

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



**CONSTITUTION**

*"The Price of Liberty is Eternal Vigilance"*

ANZAC House  
245 Castlereagh Street  
SYDNEY NSW 2000  
ABN 78 368 138 161

**THE RETURNED AND SERVICES LEAGUE OF AUSTRALIA**

**(NEW SOUTH WALES BRANCH)**

**ACT NO. 39 OF NSW PARLIAMENT (AS AMENDED)**

**A BODY CORPORATE**

This is the Constitution, By-Laws, Regulations and Standing Policies of the Returned and Services League of Australia (New South Wales Branch), in force and effect following upon Annual State Congress, 25<sup>th</sup> May 2011.

## AMENDMENT RECORD

---

Amendment

Entered by

---

1/13 Dated 18/03/13

JAB

<b>TABLE OF CONTENTS</b>	<b>PAGE</b>
<i>SECTION A: RSL NSW AIMS, OBJECTS AND POWERS.....</i>	<i>1</i>
1. <b>AIMS AND OBJECTS .....</b>	<b>1</b>
2. <b>POWERS OF RSL NSW.....</b>	<b>2</b>
<i>SECTION B: MEMBERSHIP.....</i>	<i>3</i>
3. <b>MEMBERSHIP .....</b>	<b>3</b>
4. <b>SERVICE MEMBERS .....</b>	<b>4</b>
5. <b>NATIONAL MEMBERS .....</b>	<b>5</b>
6. <b>MEMBER LIABILITY .....</b>	<b>6</b>
7. <b>CESSATION AND SUSPENSION OF MEMBERSHIP .....</b>	<b>6</b>
8. <b>NATIONAL MEMBERS SUSPENSION FROM NATIONAL MEMBERSHIP .....</b>	<b>6</b>
<i>SECTION C: DISCIPLINARY.....</i>	<i>7</i>
9. <b>STATE BRANCH TRIBUNAL .....</b>	<b>7</b>
10. <b>DISCIPLINARY POWERS OF STATE COUNCIL .....</b>	<b>7</b>
11. <b>DISCIPLINARY POWERS OF SUB-BRANCH .....</b>	<b>9</b>
12. <b>THE NATIONAL TRIBUNAL .....</b>	<b>9</b>
13. <b>BOARDS OF ENQUIRY .....</b>	<b>9</b>

<i>SECTION D: CONSTITUTION</i> .....	11
<b>14. AMENDMENTS TO CONSTITUTION</b> .....	<b>11</b>
<i>SECTION E: RSL NSW</i> .....	12
<b>15. STATE COUNCIL</b> .....	<b>12</b>
<b>16. AUTHORITY, POWERS AND DUTIES OF STATE COUNCIL</b> .....	<b>13</b>
<b>17. STATE EXECUTIVE</b> .....	<b>14</b>
<b>18. STATE SECRETARY</b> .....	<b>15</b>
<b>19. INCOME OF RSL NSW</b> .....	<b>16</b>
<b>20. INDEMNITY BY RSL NSW</b> .....	<b>16</b>
<i>SECTION F: STATE CONGRESS</i> .....	16
<b>21. STATE CONGRESS</b> .....	<b>16</b>
<i>SECTION G: DISTRICT COUNCIL</i> .....	18
<b>22. DISTRICT COUNCILS OF SUB-BRANCHES</b> .....	<b>18</b>
<b>23. DISTRICT COUNCIL DELEGATES</b> .....	<b>19</b>
<b>24. DISTRICT COUNCIL MEETINGS</b> .....	<b>19</b>
<b>25. DISTRICT COUNCIL EXECUTIVE</b> .....	<b>19</b>
<b>26. DISTRICT COUNCIL POWERS</b> .....	<b>21</b>
<b>27. DISTRICT COUNCIL ACCOUNTS</b> .....	<b>22</b>
<b>28. DISTRICT COUNCIL TERMINATION</b> .....	<b>23</b>
<i>SECTION H: SUB-BRANCHES</i> .....	23
<b>29. FORMATION OF A SUB-BRANCH</b> .....	<b>23</b>
<b>30. SUB-BRANCH OFFICERS</b> .....	<b>24</b>
<b>31. SUB-BRANCH MANAGEMENT AND MEETINGS</b> .....	<b>24</b>
<b>32. POWERS OF SUB-BRANCH</b> .....	<b>25</b>
<b>33. AMALGAMATION OF SUB-BRANCHES</b> .....	<b>25</b>
<b>34. SUB-BRANCH TRUSTEES</b> .....	<b>26</b>

35.	<b>SUB-BRANCH ACCOUNTS .....</b>	<b>29</b>
36.	<b>SUB-BRANCH AUDITORS AND AUDIT .....</b>	<b>30</b>
37.	<b>SUB-BRANCH ANNUAL RETURNS .....</b>	<b>30</b>
38.	<b>SUB-BRANCH TERMINATION.....</b>	<b>31</b>
	<i>SECTION I: SUBSIDIARIES .....</i>	<i>31</i>
39.	<b>SUBSIDIARIES.....</b>	<b>31</b>
40.	<b>INCORPORATION OF SUBSIDIARIES.....</b>	<b>32</b>
	<i>SECTION J: DISPUTE RESOLUTION.....</i>	<i>32</i>
41.	<b>DISPUTE RESOLUTION.....</b>	<b>32</b>
	<i>SECTION K: GENERAL .....</i>	<i>32</i>
42.	<b>DISSOLUTION.....</b>	<b>32</b>
43.	<b>PREVAILING CLAUSES.....</b>	<b>33</b>
	<i>SECTION L: DEFINITIONS AND INTERPRETATION.....</i>	<i>33</i>
44.	<b>DEFINITIONS .....</b>	<b>33</b>
45.	<b>INTERPRETATION.....</b>	<b>39</b>

