



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

Australian Business Number (ABN) 19219796904

Adopted at the 2021 Annual Sub-Branch Conference held on 10 July 2021

Motto: The Price of Liberty is Eternal Vigilance

Put in Organisation Diagram

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TABLE OF CONTENTS

Clause No	Page No
1. Name	7
2. Type of Organisation	7
3. Registered Office	7
4. Definitions	7
5. Interpretations	9
6. Objects	9
7. Powers of Returned & Services League (S.A. Branch) Inc	10
8. Financial Year	11
9. Financial Governance	11
10. Auditor	11
11. Financial Delegations	11
12. Application of Income and Property	12
13. Membership of the Association (RSL SA Inc)	12
14. Register of Members	12
15. Disputes and Disciplinary Action	12
16. Sub-Branches	13
17. Amalgamation	14
18. Chapters	14
19. General Provisions as to Sub-Branch or Chapter Membership	15
20. Contraventions by Sub-Branches or Chapters	15
21. Sub-Branch Financial and Asset Management	16
22. The Annual Sub-Branch Conference	17
23. Extraordinary Sub-Branch Conference	18

24. Management of the State Board	19
25. Composition of the State Board	20
26. Public Officer	21
27. Vacation of Office of State Board Member	22
28. Election of State Board Members, President and Vice President	22
29. Proceedings of the State Board Meetings	23
30. Limit on Benefits for State Board Members	24
31. Common Seal	25
32. Standing Policy	25
33. By-Laws	25
34. Notices	26
35. Spokesperson on behalf of RSL SA Inc	26
36. Amendment of this Constitution	26
37. Distribution of surplus assets on winding up	27

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

1. Name

- 1.1. The name of the organisation is ‘The Returned & Services League of Australia (S.A. Branch) Incorporated (RSL SA Inc).
- 1.2. The organisation may be cited as RSL SA or ‘The State Branch’.

2. Type of Organisation

- 2.1. RSL SA is an incorporated not-for-profit organisation which is established to be, and to continue as, an Ex-Service Organisation charity in support of serving and ex-serving men and women of the ADF and their dependants.
- 2.2. The RSL SA is a member of the Returned & Services League of Australia Limited (RSL).

3. Registered Office

- 3.1. The Registered Office of RSL SA Inc is the State Branch Office, Torrens Training Depot, 1 Victoria Drive, Adelaide SA 5000 .

4. Definitions

- 4.1. In this Constitution, and subordinate By-Laws unless the contrary intention appears:
 - 4.1.1. “**Act**” means the *Associations Incorporation Act 1985 (SA)*.
 - 4.1.2. “**ADF**” means the Australian Defence Force and its pre-1976 equivalents in accordance with the Defence Act 1903.
 - 4.1.3. “**ADF personnel**” means those members who are currently serving in the Royal Australian Navy, Australian Army or the Royal Australian Air Force.
 - 4.1.4. “**Annual Sub-Branch Conference**” means the Annual General Meeting of Sub-Branches when duly convened as such by the State Board.
 - 4.1.5. “**Appointed State Board Member**” means a person co-opted by the State Board’s elected members to become a member of the State Board pursuant to Clause 27.1.3.
 - 4.1.6. “**Australia**” means the Commonwealth of Australia.
 - 4.1.7. “**By-Laws**” means the RSL SA By-Laws and those of a Sub-Branch made pursuant to this Constitution.

- 4.1.8. "Casual Vacancy" means a vacancy of an Elected State Board Member position arising for a reason other than because the previous holder of that position completed their term of office.
- 4.1.9. "**Chapter**" means a group of Service Members that does not have the required number of members to maintain or establish a formal Sub-Branch. Such a group will allow for an RSL presence to be retained or established.
- 4.1.10. "**Charter**" means the formal authority granted to a Sub-Branch to act as a member of RSL SA Inc.
- 4.1.11. "**Chief Executive Officer (CEO)**" means the Officer appointed by the Board to conduct the operations and manage the resources of the Registered Office/State Office; including acting as the conduit between the State Board and business operations.
- 4.1.12. "**Clauses**" means the rules as set out in this Constitution and its By-Laws.
- 4.1.13. "**Elected State Board Member**" means a person elected as a member of the State Board.
- 4.1.14. "**Extraordinary Sub-Branch Conference**" means a Special General Meeting that is held separate from an Annual Sub-Branch Conference, to resolve a specific issue or issues.
- 4.1.15. "**League**" means the RSL, State Branches, members of State Branches, Sub-Branches and members of Sub-Branches.
- 4.1.16. "**Memorandum of Understanding**" means the formal authority granted to a Chapter to become part of RSL SA Inc.
- 4.1.17. "**National Board**" means the Board of the Returned & Services League of Australia Limited.
- 4.1.18. "**National Congress**" means a general meeting of the RSL.
- 4.1.19. "**National Constitution**" means the governing documents of the Returned & Services League of Australia Limited.
- 4.1.20. "**Other Members**" means the class of membership determined by the State Board that do not fall within the existing class categories of membership but has a benefit to the organisation.
- 4.1.21. "**Service Member**" means the class of Sub-Branch membership that subject to qualification, are current or ex-serving members of the ADF or allied nations' military forces.
- 4.1.22. "**Standing Policy**" means a policy of the RSL pursuant to clause 31 of the National Constitution.
- 4.1.23. "**State Board**" means the committee of management of the State Branch.

