to in the said resolution may exercise all the powers of its officers until the election referred to in Sub-Rule 30.5 is held.
- 30.5. The person directed pursuant to Sub-Rule 30.3(a) shall, not later than ninety (90) days after that direction, convene a general meeting of all Service Members who are Members of that Sub-Branch for the purpose of electing new officers of the Sub-Branch.
- 30.6. A person who immediately prior to the resolution referred to in Sub-Rule 30.3(a), held office as an officer of that Sub-Branch shall not be eligible to be elected to office at the general meeting referred to in Rule 30.5.
- 30.7. Any Sub-Branch aggrieved by a resolution of the State Branch Annual Sub-Branch Conference, passed pursuant to powers conferred by this Rule, may appeal in writing through the State Branch to the National Executive. Such an appeal shall be accompanied by the supporting reasons for the appeal and the sum of \$500 (or such other amount as may be determined by the League).
- 30.8. Upon the hearing of an appeal referred to in Sub-Rule 30.7, the National Executive, or its appointed Investigating Officer shall hear submissions by both the State Branch and the Sub-Branch concerned or may direct that each make written submissions.
- 30.9. If the Charter of a Sub-Branch is revoked pursuant to Sub-Rule 30.3(b), the Sub-Branch shall be deemed to have ceased to operate and all its Members shall thereupon be deemed to have been transferred to a Sub-Branch nominated by the State Branch. Its assets, after payment of all its debts and liabilities, shall vest in accordance with Sub-Rule 31.3.
- 30.10. If any Sub-Branch is in default with payment of its Capitation Fees for a period of three (3) months, its right to vote at any subsequent Sub-Branch Conference shall be suspended for so long as such default continues.

### **31. Capitations, Contraventions, Cessation and Winding Up**

- 31.1. Each Sub-Branch shall provide an audited balance sheet of its financial accounts to the State Branch within thirty (30) days of its Annual General Meeting.
- 31.2. A Sub-Branch shall, if required in writing by the State Board, produce for inspection all its books of accounts, minute books, statutory registers kept under any law (if applicable) and records and supply such returns and other information as the State Board may from time to time require.
- 31.3. If any Sub-Branch ceases to operate or is dissolved or wound-up, its assets shall, after payment of all its debts and liabilities and subject to the applicable law, vest in the State Branch to be used by the League as far as possible for its purposes in the place where the Sub-Branch formerly carried out its activities.

### **32. Powers of the Sub-Branch Conference**

- 32.1. A general meeting of the Legal Members of the State Branch shall be known as a Sub-Branch Conference, and shall, for the avoidance of doubt, constitute a general meeting within the meaning of the Act.
- 32.2. The Sub-Branch Conference is the supreme governing body of the State Branch. Resolutions of the Sub-Branch Conference are binding on the State Branch in relation to the matters required to be decided by it under this Constitution or the Act.

### **33. Calling Sub-Branch Conferences**

- 33.1. The State Branch must hold Annual Sub-Branch Conferences in accordance with the requirements of the Act, but otherwise on a day, time and place determined by the State Board.
- 33.2. The State Board may call an Extraordinary Sub-Branch Conference at such time as it thinks fit and for such business as it thinks appropriate subject to providing notice as required under this Constitution.
- 33.3. The State Branch shall, within two (2) months, convene an Extraordinary Sub-Branch Conference if requested to do so in writing by not less than ten (10) percent of the total number of Sub-Branches. The notice provided pursuant to this Rule shall set out the proposed business of the an Extraordinary Sub-Branch Conference, shall be signed by the President or Vice President of the relevant Sub-Branches, and shall only be given upon resolution duly carried by a general meeting of the relevant Sub-Branches.
- 33.4. If the State Board does not, within the prescribed period, convene an Extraordinary Sub-Branch Conference as required by Rule 33.3, the requisitionists, or not less than half of them, may themselves convene a meeting to be held within two (2) months from the date of deposit of the requisition. Any meeting convened under this Rule shall be conducted in the same manner, or as nearly as possible, as that prescribed in this Constitution and the By-Laws.
- 33.5. The State Board may postpone, cancel or change the time and place for any Sub-Branch Conference, provided that any Sub-Branch Conference called pursuant to Rule 33.3 may not be postponed or cancelled without the consent of the requisitionists.