## **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 44 and the methods of interpretation set out in clause 45 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:
  - (a) objects similar to those of RSL NSW; and
  - (b) constituent documents which prohibit the distribution of its income and property amongst its members.
- 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 employ or engage suitably qualified legal and / or financial advisers and act in accordance with their advice;
- 2.10 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
- 2.11 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:
  - (a) Service Member in accordance with this Constitution; or
  - (b) National Member in accordance with this Constitution and the National Constitution; or
  - (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:
  - (a) to be bound by, and act in accordance with, the provisions of this Constitution; and
  - (b) 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 State Council 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:

- (a) a person who, for a period of not less than 6 months, has been a member of the Australian Defence Force;
- (b) a person who was a member of the Australian Defence Force for a period of less than 6 months due to the person being discharged for medical reasons or other reasons outside their control;
- (c) a person who was a member of the Armed Forces of:
  - (i) any country presently or formerly a member of the Commonwealth;
  - (ii) any country or place presently or formerly a Crown Colony of the United Kingdom; or
  - (iii) the United States of America.
- (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;
- (e) a person who is an Australian citizen and who:
  - (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
  - (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.
- (f) any person who is not otherwise eligible to be admitted as a Service Member but who:
  - (i) is an Australian Citizen and who for a period of not less than 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

- (ii) for a period of not less than 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.
  - (g) a person who is an Australian citizen and has served 10 continuous years as an “officer” or other rank instructor in the Australian Defence Force Cadets (this includes officers serving in the Australian Navy Cadets, Australian Army Cadets and Australian Air Force Cadets).
- 4.2 If State Council 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. NATIONAL MEMBERS**

---

- 5.1 The National Constitution will regulate National Members.
- 5.2 Life Members
  - (a) A Service Member may be admitted as a Life Member in accordance with the National Constitution.
  - (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.
  - (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.
- 5.3 Honorary Members and Honorary Life Members
  - (a) A person may be admitted as an Honorary Member in accordance with the National Constitution.
  - (b) A person, Service Member or Life Member may be admitted as an Honorary Life Member in accordance with the National Constitution.
  - (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.

## **6. MEMBER LIABILITY**

---

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

## **7. CESSATION AND SUSPENSION OF MEMBERSHIP**

---

- 7.1 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.
- 7.2 A person who has ceased, for any reason, to be a Member:
- (a) will cease to have any rights or privileges under this Constitution;
  - (b) will remain liable to pay any outstanding amounts they owe to the RSL NSW, sub-Branches or Subsidiaries at the date of cessation of their membership; and
  - (c) will return their Badge to the State Secretary.
- 7.3 A resignation submitted in accordance with this Constitution cannot be refused by RSL NSW or a sub-Branch.
- 7.4 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.
- 7.5 RSL NSW is not required to accept the application of any person to become a Member and State Council may terminate a Member's membership if it reasonably believes:
- (a) that the membership of that person is irreconcilable with the aims and objectives of RSL NSW as set out in this Constitution; or
  - (b) that the person is not a fit and proper person to be admitted as a Member.
- 7.6 A Member may be reprimanded, suspended or expelled in accordance with this Constitution.

## **8. NATIONAL MEMBERS SUSPENSION FROM NATIONAL MEMBERSHIP**

---

- 8.1 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.
- 8.2 A National Member to whom this clause applies, will return their Badge to the National Secretary.

## **SECTION C: DISCIPLINARY**

---

### **9. STATE BRANCH TRIBUNAL**

---

- 9.1 RSL NSW may establish a State Branch Tribunal which will have the power to:
- (a) discipline, reprimand, suspend or expel sub-Branches, Subsidiaries or Members;
  - (b) deal with complaints, disputes and grievances from sub-Branches, Subsidiaries or Members within the jurisdiction of RSL NSW;
  - (c) hear and determine appeals from sub-Branch or State Council disciplinary hearings; and
  - (d) carry out such other directions of State Executive from time to time, ancillary to these powers.
- 9.2 The members of the State Branch Tribunal will be appointed by State Council in accordance with the By-Laws.
- 9.3 The operations, conduct and meetings of the State Branch Tribunal will be in accordance with the By-Laws.
- 9.4 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.

### **10. DISCIPLINARY POWERS OF STATE COUNCIL**

---

- 10.1 If State Council reasonably believes that a sub-Branch or Subsidiary is guilty of Misconduct, State Council will provide written notice to the sub-Branch or Subsidiary, with a copy provided to the National Secretary, stating:
- (a) the Misconduct of which RSL NSW believes the sub-Branch or Subsidiary is guilty; and
  - (b) the period of time which the sub-Branch or Subsidiary has to remedy the Misconduct.
- 10.2 If a sub-Branch or Subsidiary fails to comply with the notice, State Council may resolve by special resolution of the State Councillors present and voting at the meeting, to:
- (a) take administrative action against the sub-Branch or Subsidiary in accordance with the By-Laws;
  - (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

- (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.