- 4.1.24. “**State Branch Rules**” means the Constitution and By-Laws of the RSL SA Inc.
- 4.1.25. “**State Branch Tribunal**” means the body convened by the State Board to hear matters relating to disputes, discipline and appeals.
- 4.1.26. “**Sub-Branch**” means an incorporated association which holds a Charter issued by State Branch.

5. Interpretations

- 5.1. In this Constitution and any associated By-Laws, unless the context otherwise requires:
 - 5.1.1. Words importing the singular include the plural and vice versa;
 - 5.1.2. Words importing any gender include every other gender;
 - 5.1.3. References to persons include corporations and bodies politic;

6. Objects

RSL SA is established for the principal purpose of promoting the interests and welfare of serving and ex-serving men and women of the ADF and their dependents in South Australia, the Northern Territory and Broken Hill, and for this purpose has the following objects:

- 6.1. To assist and care for sick, elderly and needy serving and ex-serving men and women of the ADF and their dependents by providing, or assisting to provide pensions, benefits, accommodation, medical treatment, rehabilitation and other forms of welfare;
- 6.2. To establish and accept trusts having for their object the welfare and benefit of any member of the League, the State Branch or its Sub-Branches, or of any serving or ex-service member of the ADF or their dependents;
- 6.3. In furtherance of any of the objects of the RSL or RSL SA, to make grants to and give assistance to such persons, trusts, groups, associations, societies, institutions or other organisations and authorities and to establish such scholarships as the RSL or RSL SA may, from time to time determine;
- 6.4. To perpetuate the close and kindly ties of friendship created by mutual service in the ADF or in the forces of nations traditionally allied with Australia and the recollections associated with that experience, to maintain a proper standard of dignity and honour among all serving and ex-service men and women of the ADF, and to set an example of public spirit and noble hearted endeavour;
- 6.5. To ensure the preservation of the memory and the records of those who suffered and died for the nation; to ensure the erection of memorials to their Valour and that they have suitable burial places; to establish and preserve in their honour, Anzac Day, Remembrance Day and other commemorative occasions;
- 6.6. To promote the defence of the Nation, and guard the good name, interests and standing of serving members of the ADF;

- 6.7. To support serving ADF members at home and abroad and actively assist them in their transition to civilian life, especially if they are detrimentally affected by their Defence service;
- 6.8. To support current and Australian Federal Police overseas veterans with appropriate assistance and encouragement to join the League;
- 6.9. To encourage members of the League and citizens to serve the Nation with a spirit of self-sacrifice and loyalty, supporting constitutional arrangements that promote a stable and progressive society;
- 6.10. To maintain a State Branch of the RSL, which is non-sectarian, and in relation to party politics, non-partisan;
- 6.11. To establish, maintain and support Sub-Branches within South Australia, the Northern Territory and Broken Hill;
- 6.12. To enunciate, from time to time, its policy on state questions and to encourage members of the League to abide by, support and actively carry out both RSL SA policy and the Standing Policy of the RSL so far as is permitted by law;
- 6.13. To establish, maintain, furnish and equip premises, information bureau, libraries, literary, social, educational and benevolent institutions for the benefit and advancement of members of the League and to print, circulate and publish such papers, books, magazines and circulars, carry on such other literary and journalistic undertakings, and publish material that may be conducive to the objects of RSL SA;
- 6.14. To subscribe or donate to, become a member of and co-operate with any other body of persons corporate or unincorporated whose objects are similar to those of RSL SA and which prohibits the distribution of its or their income and property, amongst its or their members, to an extent at least as great as is imposed on under this Constitution;
- 6.15. To conduct commercial, marketing and sponsorship activities consistent with relevant legislation and the RSL's reputation for the purpose of delivering the Objects and other outcomes as directed by the State Board; and
- 6.16. To do any lawful act, matter or thing which is conducive to carrying out the Objects.

7. Powers of Returned & Services League (S.A. Branch) Inc

- 7.1. The RSL SA Inc has the legal capacity and powers of an incorporated association as set out in the Act, which must be exercised solely for furthering the Objects.
- 7.2. The RSL SA Inc shall also have management and control of the funds and other property of the Association.
- 7.3. The RSL SA Inc may subscribe or donate to, or join, or co-operate with any other organisation or group, whose objects are similar to the Objects of the State Branch and where the distribution of that entity's income and property is

prohibited amongst that entity's membership, to an extent at least as great as is imposed under this Constitution;

8. Financial Year

- 8.1. The financial year of the RSL SA Inc shall begin on the first day of January and shall end on the thirty-first day of December in each year.

9. Financial Governance

- 9.1. The State Board shall cause proper books of accounts to be kept for:
- 9.1.1. all sums of money received and expended and the manner for which the receipt and expenditure takes place;
 - 9.1.2. all sales and purchases of real and personal property by the RSL SA; and
 - 9.1.3. the assets and liabilities of the RSL SA.
- 9.2. Such accounts shall be kept at the Registered Office of the RSL SA, or at another place deemed suitable by the State Board and subject to the Act.
- 9.3. The accounts shall be available for inspection, upon reasonable notice, by any State Board member, or any Sub-Branch President.
- 9.4. The State Board shall cause to be prepared and to be presented at the Annual Sub-Branch Conference, the annual statement of accounts, in accordance with the current Australian Accounting Standards requirements.

10. Auditor

- 10.1. In accordance with the Act, a properly qualified auditor or auditors shall be appointed at the Annual Sub-Branch Conference upon recommendation from the State Board.
- 10.2. The remuneration of the auditor(s) shall be determined by the State Board.
- 10.3. The accounts of RSL SA Inc, including the profit and loss accounts and balance sheet, must be examined by the auditor(s) at least every year to be available at the Annual Sub-Branch Conference.