### **34. Notice of Sub-Branch Conferences**

- 34.1. One hundred and twenty (120) days written notice shall be given in respect of an Annual Sub-Branch Conference and forty five (45) days for an Extraordinary Sub-Branch Conference.
- 34.2. Notice referred to in Rule 34.1 shall be given to:
- (a) all Legal Members;
  - (b) each Appointed State Board member; and
  - (c) the Auditor.
- 34.3. The notice of Sub-Branch Conference must specify:
- (a) the date, time and place of the Sub-Branch Conference; and
  - (b) the general nature of the business to be conducted at the Sub-Branch Conference.
- 34.4. Legal Members shall give notice of all resolutions they propose to be passed at the Sub-Branch Conference to the State Board at least thirty five (35) days (or such other period as this Constitution may specify) prior to the appointed day for the Sub-Branch Conference.
- 34.5. The State Board shall, at least twenty one (21) days (or such other period as this Constitution may specify) prior to the Sub-Branch Conference, forward to each person entitled to receive notice of the Sub-Branch Conference:
- (a) details of all resolutions proposed to be passed at the Sub-Branch Conference which shall include those matters notified pursuant to Rule 34.4 and such other resolutions as the State Branch may propose;
  - (b) in the case of an Annual Sub-Branch Conference, a copy of each of the documents mentioned in Sub-Rule 35.2; and
  - (c) details of any other business proposed.

### **35. Proceedings at Sub-Branch Conferences**

- 35.1. The business to be conducted at a Sub-Branch conference shall be:
- (a) all business notified pursuant to Rule 34.5;
  - (b) any other business moved by a State Board member or a Legal Member, and seconded by a Legal Member.
- 35.2. In the case of an Annual Sub-Branch Conference, the State Board shall submit for approval of the Legal Members:
- (a) a report from the State Board reviewing the activities and work of the State Branch for the twelve (12) months ended on the previous 31<sup>st</sup> December;
  - (b) the Income and Expenditure Accounts and Balance Sheet of the State Branch together with such other financial statements as the Annual Sub-Branch Conference shall from time to time direct. Such Accounts and Balance Sheet

shall be displayed in comparison with the respective Accounts and Balance Sheet from the previous financial year;

- (c) the Auditor's Report concerning the books, accounts and financial affairs of the State Branch; and
  - (d) such other documents as may be required by law.
- 35.3. No business shall be transacted at any Sub-Branch Conference unless a quorum of Legal Members are present, being such number as is equal to or greater than twenty percent (20%) of the total number of Legal Members at the relevant time.
- 35.4. If within thirty (30) minutes of the appointed time a quorum is not present, the Sub-Branch Conference shall stand adjourned until such reasonable day, time and place as the Chairman may determine (being not less than seven (7) clear days after the date originally scheduled for the meeting), and if at the adjourned Sub-Branch Conference a quorum is not present within thirty (30) minutes of the time appointed, the Legal Members present and entitled to vote shall constitute a quorum.
- 35.5. The Chairman of a Sub-Branch Conference shall be:
- (a) if he is present, the President of the State Branch;
  - (b) in the event the President of the State Branch is absent or if there is no President of the State Branch or if he is not present by the time appointed for the holding of the meeting or is unwilling to act, the Deputy President of the State Branch;
  - (c) in the event of there being no Deputy President of the State Branch or if he is not present at the time appointed for the holding of the meeting or is unwilling to act, such one of their number as the Elected State Board members present may elect; or
  - (d) in the event that no Elected State Board member is present, the Legal Members present shall elect a representative.
- 35.6. The Chairman may and if approved by Legal Members present with a majority of votes adjourn the meeting to another time and place, and shall so adjourn a meeting if so directed.
- 35.7. No business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place.
- 35.8. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting, but it shall not be necessary to give any notice of the business to be transacted at the adjourned meeting.

### **36. Voting at Sub-Branch Conferences**

- 36.1. Except where by law a resolution requires a different majority, questions arising at Sub-Branch Conference must be decided by a majority of votes cast by the Legal Members at the meeting.
- 36.2. Each Legal Member shall have one (1) vote only.

- 36.3. At any Sub-Branch Conference, a resolution put to the vote shall be decided on a show of hands unless a poll (before or on the declaration of the result of the show of hands) is demanded either by the Chairman or by at least two (2) Legal Members entitled to vote.
- 36.4. Unless a poll is so demanded, a declaration by the Chairman that a resolution has on a show of hands been carried unanimously or carried by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the book containing the minutes of proceedings, shall be conclusive evidence of the fact without particulars of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.
- 36.5. If a poll is demanded it shall be taken in such manner, either at once or after an interval or adjournment of not more than fourteen (14) days or as the Chairman otherwise directs.
- 36.6. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith.
- 36.7. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall, in addition to his deliberative vote (if any), have a casting vote.
- 36.8. No objection shall be raised to the qualifications of any voter except at the meeting at which the vote objected to is given or tendered and every vote accepted at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.
- 36.9. The By-Laws may provide additional rules not inconsistent with this Constitution in relation to Sub-Branch Conferences.