10.3 Immediately upon State Council passing a resolution under clause 10.2:

- (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 State President or other representative of State Council, 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
- (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 14 days of the notice.

10.4 State Council will, within 7 days of passing the resolution under clause 10.2, provide to the sub-Branch formal written notice of State Council'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.

10.5 A sub-Branch or Subsidiary may, within 28 days of receipt of the notice under clause 10.4, appeal to the State Branch Tribunal by notice in writing addressed to the State Secretary and lodged with State Council.

10.6 Any appeal provided under clause 10.5 will comply with the By-Laws applying to an appeal by a Member of a decision of sub-Branch (with the necessary changes to that By-Law).

10.7 Subject to clause 10.8 below, upon receipt of an appeal, provided in accordance with this clause 10, State Council may take no further action in enforcing its decision and State Council will forward to the State Branch Tribunal:

- (a) the appeal;
- (b) the minutes of meeting of State Council dealing with the sub-Branch or Subsidiary;
- (c) a copy of the notification provided under clause 10.4; and
- (d) all other documentation relating to the sub-Branch or Subsidiary.

- 10.8 If the State President or other representative of State Council has taken control of the affairs of a sub-Branch or Subsidiary in accordance with this clause, the State President or other representative of State Council 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.
- 10.9 If the sub-Branch or Subsidiary has not appealed the decision of State Council within 28 days of the notice under clause 10.4, and it is to retain its Charter and continue in existence, the State President 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 new sub-Branch Officers or Subsidiary Officers. A person who immediately held office prior to the disciplinary action being taken by State Council will not be eligible to be re-elected to office.

## **11. DISCIPLINARY POWERS OF SUB-BRANCH**

---

- 11.1 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.
- 11.2 A disciplinary hearing conducted by the sub-Branch Committee will be in accordance with the By-Laws.

## **12. THE NATIONAL TRIBUNAL**

---

- 12.1 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.
- 12.2 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.
- 12.3 Subject to the law, a decision of the National Tribunal will be final and binding upon RSL NSW, the sub-Branch, Subsidiary or Member.

## **13. BOARDS OF ENQUIRY**

---

- 13.1 State Council 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.
- 13.2 State Council will:
- (a) determine the Terms of Reference for;
  - (b) appoint the members of;
  - (c) appoint a member of the legal profession as the chairman of;

the Board of Enquiry.

- 13.3 The Board of Enquiry will be conducted in accordance with the directions of State Council.
- 13.4 State Council 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.
- 13.5 Any RSL NSW Officer or State Councillor 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.
- 13.6 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:
- (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);
  - (b) provide suggestions as to what evidence the Board of Enquiry should consider; and
  - (c) provide evidence to the Board of Enquiry before any other evidence is presented to the Board of Enquiry.
- 13.7 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:
- (a) be present during the taking of evidence;
  - (b) examine witnesses;
  - (c) provide evidence;
  - (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
  - (e) address the Board of Enquiry in their defence.
- 13.8 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.
- 13.9 The chairman of the Board of Enquiry will require each person appearing before the Board of Enquiry to declare to speak the truth.



- 13.10 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:
- (a) to pay the costs of the Board of Enquiry; or
  - (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***

---

### **14. AMENDMENTS TO CONSTITUTION**

---

- 14.1 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:
- (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
  - (b) direct State Council to make an Amendment to a By-Law or Regulation which State Council has previously refused to amend.
- 14.2 Subject to clause 14.1, State Council has the power to create or make Amendments to any By-Law or Regulation provided that at all times they are:
- (a) in accordance with this Constitution;
  - (b) not retrospective; and
  - (c) are not contrary to State Congress direction.
- 14.3 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 State Council in accordance with this Constitution, for review.
- 14.4 Where possible, this Constitution should be consistent with the National Constitution.

- 14.5 If National Congress or National Executive resolves to make an Amendment to any clause of the National Constitution ("**National Amendment**"), State Council 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.
- 14.6 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.
- 14.7 Any Amendment, to this Constitution under this clause, will be deemed to take effect immediately following the State Congress or State Council resolution (as relevant) approving the Amendment.

#### **SECTION E: RSL NSW**

---

### **15. STATE COUNCIL**

---

- 15.1 State Council consists of the following persons ("**State Councillors**") elected in accordance with this Constitution:
- (a) State President;
  - (b) State Treasurer;
  - (c) 6 representatives from the Metropolitan District, including the Vice President (Metropolitan)
  - (d) 3 representatives from the Southern New South Wales District including the Vice President (Southern NSW); and
  - (e) 3 representatives from the Northern New South Wales District including the Vice President (Northern NSW).
- 15.2 Each State Councillor will, subject to this Constitution, hold the office of State Councillor for a term of 3 years.
- 15.3 Nominations, elections and duties of State Councillors will be in accordance with this Constitution.
- 15.4 A State Councillor will automatically be deemed to have vacated office if they:
- (a) take a position of profit within RSL NSW other than as a paid Secretary;
  - (b) resign or cease to be a financial Member;
  - (c) are absent from three consecutive general meetings of State Council without having obtained prior written consent;
  - (d) die, become bankrupt, mentally incapacitated or otherwise incapable of acting;

- (e) are found guilty of Misconduct or are no longer eligible to hold the office of State Councillor under this Constitution; or
- (f) are removed from the office of State Councillor by a majority resolution of State Congress.