11. Financial Delegations

- 11.1. The following financial thresholds are applied to expenditure undertaken by the State Board on behalf of RSL SA Inc:
- 11.1.1. Expenditure for a single transaction up to \$50,000, State Board approval only required;
 - 11.1.2. Expenditure for a single transaction between \$50,001 and \$100,000, endorsement from Sub-Branch Presidents is to be sought;
 - 11.1.3. Expenditure for a single transaction greater than \$100,001, written agreement from Sub-Branch Committees is to be sought; and

- 11.2. Endorsement of State Board expenditure by Sub-Branch Presidents or Sub-Branch Committees under clauses 11.1.2. and 11.1.3. respectively, is to be sought via a notice delivered to all Sub-Branches. Endorsement will be decided by a simple majority of responses received within seven business days of delivery.
- 11.3. The following financial thresholds are applied to expenditure undertaken by a Sub-Branch:
 - 11.3.1. A Sub-Branch may expend up to \$10,000 in a single transaction;
 - 11.3.2. There shall be consultation with the Sub-Branch's membership for expenditure for a single transaction between \$10,001 and \$19,999; and
 - 11.3.3. Written approval from the State Board shall be sought for any transaction of \$20,000 or greater.

12. Application of Income and Property

- 12.1. The income and property of the RSL SA Inc and its Sub-Branches shall be applied exclusively for the promotion of its Objects. No amount of income or property may be distributed directly or indirectly to any other organisation or to any individual except as:
 - 12.1.1. An honorarium approved per clause 33.1 of this Constitution;
 - 12.1.2. Bona fide payment for goods provided or services rendered for the benefit of the State Branch;
 - 12.1.3. Payment to persons, trusts, groups associations, societies, institutions or other organisations and authorities to further the charitable Objects of RSL SA Inc; or
 - 12.1.4. Payment to support the RSL, Sub-Branches or Chapters for activities which will further the Objects of RSL SA Inc.

13. Membership of the Association (RSL SA Inc)

- 13.1. The Members of RSL SA Inc shall be:
 - 13.1.1. The State President; and
 - 13.1.2. The Sub-Branches of South Australia, Northern Territory and Broken Hill.

14. Register of Members of the Association

- 14.1. The State Branch must keep and maintain a register of Members and must enter such information as is required under the Act from time to time.

15. Membership of the League

- 15.1. Membership in different categories of the League is to be in accordance with the By-Laws.

16. Disputes and Disciplinary Action

- 16.1. The State Board shall establish By-Laws to deal with:
 - 16.1.1. disputes and disciplinary action against a Member of the Association;
 - 16.1.2. disputes between members of the League and any disciplinary action relating to members of the League; and
 - 16.1.3. Appeals by any Member of the Association or any member of the League against any decision made pursuant to clause 16.1.1 and 16.1.2.
- 16.2. Disciplinary action that may be taken against any Member of the Association or any member of the League may, subject to the relevant By-Laws, include the suspension or exclusion of such Members of the Association or members of the League from the State Branch.

17. Composition of State Branch

- 17.1. State Branch comprises:
 - 17.1.1. Sub-Branches; and
 - 17.1.2. Individual members of Sub-Branches.

18. Sub-Branches

- 18.1. The State Branch shall establish within its jurisdiction such Sub-Branches as it may deem necessary or desirable.
- 18.2. Each Sub-Branch shall become an incorporated association under the Act.
- 18.3. An RSL Charter will be issued to a Sub-Branch when granted approval to be formed by the State Board. The Sub-Branch shall only use the name of the RSL and represent the League in accordance with the terms of its Charter.
- 18.4. Every Sub-Branch must adopt a Constitution as detailed in the By-Laws.
- 18.5. The By-Laws may make additional regulations for the governance and management of Sub-Branches.
- 18.6. When directed by the State Board, Sub-Branches shall (pursuant to the Act) amend their Constitution to reflect changes made. Where a Sub-Branch is in breach of this clause, their right to vote at the Annual Sub-Branch Conference is to be suspended until the breach has been remedied.
- 18.7. The Sub-Branches are Members of RSL SA Inc for the purposes of the Act.
- 18.8. The Sub-Branches shall be bound by and promote the Standing Policy of the RSL.
- 18.9. A Sub-Branch must comply with all relevant local, state and federal legislation and regulation to maintain its Charter.
- 18.10. No Sub-Branch shall transfer or offer to transfer, lease or offer to lease, or create or authorise to be created, any security or interest in any real estate or assets held or owned by it either legally or beneficially without the prior written approval of the State Board.

19. Amalgamation

- 19.1. In accordance with Section 22 of the Act and with the written consent of the State Board, two or more Sub-Branches may amalgamate.
- 19.2. If two or more Sub-Branches amalgamate:
 - 19.2.1. the Charters issued to each are revoked, and a new Charter for the amalgamated Sub-Branch shall be issued by the State Board; and
 - 19.2.2. the members of the former Sub-Branches cease to be members of those Sub-Branches and become members of the amalgamated Sub-Branch.

