

This is the Constitution amended by Rockdale sub-Branch

**The Returned and Services League of Australia
(New South Wales Branch)**



R S L N S W

CONSTITUTION

“The Price of Liberty is Eternal Vigilance”

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Level 5, 341 George Street
SYDNEY NSW 2000
ABN 78 368 138 161

THE RETURNED AND SERVICES LEAGUE OF AUSTRALIA

(NEW SOUTH WALES BRANCH)

ACNC ACT 2012 (Cth)
CHARITABLE FUNDRAISING ACT 1991 (NSW)
RSL NSW ACT 2018 No 48 (NSW)

A BODY CORPORATE

This Constitution repeals and replaces the previous Constitution as amended by State Congress on 23 May, 2018.

This is the Constitution of the Returned and Services League of Australia (New South Wales Branch) as approved by Delegates at the Extraordinary General Meeting of RSL NSW held on

AMENDMENT RECORD

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RSL NSW CONSTITUTION

SECTION A: RSL NSW AIMS, OBJECTS AND POWERS

This Constitution is to be read in accordance with the definitions set out in clause 53 and the methods of interpretation set out in clause 47 of this Constitution.

The motto of RSL NSW is "The Price of Liberty is Eternal Vigilance."

1. AIMS AND OBJECTS

RSL National is established to promote the interests and welfare of former and current members of the Australian Defence Force and their Dependants throughout Australia.

To promote the aims and objects of RSL National throughout New South Wales, RSL NSW has the following aims and objects, to:

- 1.1. assist and care for the sick, elderly and needy by providing, or assisting in the provision of, pensions, accommodation, medical treatment, rehabilitation and other forms of welfare;
- 1.2. establish trusts having as their primary object the welfare and benefit of any Member or sub-Branch or any former or current member of the Australian Defence Force or their Dependants;
- 1.3. provide assistance (whether financial or otherwise) to such persons or bodies, as RSL NSW may, in furtherance of its aims and objects, from time to time determine;
- 1.4. perpetuate the close and kindly ties of friendship created by mutual service in the Australian Defence Force or Allied Forces and the memories associated with that experience;
- 1.5. maintain a proper standard of dignity and honour amongst all former and current members of the Australian Defence Force and to set an example of public spirit and noble hearted endeavour;
- 1.6. ensure the preservation of the memory and the records of those who fought, suffered or died for the Commonwealth of Australia through the erection of memorials and the establishment and preservation of ANZAC Day, Remembrance Day and other commemorative occasions;
- 1.7. ensure that those who fought, suffered or died for the Commonwealth of Australia have a proper place of burial;
- 1.8. promote the defence of the Commonwealth of Australia and guard the good name, interests and standing of serving members of the Australian Defence Force;
- 1.9. provide support to serving members of the Australian Defence Force both at home and abroad and actively assist them in their transition to civilian life, especially if they are detrimentally affected by their service;
- 1.10. provide overseas police veterans with appropriate assistance and encouragement to join RSL NSW;
- 1.11. encourage all Australian citizens and especially Members to serve the Commonwealth of Australia with a spirit of self-sacrifice and loyalty and to encourage them to act in a manner that promotes a stable and progressive society;
- 1.12. provide support to RSL National;

- 1.13. communicate, from time to time, RSL National's policy on issues facing RSL National at a national level and to encourage Members and sub-Bran­ches to abide by, support and actively carry out such policy to the extent permitted by law;
- 1.14. establish and maintain literary, social, educational and benevolent institutions for the benefit and advancement of Members and sub-Bran­ches and distribute such communications which State Branch deems necessary and conducive to the aims and objects of RSL NSW;
- 1.15. make donations, subscribe for securities or in any other way become associated with a body which has:
 - 1.15.a. objects similar to those of RSL NSW; and
 - 1.15.b. constituent documents which prohibit the distribution of its income and property amongst its members.

An officer, Sub-branch or member who without lawful or reasonable excuse, fails to comply with this Clause 1.15 in respect of unlawful distribution of income or property, commits misconduct in that such conduct is a breach of this Clause and also offends the provisions of **ACNC Governance Standard 2 – Accountability to members**, and shall be liable to disciplinary or criminal action, or both.
- 1.16. establish, maintain and control sub-Bran­ches and Subsidiaries;
- 1.17. promote loyalty to the British Monarch and the institution of the Crown; and
- 1.18. promote the Westminster System of Government and uphold the Australian Constitution.

2. POWERS OF RSL NSW

In order to further the aims and objects of RSL NSW as set out in this Constitution and subject to the requirements of the law and the ability of RSL NSW to comply with all of its legal, taxation and fiduciary duties and responsibilities, RSL NSW may, in the pursuit of its aims and objects:

- 2.1. accept any donation, gift or bequest of property or money. RSL NSW may deal with such property or money in any way which RSL NSW reasonably believes will further its aims and objects, provided that, in the case of any property which is subject to any trust, RSL NSW shall only deal with the property in accordance with the terms of the trust;
- 2.2. invest or deal with any money or other assets of RSL NSW, including investing in any financial products, to the extent not immediately required in the operations of RSL NSW;
- 2.3. invest in, deal with, or hold property;
- 2.4. purchase, lease, hire or otherwise acquire, any property;
- 2.5. guarantee, indemnify or act as surety for the payment of moneys or performance of contractual obligations (whether of pecuniary nature or not) of any person or body;
- 2.6. borrow or raise money by any lawful means and to mortgage, charge or create a security interest over of the property of RSL NSW;
- 2.7. engage in, or carry on a trade or business of any kind and, subject to this Constitution, apply the profits, income or capital of any such trade or business in any way which furthers the aims and objects of RSL NSW;

- 2.8 pay out of the funds of RSL NSW all expenses relating to the management and operation of RSL NSW including the payment of salaries to RSL NSW employees;
- 2.9 control the activities at the Cenotaph as vested in RSL NSW by the Act;
- 2.10 employ or engage suitably qualified legal and/or financial advisers and act in accordance with their advice;
- 2.11 do all such other lawful things as are conducive or incidental to the attainment of any of the aims and objects set out in this Constitution; and
- 2.12 make, amend and repeal By-Laws or Regulations in accordance with this Constitution.

SECTION B: MEMBERSHIP

3. MEMBERSHIP

- 3.1. A person may become a Member by being admitted in one of the following classes of membership:
 - 3.1.a. Service Member in accordance with this Constitution; or
 - 3.1.b. National Member in accordance with this Constitution and the National Constitution; or
 - 3.1.c. Affiliate Member in accordance with this Constitution
- 3.2. All Service Members and National Members have equal status in RSL NSW as set out in the Constitution. Affiliate Members will have conditions placed on their membership as detailed in the By-Laws.
- 3.3. Upon becoming a Member, a person is deemed to have agreed:
 - 3.3.a. to be bound by, and act in accordance with, the provisions of this Constitution; and
 - 3.3.b. to promote the aims and objects of RSL NSW as set out in this Constitution.
- 3.4. This Constitution will not affect the continuity of membership of any Member who was admitted as a Member (irrespective of the class of membership) prior to this Constitution coming into effect.
- 3.5. A person who has been expelled from membership pursuant to either this Constitution or the National Constitution will not be re-admitted as a Member unless by resolution of the Board and any other purported re-admission will be null and void.
- 3.6. An application to be admitted as a Member must be in accordance with the By-Laws and Regulations.
- 3.7. RSL NSW will establish and maintain a register of all Members in accordance with the By-Laws.

4. SERVICE MEMBERS

- 4.1. The following persons are eligible to apply for admission as a Service Member:
- 4.1.a. a person who, for a period of not less than six (6) months, has been a member of the Australian Defence Force;
 - 4.1.b. a person who was a member of the Australian Defence Force for a period of less than six (6) months due to the person being discharged for medical reasons or other reasons outside their control;
 - 4.1.c. a person who was a member of the Armed Forces of:
 - 4.1.c.i. any country presently or formerly a member of the Commonwealth;
 - 4.1.c.ii. any country or place presently or formerly a Crown Colony of the United Kingdom; or
 - 4.1.c.iii. the United States of America.
 - 4.1.d. a person to whom clause 4.1.c. does not apply, but who has, in a theatre of conflict, either served with, supported or was otherwise engaged with the Australian Defence Force or the Armed Forces of those countries or places referred to in clause 4.1 c. above and who is an Australian citizen or a citizen of any of those countries or places;
 - 4.1.e. a person who is an Australian citizen and who:
 - 4.1.e.i. was a member of the Armed Forces of another country or place which, during that time of conflict, was an ally of the Commonwealth; or
 - 4.1.e.ii. in a theatre of conflict either served with or supported or was otherwise engaged with the Armed Forces of such a country or place.
 - 4.1.f. any person who is not otherwise eligible to be admitted as a Service Member but who:
 - 4.1.f.i. is an Australian Citizen and who for a period of not less than six (6) months served in the Armed Forces of any other country or place not included in those countries or places referred to in clause 4.1.c. above, provided however that at no time during such service, the country or place was in conflict in war or war-like operations against the Commonwealth; or
 - 4.1.f.ii. for a period of not less than six (6) months has been a member of a philanthropic organisation which was, during that period, formally accredited to and administered by the Australian Defence Force.
 - 4.1.g. a person who is an Australian citizen and has served ten (10) continuous years as an "officer" or other rank instructor in the Australian Defence Force Cadets (this includes officers and other rank instructors serving in the Australian Navy Cadets, Australian Army Cadets and Australian Air Force Cadets).
- 4.2. If the Board is satisfied special circumstances exist, a person who does not strictly comply with clauses 4.1 a. to 4.1 g. above may be admitted as a Service Member, provided such person is otherwise qualified to be admitted as a Service Member.
- 4.3. All Service Members may attend and observe any National Congress but shall not, unless attending as a RSL NSW Delegate, be entitled to be heard, vote or receive notices.

- 4.4. All Service Members will pay an Annual Subscription in accordance with, and subject to, the By-Laws.

5. MEMBERS VOTING RIGHTS

- 5.1. Each Service Member has the right to one vote:
 - 5.1.a. in an election for Elected Directors as per Clause 16.3. held in accordance with the Election Procedures;
 - 5.1.b. on a resolution at a general meeting of RSL NSW for the removal of a Director; and
 - 5.1.c. in an election for committee members including President, Secretary, Treasurer, Vice President(s) and Committee Member(s) of the sub-Branch to which they are a service member.
- 5.2. For the purpose of clauses 5.1.a. and 5.1.b., if a Service Member is attached to more than one sub-Branch, a Service Member's entitlement to vote is taken to be in the sub-Branch which is the RSL NSW Member's Primary sub-Branch as recorded in the Membership Register.

6. NATIONAL MEMBERS

- 6.1. The National Constitution will regulate National Members.
- 6.2. Life Members.
 - 6.2.a. A Service Member may be admitted as a Life Member in accordance with the National Constitution.
 - 6.2.b. Subject to the By-Laws and Regulations, RSL NSW may propose that a Service Member who has given long, continued and outstanding service to RSL NSW, be elected by the National Executive to the class of Life Member.
 - 6.2.c. The rights, privileges and obligations under this Constitution of a Service Member elected as a Life Member will not be affected by their election, except that they will no longer be liable to pay annual subscription fees to RSL NSW or a sub-Branch.
- 6.3. Honorary Members and Honorary Life Members.

Under the provisions of this Clause, a person who is admitted to Honorary or Honorary Life membership of RSL NSW, shall be deemed to be a party contractually bound to comply with the provisions of this Constitution and any By-laws, and/or any Regulations that may be in force from time to time, as the case may be.

 - 6.3.a. A person may be admitted as an Honorary Member in accordance with the National Constitution.
 - 6.3.b. A person, Service Member or Life Member may be admitted as an Honorary Life Member in accordance with the National Constitution.
 - 6.3.c. The rights, privileges and obligations under this Constitution of a Service Member or Life Member who is awarded Honorary Membership or Honorary Life Membership, will not be affected by the award of Honorary Membership or Honorary Life. Membership, except

that they will not be liable to pay subscription fees or other sums to RSL NSW or a sub-Branch.

7. MEMBER LIABILITY

- 7.1. The liability of each Member is limited to the contribution amount payable by that Member to RSL NSW in accordance with this clause.
- 7.2. Each Member will contribute to RSL NSW in the event of RSL NSW being wound up, the sum of \$10.00.