15.5 A vacancy in any office of State Council will be filled in accordance with the By-Laws.

15.6 A State Councillor who wishes to resign from State Council, will provide written notice to the State Secretary of their intention to resign prior to next State Congress. The notice of resignation will take effect following the next State Congress.

15.7 A notice of resignation provided in accordance with this Constitution cannot be revoked.

## **16. AUTHORITY, POWERS AND DUTIES OF STATE COUNCIL**

---

16.1 Subject to this Constitution, the law, any Standing Policy and any directions of State Congress, State Council has the following authority and powers to:

- (a) manage the operation of RSL NSW;
- (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;
- (c) delegate any of its powers, with any terms or conditions required, to State Executive, State Secretary, District Council or Committees, as required from time to time, and to revoke any such delegation;
- (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;
- (e) direct and control all sub-Branches and Subsidiaries on question of public policy;
- (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;
- (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;
- (h) provide awards to any person or body who or which has given outstanding service to RSL NSW; and
- (i) take disciplinary action against any sub-Branch, Subsidiary, Officer or Member, in accordance with this Constitution.

16.2 A disqualification, defect or vacancy in appointment of any State Councillor, or resolution of State Congress, will not invalidate any otherwise valid act of State Council.

- 16.3 State Council may, at any time and for any reason, direct a sub-Branch or Subsidiary (including any of their Members or Officers) to provide to, or as directed by State Council, 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 ("**State Council Direction**").
- 16.4 State Council may make the State Council Direction in writing and may require the satisfaction of the State Council Direction within a reasonable specified time frame.
- 16.5 Any sub-Branch or Subsidiary that fails to comply with the State Council Direction will be in default of its obligations under this Constitution and State Council may take disciplinary action against the sub-Branch or Subsidiary in accordance with this Constitution.
- 16.6 State Council may require each Member excluding Life Members, Honorary Members or Honorary Life Members, to pay State Council a levy, not exceeding \$1.00, to further the aims and objects of RSL NSW.
- 16.7 State Council may only increase the annual subscriptions, payable by Members, with the prior consent of State Congress.
- 16.8 State Council must meet at least once every 2 months of a financial year and may meet more frequently as required. State Council must notify State Executive of its scheduled meeting dates for the following financial year before 31 December of the current financial year.
- 16.9 Any meeting of State Council must be conducted in accordance with the By-Laws and Regulations.
- 16.10 State Council 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.
- 16.11 State Council must appoint one or more State Councillors 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.
- 16.12 State Council may revoke the appointment of any State Councillor as a 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.
- 16.13 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. STATE EXECUTIVE**

---

- 17.1 State Executive consists of the following persons:
- (a) State President;

- (b) State Treasurer; and
  - (c) the Vice Presidents.
- 17.2 A State Councillor 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.
- 17.3 State Executive is under the control and direction of State Council and State Congress.
- 17.4 State Executive must meet at least once every 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 State Council.
- 17.5 A direction from State Council 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.
- 17.6 State Executive has the powers and authority granted to it under this Constitution or as delegated to it by State Council. State Executive may delegate its powers 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.

## **18. STATE SECRETARY**

---

- 18.1 The State Secretary must be a Service or Life Member, unless there is no Service Member or Life Member who is both qualified and willing to be appointed as State Secretary.
- 18.2 The State Secretary will be appointed by State Council for such term, at such remuneration and upon such conditions as State Council deems necessary.
- 18.3 The State Council shall have power to suspend or remove the State Secretary.
- 18.4 State Executive may suspend the State Secretary, subject to ratification by State Council within 21 days of the purported suspension. Where the State President 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 3 days of the purported suspension or the State President has received the prior consent of State Executive to suspend the State Secretary.
- 18.5 State Council 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 State Council.
- 18.6 State Secretary shall attend where possible all meetings of State Council and all State Congresses and may be heard on any matter but will not have the right to vote.
- 18.7 The office of State Secretary will be located at the State Offices.

- 18.8 State Secretary, or in his absence the Assistant State Secretary, will be the RSL NSW Returning Officer.
- 18.9 State Secretary, together with 2 State Councillors, may attest any instrument executed under the Common Seal of RSL NSW pursuant to the By-Laws.

## **19. INCOME OF RSL NSW**

---

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:

- (a) reasonable and proper remuneration of any Officers or employees of RSL NSW or of any person, other than a State Councillor, in return for any services actually provided to RSL NSW;
- (b) interest at a standard commercial rate, on any money borrowed by RSL NSW;
- (c) payment of fair and reasonable rent for any premises leased to, or used by RSL NSW; or
- (d) reasonable expenses incurred by Members or Officers on behalf of RSL NSW.

## **20. INDEMNITY BY RSL NSW**

---

RSL NSW indemnifies and releases each Officer (including each State Councillor), trustee, auditor or agent of RSL NSW, a sub-Branch or Subsidiary ("**RSL NSW Representative**") in respect to any liability, cost or damage incurred by the RSL NSW Representative in defending any legal or other proceeding (whether civil or criminal) in their capacity as a RSL Representative provided that:

- (a) judgement is given in favour of the RSL NSW Representative; or
- (b) the RSL NSW Representative is acquitted or is granted relief by a Court or tribunal.