### **37. Representation at Sub-Branch Conferences**

- 37.1. Elected State Board members must be present in person. Sub-Branches must be represented by a Delegate who may be accompanied by an Alternate Delegate.
- 37.2. Sub-Branches must notify the State Branch of their intended Delegate and Alternate Delegate by returning a Delegate Form no later than 48 hours (or such shorter period as the State Board may permit) prior to the commencement of the Sub-Branch Conference (as adjourned).
- 37.3. A Delegate Form is deemed to be received when it is received at any of the following:
  - (a) the State Branch's office; or
  - (b) a place, fax number or electronic address specified for the purpose in the notice of meeting.

### **38. Powers and Duties of the State Board**

- 38.1. The business of the State Branch shall be managed by and vested in the State Board, which may exercise all powers of the State Branch which are not by the provisions of the Act or this Constitution required to be exercised by a Sub-Branch Conference.



- 38.2. Without limitation to the powers of the State Board set out in Rule 38.1, the State Board may:
- (a) delegate from time to time any of its powers to such committees as it thinks fit on such terms as it may determine; and
  - (b) amend the By-Laws as it deems appropriate provided that such amendments shall not conflict with the terms of this Constitution.

### **39. Composition of the State Board**

- 39.1. The State Board shall consist of between seven (7) and nine (9) (inclusive) State Board members, comprised as follows:
- (a) six (6) State Board members shall be elected by an Annual Sub-Branch Conference for a period of three (3) years; and
  - (b) no more than three (3) State Board members shall be appointed by the Elected State Board members having regard to Rule 39.7 for a period not exceeding three (3) years, unless there is a specific project the Board feels warrants the extension of the relevant term.
- 39.2. Only Service Members are eligible for election as Elected State Board members. At least two (2) of the Elected State Board members shall be Members of a Sub-Branch within a country Region.
- 39.3. The number of Elected State Board members shall at all times outnumber the number of Appointed State Board members by two or more. The State Branch shall as soon as practicable hold an election for additional Elected State Board members in the event any imbalance occurs.
- 39.4. Subject to any resolution by the Sub-Branch Conference to the contrary, an Elected State Board member must retire from office at the end of the third Annual Sub-Branch Conference following his election or 36 months, whichever is longer. An Appointed State Board member shall retire at the end of his appointed tenure.
- 39.5. A State Board member may only hold office for a maximum period of nine years (9) from the date on which he was first appointed to office.
- 39.6. The State Board may appoint any person to fill a casual vacancy. A State Board member appointed pursuant to this Rule holds office until the end of the term of the vacating State Board member.
- 39.7. As far as practicable, the Members of the State Board shall be comprised of individuals who, together, possess expertise in the following areas:
- (a) Accounting and finance;
  - (b) Legal;
  - (c) Commercial and Business;
  - (d) Corporate Governance;
  - (e) Marketing and Public Relations; and
  - (f) Operations of the State Branch and the League.

#### **40. Vacation of Office of State Board Member**

40.1. If any State Board member shall:

- (a) without leave of absence granted by the State Board absent himself from three (3) consecutive meetings thereof;
- (b) resign his office;
- (c) become of unsound mind or a person who is, or whose estate is, liable to be dealt with in any way under the laws relating to mental health;
- (d) becomes an insolvent under administration or makes any composition or arrangement with his creditors or any class of them;
- (e) dies whilst in office; or
- (f) becomes by virtue of the Act or any other law, incapable or prohibited from holding office,

he shall be deemed to have vacated his office, whereupon the State Board shall declare such office vacant.

40.2. A Sub-Branch Conference may by resolution remove any State Board member from office.

#### **41. Election of State Board Members, President and Deputy President**

41.1. The State Branch shall have a President elected by an Annual Sub-Branch Conference, and a Deputy President who shall be elected from the Elected State Board members and shall hold office for a period of three (3) years.

41.2. The By-Laws shall make additional provisions regarding the election of State Board members and the election of persons to the position of President and Deputy President of the State Branch.

41.3. If the President advises the State Board that he is, or will be, unable to attend to his Presidential duties for any period then, subject to Sub-Rule 41.4, the Deputy President shall during such period adopt the position of Acting President.