8. CESSATION AND SUSPENSION OF MEMBERSHIP

- 8.1. A Member may resign (with immediate effect) from RSL NSW by giving written notice to either RSL NSW or the sub-Branch of which they are a member.
- 8.2. A person who has ceased, for any reason, to be a Member:
 - 8.2.a. will cease to have any rights or privileges under this Constitution;
 - 8.2.b. will remain liable to pay any outstanding amounts they owe to RSL NSW, sub-Branches or Subsidiaries at the date of cessation of their membership; and
 - 8.2.c. will return their Badge to the State Secretary.
- 8.3. A resignation submitted in accordance with this Constitution cannot be refused by RSL NSW or a sub-Branch.
- 8.4. A person who has submitted their resignation as a Member in accordance with this Constitution, cannot revoke their resignation but may immediately apply to be re-admitted as a Member in accordance with this Constitution.
- 8.5. RSL NSW is not required to accept the application of any person to become a Member and the Board may terminate a Member's membership if it reasonably believes:
 - 8.5.a. that the membership of that person is irreconcilable with the aims and objects of RSL NSW as set out in this Constitution; or
 - 8.5.b. that the person is not a fit and proper person to be admitted as a Member.
- 8.6. A Member may be reprimanded, suspended or expelled in accordance with this Constitution.

9. NATIONAL MEMBERS SUSPENSION FROM NATIONAL MEMBERSHIP

- 9.1. A Member who is also a National Member may be suspended or expelled from National Membership by RSL National in accordance with the National Constitution.
- 9.2. A National Member to whom this clause applies, will return their Badge to the National Secretary.

SECTION C: DISCIPLINARY

10. STATE BRANCH TRIBUNAL

- 10.1. RSL NSW will establish a State Branch Tribunal which will have the power to:
 - 10.1.a. discipline, reprimand, suspend or expel sub-Branches, Subsidiaries or Members;

- 10.1.b. deal with complaints, disputes and grievances from sub-Branches, Subsidiaries or Members within the jurisdiction of RSL NSW;
 - 10.1.c. hear and determine appeals from sub-Branch or the Board disciplinary hearings; and
 - 10.1.d. carry out such other directions of State Executive from time to time, ancillary to these powers.
- 10.2. The members of the State Branch Tribunal will be appointed by the Board in accordance with the By-Laws.
- 10.3. The operations, conduct and meetings of the State Branch Tribunal will be in accordance with the By-Laws.
- 10.4. A resolution passed by the State Branch Tribunal will only be binding on a sub-Branch, Subsidiary or Member if the resolution has been passed in accordance with the By-Laws.

11. DISCIPLINARY POWERS OF STATE BRANCH

- 11.1. If State Branch reasonably believes that a sub-Branch or Subsidiary is guilty of Misconduct, the Board will provide written notice to the sub-Branch or Subsidiary, with a copy provided to the National Secretary, stating:
- 11.1.a. the Misconduct of which RSL NSW believes the sub-Branch or Subsidiary is guilty; and
 - 11.1.b. the period of time which the sub-Branch or Subsidiary has to remedy the Misconduct.
- 11.2. If a sub-Branch or Subsidiary fails to comply with the notice, the Board may resolve by special resolution of the Directors present and voting at the meeting, to:
- 11.2.a. take administrative action against the sub-Branch or Subsidiary in accordance with the By-Laws;
 - 11.2.b. terminate the sub-Branch or Subsidiary and revoke its Charter and, in the case of a sub-Branch, all members of the sub-Branch will be transferred to the Unattached List of Members in accordance with the By-Laws; or
 - 11.2.c. remove the Officers of the sub-Branch or Subsidiary and disallow the Officers from being eligible to hold office in any body or organisation governed by, or under the control and direction of RSL NSW for a given period or indefinitely.
- 11.3. Immediately upon the Board passing a resolution under clause 11.2.:
- 11.3.a. all sub-Branch Officers or Subsidiary Officers will be deemed to have vacated office and, if the Sub-Branch or Subsidiary is to retain its Charter and continue in existence, the Chairman or other representative of the Board, will take control of the management of the sub-Branch or Subsidiary and may exercise all the powers of its Officers until new sub-Branch Officers are elected in accordance with this Constitution; and
 - 11.3.b. the State Secretary will provide written notice to the Secretary of the affected sub-Branch or Subsidiary, requiring them to deliver to the State Secretary all accounts, books, statutory registers, records or other documents of the sub-Branch or Subsidiary which the sub-Branch or Subsidiary is required to keep under this Constitution or at law, within fourteen (14) days of the notice.

- 11.4. The Board will, within seven (7) days of passing the resolution under clause 11.2., provide to the sub-Branch formal written notice of the Board's decision together with the minutes of the meeting. A copy of the formal written notice provided under this clause will be forwarded to the National Secretary.
- 11.5. A sub-Branch or Subsidiary may, within twenty eight (28) days of receipt of the notice under clause 11.4., appeal to the State Branch Tribunal by notice in writing addressed to the State Secretary and lodged with the Board.
- 11.6. Any appeal provided under clause 11.5. will comply with the By-Laws applying to an appeal by a Member of a decision of sub-Branch.
- 11.7. Subject to clause 11.8. below, upon receipt of an appeal, provided in accordance with this clause 11, the Board may take no further action in enforcing its decision and the Board will forward to the State Branch Tribunal:
 - 11.7.a. the appeal;
 - 11.7.b. the minutes of meeting of the Board dealing with the sub-Branch or Subsidiary;
 - 11.7.c. a copy of the notification provided under clause 11.4.; and
 - 11.7.d. all other documentation relating to the sub-Branch or Subsidiary.
- 11.8. If the Chairman or other representative of the Board has taken control of the affairs of a sub-Branch or Subsidiary in accordance with this clause, the Chairman or other representative of the Board will remain in control of the affairs of the sub-Branch or Subsidiary whilst any appeal is being conducted by the sub-Branch or Subsidiary until the appeal has been finally determined.
- 11.9. If the sub-Branch or Subsidiary has not appealed the decision of the Board within twenty eight (28) days of the notice under clause 11.4., and it is to retain its Charter and continue in existence, the Board Chairman or other representative managing the affairs of the sub-Branch or Subsidiary will convene a general meeting of all members of the sub-Branch or Subsidiary for the purpose of electing a new sub-Branch Executive or Subsidiary Executive. A person who immediately held office prior to the disciplinary action being taken by the Board will not be eligible to be re-elected to office.

12. DISCIPLINARY POWERS OF SUB-BRANCH

- 12.1. A sub-Branch Committee which reasonably believes that a Member of the sub-Branch is guilty of Misconduct, may discipline, reprimand or suspend that member in accordance with the By-Laws.
- 12.2. A disciplinary hearing conducted by the sub-Branch Committee will be in accordance with the By-Laws.

13. THE NATIONAL TRIBUNAL

- 13.1. The National Tribunal will, for the purpose of this Constitution, have the power to review decisions of the State Branch Tribunal and is to be established and governed in accordance with the National Constitution.
- 13.2. A Member, sub-Branch, or Subsidiary may request the National Tribunal to review a decision of the State Branch Tribunal concerning that Member, sub-Branch or Subsidiary, by providing a written request for review to the National Secretary in accordance with the By-Laws.

13.3. Subject to the law, a decision of the National Tribunal will be final and binding upon RSL NSW, the sub-Branch, Subsidiary or Member.

14. BOARDS OF ENQUIRY

14.1. The Board may establish a Board of Enquiry, subject to any rights to appeal, to make a finding, report on, or investigate, any matter or issue relating to RSL NSW, as required from time to time.

14.2. The Board will:

14.2.a. determine the Terms of Reference for;

14.2.b. appoint the members of;

14.2.c. appoint a member of the legal profession as the chairman of;

the Board of Enquiry.

14.3. The Board of Enquiry will be conducted in accordance with the directions of the Board.

14.4. The Board will provide to the Board of Enquiry and the sub-Branch, Subsidiary, Member or Officer concerned, the Terms of Reference of the Board of Enquiry. Where possible, the Terms of Reference will refer to the relevant provisions of this Constitution.

14.5. Any RSL NSW Officer or Director directly interested in any matter which is the subject of Board of Enquiry may not participate in the Board of Enquiry and may not vote on any resolution regarding the findings of the Board of Enquiry.

14.6. The Board of Enquiry may invite a sub-Branch President or Subsidiary President to be present at the Board of Enquiry. The sub-Branch President or Subsidiary President will, if invited, have the right to:

14.6.a. be present during the taking of evidence (but will not have the right to be present during the deliberations of the Board of Enquiry);

14.6.b. provide suggestions as to what evidence the Board of Enquiry should consider; and

14.6.c. provide evidence to the Board of Enquiry before any other evidence is presented to the Board of Enquiry.

14.7. A Board of Enquiry must, by written notice, summon any sub-Branch, Subsidiary or Member who is the subject of the Board of Enquiry and who the Board of Enquiry, during the enquiry reasonably considers may be found guilty of Misconduct, to appear before the Board of Enquiry. The sub-Branch, Subsidiary or Member may:

14.7.a. be present during the taking of evidence;

14.7.b. examine witnesses;

14.7.c. provide evidence;

14.7.d. require the Board to consider any additional evidence from third parties which the sub-Branch, Subsidiary or Member considers is necessary for the proper defence of the sub-Branch, Subsidiary or Member; and

14.7.e. address the Board of Enquiry in their defence.

- 14.8. The State Secretary will provide written notice to any witness who is required to appear before a Board of Enquiry of the time, date and location of the Board of Enquiry.
- 14.9. The chairman of the Board of Enquiry will require each person appearing before the Board of Enquiry to declare to speak the truth.
- 14.10. Where a sub-Branch or Subsidiary is the subject of a Board of Enquiry and is found guilty of Misconduct, the Board of Enquiry will have the power to order the sub-Branch or Subsidiary:
- 14.10.a. to pay the costs of the Board of Enquiry; or
 - 14.10.b. to pay any costs of the Board of Enquiry incurred in engaging one or more financial advisors, where the Terms of Reference of the Board of Enquiry includes an enquiry into the financial position of the sub-Branch or Subsidiary.

SECTION D: CONSTITUTION

15. AMENDMENTS TO CONSTITUTION

- 15.1. State Congress alone, by way of a majority resolution of at least two thirds of State Congress Delegates present and voting at State Congress, has the power to:
- 15.1.a. make an amendment, variation or rescission (“**Amendment**”) to this Constitution and the Standing Policy, which includes the power to make any consequential amendments to the By-Laws, Regulations and Standing Policy arising from such amendments to the Constitution; and
 - 15.1.b. direct the Board to make an Amendment to a By-Law or Regulation which the Board has previously refused to amend.
- 15.2. Subject to clause 15.1., the Board has the power to create or make Amendments to any By-Law or Regulation provided that at all times they are:
- 15.2.a. in accordance with this Constitution;
 - 15.2.b. not retrospective; and
 - 15.2.c. are not contrary to State Congress direction.
- 15.3. Any motion by a sub-Branch or Subsidiary relating to a proposed new By-Law or Regulation or an Amendment to an existing By-Law or Regulation will be submitted to the Board in accordance with this Constitution, for review.
- 15.4. Where possible, this Constitution should be consistent with the National Constitution.
- 15.5. If National Congress or National Executive resolves to make an Amendment to any clause of the National Constitution (“**National Amendment**”), the Board will table the National Amendment at the next State Congress or extraordinary State Congress, convened for the purpose of considering the proposed amendments to this Constitution.
- 15.6. State Congress may elect to incorporate and reflect the National Amendment in this Constitution, provided the National Amendment does not directly conflict with the terms of this Constitution or the aims and objects of RSL NSW.
- 15.7. Any Amendment, to this Constitution under this clause, will be deemed to take effect immediately following the State Congress or the Board resolution (as relevant) approving the Amendment.

15.8. If this Constitution is amended, repealed or replaced, a copy of the amended or replacement Constitution certified under the seal of RSL NSW must be registered by the New South Wales Registrar-General and provided to the ACNC and any other relevant regulatory body.

15.9. This Constitution repeals and replaces the previous Constitution as amended by State Congress on 23 May, 2018.

SECTION E: RSL NSW

16. THE BOARD

16.1. The State Councillors in office immediately before the 31st December 2018 as per the **RSL NSW ACT 2018 No 48 (NSW)** will continue to hold office and will be deemed to be the Elected Directors until their existing terms of office expire or they otherwise cease to hold office in accordance with this Constitution.