## **SECTION F: STATE CONGRESS**

---

### **21. STATE CONGRESS**

---

- 21.1 The annual meeting of RSL NSW will be known as State Congress.
- 21.2 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.
- 21.3 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 State President will be appointed as the Chairman. If the State President is unwilling or unable to act, a Vice President will be appointed as Chairman. If a Vice President is unwilling or unable

to act, a State Congress Delegate present in person at State Congress will be appointed as Chairman.

- 21.4 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.
- 21.5 The agenda of State Congress will consist of all motions submitted by State Council, District Councils and sub-Branches in accordance with this Constitution. State Council must provide each District Council and sub-Branch with at least 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 6 weeks before State Congress.
- 21.6 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.
- 21.7 State Congress will be formed by:
- (a) State Council;
  - (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.
- 21.8 A District Council or sub-Branch may, by providing written notice to the State Secretary at least 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.
- 21.9 State Council shall convene an extraordinary State Congress:
- (a) whenever deemed fit; or
  - (b) upon receipt by the State Secretary of a written request signed by at least 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**").
- 21.10 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.
- 21.11 State Council must provide each sub-Branch with at least 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.
- 21.12 If State Council fails to convene an extraordinary State Congress within 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 3 calendar months from the date of the Request and must provide notice of the extraordinary State Congress to State Council, all District Councils and all other sub-Branches in accordance with this clause.

## **SECTION G: DISTRICT COUNCIL**

---

### **22. DISTRICT COUNCILS OF SUB-BRANCHES**

---

- 22.1 In each District, State Council may establish a District Council of the sub-Branches in that District. Each District Council will be under the control and direction of State Council and must report to State Council on the conduct of its affairs as required by State Council from time to time.
- 22.2 Each District Council must act, at all times, in accordance with this Constitution.
- 22.3 Each District Council will consist of two District Council Delegates from each sub-Branch within the District elected in accordance with this Constitution.
- 22.4 The objects of each District Council will be to further the aims and objects of RSL NSW through:
- (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;
  - (b) engaging the community within the District and enhancing the standing of RSL NSW within the local community;
  - (c) acting as a means of communication between sub-Branches and State Council / State Executive;
  - (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;
  - (e) encouraging its sub-Branches and their associated Subsidiaries to support the Welfare and Benevolent Institution;
  - (f) establishing clubs for sport and recreation, libraries and such other associations for promotion of the welfare of its members and their Dependants; and
  - (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.
- 22.5 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 State Council.
- 22.6 Excluding the sub-Branches in the Metropolitan District, 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).



- 22.7 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.
- 22.8 For the purpose of this clause Intra Mural sub-Branches shall constitute a District.

### **23. DISTRICT COUNCIL DELEGATES**

---

- 23.1 Each sub-Branch must elect two District Council Delegates and two 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.
- 23.2 The District Council Delegates will attend District Council and may vote on any matter on behalf of their sub-Branch.
- 23.3 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.
- 23.4 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.

### **24. DISTRICT COUNCIL MEETINGS**

---

- 24.1 District Council meetings must be conducted in accordance with the By-Laws and Regulations.
- 24.2 Metropolitan District Councils must meet within the Metropolitan District at least once every three months. All other District Councils must meet within their District at least once every six months.

### **25. DISTRICT COUNCIL EXECUTIVE**

---

- 25.1 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:
- (a) a District Council President;
  - (b) one or more District Council Vice-President(s);
  - (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
  - (d) any other District Council Officers deemed necessary to properly conduct the affairs of the District Council.
- 25.2 The elections of a District Council Executive must be conducted by secret ballot with nominations from the floor.

- 25.3 The role of each member of the District Council Executive is set out in the By-Laws and Regulations.
- 25.4 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 25.8 below) during the term of their appointment, then District Council may elect to either:
- (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
  - (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.
- 25.5 Each District Council must at the annual general meetings of the District Council either:
- (a) elect two honorary auditors; or
  - (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.
- 25.6 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.
- 25.7 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.
- 25.8 A District Council Delegate will automatically be deemed to have vacated office if they:
- (a) resign;
  - (b) are absent from three consecutive general meetings of their District Council without having obtained prior written consent;
  - (c) die, become bankrupt, mentally incapacitated or otherwise incapable of acting;
  - (d) are found guilty of Misconduct or are no longer eligible to hold the office of District Council Delegate under this Constitution; or
  - (e) are removed from the office of District Council Delegate by a majority resolution of State Congress, State Council or District Council.

## **26. DISTRICT COUNCIL POWERS**

---

- 26.1 Each District Council will have the power to carry out the aims and objects of RSL NSW within their own area and may:
- (a) carry out any powers of State Council which State Council has, by written notice, delegated to District Council;
  - (b) escalate matters concerning a sub-Branch or its members in their District for review and further action by State Council or State Branch Tribunal;
  - (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);
  - (d) formulate motions on matters that may arise out of a report from State Council/State Executive;
  - (e) formulate motions on matters that may arise out of a report in "Reveille";
  - (f) formulate motions on matters concerning amendments to this Constitution;
  - (g) submit any motions to be passed by State Council or State Executive to State Council or State Executive, as the case may be; and
  - (h) move any motion formulated in accordance with this clause at State Congress,
- provided that:
- (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
  - (j) any motion of District Council must be raised at State Congress for ratification and further action.
- 26.2 State Council 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.
- 26.3 A District Council may propose amendments to the by-laws of that District Council by submitting the proposed amendments to State Council for approval in accordance with this Constitution.
- 26.4 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.