41.4. If at any time a casual vacancy exists in an office of President or Deputy President:

- (a) if the vacancy occurs more than twelve (12) months prior to the expiration of the term of the vacating President or Deputy President, the State Board shall immediately take steps to hold an election to fill such vacancy; or
- (b) if the vacancy occurs less than twelve (12) months prior to the expiration of the term of the vacating President or Deputy President, the State Board may elect one of its Elected Members to fill the vacancy until expiry of such term.

#### **42. Proceedings of the State Board**

42.1. The State Board shall meet at such times and places as may be determined by it from time to time.

- 42.2. A meeting may be conducted by the State Board members communicating with each other by any technological means whereby they are able to simultaneously participate in discussion notwithstanding they are not physically present in the same place.
- 42.3. Save in the case of an emergency, reasonable advance notice of a meeting of the State Board shall be given to every State Board member specifying the time and place and general nature of the business.
- 42.4. Unless and until the State Board determines otherwise, five (5) State Board members present in person and entitled to vote shall form a quorum for a meeting of the State Board provided that at least three (3) of those five (5) members are Elected State Board members.
- 42.5. If within thirty (30) minutes from the time appointed for the meeting, a quorum is not present, the meeting shall stand adjourned to such place, date and time as the President, Deputy President or Chairman of the meeting for the time being shall then decide, provided that no such meeting shall stand adjourned for a period of more than fourteen (14) days following the date of adjournment.
- 42.6. If at such an adjourned meeting a quorum is not present, those present shall constitute a quorum and may proceed to transact the business for which the meeting was called.
- 42.7. At every meeting of the State Board, the President shall preside as Chairman unless he is unwilling to act or is absent, in which case the Deputy President shall preside. If the Deputy President is unwilling to act or is absent, those Elected State Board members present shall elect one of their number as Chairman.
- 42.8. A resolution in writing signed by all the State Board members entitled to vote thereon, shall be as valid and effectual as if it had been passed at a meeting of the State Board duly convened and held. Any such resolution may be executed in one or more counterparts.
- 42.9. All acts done by any meeting of the State Board shall, notwithstanding that it be afterwards discovered there was some defect in the appointment of any State Board member, or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a State Board member.
- 42.10. All decisions of the State Board shall be made by simple majority. In the event of an equality of votes, the Chairman shall have an additional casting vote.
- 42.11. The provisions of the Act regarding disclosure of interests and voting where a conflict of interests arises shall apply to the State Board members.

### **43. Allowances for State Board Members**

- 43.1. The President shall be entitled to such allowance as the State Board may determine from time to time.
- 43.2. Unless otherwise approved by a Sub-Branch Conference or as set out in this Rule 43, State Board members shall not be entitled to any fees or allowances merely by virtue of carrying out their duties as a State Board member.
- 43.3. State Board members shall be entitled to reimbursement of such expenses incurred in carrying out their duties as the State Board may determine from time to time.

- 43.4. Nothing in this Constitution shall prohibit the State Branch from paying a State Board member in respect of other professional services (other than employment) rendered to the State Branch.
- 43.5. Subject to the Act, the State Branch may pay an insurance premium for a person who is or was an employee or other officer of the State Branch against a liability incurred in such capacity.
- 43.6. Subject to the Act, the State Branch may indemnify any State Board member and any officer or employee of the State Branch on such terms as the State Board may determine, and may enter into a deed reflecting the same which shall be binding on the State Branch.

#### **44. Accounts**

- 44.1. The State Board shall cause proper books of accounts to be kept with respect to:
  - (a) all sums of money received and expended, and the manner in respect of which the receipt and expenditure takes place;
  - (b) all sales and purchases of real and personal property by the State Branch; and
  - (c) the assets and liabilities of the State Branch.
- 44.2. Such accounts shall be kept at the registered office of the State Branch, or subject to the Act, at such other place as the State Board thinks fit and shall always be available for the inspection by State Board members.
- 44.3. The financial year of the State Branch shall begin on the first day of January and shall end on the thirty-first day of December in each year.
- 44.4. The State Board shall cause to be prepared and to be laid before the Annual Sub-Branch Conference such Income and Expenditure Accounts, Balance Sheets and reports in accordance with the current Australian Accounting Standards Board requirements.

#### **45. Common Seal**

- 45.1. The State Branch shall have a Common Seal (with power to break, alter and change the same from time to time) and on such Common Seal shall be inscribed the name of the State Branch.
- 45.2. The persons authorised to use the Common Seal shall, unless the State Board otherwise determines, be the person for the time being discharging the duties of President and the person for the time being discharging the duties of the CEO, acting jointly. Impression of the Common Seal in accordance with this Rule shall bind the State Branch notwithstanding the absence of any authority required pursuant to Rule 45.3.
- 45.3. The Common Seal shall not be affixed to a document except by the authority of the State Board, and all such use shall be recorded in a register maintained for that purpose.