16.2. The existing State Council will be the Board under this Constitution from the 31st December 2018.

16.3. Subject to clause 16.12., the Board consists of the following ten (10) persons (“**Directors/Independent Director**”) elected or appointed in accordance with this Constitution:

16.3.a. Chairman (President);

16.3.b. Director (State Treasurer} ;

16.3.c. A Director from each of the defined areas, a total of seven (7) as follows:

16.3.c.i. Three (3) Directors from the Metropolitan District;

16.3.c.ii. Two (2) Directors from the Southern New South Wales District;

16.3.c.iii. Two (2) Directors from the Northern New South Wales District;

16.3.d. One (1) Independent Director to be appointed by the Board and ratified by a meeting of the District Council Presidents.

16.4. Each Director will, subject to this Constitution, hold the office of Director for a term of three (3) years.

16.5. Nominations, elections and duties of Directors will be in accordance with this Constitution.

16.6. A Director will automatically be deemed to have vacated office if they:

16.6.a. take a position of profit within RSL NSW other than as a paid Secretary of a sub-Branch;

16.6.b. resign or cease to be a financial Service Member or Life Member;

16.6.c. are absent from three (3) consecutive general meetings of the Board without having obtained prior written consent;

16.6.d. die, become bankrupt, mentally incapacitated or otherwise incapable of acting;

16.6.e. are found guilty of Misconduct or are no longer eligible to hold the office of Director under this Constitution; or

16.6.f. are removed from the office of Director by a majority resolution of State Congress.

- 16.7. To hold office as a Director, a person must not:
- 16.7.a. be an employee of RSL NSW;
 - 16.7.b. be bankrupt, insolvent or have ever been convicted of an indictable offence;
 - 16.7.c. have been previously removed as a Director under any RSL Constitution; or
 - 16.7.d. have been disqualified by any means from managing a corporation under the Corporations Act, suspended, removed or disqualified as a responsible person under the ACNC Act, fined, convicted, or found by the Minister not to be a fit and proper person under the Charitable Fundraising Act.
- 16.8. The Board will appoint the Independent Director from a shortlist of candidates compiled by a committee of the Board. The District Council Presidents will be notified of the appointment(s) forthwith.
- 16.9. To hold office as an Independent Director, a person must not:
- 16.9.a. be an RSL Member or a member of any RSL Branch or Body within Australia;
 - 16.9.b. have been an RSL NSW Member, or a member of any RSL body in another state or a member of RSL National at any time in the five (5) years preceding an appointment;
 - 16.9.c. be an employee of RSL NSW;
 - 16.9.d. be bankrupt, insolvent or have ever been convicted of an indictable offence;
 - 16.9.e. have been previously removed as a Director under any RSL Constitution; or
 - 16.9.f. have been disqualified by any means from managing a corporation under the Corporations Act, suspended, removed or disqualified as a responsible person under the ACNC Act, fined, convicted, or found by the Minister not to be a fit and proper person under the Charitable Fundraising Act.
- 16.10. Any appointment of an Independent Director must be ratified by the District Council Presidents at a meeting of the District Council Presidents following any such appointment(s). A meeting must be held within thirty (30) days of the District Council Presidents being advised of the candidate appointed. The District Council Presidents may hold the meetings by using any technology (such as video or teleconferencing) that has previously been agreed to by all the District Council Presidents.
- 16.11. An Independent Director will hold office, from the date of appointment which is agreed in writing with the Board, until the earlier of:
- 16.11.a. the expiration of the fixed term for which they are appointed or re-appointed (which must not be longer than three (3) years);
 - 16.11.b. their death, incapacity or them becoming of unsound mind;
 - 16.11.c. their resignation as an Independent Director;
 - 16.11.d. the Independent Director ceasing to fulfil the criteria to hold office;
 - 16.11.e. a notification from the District Council Presidents refusing to ratify their appointment;
 - 16.11.f. their removal as a Director under this Constitution; or

- 16.11.g. **their having been disqualified by any means under the Corporations Act from managing a corporation, or having been suspended, removed or disqualified as a responsible person under the ACNC Act, fined, convicted, or found by the Minister not to be a fit and proper person under the Charitable Fundraising Act.**
- 16.12. Notwithstanding the By-Laws, the Board also has the power at any time to appoint any other Service member, Life Member or person as the case may be as a Director or Independent Director and must fill a casual vacancy within ninety (90) days of the vacancy occurring, except that:
 - 16.12.a. the total number of Directors must not at any time exceed the maximum number, ten (10), for the time being fixed by or under this Constitution; and
 - 16.12.b. if the vacancy arises in relation to a Director representing an Area under clause 16.3.c., the person so appointed must be a Service Member or Life Member who is a member of a sub-Branch in that Area.
 - 16.12.c. A Service member, Life Member or person so appointed to fill the casual vacancy shall, subject to this Constitution, hold office until the expiry of the term of the Director whom they are replacing.
- 16.13. A Director who wishes to resign from the Board, will provide thirty (30) days written notice to the State Secretary of their intention to resign prior to next State Congress.
- 16.14. A notice of resignation provided in accordance with this Constitution cannot be revoked.

17. AUTHORITY, POWERS AND DUTIES OF THE BOARD

- 17.1. Subject to this Constitution, the law, any Standing Policy and any directions of State Congress, the Board has the following authority and powers to:
 - 17.1.a. Direct and control the operation of RSL NSW;
 - 17.1.b. carry out any power, or exercise any authority, of RSL NSW under this Constitution, in order to further the aims and objects of RSL NSW;
 - 17.1.c. delegate any of its powers, but not this power of delegation, with any terms or conditions required, to the State Secretary, Company Secretary, District Council or Committees, as required from time to time, and to revoke any such delegation;
 - 17.1.d. appoint, engage, discharge or suspend any Officers or employees as required and determine the terms of employment, engagement or remuneration of such Officers or employees;
 - 17.1.e. direct and control all sub-Branches and Subsidiaries on questions of public policy;
 - 17.1.f. approve any proposed amendments (either in full or subject to further amendments) to the by-laws of a sub-Branch, District Council or Subsidiary;
 - 17.1.g. approve the establishment of a Subsidiary or other association by a sub-Branch and, in the case of a Subsidiary, issue the Subsidiary a Charter in accordance with this Constitution;
 - 17.1.h. provide awards to any person or body who or which has given outstanding service to RSL NSW; and

- 17.1.i. take disciplinary action against any sub-Branch, Subsidiary, Officer or Member, in accordance with this Constitution.
- 17.2. A disqualification, defect or vacancy in appointment of any Director, or resolution of State Congress, will not invalidate any otherwise valid act of the Board.
- 17.3. The Board may, at any time and for any reason, direct a sub-Branch or Subsidiary (including any of their Members or Officers) to provide to the Board, or as directed by the Board, any accounts, money, books, statutory registers, property owned by RSL NSW or other documents required to be kept under this Constitution or at law, of the sub-Branch or Subsidiary (“**The Board Direction**”).
- 17.4. The Board may make the Board Direction in writing and may require the satisfaction of the Board Direction within a reasonable specified time frame.
- 17.5. Any sub-Branch or Subsidiary that fails to comply with the Board Direction will be in default of its obligations under this Constitution and the Board may take disciplinary action against the sub-Branch or Subsidiary in accordance with this Constitution.
- 17.6. The Board may require each Member excluding Life Members, Honorary Members or Honorary Life Members, to pay The Board a levy, not exceeding \$1.00, to further the aims and objects of RSL NSW.
- 17.7. The Board may only increase the annual subscriptions, payable by Members, with the prior consent of State Congress.
- 17.8. The Board must meet at least once every two (2) months of a financial year and may meet more frequently as required. The Board must notify the Directors/Independent Director of its scheduled meeting dates for the following financial year before 30 June of the current financial year.
- 17.9. Any meeting of the Board must be conducted in accordance with this Constitution, By-Laws and Regulations.
- 17.10. The Board must, before 31 December each year, determine the Capitation Fees payable by each sub-Branch to RSL NSW for the following calendar year. Each sub-Branch must pay the Capitation Fees due and payable to RSL NSW in accordance with the By-Laws.
- 17.11. The Board must appoint one or more Directors as RSL NSW Delegates as required from time to time. The RSL NSW Delegates will attend, and vote at, National Congress on behalf of RSL NSW.
- 17.12. The Board may revoke the appointment of any Director as an RSL NSW Delegate by written notice provided to the RSL NSW Delegate. A purported revocation of appointment of an RSL NSW Delegate will not be effective until a copy of the written notification is lodged with the State Secretary.
- 17.13. An act of, or exercise of a vote by, an RSL NSW Delegate will not be invalidated by the purported revocation of the appointment of the RSL NSW Delegate, if the notice of such revocation has not been lodged with the State Secretary.
- 17.14. The Charitable status of RSL NSW will not be changed without approval of a motion to do so by Delegates at an Annual Congress or Extraordinary Congress.
- 17.15. The quorum for any meeting of the Board will be six (6).
- 17.16. The Directors may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the Directors.
- 17.17. The Directors’ agreement may be a standing (ongoing) one.

- 17.18. A Director may only withdraw their consent within a reasonable period before the meeting.
- 17.19. A resolution must be passed by a majority of the votes cast by Directors present and entitled to vote on the resolution.
- 17.20. The Directors may pass a circular resolution without a meeting being held.
- 17.21. A circular resolution is passed if all the Directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clauses 17.22. or 17.23.
- 17.22. Each Director may sign:
- 17.22.a. a single document setting out the resolution and containing a statement that they agree to the resolution; or
 - 17.22.b. separate copies of that document, as long as the wording of the resolution is the same in each copy.
- 17.23. RSL NSW may send a circular resolution by email to the Directors and the Directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.
- 17.24. A circular resolution is passed when the last Director signs or otherwise agrees to the resolution in the manner set out in clauses 17.22. or 17.23.
- 17.25. The Board may establish one or more committees to which it may delegate any of its functions or to provide advice and recommendations to the Board on specified matters. The Board may, with respect to any committee:
- 17.25.a. specify in writing from time to time the terms of reference and functions of the committee;
 - 17.25.b. appoint such persons as they consider appropriate to the committee (including, if thought fit, one or more Directors, and remove any such person from the committee at any time by written notice;
 - 17.25.c. specify the period and conditions (including as to remuneration, if any) of any such appointment to the committee; and
 - 17.25.d. terminate the committee at any time.
- 17.26. Except as provided in a direction of the Board, the meetings and proceedings of a committee must be governed by the provisions of this Constitution, in so far as they are applicable, as if meetings and proceedings of the committee are meetings and proceedings of the Board.

18. STATE EXECUTIVE

- 18.1. State Executive consists of the following persons:
- 18.1.a. Board Chairman;
 - 18.1.b. State Treasurer;

- 18.1.c. Deputy Chairman: and
- 18.1.d. One other Director as elected by the Board.

18.2. The Board will elect a Deputy Chairman from the seven (7) Directors defined in Clause 16.3.c.

- 18.3. A Director who is not part of the State Executive may attend a meeting of State Executive and has the right to address State Executive, but not to vote, on any matter arising at the State Executive meeting.
- 18.4. State Executive is under the control and direction of the Board and State Congress.
- 18.5. State Executive must meet at least once every two (2) calendar months of a financial year and may meet more frequently, as required. Meetings of State Executive must be held on alternate calendar months to the meetings of the Board.
- 18.6. A direction from the Board or State Congress or the disqualification, defect or vacancy in appointment of any member of State Executive will not affect an act of State Executive which is otherwise valid.
- 18.7. State Executive has the powers and authority granted to it under this Constitution or as delegated to it by the Board. State Executive may delegate its powers, but not this power of delegation, to State Secretary, District Council or a Committee on such terms and conditions as required, from time to time, and may revoke any such delegation of its powers.

19. STATE SECRETARY AND CHIEF EXECUTIVE OFFICER

- 19.1. The State Secretary must be a Service Member or Life Member, unless there is no Service Member or Life Member who is both qualified and willing to be appointed as State Secretary.
- 19.2. The State Secretary will be appointed by the Board for such term, at such remuneration and upon such conditions as the Board deems necessary.
- 19.3. The Board shall have power to suspend or remove the State Secretary.
- 19.4. State Executive may suspend the State Secretary, subject to ratification by the Board within twenty one (21) days of the purported suspension. Where the Chairman purports to suspend the State Secretary on behalf of State Executive, the suspension will automatically terminate unless the suspension is ratified by State Executive within three (3) days of the purported suspension or the Chairman has received the prior consent of State Executive to suspend the State Secretary.
- 19.5. The Board or State Executive may vest in the State Secretary such powers, duties and authorities as it may from time to time determine and the State Secretary shall exercise all such powers and authorities, subject at all times to any direction of the Board.
- 19.6. State Secretary shall attend where possible all meetings of the Board and all State Congresses and may be heard on any matter but will not have the right to vote.
- 19.7. The office of State Secretary will be located at the State Offices.
- 19.8. State Secretary, or in his absence the Assistant State Secretary, will be the RSL NSW Returning Officer.
- 19.9. State Secretary, together with two (2) Directors, may attest any instrument executed under the Common Seal of RSL NSW pursuant to the By-Laws.