## 27. DISTRICT COUNCIL ACCOUNTS

---

- 27.1 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.
- 27.2 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**”).
- 27.3 A District Council may use any money or funds other than Trust Funds to:
- (a) pay any administrative expenses of the District Council;
  - (b) subject to receipt of the prior written consent of State Council, donate such money or funds to a charitable appeal or organisation;
  - (c) meet the costs of any award of Life Membership to a Service Member; or
  - (d) invest such money or funds in any way which District Council resolves to further the aims and objects of RSL NSW.
- 27.4 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.
- 27.5 Each District Council Secretary must forward to the State Secretary by 31 March each year:
- (a) DC 1, DC 2 and DC 3 for the District Council; and
  - (b) a list of the sub-Branches in the District which have not paid their affiliation fees to District Council.
- 27.6 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.
- 27.7 District Council must pay an affiliation fee of \$35.00 to RSL NSW before 31 March each year.

## **28. DISTRICT COUNCIL TERMINATION**

---

- 28.1 A District Council may resolve, by special resolution of all District Council Delegates of the District Council, to terminate the District Council.
- 28.2 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.
- 28.3 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**

---

### **29. FORMATION OF A SUB-BRANCH**

---

- 29.1 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.
- 29.2 The provisional committee of a proposed sub-Branch, formed in accordance with the By-Laws, must apply to State Council to issue a Charter to the sub-Branch.
- 29.3 The Charter issued by State Council must state:
- (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;
  - (b) the boundaries of the sub-Branch within the District or area; and
  - (c) to which District Council the sub-Branch will belong.
- 29.4 Each sub-Branch:
- (a) will be bound by, and must comply with, this Constitution;
  - (b) must promote the aims and objects of RSL NSW; and
  - (c) must comply with all lawful directions given to it by RSL NSW.
- 29.5 State Council 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, State Council may resolve to alter the boundaries within which a sub-Branch may act and meet.

### **30. SUB-BRANCH OFFICERS**

---

- 30.1 Each sub-Branch must, at the annual general meeting of the sub-Branch, elect a sub-Branch Executive in accordance with the By-Laws.
- 30.2 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.
- 30.3 The sub-Branch Executive may exercise all of the powers of the sub-Branch and may act on behalf of the sub-Branch.
- 30.4 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.
- 30.5 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.
- 30.6 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.
- 30.7 A member of a sub-Branch Committee or sub-Branch Executive will be automatically deemed to have vacated office if they:
- (a) Resign or cease to be a financial Member;
  - (b) are absent from three consecutive general meetings of sub-Branch Committee or sub-Branch Executive without having obtained prior written consent;
  - (c) die, become bankrupt, mentally incapacitated or otherwise incapable of acting;
  - (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
  - (e) cease to be a member of the sub-Branch.
- 30.8 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.

### **31. SUB-BRANCH MANAGEMENT AND MEETINGS**

---

- 31.1 Subject to this Constitution and any direction of State Council, the sub-Branch Committee will be responsible for the management of the operations of the sub-Branch.

- 31.2 Each sub-Branch is required to hold a quarterly general meeting, but may hold monthly general meetings if required.
- 31.3 All meetings held by a sub-Branch must be conducted in accordance with the By-Laws and Regulations.
- 31.4 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.
- 31.5 The chairman of a sub-Branch may refuse to hear any issue or matter which the chairman reasonably believes is sectarian or political in nature.
- 31.6 A member of a sub-Branch may request that State Council review the decision of the chairman made under clause 31.5 above.

## **32. POWERS OF SUB-BRANCH**

---

- 32.1 A sub-Branch may propose amendments to the by-laws of that sub-Branch by submitting the proposed amendments to State Council for approval in accordance with this Constitution.
- 32.2 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. State Council 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.
- 32.3 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 State Council in accordance with this Constitution.
- 32.4 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.

## **33. AMALGAMATION OF SUB-BRANCHES**

---

- 33.1 Subject to the law and the prior written consent of State Council, a sub-Branch may by special resolution at a general meeting of the sub-Branch, resolve:
- (a) to amalgamate with another sub-Branch and form a new amalgamated sub-Branch;
  - (b) that the property of the sub-Branch immediately become the property of the amalgamated sub-Branch.
- 33.2 Immediately following the resolution to amalgamate:
- (a) the Charter issued to each sub-Branch will be deemed to have been revoked by RSL NSW;

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

#### **34. SUB-BRANCH TRUSTEES**

---

##### 34.1 Appointment of sub-Branch Trustees

- (a) Each sub-Branch must appoint and at all times have either:
  - (i) three Members;
  - (ii) RSL Custodian (as sole or joint trustee); or
  - (iii) a combination of (i) and (ii) above,as trustees of the sub-Branch.
- (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.
- (c) A sub-Branch Trustee must not, directly or indirectly, receive any commission, remuneration or profit from their role as sub-Branch Trustee.
- (d) If a sub-Branch is at any time, not in compliance with this clause 34, 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.
- (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.
- (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.