20. Chapters

- 20.1. The State Branch shall establish within its jurisdiction such Chapters as it may deem necessary or desirable.
- 20.2. A Chapter may only be established when applied for by at least five (5) members who qualify in the membership category as Service Members. These members of a proposed Chapter must share a common bond, in terms of their residence, or theatre of operation, or military organisation in which they served.
- 20.3. A Memorandum of Understanding (MoU) will be issued to a new Chapter when granted approval to be formed by the State Board. The Chapter shall only use the name of and represent the RSL in accordance with the terms of its MoU.
- 20.4. A Chapter must be affiliated to State Branch and shall provide details of its activities and membership statistics when required to do so. The State Board shall make all reasonable endeavours to monitor the Chapter and encourage the growth and sustainment of the Chapter.
- 20.5. The By-Laws may make additional regulations for the governance and management of Chapters.
- 20.6. The members of a Sub-Branch with less than ten (10) Service Members, may apply to the State Board, to become a Chapter.
- 20.7. If an application under clause 20.6 is successful, then the members of the Sub-Branch must promptly take all steps reasonably necessary under the Act to procure:
 - 20.7.1. That the Sub-Branch is wound up in accordance with this Constitution, or as provided under the Act, whereupon:
 - 20.7.2. To the extent permitted under the Act, all surplus assets (being those assets that remain after the liabilities of the Sub-Branch have been discharged and the costs and expenses of its winding up have been paid), be taken over and held by the State Branch; and
 - 20.7.3. All surplus assets comprising cash are to be transferred to the State Branch and maintained by it in a separate sub-account operated by the State Branch on behalf of the members of the Chapter until the first to occur of the expiration of five years after the winding up of the Sub-

Branch is completed, the Chapter ceases to function or is re-established as a Sub-Branch.

21. General Provisions as to Sub-Branch or Chapter Membership

- 21.1. Each Sub-Branch or Chapter shall ensure the membership applicant agrees in writing to be bound by this Constitution.
- 21.2. All applications for membership of a Sub-Branch or Chapter will be subject to a determination of suitability in accordance with the By-Laws. Membership will only be confirmed once the applicant has been deemed suitable.
- 21.3. The State Board has absolute discretion to reject an application for membership or to disqualify a membership.
- 21.4. The State Board may declare any member of a Sub-Branch or Chapter to not be a fit and proper person for membership of a Sub-Branch or Chapter. The State Branch may only make such a declaration after affording the member reasonable opportunity to be heard or to make representation in writing. The written notice must inform the person in general terms of the reasons for such a declaration being considered, and then consider any written submission received in response to the notice.
- 21.5. Provisions for the terms and conditions of membership, (including applications to join and resignations from a Sub-Branch or Chapter) are detailed in the By-Laws.

22. Contraventions by Sub-Branches or Chapters

- 22.1. Where a Sub-Branch or Chapter has been found by the State Board to be in contravention of any of the provisions of this Constitution or its By-Laws, a written cause notice may be issued. This includes any contravention that:
 - 22.1.1. fails to observe or perform in accordance with the Constitution; or
 - 22.1.2. fails to be bound by or uphold the Standing Policy; or
 - 22.1.3. has resulted in being found guilty of conduct prejudicial to the interests of the League.
- 22.2. A cause notice is to be issued in writing to the Secretary of the Sub-Branch or Chapter.
- 22.3. The notice referred to in clause 22.1 shall specify a period of time for the Sub-Branch or Chapter to remedy the specified matters.
- 22.4. Where a Sub-Branch or Chapter fails to comply with the cause notice, an Extraordinary Sub-Branch Conference may be convened to resolve the matter(s). A resolution by a 75 per cent majority of voting Members present may:
 - 22.4.1. remove all officers of the Sub-Branch committee from office and direct the State President or other Service Members to assume responsibility

for the continued operation of the Sub-Branch subject to the conditions deemed necessary by the State Board; and/or

- 22.4.2. recommend that the Charter issued to the Sub-Branch be revoked.
- 22.4.3. recommend that the Memorandum of Understanding issued to the Chapter be revoked.
- 22.5. Upon the passing of a resolution by the Extraordinary Sub-Branch Conference, pursuant to clause 22.4, all officers of the Sub-Branch committee shall be deemed to have vacated office and the person appointed as per clause 22.4.1 may exercise the powers of its officers until an election is held in accordance with clause 22.6.
- 22.6. A general meeting of all members who hold membership of that Sub-Branch shall be convened by the appointed officer, no later than ninety (90) days after they have been directed to assume responsibility for the continued operation of the Sub-Branch, for the purpose of electing new officers of the Sub-Branch.
- 22.7. Those persons who immediately prior to the resolution invoked at clause 22.4.1, who held office as an officer of that Sub-Branch shall not be eligible to be elected to office at the general meeting referred to at clause 22.6.
- 22.8. Any Sub-Branch aggrieved by a resolution of the Extraordinary Sub-Branch Conference, passed pursuant to powers conferred by this Constitution, may appeal in writing through the State Board to the State Branch Tribunal. Such an appeal shall be accompanied by the supporting grounds for the appeal and an administrative fee as determined in the By-Laws.
- 22.9. Upon the hearing of an Appeal referred to at clause 22.8, the State Branch Tribunal shall hear submissions by both the State Board and the Sub-Branch or may direct that each make written submissions.
- 22.10. Where the resolution to revoke the Charter of the Sub-Branch or the Memorandum of Understanding of the Chapter, as per clauses 22.4.2 and 22.4.3 as applicable has been made and accepted by the State Board, the Sub-Branch or Chapter shall be deemed to have ceased to operate. All its membership shall be deemed to have been transferred to a Sub-Branch nominated by the State Board. All assets, after payment of all debts and liabilities, shall be vested in accordance with clause 23.6.
- 22.11. Where a Sub-Branch is in default with payment of its Capitation Fees for a period of three (3) months, the Sub-Branch's right to vote at any subsequent Annual or Extraordinary Sub-Branch Conference shall be suspended for so long as such default continues.