- 19.10. The Board may appoint a person, other than a Director, to the position of CEO, to act as Chief Executive Officer of RSL NSW for the period and on the terms (including as to remuneration) as the Board sees fit.
- 19.11. The Board may, upon terms and conditions and with any restrictions they see fit, confer on the CEO any of the powers that the Board can exercise except its power of delegation.
- 19.12. The Board may at any time revoke or vary an appointment of, or any of the powers conferred on, the CEO.
- 19.13. If the CEO becomes incapable of acting in that capacity the Board may appoint any other person to act temporarily as CEO until such time as the position can be permanently filled.
- 19.14. The CEO need not be a Member.
- 19.15. The CEO shall attend where possible all meetings of the Board and all State Congresses and may be heard on any matter but will not have the right to vote.

20. INCOME OF RSL NSW

- 20.1. The income and property of RSL NSW, must be applied solely towards the aims and objects of RSL NSW in accordance with this Constitution. No income or property of RSL NSW may be paid or transferred either directly, or indirectly, to any Member subject to the payment in good faith of:
 - 20.1.a. reasonable and proper remuneration of any Officers or employees of RSL NSW or of any person, other than a Director, in return for any services actually provided to RSL NSW;
 - 20.1.b. interest at a standard commercial rate, on any money borrowed by RSL NSW;
 - 20.1.c. payment of fair and reasonable rent for any premises leased to, or used by RSL NSW; or
 - 20.1.d. reasonable expenses incurred by Members or Officers on behalf of RSL NSW.

21. INDEMNITY BY RSL NSW

21.1. In this clause:

21.1.a. 'to the relevant extent' means:

- 21.1.a.i. to the extent that RSL NSW or a sub-Branch is not precluded by law from doing so;
- 21.1.a.ii. to the extent that it is not a liability owed to RSL NSW, a sub-Branch or a related body corporate;
- 21.1.a.iii. to the extent that it is a liability that is owed to someone other than RSL NSW, a sub-Branch or a related body corporate and did not arise out of conduct in good faith; and
- 21.1.a.iv. for the amount that a relevant officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy);

- 21.1.b. 'RSL Documents' includes a register, any other record of information, financial reports or financial records, however compiled, recorded or stored and any document; and
- 21.1.c. 'related body corporate' has the meaning given to that term in the Corporations Act;
- 21.1.d. 'relevant officer' means:
 - 21.1.d.i. in relation to RSL NSW, each Director of RSL NSW, the State Secretary and the CEO; and
 - 21.1.d.ii. in relation to a sub-Branch, each member of the sub-Branch executive and each sub-Branch Trustee of the particular sub-Branch.
- 21.2. RSL NSW indemnifies each relevant officer out of the assets of RSL NSW, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of RSL NSW.
- 21.3. Each sub-Branch may, by majority resolution of its members, agree to indemnify each relevant officer of its respective sub-Branch out of the assets of the sub-Branch, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as a relevant officer of the sub-Branch.
- 21.4. RSL NSW, a sub-Branch or a related body corporate, must not indemnify a relevant officer against legal costs incurred in defending an action for liability incurred as a relevant officer if the costs are incurred:
 - 21.4.a. in defending or resisting proceedings in which the relevant officer is found to have a liability for which they could not be indemnified under clause 21.1.; and
 - 21.4.b. in defending or resisting criminal proceedings in which the relevant officer is found guilty.
- 21.5. The indemnity is a continuing obligation and is enforceable by a relevant officer even though that person is no longer a relevant officer of RSL NSW or a sub-Branch.
- 21.6. To the extent permitted by law, and if the Board, or the executive of a sub-Branch considers it appropriate and resolves to do so, RSL NSW or a sub-Branch may pay or agree to pay a premium for a contract insuring a person who is, or has been, a relevant officer of RSL NSW or their respective sub-Branch against any liability incurred by the person as a relevant officer of RSL NSW or the sub-Branch.
- 21.7. A Director has a right of access to the financial reports or financial records, however compiled, recorded or stored, of RSL NSW at all reasonable times, including:
 - 21.7.a. invoices, receipts, orders for the payment of money, bills of exchange; and
 - 21.7.b. documents of prime cheques, promissory notes and vouchers entry; and
 - 21.7.c. working papers and other documents needed to explain:
 - 21.7.c.i. the methods by which financial statements are made up; and
 - 21.7.c.ii. adjustments to be made in preparing financial statements.
- 21.8. RSL NSW must give a Director or former Director access to the RSL Documents at all reasonable times for the purpose of a legal proceeding:
 - 21.8.a. to which the Director is a party;

21.8.b. that the Director in good faith proposes to bring; and

21.8.c. that the Director has reason to believe will be brought against them.

21.9. A person authorised to inspect RSL Documents under clause 21.7. for the purposes of a legal proceeding may make copies of the RSL Documents for the purposes of those proceedings.

21.10. The right to inspect RSL Documents continues for a period of seven (7) years after the person ceases to be an officer.

SECTION F: STATE CONGRESS

22. STATE CONGRESS

22.1. The annual meeting of RSL NSW will be known as State Congress. It will include an Annual General Meeting.

22.2. State Congress must be held in accordance with this Constitution and conducted in accordance with the Standing Orders and procedures of business set out in the By-Laws and Regulations.

22.3. State Congress must be held annually at the time, date and location as previously determined by State Congress or Extraordinary State Congress. At every State Congress the Board Chairman will be appointed as the meeting Chairman. If the Board Chairman is unwilling or unable to act, the Deputy Chairman will be appointed as meeting Chairman. If the Deputy Chairman is unwilling or unable to act, a Director will be appointed as meeting Chairman. If a Director is unwilling or unable to act, a State Congress Delegate present in person at State Congress will be appointed as meeting Chairman.

22.4. State Congress may consider and pass a resolution on any matter relating to the welfare of any sub-Branch, Subsidiary or Member that conforms with the aims and objects of RSL NSW.

22.5. The agenda of State Congress will consist of all motions submitted by the Board, District Councils and sub-Branches in accordance with this Constitution. The Board must provide each District Council and sub-Branch with at least eight (8) weeks notice of the closing date for submission of motions. The agenda for the next State Congress must be sent to all District Councils and sub-Branches at least six (6) weeks before State Congress.

22.6. 25% of the total number of State Congress Delegates eligible to attend and vote at State Congress for a particular financial year, present in person will form a quorum for State Congress or Extraordinary State Congress.

22.7. State Congress will be formed by:

22.7.a. The Board;

22.7.b. State Congress Delegates elected by each District Council and sub-Branch at a general meeting of the District Council or sub-Branch. Each District Council and/or sub-Branch may also elect an alternate delegate.

22.8. A District Council or sub-Branch may, by providing written notice to the State Secretary at least one (1) day before a scheduled State Congress, replace a State Congress Delegate or alternate delegate appointed by the District Council or sub-Branch where State Congress Delegate or alternate delegate is unable to attend State Congress.

22.9. The Board shall convene an Extraordinary State Congress:

- 22.9.a. whenever deemed fit; or
 - 22.9.b. upon receipt by the State Secretary of a written request signed by at least seventy five (75) sub-Branches stating the object of the extraordinary State Congress. Each sub-Branch may sign a counterpart of the written request for an extraordinary State Congress ("**State Congress Direction**").
- 22.10. An extraordinary State Congress convened in accordance with a State Congress Direction, will only be convened for the purposes specified in the State Congress Direction.
- 22.11. The Board must provide each sub-Branch with at least thirty (30) days written notice stating the time, date, location and purpose of an extraordinary State Congress. Such written notice must be sent by post to each sub-Branch and displayed at the State Offices.
- 22.12. If the Board fails to convene an extraordinary State Congress within thirty (30) days of receipt of a State Congress Direction, the sub-Branches who signed the State Congress Direction may convene an extraordinary State Congress to be held within three (3) calendar months from the date of the Request and must provide notice of the extraordinary State Congress to the Board, all District Councils and all other sub-Branches in accordance with this clause.

SECTION G: DISTRICT COUNCIL

23. DISTRICT COUNCILS OF SUB-BRANCHES

- 23.1. In each District, the Board may establish a District Council of the sub-Branches in that District. Each District Council will be under the control and direction of the Board and must report to the Board on the conduct of its affairs as required by the Board from time to time.
- 23.2. Each District Council must act, at all times, in accordance with this Constitution.
- 23.3. Each District Council will consist of two (2) District Council Delegates from each sub-Branch within the District elected in accordance with this Constitution.
- 23.4. The objects of each District Council will be to further the aims and objects of RSL NSW through:
- 23.4.a. providing support and encouragement to the sub-Branches and Subsidiaries in the District and encouraging participation by the sub-Branches and Subsidiaries in District events and meetings;
 - 23.4.b. engaging the community within the District and enhancing the standing of RSL NSW within the local community;
 - 23.4.c. acting as a means of communication between sub-Branches and the Board/State Executive;
 - 23.4.d. the promotion of any matter which promotes the welfare of citizens in the District, or generally, provided such matter is non-political and non-sectarian;
 - 23.4.e. encouraging its sub-Branches and their associated Subsidiaries to support the Welfare and Benevolent Institution;
 - 23.4.f. establishing clubs for sport and recreation, libraries and such other associations for promotion of the welfare of its members and their Dependents; and

- 23.4.g. the establishment of sub-Committees of the District Council to promote membership of RSL NSW and the advancement of sub-Branches and RSL NSW generally.
- 23.5. A District Council may join any body which is not under the control of RSL NSW, provided that the District Council will immediately disassociate itself from such body following a direction from the Board.
- 23.6. Excluding the sub-Branches in the Metropolitan Districts, groups of sub-Branches within a District may appoint delegates to form a sub-District Council to promote within the District a better understanding among members of the aims and objects of RSL NSW and to assist each sub-Branch within the District in increasing their membership (as required).
- 23.7. A sub-District Council established under this Constitution will only include delegates from the sub-Branches within the District and will not be entitled to representation at District Council.
- 23.8. For the purpose of this clause Intra Mural sub-Branches shall constitute a District.

24. DISTRICT COUNCIL DELEGATES

- 24.1. Each sub-Branch must elect two (2) District Council Delegates and two (2) alternate delegates at the annual general meeting of the sub-Branch. The District Council Delegates will assume office immediately. District Council Delegates and alternate delegates must be financial members of the sub-Branch.
- 24.2. The District Council Delegates will attend District Council and may vote on any matter on behalf of their sub-Branch.
- 24.3. An alternate delegate of a sub-Branch may only attend, and vote at, District Council if a District Council Delegate from that sub-Branch is unwilling or unable to attend.
- 24.4. A District Council Delegate who is elected at a general meeting of the sub-Branch to fill a casual vacancy, will assume office on the date of such general meeting.

25. DISTRICT COUNCIL MEETINGS

- 25.1. District Council meetings must be conducted in accordance with the By-Laws and Regulations.
- 25.2. Metropolitan District Councils must meet within the Metropolitan District at least once every three (3) months. All other District Councils must meet within their District at least once every six (6) months.