#### 34.2 Removal of sub-Branch Trustees

- (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.
- (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 3 general meetings of the sub-Branch within that calendar year.
- (c) State Council may remove a sub-Branch Trustee immediately upon the suspension, expulsion, dissolution or cessation of the sub-Branch.

#### 34.3 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.

#### 34.4 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.

- (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.
- (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.
- (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**").
- (d) The sub-Branch Trustees making a Declaration must, if the declaration relates to:
  - (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
  - (ii) other land or interests in other land, file the Declaration with the General Registry of Deeds.
- (e) Trustees shall not re-declare trusts which have been filed or registered in accordance with this clause 34.4.

- (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.
- (g) Subject to this clause 34, a sub-Branch Trustee must not:
  - (i) deal with any sub-Branch property or interest in any sub-Branch property; or
  - (ii) acquire any new property or interest in property on behalf of sub-Branch, without having obtained the prior written consent of State Council.
- (h) Subject to clause 34.4(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.
- (i) Clause 34.4(g) will not apply to dealings in sub-Branch property which has a market value of less than \$5,000.
- (j) The sub-Branch Trustees must not:
  - (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;
  - (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;
  - (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), without State Council prior written consent.
- (k) Where State Council has provided written consent to an investment exceeding the sum of \$5,000.00 in accordance with clause 34.4(j) above, the sum may be re-invested with the same investee without further consent being obtained.
- (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 State Council.
- (m) The sub-Branch Trustees may, provided that they have received the prior written consent of State Council, 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.

34.5 Liability of sub-Branch Trustees

Any sub-Branch Trustee or other sub-Branch Officer, who is in breach of this clause 34 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.

**35. SUB-BRANCH ACCOUNTS**

---

- 35.1 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.
- 35.2 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**").
- 35.3 A sub-Branch may use any money or funds other than Trust Funds to:
- (a) pay any administrative expenses of the sub-Branch;
  - (b) subject to receipt of the prior written consent of State Council, donate such money or funds to a charitable appeal or organisation;
  - (c) meet the costs of any award of Life Membership to a Service Member; or
  - (d) invest such money or funds in any way which the sub-Branch resolves to further the aims and objects of RSL NSW.
- 35.4 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.
- 35.5 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.
- 35.6 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.
- 35.7 A sub-Branch must, upon receipt of a written request from State Council, 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.

## **36. SUB-BRANCH AUDITORS AND AUDIT**

---

- 36.1 Subject to clause 36.2, a sub-Branch must at the annual general meetings of the sub-Branch either:
- (a) elect two honorary auditors; or
  - (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.
- 36.2 Where a sub-Branch has more than 200 members and/or the sub-Branch has assets or liabilities exceeding \$100,000, 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.
- 36.3 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.
- 36.4 A sub-Branch Officer may not be appointed as the auditor of the sub-Branch.

## **37. SUB-BRANCH ANNUAL RETURNS**

---

- 37.1 Each sub-Branch must, and will be in default of its obligations if it does not, by 31 March each year:
- (a) lodge with RSL NSW SBA1, SBA2 and SBA3.
  - (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;
  - (c) pay all Capitation Fees due to RSL NSW; and
  - (d) pay all affiliation fees due to the District Council of the sub-Branch.
- 37.2 The State Secretary must provide written notice to a sub-Branch in default under clause 37.1, requesting the sub-Branch to comply with its obligations under clause 37.1 within 28 days of the date of the notice.
- 37.3 If a sub-Branch fails to comply with the notice provided under clause 37.2 above, the sub-Branch will remain in default under clause 37.1 and will be denied the right to:
- (a) have a District Council Delegate attend meetings of its District Council;
  - (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 37.1 and RSL NSW may take action against the sub-Branch in accordance with this Constitution, including terminating the sub-Branch and revoking its Charter.

### **38. SUB-BRANCH TERMINATION**

---

- 38.1 A sub-Branch may resolve, by special resolution of all members of the sub-Branch:
- (a) to terminate and to return its Charter to RSL NSW;
  - (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.
- 38.2 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.
- 38.3 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**

---

### **39. SUBSIDIARIES**

---

- 39.1 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.
- 39.2 Each Subsidiary will:
- (a) be bound by and must act in accordance with this Constitution;
  - (b) promote the aims and objects of RSL NSW; and
  - (c) comply with such lawful directions as are given to it from time to time by RSL NSW.
- 39.3 The Executive and/or Committee (to the extent required) of any Subsidiary established by State Council will be appointed by State Council, or failing an appointment by State Council, 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.
- 39.4 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.

- 39.5 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.

#### **40. INCORPORATION OF SUBSIDIARIES**

---

- 40.1 An unincorporated Subsidiary may be Incorporated, subject to the receipt of the prior written consent of State Council.
- 40.2 State Council may withhold its consent to the Incorporation of a Subsidiary for any reason.
- 40.3 State Council may only provide its consent for the Incorporation of a Subsidiary where the Subsidiary has adopted the model rules for a Subsidiary published by State Council from time to time ("**Model Rules**"). The Model Rules may be amended by State Council from time to time, but must always provide that a Subsidiary:
- (a) may not amend the Model Rules without the consent of State Council; and
  - (b) may not secede from RSL NSW.