23. Sub-Branch Financial and Asset Management

- 23.1. Each Sub-Branch and Chapter shall be required to pay a capitation fee to the State Branch.
- 23.2. A Sub-Branch is not liable for the debts and liabilities of the State Branch.

- 23.3. Each Sub-Branch shall provide an audited balance sheet of its financial accounts to the State Board within thirty (30) days of its Annual General Meeting.
- 23.4. A Sub-Branch or where applicable, a Chapter, shall, when requested in writing by the State Board, within 14 days produce for inspection all its books of accounts, minute books, statutory registers kept under any law (if applicable) and records and supply such returns and other information as the State Board may from time to time require.
- 23.5. Each Sub-Branch acknowledges and agrees that RSL SA, has and maintains an equitable interest in all capital assets, real estate and all other property of any kind recognised, from time to time, by law (or any of them) acquired, held, owned or used (or any one or more of these things) by that member in relation to the affairs of the League (or any one or more of its constituent bodies) .
Consequently, a Sub-Branch:
- 23.5.1. may not transfer, lease or otherwise deal with (including declaring a trust over) any such property without the prior written approval of the State Board, which may be given or withheld in its absolute discretion, or given subject to conditions (and if given subject to conditions, then the Sub-Branch agrees to comply with those conditions); and
- 23.5.2. must, upon demand by the RSL SA enter into, execute and deliver to RSL SA any documentation provided by RSL SA (at RSL SA's cost) to that Sub-Branch to create in or assure to RSL SA such interest in that property (and whether or not that property was acquired before this clause took effect).
- 23.6. Where any Sub-Branch or Chapter ceases to operate or is dissolved or wound-up, its assets shall, after payment of all its debts and liabilities and subject to the applicable law, vest in the State Branch to be used by the State Branch as far as possible for its purposes in the place where the Sub-Branch or Chapter formerly carried out its activities.
- 23.7. The process of dissolution or winding up of a Sub-Branch or Chapter in circumstances outlined at clause 23.6 shall be managed by the State Board.

24. The Annual Sub-Branch Conference

- 24.1. The State Branch must hold an Annual Sub-Branch Conference of all Sub-Branches within six (6) months of the end of the financial year.
- 24.2. The State Board shall cause written notice to be given to all Sub-Branches and Chapters at least sixty (60) days before an Annual Sub-Branch Conference.
- 24.3. The State Board shall provide an agenda for the Annual Sub-Branch Conference to all Sub-Branches and Chapters at least twenty-one (21) days before the Annual Sub-Branch Conference.
- 24.4. The business of the Annual Sub-Branch Conference shall be:

- 24.4.1. to confirm the minutes of the last Annual Sub-Branch Conference and of any Extraordinary Sub-Branch Conferences held since the last Annual Sub-Branch Conference;
 - 24.4.2. presentation of the President's Report;
 - 24.4.3. consideration of the State Branch's financial affairs and accounts;
 - 24.4.4. to confirm or vary the amount of capitation fee to be levied on the Sub-Branches and Chapters;
 - 24.4.5. presentation of the certified results of the elections for vacancies in the offices of State President, State Board members, and Regional Advisers, by the State Branch Returning Officer, and the declaration of the names of those elected to those vacancies;
 - 24.4.6. the appointment of an auditor;
 - 24.4.7. consideration of those matters directly affecting the State Branch included in the agenda; and
 - 24.4.8. consideration of those matters directly affecting the League.
- 24.5. A quorum for the Annual Sub-Branch Conference shall be equal to or greater than twenty (20) per cent of the total number of Sub-Branches at the time the notice at clause 24.2 is issued.
- 24.6. Without a quorum, no business can be transacted.
- 24.7. Each Sub-Branch has the right to one vote on any matter arising at an Annual Sub-Branch Conference.
- 24.8. Each Sub-Branch shall nominate one delegate and one alternate delegate to attend an Annual Sub-Branch Conference. The alternate delegate may vote and speak on behalf of the Sub-Branch, in the absence at the time of the nominated delegate or at the discretion of the Conference Chair.
- 24.9. Each Chapter may nominate one delegate and an alternate delegate to attend an Annual Sub-Branch Conference as Observers without voting rights.
- 24.10. State Board members may speak at an Annual Sub-Branch Conference, but do not hold voting rights.

25. Extraordinary Sub-Branch Conference

- 25.1. The State Board may, by resolution, and whenever it considers fit, convene an Extraordinary Sub-Branch Conference.
- 25.2. Upon written request of ten (10) per cent of Sub-Branches, specifying the business to be considered, an Extraordinary Sub-Branch Conference shall be convened.
- 25.3. A notice of the Extraordinary Sub-Branch Conference is to be issued to all Sub-Branches and Chapters by either the President or the CEO within seven (7) days

of receipt of the resolution or request. The notice must specify the time, place and business of the meeting.