26. DISTRICT COUNCIL EXECUTIVE

- 26.1. Each District Council will, at each third annual general meeting of the District Council, elect from the District Council Delegates of financially associated sub-Branches in that District, an Executive consisting of:

- 26.1.a. a District Council President;
 - 26.1.b. one or more District Council Vice-President(s);
 - 26.1.c. either a District Council Secretary, a District Council Secretary (who is also appointed as the District Council Treasurer) or a District Council Secretary and a District Council Treasurer; and
 - 26.1.d. any other District Council Officers deemed necessary to properly conduct the affairs of the District Council.
- 26.2. The elections of a District Council Executive must be conducted by secret ballot with nominations from the floor.
- 26.3. The role of each member of the District Council Executive is set out in the By-Laws and Regulations.
- 26.4. If a District Council President, District Council Secretary or District Council Treasurer (if a separate District Council Treasurer has been appointed) ceases to be a District Council Delegate (other than due to a deemed automatic vacation of office under clause 26.8 below) during the term of their appointment, then District Council may elect to either:
- 26.4.a. replace the District Council President, District Council Secretary or District Council Treasurer (if a separate District Council Treasurer has been appointed) at a special meeting of District Council convened for that purpose; or
 - 26.4.b. allow the District Council President, District Council Secretary or District Council Treasurer (if a separate District Council Treasurer has been appointed) to continue in the position until the next election with no right to vote.
- 26.5. Each District Council must at the annual general meetings of the District Council either:
- 26.5.a. elect two (2) honorary auditors; or
 - 26.5.b. appoint an auditor who is a suitably qualified accountant and who is a member of the Institute of Chartered Accountants in Australia, CPA Australia or the National Institute of Accountants, to inspect the accounts, books, vouchers and securities of District Council and report to the next annual general meeting.
- 26.6. Any vacancy in the office of District Council President, District Council Vice- President, District Council Secretary, District Council Treasurer or other District Council Officer must be filled by a resolution of the District Council passed by the majority of District Council Delegates present and voting at the meeting.
- 26.7. Casual vacancies of District Council Delegates or alternate delegates will be filled by resolution of the relevant sub-Branch, passed by a majority of sub-Branch members present and voting at the next general meeting of the sub-Branch.
- 26.8. A District Council Delegate will automatically be deemed to have vacated office if they:
- 26.8.a. resign;
 - 26.8.b. are absent from three (3) consecutive general meetings of their District Council without having obtained prior written consent;
 - 26.8.c. die, become bankrupt, mentally incapacitated or otherwise incapable of acting;
 - 26.8.d. are found guilty of Misconduct or are no longer eligible to hold the office of District Council Delegate under this Constitution; or

26.8.e. are removed from the office of District Council Delegate by a majority resolution of State Congress, the Board or District Council.

27. DISTRICT COUNCIL POWERS

27.1. Each District Council will have the power to carry out the aims and objects of RSL NSW within their own area and may:

- 27.1.a. carry out any powers of the Board which the Board has, by written notice, delegated to District Council;
- 27.1.b. escalate matters concerning a sub-Branch or its members in their District for review and further action by the Board or State Branch Tribunal;
- 27.1.c. formulate motions on topical or urgent matters presented by District Council Delegates on behalf of a sub-Branch (including any amendments to this Constitution proposed by a sub-Branch);
- 27.1.d. formulate motions on matters that may arise out of a report from the Board/State Executive;
- 27.1.e. formulate motions on matters that may arise out of a report in "Reveille";
- 27.1.f. formulate motions on matters concerning amendments to this Constitution;
- 27.1.g. submit any motions to be passed by the Board or State Executive to the Board or State Executive, as the case may be; and
- 27.1.h. move any motion formulated in accordance with this clause at State Congress, provided that:
- 27.1.i. District Council may only hear and resolve on matters affecting a sub-Branch within its District upon a written request signed by the sub-Branch President and sub-Branch Secretary; and
- 27.1.j. any motion of District Council must be raised at State Congress for ratification and further action.

27.2. The Board may confer additional powers on a District Council as required or may delegate any of its powers to a District Council, on such terms as required, from time to time.

27.3. A District Council may propose amendments to the by-laws of that District Council by submitting the proposed amendments to the Board for approval in accordance with this Constitution.

27.4. A District Council must not associate, attend or take part in any sectarian or political gathering or meeting. This clause does not apply to any RSL NSW or RSL National functions.

28. DISTRICT COUNCIL ACCOUNTS

28.1. Each District Council must maintain accounts of all money received and expended by the District Council in accordance with the By-Laws and Regulations. Subject to this clause, all money received by the District Council Secretary, District Council Treasurer or other authorised District Council Officer must be paid directly into the bank account of the District Council.

- 28.2. Each District Council must open a trust account and must immediately deposit in the trust account, any money or funds in any way received by the District Council (other than money or funds received for administrative purposes which can be placed in their general account) or which has been donated or bequeathed to the District Council for a special purpose ("**Trust Funds**").
- 28.3. A District Council may use any money or funds other than Trust Funds to:
- 28.3.a. pay any administrative expenses of the District Council;
 - 28.3.b. subject to receipt of the prior written consent of the Board, donate such money or funds to a charitable appeal or organisation;
 - 28.3.c. meet the costs of any award of Life Membership to a Service Member; or
 - 28.3.d. invest such money or funds in any way which District Council resolves to further the aims and objects of RSL NSW.
- 28.4. The payment by District Council of any outstanding amounts owed by the District Council which have been paid in good faith and for a proper purpose must be ratified by the District Council at a general meeting.
- 28.5. Each District Council Secretary must forward to the State Secretary by 31 March each year:
- 28.5.a. DC 1, DC 2 and DC 3 for the District Council; and
 - 28.5.b. a list of the sub-Branches in the District which have not paid their affiliation fees to District Council.
- 28.6. District Council must, before 31 December each year, determine and notify each sub-Branch in their District of the affiliation fees payable by each sub-Branch. Each sub-Branch must pay their affiliation fees to District Council before the annual general meeting of District Council for that year.
- 28.7. District Council must pay an affiliation fee of \$35.00 to RSL NSW before 31 March each year.

29. DISTRICT COUNCIL TERMINATION

- 29.1. A District Council may resolve, by special resolution of all District Council Delegates of the District Council, to terminate the District Council.
- 29.2. If any District Council is terminated, all of its documents, records, books, statutory registers and accounts must be forwarded to the State Secretary to be held by the State Secretary for and on behalf of the sub-Branches in the District.
- 29.3. Following termination of a District Council, all powers vested in the District Council will no longer be binding on the sub-Branches within the District.

SECTION H: SUB-BRANCHES

30. FORMATION OF A SUB-BRANCH

- 30.1. RSL NSW may establish a sub-Branch by issuing the sub-Branch a Charter in accordance with this Constitution. RSL NSW will have jurisdiction over the affairs of all sub-Branches.
- 30.2. The provisional committee of a proposed sub-Branch, formed in accordance with the By-Laws, must apply to the Board to issue a Charter to the sub-Branch.
- 30.3. The Charter issued by the Board must state:
 - 30.3.a. the name of the sub-Branch which will be as close as possible to the name of the District or area in which the sub-Branch is to be established;
 - 30.3.b. the boundaries of the sub-Branch within the District or area; and
 - 30.3.c. to which District Council the sub-Branch will belong.
- 30.4. Each sub-Branch:
 - 30.4.a. will be bound by, and must comply with, this Constitution;
 - 30.4.b. must promote the aims and objects of RSL NSW; and
 - 30.4.c. must comply with all lawful directions given to it by RSL NSW.
- 30.5. The Board may review the boundaries of a sub-Branch and the location of the meetings of the sub-Branch and the sub-Branch Committee. Subject to consultation with a representative of the sub-Branch Committee, the Board may resolve to alter the boundaries within which a sub-Branch may act and meet.

31. SUB-BRANCH OFFICERS

- 31.1. Each sub-Branch must, at each third annual general meeting of the sub-Branch, elect a sub-Branch Executive in accordance with the By-Laws.
- 31.2. A sub-Branch Committee will consist of the sub-Branch Executive and such other members as the sub-Branch elects at a general meeting of the sub-Branch.
- 31.3. The sub-Branch Executive may exercise all of the powers of the sub-Branch and may act on behalf of the sub-Branch.
- 31.4. All acts carried out by the sub-Branch Executive, on behalf of the sub-Branch, in good faith and for a proper purpose, must be ratified by the sub-Branch at the next general meeting of the sub-Branch.
- 31.5. Any member of the sub-Branch Committee or sub-Branch Executive may retire from office by giving written notice to the sub-Branch President or the sub-Branch Secretary. Such resignation shall take immediate effect, unless otherwise stated.
- 31.6. A Member who is found guilty of any Misconduct or who was a sub-Branch Officer or Subsidiary Officer of a sub-Branch or Subsidiary at the time that sub-Branch or Subsidiary was found guilty of Misconduct may not hold office in a sub-Branch.
- 31.7. A member of a sub-Branch Committee or sub-Branch Executive will be automatically deemed to have vacated office if they:
 - 31.7.a. Resign or cease to be a financial Member;

- 31.7.b. are absent from three consecutive general meetings of sub-Branch Committee or sub-Branch Executive without having obtained prior written consent;
 - 31.7.c. die, become bankrupt, mentally incapacitated or otherwise incapable of acting;
 - 31.7.d. are found guilty of Misconduct or are no longer eligible to be a member of a sub-Branch Committee or sub-Branch Executive; or
 - 31.7.e. cease to be a member of the sub-Branch.
- 31.8. A disqualification, defect or vacancy in appointment of any member of a sub-Branch Committee or sub-Branch Executive will not invalidate any otherwise valid act of the sub-Branch Committee or sub-Branch Executive. The casual vacancy of any member of a sub-Branch Committee or sub-Branch Executive must be filled at the next general meeting of the sub-Branch in accordance with this Constitution.

32. SUB-BRANCH MANAGEMENT AND MEETINGS

- 32.1. Subject to this Constitution and any direction of the Board, the sub-Branch Committee will be responsible for the management of the operations of the sub-Branch.
- 32.2. Each sub-Branch is required to hold a quarterly general meeting, but may hold monthly general meetings if required.
- 32.3. All meetings held by a sub-Branch must be conducted in accordance with the By-Laws and Regulations.
- 32.4. A sub-Branch must not associate, attend or take part in any sectarian or political gathering or meeting. This clause does not apply to any RSL NSW or RSL National functions.
- 32.5. The President of a sub-Branch may refuse to hear any issue or matter which the President reasonably believes is sectarian or political in nature.
- 32.6. A member of a sub-Branch may request that the Board review the decision of the sub-Branch President made under clause 32.5 above.

33. POWERS OF SUB-BRANCH

- 33.1. A sub-Branch may propose amendments to the by-laws of that sub-Branch by submitting the proposed amendments to the Board for approval in accordance with this Constitution.
- 33.2. A sub-Branch has the power to join with other sub-Branches or Subsidiaries in matters of local public interest for promotion of the aims and objects of RSL NSW. The Board may, at any time, direct a sub-Branch to cease such association. Any costs incurred by the sub-Branch as a result of such association must be approved by the members of the sub-Branch at a general meeting.
- 33.3. A sub-Branch may propose to establish a Subsidiary or other club for sport, recreation, literary, musical or debating activities and may appoint sub-Committees for promotion and advancement of interest of Members, other returned ex-service personnel and their Dependants. The establishment of a Subsidiary or other association must be approved by the Board in accordance with this Constitution.

33.4. A sub-Branch may establish a Chapter, in accordance with the By-Laws, in a neighbouring area that does not have a sub-Branch, in order to further the aims and objects of RSL NSW.

34. AMALGAMATION OF SUB-BRANCHES

34.1. Subject to the law and the prior written consent of the Board, a sub-Branch may by special resolution at a general meeting of the sub-Branch, resolve:

34.1.a. to amalgamate with another sub-Branch and form a new amalgamated sub-Branch; and

34.1.b. that the property of the sub-Branch immediately become the property of the amalgamated sub-Branch.

34.2. Immediately following the resolution to amalgamate:

34.2.a. the Charter issued to each sub-Branch will be deemed to have been revoked by RSL NSW;

34.2.b. RSL NSW will issue a new Charter to the amalgamated sub-Branch; and

34.2.c. each member of a former sub-Branch will cease membership of that sub-Branch and will become a member of the amalgamated sub-Branch.

35. SUB-BRANCH TRUSTEES

35.1. Appointment of sub-Branch Trustees

35.1.a. Each sub-Branch must appoint and at all times have either:

35.1.a.i. three (3) Members;

35.1.a.ii. RSL Custodian (as sole or joint trustee); or

35.1.a.iii. a combination of (i) and (ii) above, as trustees of the sub-Branch.

35.1.b. A Member appointed as a sub-Branch Trustee will continue to be trustee of the sub-Branch until their death, resignation, transfer to another sub-Branch, mental incapacity, bankruptcy, removal from office, expulsion or suspension of Membership or cessation from Membership.

35.1.c. A sub-Branch Trustee must not, directly or indirectly, receive any commission, remuneration or profit from their role as sub-Branch Trustee.

35.1.d. If a sub-Branch is at any time, not in compliance with this clause 35, it must resolve to appoint the required trustees, at the next general meeting of the sub-Branch, or if required due to length of time before the next scheduled general meeting, at an extraordinary general meeting of the sub-Branch. The sub-Branch President may effect the appointment of the new sub-Branch Trustee(s) in accordance with this Constitution and the law.

35.1.e. A sub-Branch may, at a general meeting of the sub-Branch nominate RSL Custodian as a trustee or as the sole sub-Branch Trustee in respect to specific property of the sub-Branch.