#### **SECTION J: DISPUTE RESOLUTION**

---

#### **41. DISPUTE RESOLUTION**

---

- 41.1 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.
- 41.2 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.
- 41.3 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**

---

#### **42. DISSOLUTION**

---

- 42.1 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 State Council, or determined by the Supreme Court of New South Wales.

- 42.2 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.
- 42.3 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.

#### **43. PREVAILING CLAUSES**

---

- 43.1 If any clause in this document conflicts with any term in any By-Law, Regulation, Standing Policy, guideline, manual or any other document produced by RSL NSW or any RSL NSW Body, the terms of this document will prevail.
- 43.2 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 document, the terms of the following will prevail in the following order:
- (a) By-Laws;
  - (b) Regulations;
  - (c) Standing Policy;
  - (d) guidelines and manuals; and
  - (e) other documentation produced by RSL NSW or any RSL NSW Body.

### **SECTION L: DEFINITIONS AND INTERPRETATION**

---

#### **44. DEFINITIONS**

---

In the interpretation of this Constitution except where excluded by the context or otherwise defined:

“Act” means the *Returned and Services League of Australia (New South Wales Branch) Incorporation Act No. 39 of 1935* (NSW).

“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 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 State Council as assistant secretary of RSL NSW in accordance with this Constitution.

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

“Australian Defence Force” 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 the 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 of Enquiry” means a board of enquiry of RSL NSW established by State Council 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 as a capitation fee in accordance with this Constitution.

"Central Council of Women's Auxiliaries" means the central council formed in accordance with this Constitution in order to co-ordinate and administer the affairs of Women's Auxiliaries.

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

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

"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 State Council held every 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 personnel at the time of their death.

“District” means the districts of New South Wales defined by State Council 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.

"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).

"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.

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

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

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

"Misconduct" has the meaning given in the By-Law relating to State Branch Tribunal.

"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 the board of directors of RSL National formed in accordance with, and consisting of those persons specified in, the National Constitution.

"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 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 State Council from time to time.

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

"Reveille" means the official publication of RSL NSW.

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

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

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

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

- (a) the State President;
- (b) if the State President cannot attend, a State Councillor appointed by the State Council; or
- (c) where the presence of two or more representatives of RSL NSW are required, the State President and one or more State Councillors duly appointed by State Council.

"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, 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 elected at the annual general meeting of the sub-Branch.

"Senior Vice President" means the Vice President of RSL NSW who holds the position for the longest continuous period. If there is an equality of continuous service then the senior Vice President is the Vice President nominated by State Council.

"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.

"Southern New South Wales District" means the district defined by State Council 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 State Council 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 Council" means the governing body of RSL NSW.

“State Councillor” means the Service Member or Life Member elected as the state councillor of RSL NSW in accordance with this Constitution.

"State Executive" means the committee of State President, State Treasurer and Vice Presidents 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 President” means the Service Member or Life Member elected as president of RSL NSW in accordance with this Constitution.

"State Secretary" or “Chief Executive Officer” means the person (preferably a Service Member or Life Member) appointed as secretary of RSL NSW by State Council in accordance with this Constitution. The State Secretary will also hold the position of Chief Executive Officer of RSL NSW.

“State Treasurer” means the treasurer 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, two sub-Branch vice presidents, sub-Branch Treasurer and sub-Branch Secretary.

“sub-Branch Trustee” means a Service 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, Women’s 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.

“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 State Council in accordance with the By-Laws and Regulations.

“Vice President (Metropolitan)” means the State Councillor from the Metropolitan District elected as the metropolitan vice president of RSL NSW in accordance with this Constitution.

"Vice President (Northern NSW)" means the State Councillor from the Northern New South Wales District elected as the northern country vice president of RSL NSW in accordance with this Constitution.

"Vice President (Southern NSW)" means the State Councillor from the Southern New South Wales District elected as a southern country vice president of RSL NSW in accordance with this Constitution.

"Vice Presidents" means the Vice President (Metropolitan), Vice President (Northern NSW), and Vice President (Southern NSW).

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

"Women's Auxiliary" means a auxiliary of women formed in accordance with, and governed by, this Constitution for welfare purposes and to raise funds for RSL Welfare & Benevolent Institution.

"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.

#### **45. INTERPRETATION**

---

45.1 In this Constitution, unless the context otherwise requires:

- (a) Words importing the singular include the plural and vice versa;
- (b) Words importing a gender include any gender;
- (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
- (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.

45.2 A reference to:

- (a) A person is a reference to a natural person.
- (b) A President, Vice-President, Treasurer or Secretary means the person holding the office of president, vice president, treasurer, secretary of RSL National, RSL NSW, a District Council, a sub-Branch or Subsidiary as the case may be.
- (c) An Officer means a President, Vice President(s), Treasurer or Secretary of RSL NSW, a District Council, a sub-Branch or Subsidiary as the case may be.
- (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.

- (e) A document (including this Constitution) includes all amendments or supplements to, or replacements or novations of, that document.
- (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.
- (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.
- (h) “body” includes any company, trust, partnership, joint venture, association, corporation or other body corporate and any government agency.