- 25.4. The Extraordinary Sub-Branch Conference shall be convened not less than thirty (30) days or more than forty (40) days from the date of the notice, except when the business involves an amendment to this Constitution, in which case the Extraordinary Sub-Branch Conference must be convened not less than 60 (60) days or more than ninety (90) days from the date of the notice.
- 25.5. Where the President or the CEO fail to take action to convene the requested Extraordinary Sub-Branch Conference, the requestors may call an Extraordinary Sub-Branch Conference in accordance with the notice period requirements.
- 25.6. Only the requested business specified in the notice shall be dealt with at the convened Extraordinary Sub-Branch Conference.
- 25.7. A quorum for an Extraordinary Sub-Branch Conference shall be equal to or greater than twenty (20) per cent of the total number of Sub-Branches at the time the notice at clause 25.3 is issued.
- 25.8. Without a quorum, no business can be transacted.
- 25.9. Each Sub-Branch has the right to one vote on any matter arising at an Extraordinary Sub-Branch Conference.
- 25.10. Each Sub-Branch shall nominate one delegate and one alternate delegate to attend an Extraordinary Sub-Branch Conference. The alternate delegate may vote and speak on behalf of the Sub-Branch, in the absence at the time of the nominated delegate or at the discretion of the Conference Chair.
- 25.11. Each Chapter may nominate one delegate and an alternate delegate to attend an Extraordinary Sub-Branch Conference as Observers without voting rights.
- 25.12. State Board members may speak at an Extraordinary Sub-Branch Conference, but do not hold voting rights.

26. Management of the State Branch

- 26.1. Subject to the Act and this Constitution, with the exception of those provisions exercised by an Annual Sub-Branch Conference, the State Branch is governed, and the powers of the RSL SA Inc are vested in the State Board.
- 26.2. The State Board may create and appoint persons to salaried positions and set out By-Laws for the appointment of voluntary positions which assist the State Branch in fulfilling its Objects.
- 26.3. Without limiting the powers of the State Board set out in clause 26.1, the State Board may:
 - 26.3.1. delegate from time to time any of its powers to such committees as it thinks fit on such terms as it may determine; and

- 26.3.2. enact, amend or repeal the By-Laws as it deems appropriate, subject to clause 36, provided that does not cause the By-Laws to conflict with the terms of this Constitution.

27. Composition of the State Board

- 27.1. The State Board shall consist of between seven (7) and ten (10) State Board members, comprised as follows:
- 27.1.1. a President elected for a period of three (3) years;
 - 27.1.2. six (6) other Elected State Board Members for a period of three (3) years; and
 - 27.1.3. up to three (3) Appointed State Board Members appointed by the Elected State Board members for the purposes of ensuring the Board has an appropriate mix of expertise, experience and representation in accordance with clause 27.11.
 - 27.1.3.1. Appointed State Board Members shall be appointed for a specified period of no more than three (3) years.
 - 27.1.3.2. The continued appointment of all Appointed State Board Members shall be ratified by the President and Elected State Board Members at the first State Board meeting following each Annual Sub-Branch Conference.
- 27.2. The Elected State Board Members shall be a diverse range of members including by gender, cultural background, and those who represent both metropolitan and non-metropolitan Sub-Branches as defined in the By-Laws.
- 27.3. The State Board may continue to act despite any vacancy in Elected State Board Members, provided that the total number of State Board members does not fall below seven (7), in which case the State Board may only act to appoint new State Board members to bring the number of State Board members to a minimum of seven (7).
- 27.4. At all times, the number of Elected State Board Members must exceed by two (2) or more, the number of Appointed State Board Members.
- 27.4.1. Where the number of Appointed State Board Members exceeds the number of Elected State Board Members, the State Branch shall conduct an election to fill all casual vacancies of Elected State Board Member positions.
- 27.5. The terms of the Elected State Board member positions shall be staggered so that two of the six (6) positions are subject to election immediately prior to each Annual Sub-Branch Conference.
- 27.6. The term of the President and of each Elected State Board Member shall expire at the Annual Sub-Branch Conference held in the third year after the year of their election, except where they are elected to fill a vacancy for the remaining term of the position.

- 27.7. The President and Elected State Board Members may not serve on the State Board for more than two consecutive three-year terms.
- 27.8. Where one or more casual vacancies have occurred since the preceding Annual Sub-Branch Conference, an election to fill the casual vacancy(ies) for the remaining term(s) shall be conducted immediately prior to the next Annual Sub-Branch Conference.
- 27.9. Only those who qualify as holding a Service Member class of membership who are current financial members of a Sub-Branch are eligible for election to the State Board. The By-Laws may impose additional requirements for eligibility.
- 27.10. Where there are more nominations for the positions of President or Elected State Board Member positions than vacancies for those positions, a secret ballot of all financial Service Members shall be conducted by the State Branch for the respective positions.
- 27.11. If a vacancy of an Elected State Board Member position occurs at any time, the State Board may appoint a financial Service Member to fill that vacancy, and that person shall hold office until the conclusion of the next Annual Sub-Branch Conference following their appointment.
- 27.12. Elected or appointed members of the State Board shall possess expertise in one of the following areas:
 - 27.12.1. Accounting and Finance;
 - 27.12.2. Legal;
 - 27.12.3. Commercial and Business;
 - 27.12.4. Corporate Governance;
 - 27.12.5. Marketing and Public Relations; and
 - 27.12.6. Operations of the State Branch and the RSL.

28. Public Officer

- 28.1. The Public Officer of RSL SA Inc is determined by the State Board. In accordance with the Act, the Public Officer must be above the age of 18 years and a resident of South Australia.
- 28.2. The appointment of the Public Officer will be made by the State Board as needed, and Sub-Branches informed within 14 days of any change.
- 28.3. The Public Officer must ensure that documents are filed with the Commissioner for Corporate Affairs in accordance with sections 22, 24, 43A and 56 of the Act.
- 28.4. The Public Officer must keep a current copy of the RSL SA Inc Constitution.