35.1.f. Sub-Branch Trustees will have the right to attend meetings of the sub-Branch Committee and to speak on issues affecting their trusteeship only. A sub-Branch Trustee will not have

a right to vote, in their capacity as trustee at any sub-Branch Committee meetings and their attendance will not form part of any required quorum. The appointment of a Member as a sub-Branch Trustee will not otherwise affect their rights and obligations as a Member.

35.2. Removal of sub-Branch Trustees

- 35.2.a. A sub-Branch Trustee may at any time be removed as sub-Branch Trustee, by resolution of the sub-Branch at an extraordinary general meeting of the sub-Branch.
- 35.2.b. A sub-Branch Trustee will be deemed to have resigned as sub-Branch Trustee at the end of a calendar year, if the sub-Branch Trustee fails to attend at least three (3) general meetings of the sub-Branch within that calendar year.
- 35.2.c. The Board may remove a sub-Branch Trustee immediately upon the suspension, expulsion, dissolution or cessation of the sub-Branch.

35.3. Obligations of a trustee

Each sub-Branch Trustee must keep detailed records of all transactions relating to any property of the sub-Branch under their control. Each sub-Branch Trustee must submit the accounts together with all title documents, securities, mortgage or charges to the sub-Branch President, sub-Branch Auditors or other sub-Branch Officer as required from time to time.

35.4. Dealings with sub-Branch property

This clause also applies to any other sub-Branch Officer who holds sub-Branch property on trust for the sub-Branch.

- 35.4.a. The sub-Branch Trustees hold all property of the sub-Branch on trust for the sub-Branch and, subject to the law and this Constitution, are authorised to take, maintain or defend any legal action necessary to protect the sub-Branch property.
- 35.4.b. Immediately upon ceasing to be a sub-Branch Trustee, the sub-Branch Trustee must transfer all property of the sub-Branch and hand over any documents of title, accounts, books or records held by the sub-Branch Trustee to the remaining or incoming sub-Branch Trustee(s) (as applicable), or to RSL NSW if the sub-Branch has been terminated.
- 35.4.c. Each sub-Branch Trustee must, in respect of all property that they hold on trust for the sub-Branch, make a declaration of trust in respect to such property ("**Declaration**").
- 35.4.d. The sub-Branch Trustees making a Declaration must, if the declaration relates to:
 - 35.4.d.i. land or interest in land under the Torrens Title system, file the Declaration with the Registrar-General pursuant of section 82 of *Real Property Act 1900* (NSW); and
 - 35.4.d.ii. other land or interests in other land, file the Declaration with the General Registry of Deeds.
- 35.4.e. Trustees shall not re-declare trusts which have been filed or registered in accordance with this clause 35.4.
- 35.4.f. The transfer of property of a sub-Branch from sub-Branch Trustees who are Members to RSL Custodian must be in accordance with the By-Laws and/or Regulations.
- 35.4.g. Subject to this clause 35, a sub-Branch Trustee must not:
 - 35.4.g.i. deal with any sub-Branch property or interest in any sub-Branch property; or

- 35.4.g.ii. acquire any new property or interest in property on behalf of sub-Branch, without having obtained the prior written consent of the Board.
- 35.4.h. Subject to clause 35.4.g. above, each sub-Branch Trustee may sell, dispose, alienate, gift, lease, mortgage, charge, create a security interest over or otherwise deal with any sub-Branch property held by the Trustee.
- 35.4.i. Clause 35.4.g. will not apply to dealings in sub-Branch property which has a market value of less than \$5,000.
- 35.4.j. The sub-Branch Trustees must not without the prior written consent of the Board:
 - 35.4.j.i. make a donation or gift of \$5,000 or more and may not make donations or gifts totalling \$50,000 or more in any one calendar year;
 - 35.4.j.ii. incur an expense of \$20,000 or more on any single item, activity or event and may not incur expenses totalling \$50,000 or more in any one calendar year; and
 - 35.4.j.iii. lend to any person or body or invest money totalling \$5,000 or more in any one calendar year (except in investments authorised by the terms of any trust deed relating to such money or by the *Trustees Act 1925* (NSW) as amended from time to time).
- 35.4.k. Where the Board has provided written consent to an investment exceeding the sum of \$5,000 in accordance with clause 35.4.j. above, the sum may be reinvested with the same investee without further consent being obtained.
- 35.4.l. The sub-Branch Trustees must ensure that the sub-Branch receives reasonable rent or other fees in respect to any sub-Branch property which is used by any third party, unless otherwise approved by the Board.
- 35.4.m. The sub-Branch Trustees may, provided that they have received the prior written consent of the Board, guarantee, indemnify or act as surety for the payment of moneys or performance of contractual obligations (whether of pecuniary nature or not) of any person or body.

35.5. Liability of sub-Branch Trustees

Any sub-Branch Trustee or other sub-Branch Officer, who is in breach of this clause 35 will be liable for the loss suffered by the sub-Branch and may be sued by RSL NSW on behalf of the sub-Branch for any loss or damage suffered or incurred by the sub-Branch.

36. ***SUB-BRANCH ACCOUNTS***

- 36.1. Each sub-Branch must maintain accounts of all money received and expended by the sub-Branch and of all assets and liabilities of the sub-Branch, including any mortgages, charges or securities affecting its property in accordance with the By-Laws and Regulations.
- 36.2. Each sub-Branch must open a trust account and must immediately deposit in the trust account, any money or funds in any way received by the sub-Branch (other than money or funds received for administrative purposes which can be placed in their general account) or which has been donated or bequeathed to the sub-Branch for a special purpose ("**Trust Funds**").
- 36.3. A sub-Branch may use any money or funds other than Trust Funds to:
 - 36.3.a. pay any administrative expenses of the sub-Branch;

- 36.3.b. subject to receipt of the prior written consent of the Board, donate such money or funds to a charitable appeal or organisation;
 - 36.3.c. meet the costs of any award of Life Membership to a Service Member; or
 - 36.3.d. invest such money or funds in any way which the sub-Branch resolves to further the aims and objects of RSL NSW.
- 36.4. All money, other than Trust Funds, received by the sub-Branch Secretary, sub-Branch Treasurer or other authorised sub-Branch Officer must be paid directly into the bank account of the sub-Branch.
- 36.5. The payment by sub-Branch of any outstanding amounts owed by the sub-Branch which have been paid in good faith and for a proper purpose must be ratified by the sub-Branch at a general meeting.
- 36.6. A sub-Branch must not incur any debt for services or goods unless the sub-Branch Secretary, or other sub-Branch Officer authorised in writing by the sub-Branch Committee, has provided written authorisation to incur the debt.
- 36.7. A sub-Branch must, upon receipt of a written request from the Board, produce for inspection all accounts, books, statutory registers, records and any other documents required to be kept by the sub-Branch under this Constitution or at law.

37. SUB-BRANCH AUDITORS AND AUDIT

- 37.1. Subject to clause 37.2., a sub-Branch must at the annual general meetings of the sub-Branch either:
- 37.1.a. elect two (2) honorary auditors; or
 - 37.1.b. appoint an auditor who is a suitably qualified accountant and who is a member of the Institute of Chartered Accountants in Australia, CPA Australia or the National Institute of Accountants, to inspect the accounts, books, vouchers and securities of the sub-Branch and verify them against the statement of financial position.
- 37.2. Where a sub-Branch has more than two hundred (200) members and/or the sub-Branch has assets or liabilities exceeding \$250,000, the auditor of the sub-Branch must be a suitably qualified accountant and who is a member of the Institute of Chartered Accountants in Australia, CPA Australia or the National Institute of Accountants.
- 37.3. The auditor of a sub-Branch must be given unqualified access at all times to the books, accounts, receipts and vouchers of the sub-Branch.
- 37.4. A sub-Branch Officer may not be appointed as the auditor of the sub-Branch.

38. SUB-BRANCH ANNUAL RETURNS

- 38.1. Each sub-Branch must, and will be in default of its obligations if it does not, by 31 March each year:
- 38.1.a. lodge with RSL NSW: SBA1, SBA2 and SBA3;
 - 38.1.b. ensure that any Subsidiary associated with the sub-Branch, has forwarded an audited copy of its annual financial statements to the sub-Branch in accordance with the By-Laws;

38.1.c. pay all Capitation Fees due to RSL NSW; and

38.1.d. pay all affiliation fees due to the District Council of the sub-Branch.

38.2. The State Secretary must provide written notice to a sub-Branch in default under clause 38.1., requesting the sub-Branch to comply with its obligations under clause 38.1. within twenty eight (28) days of the date of the notice.

38.3. If a sub-Branch fails to comply with the notice provided under clause 38.2. above, the sub-Branch will remain in default under clause 38.1 and will be denied the right to:

38.3.a. have a District Council Delegate attend meetings of its District Council; and

38.3.b. have a representative attend State Congress,

and all privileges of the sub-Branch will be revoked until it has complied with its obligations under clause 38.1. and RSL NSW may take action against the sub-Branch in accordance with this Constitution, including terminating the sub-Branch and revoking its Charter.

39. SUB-BRANCH TERMINATION

39.1. A sub-Branch may resolve, by special resolution of all members of the sub-Branch:

39.1.a. to terminate and to return its Charter to RSL NSW; or

39.1.b. to terminate its operation as a sub-Branch, to return its Charter to RSL NSW and to apply to RSL NSW to be issued with a new Charter which will allow the terminating sub-Branch to operate as a Chapter within its current boundaries.

39.2. If any sub-Branch is terminated, its assets will, following payment of all its debts and liabilities and subject to the law, vest in RSL NSW. RSL NSW may if the sub-Branch seeks to become a Chapter, transfer the assets to the parent sub-Branch of the Chapter or hold the assets on trust for the operation of the Chapter.

39.3. Upon termination of a sub-Branch all sub-Branch Officers will be deemed to have vacated office and all members of the sub-Branch will be moved to the Unattached List of Members in accordance with the By-Laws.

SECTION I: SUBSIDIARIES

40. SUBSIDIARIES

40.1. RSL NSW may establish a Subsidiary, or may approve the establishment of a Subsidiary by a sub-Branch, by issuing the Subsidiary a Charter in accordance with this Constitution. RSL NSW will have jurisdiction over the affairs of all Subsidiaries.

40.2. Each Subsidiary will:

40.2.a. be bound by and must act in accordance with this Constitution;

40.2.b. promote the aims and objects of RSL NSW; and

40.2.c. comply with such lawful directions as are given to it from time to time by RSL NSW.

40.3. The Executive and/or Committee (to the extent required) of any Subsidiary established by the Board will be appointed by the Board, or failing an appointment by the Board, elected from the members of that Subsidiary by following the procedure for election of a sub-Branch Executive and Committee as set out in the By-Laws.

40.4. Two or more Subsidiaries may amalgamate by following the procedure for amalgamation of sub-Branches set out in this Constitution, with the necessary changes being made.

40.5. Each Subsidiary must comply with the requirements of a sub-Branch in respect to the maintenance of accounts and dealings with money received and expended by the Subsidiary, as set out in this Constitution, with the necessary changes being made.

41. INCORPORATION OF SUBSIDIARIES

41.1. An unincorporated Subsidiary may be Incorporated, subject to the receipt of the prior written consent of the Board.

41.2. The Board may withhold its consent to the Incorporation of a Subsidiary for any reason.

41.3. The Board may only provide its consent for the Incorporation of a Subsidiary where the Subsidiary has adopted the model rules for a Subsidiary published by the Board from time to time ("**Model Rules**"). The Model Rules may be amended by the Board from time to time, but must always provide that a Subsidiary:

41.3.a. may not amend the Model Rules without the consent of the Board; and

41.3.b. may not secede from RSL NSW.

SECTION J: DISPUTE RESOLUTION

42. DISPUTE RESOLUTION

42.1. If a dispute (which, for the avoidance of doubt, does not include disciplinary action taken against a sub-Branch, Subsidiary or Member under this Constitution) arises between any Member or Body under the control of, or governed by RSL NSW ("**RSL NSW Body**") and another Member or RSL NSW Body, the dispute must be resolved in accordance with the By-Laws and Regulations.

42.2. If a dispute arises between any Member or RSL NSW Body and any other third party, the Member or RSL NSW Body must use its best endeavours to resolve the dispute in accordance with the By-Laws and Regulations.

42.3. If a third party makes a complaint to RSL NSW against any Member or RSL NSW Body, RSL NSW must use its best endeavours to hear and resolve the complaint in accordance with the By-Laws and Regulations.