**46. Standing Policy**

- 46.1. The policy of the State Branch and the Sub-Branches on any particular matter shall be the Standing Policy. The State Branch and the Sub-Branches shall comply with the Standing Policy at all times.
- 46.2. If the Standing Policy is silent on a particular matter, then the policy shall be such policy as may be determined by a Sub-Branch Conference, and in the absence of such determination, by the State Board.
- 46.3. Any determination made pursuant to Rule 46.2 will be deemed to be repealed after 5 years but can be remade by the passing of a resolution by a Sub-Branch Conference to that affect.
- 46.4. The State Branch and all its Sub-Branches shall be non-sectarian, and on all questions of party politics shall maintain a neutral attitude.

**47. By-Laws**

- 47.1. The State Board shall have power, in consultation with the Regional Coordinators, to make and amend such By-Laws as are in its opinion necessary and desirable for the proper control, administration and management of the affairs of the State Branch and the Sub-Branches, including finances, interests, effects and property and to amend or repeal from time to time such By-Laws.
- 47.2. Any new By-Laws set by the State Board since the last meeting of the Annual Sub-branch Conference shall be laid before the meeting of the next Annual Sub-Branch Conference, or a special meeting called for that purpose.
- 47.3. Such meetings, as the case may be, may amend or repeal any By-Law made by the State Board, provided that any bona fide act approved by the State Board, or any Committee, Sub-Committee or Sub-Branch or any person pursuant to or consequent upon any By-Law to such disallowance or variation, shall be valid and effectual for all purposes.
- 47.4. A By-Law shall:
  - (a) be subject to this Constitution;
  - (b) not be inconsistent with any provision contained in this Constitution; and
  - (c) shall be binding as if it were contained in this Constitution.

**48. Notices**

- 48.1. A Notice may be given either personally or by sending it by post to the last address notified to the State Branch. Where a notice is sent by post, service of the notice shall be deemed to be effective by properly addressing, pre-paying and posting the notice. Or in accordance with the By-Laws.
- 48.2. Notices served personally shall be deemed to be received at the time they are served. Notices sent by post shall, if they are posted by 4pm, be deemed to be received on the next business day, or if they are sent after 4pm, be deemed to be received two business days later.

#### **49. Women's Auxiliaries**

- 49.1. The State Board may permit the formation of Women's Auxiliaries of Sub-Branches within the State of South Australia or within such areas of other States and Territories as may be placed under the jurisdiction of the State Branch.
- 49.2. The Rules governing the administration of such Auxiliaries are contained in the By-Laws.
- 49.3. The State Board may, from time to time, make and authorise, alter or repeal the regulations for the conduct of business by Women's Auxiliaries of Sub-Branches.

#### **50. General**

- 50.1. Each Sub-Branch and State Board member shall be entitled to receive a free copy of this Constitution. Any other Member shall be entitled to receive a copy of this Constitution on payment of such an amount as may be fixed by the State Board from time to time.
- 50.2. No Member shall, unless authorised by resolution of the State Board, supply any information to the media, nor take part in any deputation to any Minister of the State or Commonwealth Government or any official thereof, on any matter relating to the State Branch or its affairs.
- 50.3. The adoption of this Constitution shall not invalidate any appointment made or act done under the Constitution then existing, but all such appointments made and acts done shall be construed as having been made and done in pursuance of this Constitution to the extent that they are not inconsistent herewith.

#### **51. Amendment of this Constitution**

- 51.1. This Constitution may only be amended by a resolution passed at a Sub-Branch Conference by at least 75% of the votes cast.
- 51.2. Notwithstanding anything else in this Constitution, not less than one hundred and twenty (120) days notice shall be given of a Sub-Branch Conference at which it is proposed to be passed a resolution to amend this Constitution.
- 51.3. The period of notice for a resolution to amend this Constitution shall, for the purposes of Rule 34.4, be ninety (90) days.
- 51.4. The period of notice for a resolution to amend this Constitution shall, for the purposes of Rule 34.5, be sixty (60) days and shall specify that the resolution must be passed as a special resolution.

#### **52. Winding Up of the State Branch**

If the State Branch ceases to operate or is dissolved or is wound up, its assets shall, after the satisfaction of all its debts and liabilities and subject to the Act, vest in the League, to be used by the League as far as possible for its purposes in South Australia, Northern Territory and Broken Hill. All the Sub-Branches established by the State Branch shall thereupon be Sub-Branches subject to the jurisdiction of the League.