29. Vacation of Office of State Board Member

- 29.1. The position of a State Board member shall fall vacant if the State Board member:
- 29.1.1. is absent from three (3) consecutive State Board meetings without leave of absence granted by the State Board;
 - 29.1.2. resigns office;
 - 29.1.3. becomes of unsound mind or a person who is or whose estate is, liable to be dealt with in any way under the laws relating to mental health;
 - 29.1.4. becomes an insolvent under administration or makes any composition or arrangement with their creditors or any class of them;
 - 29.1.5. dies; or
 - 29.1.6. becomes by virtue of the Act or any other law, incapable or prohibited from holding office.
- 29.2. The Annual Sub-Branch Conference or an Extraordinary Sub-Branch Conference may by resolution remove any State Board member from office.

30. Election of State Board Members, President and Vice President

- 30.1. The President shall hold office for a period of three (3) years. Prior to the Annual Sub-Branch Conference at the conclusion of which the current President's term expires, an election shall be conducted by the State Branch for the office of President.
- 30.2. A Vice-President shall be elected by the Elected State Board Members from among their number at the first State Board meeting following each Annual Sub-Branch Conference.
- 30.3. Where the President advises the State Board that they are unable to attend to their Presidential duties for any period then, the Vice President shall during such period, adopt the position of Acting President.
- 30.4. Where a casual vacancy occurs in the office of the President, the State Board may elect one of its Elected State Board Members to fill the vacancy until the conclusion of the next Annual Sub-Branch Conference.
- 30.5. Where a casual vacancy exists in the office of an Elected Board Member:
- 30.5.1. The State Board may appoint any current financial member who qualifies as holding a Service Member membership to fill the casual vacancy.
 - 30.5.2. A State Board Member appointed in accordance with clause 30.5.1, shall hold office until the end of the next Annual Sub-Branch Conference, following the appointment. Prior to the next Annual Sub-Branch Conference, the State Branch shall conduct an election to fill each such casual vacancy for the remainder of the unexpired term pertaining to each casual vacancy.

31. Election of Regional Advisers

- 31.1. Regional Advisers shall hold office for a period of three (3) years, and the number of Regional Adviser positions for each region will be determined by the State Board based on need.
- 31.2. Prior to the Annual Sub-Branch Conference at the conclusion of which their term expires, an election shall be conducted by the State Branch to fill Regional Adviser positions that are falling vacant.
- 31.3. The State Board may appoint any current financial member who qualifies as holding a Service Member membership to fill a casual vacancy as a Regional Adviser.
- 31.4. Regional Advisers may not serve for more than two consecutive terms.

32. Proceedings of the State Board Meetings

- 32.1. The State Board shall meet at such times and places as may be determined by it from time to time.
- 32.2. Any other meeting of the Board may be called at any time by three or more Board Members giving notice under clause 32.10.
- 32.3. A meeting of the State Board may be conducted using any form of communication technology that allows for all Board Members to actively participate in all Board discussion, when not physically present in the same place.
- 32.4. **Chairperson of Board** - The Chairperson shall be elected by the Board from amongst the Elected Board Members and shall, where able and subject to this Constitution, preside as chair at every meeting of the Board.
- 32.5. If the Chairperson is not present at a meeting of the Board, or is unable to preside, the President shall, where able and subject to this Constitution, preside as chair for that meeting only.
- 32.6. Where both the Chairperson and President are not present, nor able to preside, at a meeting of the Board, the Board shall appoint a Board Member present at that meeting to preside as chair of that meeting only.
- 32.7. **Quorum** - Unless, and until the State Board determines otherwise, a quorum for a State Board meeting shall be formed by six (6) State Board members present and entitled to vote and must include at least four (4) Elected State Board Members.
- 32.8. If within 30 minutes, after the time specified in the notice of a Board meeting, a quorum is not present, the meeting shall stand adjourned to a place, date and time as the Chairperson of the meeting shall then decide, provided that no such meeting shall stand adjourned for greater than 14 days following the date of adjournment.
- 32.9. If at the resumption of an adjourned Board meeting a quorum is not present, the members present shall proceed with the business of that Board meeting as if a quorum were present.

- 32.10. **Notice of Board Meetings** - Unless all Board Members agree to hold a meeting at shorter notice (and such agreement will be sufficiently evidenced by their presence), all State Board members shall be given at least five (5) business days written notice of a meeting of the State Board. The notice shall specify the time, place and general nature of the business.
- 32.11. **Resolutions of the Board** - All decisions of the State Board shall be made by a simple majority.
- 32.12. Each Board Member present at the meeting with the exception of the Chairperson, has a deliberative vote.
- 32.13. If there is no majority, the Chairperson of the meeting shall have a casting vote.
- 32.14. A resolution in writing signed by all State Board members entitled to vote, shall be as valid and effectual as if it had been passed at a meeting of the State Board duly convened and held. Any such resolution may be executed in one or more counterparts.
- 32.15. **Validity of Board Decisions** - A procedural defect in decisions taken by the Board will not result in such decisions being invalidated.
- 32.16. **Disclosure of Interests** - A State Board Member who has a direct or indirect interest in a contract, or proposed contract, with RSL SA Inc must disclose the nature and extent of the interest to the Board in accordance with section 31 of the Act.
- 32.17. The disclosure must be recorded in the minutes of the meeting.
- 32.18. The Chairperson must ensure a Board Member who has a direct or indirect pecuniary interest in a contract, or proposed contract complies with section 32 of the Act.