SECTION K: GENERAL

43. DISSOLUTION

- 43.1. If, upon the winding up or dissolution of RSL NSW, there remains any property, following satisfaction of all of RSL NSW's debts and liabilities, RSL NSW will not make any payment or distribution of such property amongst its members or former members, but will transfer any remaining property to another body which has similar aims and objects to the aims and objects of RSL NSW and whose constituent documents prohibit the distribution of its income and property amongst its members, as approved by the Board, or determined by the Supreme Court of New South Wales.
- 43.2. In the event RSL NSW is wound up or dissolved, any sub-Branch or Subsidiary will come under the control and jurisdiction of RSL National.
- 43.3. If, upon the winding up or dissolution of a sub-Branch or Subsidiary, there remains any property, following satisfaction of all of its debts and liabilities, the sub-Branch or Subsidiary will not make any payment or distribution of such property amongst its members or former members, but will transfer any remaining property to RSL NSW.

44. PREVAILING CLAUSES

- 44.1. If any clause in this Constitution conflicts with any term in any By-Law, Regulation, Standing Policy, guideline, manual or any other document produced by RSL NSW the terms of this Constitution will prevail.
- 44.2. If there is any conflict between any term of any By-Law, Regulation, Standing Policy, guideline, manual or any other document produced by RSL NSW or any RSL NSW Body, other than this Constitution, the terms of the following will prevail in the following order:
- 44.2.a. By-Laws;
 - 44.2.b. Regulations;
 - 44.2.c. Standing Policy;
 - 44.2.d. guidelines and manuals; and
 - 44.2.e. other documentation produced by RSL NSW.

45. ACCOUNTABILITY OF THE BOARD

NOTE: The provisions of this Clause joins Board members in their capacity as Directors of RSL NSW, and all State sub-Branched to the chain of accountability and responsibility for corporate governance and conduct as parties bound by this Constitution, By-laws and any policy, Standing

Order or legislation that may apply from time to time, as the case may be. It establishes the Chairman of RSL NSW, as being the person to whom all sub-Branches through their sub- Branch Presidents, are answerable and line accountable.

45.1. Parties Bound

Under the provisions of this Constitution, a person who is elected as a Director/Independent Director of RSL NSW, or State Executive, shall be deemed to be a party contractually bound to comply with the provisions of this Constitution and any By-laws and Policy that may be in force from time to time, as the case may be.

45.2. Sub-Branches Bound

- 45.2.a. Sub-Branches are by virtue of their Charter granted by RSL NSW, parties bound by the provisions and governance requirements as specified in this Constitution, the By-laws and any Policies in force.
- 45.2.b. The provisions of the **ACNC Act** and the **Corporations Act 2001** (Cth) bind all RSL NSW Board members, State Executive members and Sub-Branches to this Constitution, in respect of their duties as Directors to the extent these Acts apply.

46. AUDITOR

46.1. Auditor to be appointed by the Board

- 46.1.a. A properly qualified auditor or auditors will be appointed by the Board in accordance with the Act and the remuneration of such auditor or auditors shall be fixed by the Board.
- 46.1.b. The auditor's duties will be regulated in accordance with the Act, or if no relevant provisions exist under the Act, in accordance with generally accepted principles, or any applicable code of conduct.

46.2. Auditor to examine the accounts of RSL NSW

The accounts of RSL NSW including the profit and loss accounts and balance sheet must be examined by the auditor or auditors at least once in every year to be available for the Annual Congress.

46.3. Auditor's right to attend meetings

- 46.3.a. The auditor (if any) is entitled to attend any general meeting and to be heard by the Board Members on any part of the business of the meeting that concerns the auditor in the capacity of auditor.
- 46.3.b. The Board must give the auditor (if any) any communications relating to the general meeting that a member of the Board is entitled to receive.

47. INTERPRETATION

47.1. In this Constitution, unless the context otherwise requires:

- 47.1.a. Words importing the singular include the plural and vice versa;

- 47.1.b. Words importing a gender include any gender;
 - 47.1.c. Where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of a word or phrase defined in this Constitution have a corresponding meaning; and
 - 47.1.d. Where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of a word or phrase defined in this Constitution have a corresponding meaning.
- 47.2. A reference to:
- 47.2.a. A person is a reference to a natural person;
 - 47.2.b. A Chairman, Director, Independent Director, Company Secretary, State Secretary, President, Vice-President, Treasurer, Secretary or CEO means the person holding the office of Chairman, Director, Independent Director, Company Secretary, State Secretary, President, Vice President, Treasurer, Secretary, CEO of RSL National or RSL NSW, a District Council, a sub-Branch or Subsidiary as the case may be;
 - 47.2.c. An Officer means a Director of the RSL NSW Board, Company Secretary, State Secretary, a President, Treasurer or Secretary of a District Council, a sub-Branch or Subsidiary as the case may be;
 - 47.2.d. A statute, regulation, proclamation, ordinance or by-law includes all statutes, regulations, proclamations, ordinances or by-laws amending, consolidating or replacing it and a reference to a statute includes all regulations, proclamations, ordinances and by-laws issued under that statute;
 - 47.2.e. A document (including this Constitution) includes all amendments or supplements to, or replacements or novations of, that document;
 - 47.2.f. “including”, “for example” or “such as” when introducing an example, does not limit the meaning of the words to which the example relates to that example or examples of a similar kind;
 - 47.2.g. “law” includes legislation, the rules of the general law, including common law and equity, and any judgment order or decree, declaration or ruling of a court of competent jurisdiction or governmental agency binding on a person or the assets of that person; and
 - 47.2.h. “body” includes any company, trust, partnership, joint venture, association, corporation or other body corporate and any government agency.

SECTION L: PROBITY AND INTEGRITY

48. PRESERVATION AND DISPOSAL OF RECORDS ETC.

48.1. The Directors of RSL NSW shall be bound by the provisions of section 1101C of the **Corporations Law** in respect of the preservation and disposal of the State Branch's records; viz

48.2. Registers

A person who is required by a provision of this Clause to keep a register in relation to a business carried on by the person must preserve it for seven (7) years after the day on which the last entry was made in the register.

Note: Failure to comply with this subsection is an offence under the **Corporations Law** vide subsection 1311(1).

48.3. Financial records

A person who is required by a provision of this Clause to keep any financial record in relation to a business carried on by the person must preserve it for seven (7) years after the transactions covered by the record are completed.

Note: Failure to comply with this subsection is an offence under the **Corporations Law** vide subsection 1311(1).

48.4. Other records

A person who is required by a provision of this Clause or the regulations to keep any other record must preserve it for seven (7) years after the day on which the last entry was made in the record.

Note: Failure to comply with this subsection is an offence under the **Corporations Law** vide subsection 1311(1).

48.5. Exceptions

Registers and records must be preserved in accordance with this section (even if the person stops carrying on the business to which they relate during the period for which they must be preserved), unless:

48.5.a. the regulations provide that those documents, or a class to which they belong, need not be preserved; and

48.5.b. any conditions specified in or under those regulations have been complied with.

Note: A defendant bears an evidential burden in relation to the matters in this Clause 48 vide subsection 13.3(3) of the *Criminal Code*.

48.6. Keeping of Records

The provisions of section 55.5 of the **ACNC Act** binds RSL NSW as a registered entity including its Directors, State Branch Executive and all sub-Branches, to the keeping of records in a manner consistent with the ACNC Act.

49. DUTIES AND RESPONSIBILITIES.

Duties of Directors

NOTE: The obligations on Directors/Independent Director of RSL NSW include a fiduciary duty to act with due care and diligence, being well informed on the subject matter, and exercising good faith and without being influenced by extraneous considerations. Where Directors fail to exercise the appropriate level of due care in the discharge and execution of their fiduciary duty, it is possible a Court could find them accountable either individually or jointly. It follows that, Directors must exercise due care in discharging their responsibilities in the daily governance of RSL NSW, as prescribed in ACNC Governance Standard 5 and ACNC Model Constitution Clause 47 and which now forms this Clause.

49.1. A Director of RSL NSW owes a fiduciary duty :

49.1.a. to act with reasonable care and diligence;

49.1.b. to act honestly and fairly in the best interests of RSL NSW and for its charitable purposes;

49.1.c. not to misuse their position or information they gain as a responsible person;

49.1.d. to disclose conflicts of interest;

49.1.e. to ensure that the financial affairs of RSL NSW are managed responsibly, and

49.1.f. not to allow RSL NSW to operate while it is insolvent.

49.2. A Director who without reasonable or lawful excuse, breaches his or her fiduciary duties, commits misconduct and shall be liable to disciplinary action or criminal action, or both.

49.3. In this Clause, the term **“Director”** applies equally to all office bearers in all RSL NSW sub-Branches and to any other governing or administrative body RSL NSW creates.

50. CONFLICT OF INTEREST

50.1. Interpretation

In this Clause, the term **“Director”** applies equally to all office bearers in all RSL NSW sub-Branches and to any other governing or administrative body RSL NSW creates. This Clause must also be read in conjunction with s.12 of the *RSL NSW Act (2018)* – **Disclosure of Pecuniary Interests by Directors.**

In this Clause, the term **“conflict of interest”** which shall apply to this Constitution is defined as: **“A situation where a person has a personal interest in a matter the subject of a decision or duty of that person”.**

50.1.a. A Director must disclose the nature and extent of any actual or perceived material or pecuniary conflict of interest in a matter that is being considered at a meeting of Directors (or that is proposed in a circular resolution);

50.1.b. to the other Directors; or

50.1.c. if all of the Directors have the same conflict of interest, to the members at the next general meeting, or at an earlier time if reasonable to do so.

Example: Where a Director, the State Branch President, sub-Branch President or any person acting in those capacities, has an involvement in any major RSL or RSL-sponsored veterans’ activity such as the Invictus Games, or any other activity involving sponsorship or a contractual arrangement to provide services to RSL NSW or a sub-Branch of RSL NSW.

50.2. Declaring Conflicts of Interest at Meetings

- 50.2.a. The Chairman (State President) must call for declarations of any conflict of interest immediately after the meeting is declared open.
- 50.2.b. Any disclosure of a conflict of interest by a Director must be notified at that time and must be recorded in the minutes of the meeting.
- 50.2.c. A Director must take all reasonable steps to avoid a conflict of interest, be it real or perceived.
- 50.2.d. Each Director who has a material personal interest in a matter that is being considered at a meeting of Directors (or that is proposed in a circular resolution) must not, except as provided:
 - 50.2.d.i. be present at the meeting while the matter is being discussed, or
 - 50.2.d.ii. vote on the matter
- 50.2.e. A Director may still be present and vote if:
 - 50.2.e.i. their interest arises because they are a member of the company, and the other members have the same interest;
 - 50.2.e.ii. their interest relates to an insurance contract that insures, or would insure, the Director against liabilities that the Director incurs as a Director of the company;
 - 50.2.e.iii. their interest relates to a payment by the company under **Clause 21** (Indemnity), or any contract relating to an indemnity that is allowed under the ACNC Act (s.180.35) or Corporations Act (s.132);
 - 50.2.e.iv. the ACNC or Australian Securities and Investments Commission (ASIC) makes an order allowing the Director to vote on the matter, or
 - 50.2.e.v. the Directors who do not have a material personal interest in the matter pass a resolution that identifies the Director, the nature and extent of the Director's interest in the matter and how it relates to the affairs of the company, and
 - 50.2.e.vi. says that those Directors are satisfied that the interest should not stop the Director from voting or being present.

50.3. Failure to Disclose a Conflict of Interest

Where a Director or any other person referred to in this Clause fails to disclose a pecuniary interest in a contract before the Board, that Director or Committee or sub-committee Member is liable to RSL NSW for any profit made directly or indirectly, and any damage or loss suffered by RSL NSW as a result of that failure to disclose.

50.4. Exceptions to Disclosure of Interest

The provisions of this Clause do not apply in circumstances where a Board member, Committee member or sub-Committee member is an employee of RSL NSW.

50.5. Failure to avoid conflict of interest

A Director who without lawful or reasonable excuse, fails to declare or avoid a conflict of interest real, perceived, or the mere appearance thereof, commits a breach of this **Clause 50** and shall be liable to disciplinary action.

50.6. Register of declared conflicts of interest

The Chief Executive Officer or State Secretary must maintain a register of declared conflicts of interest.

51. **PRIVACY**

51.1. RSL NSW and all sub-Branches are subject to the provisions of the **Privacy Act 1988** (Cth).

52. **ACT AND CLAUSES PREVAIL**

52.1. In this Clause a reference to the Act means a reference to the **ACNC Act 2012**.

52.2. Where an inconsistency between the Act and these Clauses exists, the Act shall apply only to the extent that the inconsistency exists.

52.3. Where an inconsistency between these Clauses and the By-laws exists, the Clauses shall apply only to the extent that the inconsistency exists.

52.4. Where these Clauses or the By-laws are silent on any matter, the Act shall apply.

52.5. In determining whether an inconsistency exists or not, the provisions of the **Charitable Fundraising Act 1991 (NSW)**, must also be taken into consideration.

53. **DEFINITIONS**

In this Constitution unless the contrary intention appears;

“Act” means the **RSL NSW Act 2018 No 48 (NSW)**.

“ACNC” means the Australian Charities and Not-for-profits Commission.

“ACNC Act” means the **Australian Charities and Not-for-profits Commission Act 2012 (Cth)**.

“Affiliate Member” means a person that has been admitted as an Affiliate Member of RSL NSW in accordance with this Constitution & By-Laws.

“Allies/Allied Forces” means a foreign military power or member of a foreign military power who is, or was, allied with Australia or who was working with the Australian Defence Force in a conflict, an area of operations or a peacekeeping mission (other than as a military training exercise).

“Annual Subscription” means the annual subscription fee paid by a Service Member or Affiliate Member to either a sub-Branch or directly to RSL NSW in accordance with this Constitution.

“Armed Forces” means the armed forces, military power or armed services of any place or country.

“Assistant State Secretary” means the person (preferably a Service Member or Life Member) appointed by the Board as assistant secretary of RSL NSW in accordance with this Constitution.

“Auditor” has the same meaning as in Clause 46.

“Australian Constitution” means the Constitution of the Commonwealth of Australia.

“Australian Defence Force” (ADF) means any:

- (a) Australian armed service;
- (b) body under the control of the Royal Australian Navy, Australian Army or Royal Australian Air Force;
- (c) organisation under the control of the Commonwealth Government Department of Defence; or
- (d) an Australian military force raised, in time of war, or for a specified period.

“Australian Defence Force Cadets” means any:

- (a) cadets under the control of the Royal Australian Navy, Australian Army or Royal Australian Air Force;
or,
- (b) cadet organisation under the control of the Commonwealth Government Department of Defence.

“Badge” means the badge of RSL NSW or RSL National, depicting the membership of each member, in accordance with the National Constitution or this Constitution.

“Board” means a board of directors or representatives of a body controlled by RSL NSW.

“Board Chairman” means the Service Member or Life Member elected as president of RSL NSW in accordance with this Constitution.

“Board of Enquiry” means a board of enquiry of RSL NSW established by the Board in accordance with this Constitution.

“Board Member” means a person appointed by RSL NSW to a Board.

“Branch” means a state or territory branch of the RSL National established in each Australian state and the Australian Capital Territory in accordance with the National Constitution.

“By-Laws” means the by-laws of RSL NSW made in accordance with this Constitution.

“Capitation Fee” means the portion of the Annual Subscription paid to RSL NSW on behalf of each Service Member and Affiliate Member as a capitation fee in accordance with this Constitution.

“Central Council of RSL Auxiliaries” means the Central Council formed in order to co-ordinate and administer the affairs of RSL Auxiliaries.

“Chapter” means a chapter of RSL NSW formed in accordance with, and governed by, this Constitution.

“Charitable Fundraising Act” means the NSW Charitable Fundraising Act 1991 No 69.

“Charter” means a charter issued by RSL NSW declaring the powers and objects of a sub-Branch or Subsidiary as amended by the Board from time to time.

"Chief Executive Officer" or CEO means the person appointed to that position under clause 19.10.

"Committee" means a committee of RSL NSW, a sub-Branch or a Subsidiary.

"Commonwealth" means the voluntary association of independent countries formed in accordance with the London Declaration of 1949 with the British Monarch as its head.

"Congressional Election" means the election of the Board held every three (3) years.

"Constitution" means this constitution and includes the By-Laws, Regulations and Standing Policy.

"Corporations Act" means the *Corporations Act 2001* (Cth).

"Crown" means the British Monarch as the head of state of the Commonwealth of Australia.

"Day Club" means a club formed in accordance with, and governed by, this Constitution.

"D.C.1" means in respect to a District Council, the audited statement of comprehensive income of the District Council, signed by the District Council President, District Council Secretary, District Council Treasurer and District Council Auditor(s).

"D.C.2" means in respect to a District Council, the audited statement of financial position of the District Council, signed by the District Council President, District Council Secretary, District Council Treasurer and District Council Auditor(s).

"D.C.3" means in respect to a District Council, the names and addresses of the District Council Executive elected at an annual general meeting of the District Council.

"Dependant" means a partner or child of a current or former member of the Australian Defence Force or a person who held that relationship with such current or former member at the time of their death.

"Director" means the Service Member or Life Member elected (or in the case of a casual vacancy, appointed by the Board) as a Director of RSL NSW and where the context is appropriate includes an "Independent Director" in accordance with this Constitution.

"District" means the districts of New South Wales defined by the Board from time to time.

"District Council" means the District Council of the sub-Branches of each District, formed in accordance with this Constitution.

"District Council Delegate" means the representatives elected or appointed by each sub-Branch to attend District Council meetings, in accordance with this Constitution.

"District Council Executive" means the District Council President, one or two District Council Vice Presidents, and either a District Council Secretary, a District Council Secretary (who is also appointed as District Council Treasurer) or a District Council Secretary and a District Council Treasurer.

"District Council President" means the President of District Council of sub-Branches of each District, elected in accordance with this Constitution.

"Honorary Life Member" means a person who has been admitted as an honorary life member of RSL National in accordance with the National Constitution.

"Honorary Member" means a person who has been admitted as an honorary member of RSL National in accordance with the National Constitution.

"Incorporation" means:

- (a) in relation to a company, the registration of the company under the Corporations Act; and
- (b) in relation to any other body, the body's incorporation by or under a law (other than the Corporations Act).

"Indictable Offence" means an indictable offence as listed in the Criminal Procedure Act 1986 (NSW).

"Independent Director" means a person appointed to that position by the Board in accordance with the RSL NSW Act 2018 and in accordance with this constitution.

"Intra Mural sub-Branch" means a sub-Branch with no geographically defined area.

"Life Member" means a Service Member who has been admitted as a life member of RSL National in accordance with the National Constitution.

"**May**" refers to something that is discretionary.

"Member" means a person admitted as a Member of RSL NSW or as a National Member,.

"Metropolitan District" means the district defined by the Board from time to time.

"Miscellaneous List of Members" means the miscellaneous list of members maintained by the Board in accordance with the By-Laws and Regulations.

"**Misconduct**" means any circumstance where a Director/Independent Director or any RSL NSW member however prescribed, without reasonable or lawful excuse, commits a breach of this Constitution, the By-laws or any Policies in force at the time the misconduct was committed;

"**Must**" has the same meaning as "**shall**". Both terms are interchangeable

"National Congress" means a general meeting of RSL National.

"National Constitution" means the constitution, by-laws and Standing Policy of RSL National, which governs the operations of RSL National as adopted by National Congress and amended from time to time.

"**National Executive**" means pursuant to the National Constitution, the national leadership of the League as represented by the National President, National Vice President, CEO, National Treasurer and National Solicitor.

"National Member" means a person or Branch admitted as a member of RSL National, in any class of membership, in accordance with the National Constitution.

"National Officer" means the person holding the office of National Secretary, National Solicitor, National Treasurer, National Defence Advisor and National Veterans' Affairs Advisor in accordance with the National Constitution.

"National Tribunal" means the tribunal of RSL National established to hear and determine appeals from State Branch Tribunal and other disciplinary matters in accordance with the National Constitution.

"Northern New South Wales District" means the district defined by the Board from time to time.

"Primary sub-Branch" means the sub-Branch to which an RSL NSW Member's voting rights attach in circumstances where that member is attached to more than one sub-Branch.

"Regulations" means the manuals provided by the Board to standardise the procedures, practices and conventions of RSL National in NSW.

"Reveille" means the official publication of RSL NSW.

"RSL Auxiliary" means an auxiliary of members formed in accordance with, and governed by, this Constitution for welfare purposes and to raise funds for RSL Welfare & Benevolent Institution.

"RSL Custodian" means RSL Custodian Pty Ltd (ACN 003 041 610).

"RSL National" means the Returned and Services League of Australia Limited (ABN 63 008 488 097).

"RSL NSW" means the Returned and Services League of Australia (New South Wales Branch) incorporated in accordance with the Act. (ABN 78 368 138 161)

"RSL NSW Delegate" means the delegates from RSL NSW who attend National Congress or other RSL National conferences being:

- (a) the Board Chairman;
- (b) if the Board Chairman cannot attend, a Director appointed by the the Board; or
- (c) where the presence of two or more representatives of RSL NSW are required, the Board Chairman and one or more Directors duly appointed by the Board.

"S.B.A.1" means in respect to a sub-Branch, the audited statement of comprehensive income of the sub-Branch, signed by the sub-Branch President, sub-Branch Secretary, sub-Branch Treasurer and sub-Branch Auditor(s).

"S.B.A.2" means in respect to a sub-Branch, the audited statement of financial position of the sub-Branch, signed by the sub-Branch President, sub-Branch Secretary, sub-Branch Treasurer and sub-Branch Auditor(s).

"S.B.A.3" means in respect to a sub-Branch, the names and addresses of the sub-Branch Executive and sub-Branch Trustees..

"Service Decoration" means any order, medal, badge, clasp, bar or other insignia that has been conferred upon a person for valour, distinguished conduct or service, long service, good conduct, devotion to duty, efficiency or participation in a theatre of conflict.

"Service Member" means a person who has been admitted as a Service Member of RSL NSW in accordance with this Constitution.

"**Should**" refers to something that is strongly recommended and is considered to be best practice.

"Southern New South Wales District" means the district defined by the Board from time to time.

"Standing Order" means the standing orders for a meeting of a body of RSL NSW set out in the By-Laws.

"Standing Policy" means the standing policy of RSL NSW determined by State Congress from time to time.

"State" means the state of New South Wales.

"State Branch Tribunal" means the state branch tribunal of RSL NSW established to hear and determine disciplinary matters, in accordance with this Constitution.

"State Congress" means an annual general meeting or extraordinary general meeting of the Board and State Congress Delegates.

"State Congress Delegate" means the representative elected or appointed by each District Council and each sub-Branch to attend State Congress.

"State Executive" means the committee of Board Chairman, Deputy Chairman, State Treasurer and one other Director elected by the Board, constituted by and formed in accordance with this Constitution in order to conduct RSL NSW business.

"State Offices" means the registered offices of RSL NSW.

"State Secretary" means the person (a Service Member or Life Member) appointed as State Secretary of RSL NSW by the Board in accordance with this Constitution.

"State Treasurer" means the Director who chairs the Finance Committee of RSL NSW elected in accordance with this Constitution.

"Sub-Branch" means a sub-Branch of RSL NSW, formed by Charter, in accordance with, and governed by, this Constitution.

"Sub-Branch Executive" means the sub-Branch President, up to two (2) sub-Branch Vice Presidents, sub-Branch Treasurer and sub-Branch Secretary.

"Sub-Branch President" means the Service or Life Member of RSL NSW elected as sub-Branch President in accordance with this Constitution.

"Sub-Branch Trustee" means a Service Member or Life Member of a sub-Branch and/or RSL Custodian, appointed as a trustee of the property of the sub-Branch.

"Subsidiary" means a subsidiary body of RSL NSW and includes a District Council, Chapter, RSL Auxiliary, Youth Club, Day Club or other body formed to further the aims and objects of RSL NSW under this Constitution, which is under the control and direction of RSL NSW.

"Terms of Reference" means the subject, scope and objectives of a Board of Enquiry.

"The Board" means the governing body of RSL NSW.

"The President" means the person elected by the Service Members to be President and therefore the Chairman of the Board of RSL NSW.

"Unattached List of Members" means the list of members which are not attached to any sub-Branch (otherwise known as and referred to as the "ANZAC House list of members") maintained by the Board in accordance with the By-Laws and Regulations.

"Veteran" means a person who has served in the ADF for more than one day.

"Westminster System of Government" means a democratic parliamentary system of government modelled on the parliamentary system of the United Kingdom.

"Youth Council" means the Central Committee of RSL NSW formed in accordance with this Constitution to direct policy and co-ordinate activities of Youth Clubs.

"Youth Clubs" mean the Youth Clubs formed in accordance with, and governed by, this Constitution.