33. Limit on Benefits for State Board Members

- 33.1. The President shall be entitled to the payment of an honorarium of a specified amount recommended by the State Board and ratified without amendment by the Annual Sub-Branch Conference. The honorarium is an honorary reward for the commitment and voluntary service provided by the President.
- 33.2. State Board members shall not be entitled to any fees or allowances as a result of them carrying out their duties as a State Board member.
- 33.3. Reimbursement of incurred expenses by State Board members in the conduct of their duties, may be determined by the Board from time to time.
- 33.4. State Board members shall not receive payment for professional services (other than employment) rendered to the State Branch while a member of the State Board.
- 33.5. RSL SA Inc shall insure employees, officers of the State Branch, State Board members and Regional Advisers against any liability incurred in good faith while acting in such capacity.

- 33.6. The RSL SA Inc shall, to the extent permitted by law, indemnify any State Board member, Regional Adviser, officer or employee of the State Branch for any personal loss suffered as a result of carrying out their duties competently and in good faith, subject to such other terms as the State Board determine.

34. Common Seal

- 34.1. The RSL SA Inc Common Seal must not be used without the express authority of the State Board and every use of that Common Seal must be recorded in the Register maintained for that purpose.
- 34.2. The affixing of the RSL SA Inc Common Seal must be witnessed by the President and the Chief Executive Officer, acting jointly.
- 34.3. The Common Seal must be kept in the custody of the Chief Executive Officer.

35. Standing Policy

- 35.1. The State Branch is bound by the Standing Policy of the RSL.
- 35.2. In the absence of a specific League Standing Policy, the State Board may determine an appropriate policy for the proper advancement and management of RSL SA Inc. Any such policy shall become effective when ratified at an Annual or Extraordinary Sub-Branch Conference.

36. By-Laws

- 36.1. The State Board may enact, amend and repeal By-Laws for the proper management of the RSL SA Inc affairs.
- 36.2. The By-Laws may cover matters including (but not limited to):
- 36.2.1. classes of membership of Sub-Branches and Chapters;
 - 36.2.2. communication between the State Board and Sub-Branches;
 - 36.2.3. creation of voluntary roles such as Regional Adviser;
 - 36.2.4. credentials of delegates to Annual or Extraordinary Sub-Branch Conferences;
 - 36.2.5. membership;
 - 36.2.6. finances; and
 - 36.2.7. property.
- 36.3. A By-Law may only be enacted, amended or repealed after 21 days written notice has been given of the proposed change to Regional Advisers and Sub-Branches. The notice shall invite responses from Regional Advisers and Sub-Branches and such responses shall be considered by the State Board before enacting, amending or repealing the By-Law and may be varied to reflect the responses.
- 36.4. Where a By-Law has been enacted, amended or repealed by the State Board since the last Annual Sub-Branch Conference, these changes shall be subject to ratification at the following Annual Sub-Branch Conference. Any bona fide act

undertaken in good faith and in accordance with the unratified By-Law shall be deemed valid despite any amendment or repeal at the following Annual Sub-Branch Conference.

36.5. A By-Law shall:

36.5.1. be subject to this Constitution;

36.5.2. must be consistent with this Constitution and the Act; and

36.5.3. shall be binding as if it were contained in this Constitution.

37. Notices

37.1. A notice or other correspondence, shall be delivered by the most appropriate means to the last recorded address for the recipient and taken to have occurred when:

37.1.1. delivered by letter post and deemed to be affected by properly addressing, prepaying and posting the notice.

37.1.2. delivered by electronic means and delivery effected upon the sending of the electronic communication provided there is no indication in writing that the electronic mail was not able to be sent.

37.2. Should either the letter post or the electronic communication be returned to sender, the delivery of the notice will be determined to be unsuccessful.

38. Spokesperson on behalf of RSL SA Inc

38.1. The State Board is the official authority for all public comment, deputations to Local, State or Federal Government agencies or their officials and to elected members of parliament.

38.2. The State Board shall determine the appropriate means for any public comment or media engagement. This may include delegating to a State Branch member to act on behalf of the organisation.

38.3. The President is the official spokesperson for all public comment and/or media engagement unless otherwise determined by resolution of the State Board.

39. Amendment of this Constitution

39.1. This Constitution may only be amended by a resolution passed at an Annual or Extraordinary Sub-Branch Conference by at least 75 per cent of the votes cast.

39.2. Notice of proposed amendment including repeal and replacement, shall be given to Sub-Branches and Chapters at least 60 days prior to the Annual or Extraordinary Sub-Branch Conference.

39.3. A printed copy of this Constitution shall be provided without charge to each Sub-Branch and State Board member. Any person that holds the class of membership as a Service Member shall be entitled to receive a copy of this Constitution at a rate of payment determined by the State Board from time to time.

- 39.4. The adoption of this Constitution shall not invalidate any appointment made or act done under the Constitution then existing but all such appointments made and acts done shall be construed as having been made and done in pursuance of this Constitution to the extent that they are not inconsistent with this Constitution.

40. Distribution of surplus assets on winding up

- 40.1. The RSL SA Inc may be wound up in the manner provided for in the Act.
- 40.2. If on the winding up or dissolution of RSL SA Inc, and after satisfaction of all its debts and liabilities, there remains any assets, the assets must not be distributed to the members or former members.
- 40.3. All surplus assets must be given or transferred to RSL Australia Limited to be used as far as possible for its purposes in South Australia, Northern Territory and Broken Hill.
- 40.4. All RSL SA Inc Sub-Branches and Chapters shall act as necessary to affiliate directly with RSL Australia Limited.

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