The Returned and Services League of Australia (New South Wales Branch)  
ABN 78 368 138 161

CONSTITUTION

“The Price of Liberty is Eternal Vigilance”
Consultation draft
For circulation to RSL NSW sub-Branches via District Councils (version date 11 June 2019)

[Table of contents to be inserted into final draft]
PREAMBLE

For more than a hundred years the Returned and Services League of Australia has cared for veterans of the Australian Defence Force and their families, and perpetuated the memory of those who have fought, suffered and died in service of the Commonwealth of Australia.

Formed in 1916 as the Returned Sailors and Soldiers Imperial League of Australia (RSSILA), the League’s name subsequently evolved to the Returned Sailors Soldiers and Airman's Imperial League of Australia (1941), the Returned Services League of Australia (1965) and the Returned and Services League of Australia (1990). Membership of the League is for those who have served in the Australian Defence Force.

The League’s NSW branch was formed in 1916, became part of the federal RSSILA in 1917, and has maintained its association with the Returned and Services League of Australia for more than a century. The Returned and Services League of Australia (NSW Branch) was incorporated as a statutory corporation by the Parliament of NSW in 1935 and has been an advocate on behalf of veterans and their families since its founding. RSL NSW members commit to continuing the camaraderie of military service, serving each other and serving veterans and their families in need – to ensuring that veterans and their families are respected, supported and remembered.

Events of the past few years mean that our constitution has had to change. First and foremost, RSL NSW has been re-constituted by the RSL NSW Act 2018 and the constitution needs to be brought into line with the new rules and structures the Act imposes. Additionally, the introduction of specific charity legislation and a charities’ regulator in 2012 placed new obligations on RSL NSW and its sub-Branches and on their respective responsible officers, making it particularly important that the organisation’s charitable purpose is clearly and succinctly stated. These obligations and the charitable purpose are more clearly spelt out to aid the organisation in complying with its charitable obligations. Further, a public inquiry in 2017 highlighted the consequences of insufficient governance oversight over the officers of RSL NSW, which the constitution now addresses. Additionally, the old Constitution and associated 22 by-laws had become overly complex. This was recognised by the members and a motion carried at Congress that the Constitution needed to be brought up to date.

The League is a grassroots organisation, led by its volunteers. The strong connections between sub-Branches and their local communities underpin every aspect of the League’s work for veterans and their families.

Since its foundation the League has been a non-partisan and non-sectarian institution, dedicated to the highest patriotic ideals. League members are committed to advancing Australia’s interests, upholding the Australian constitution, ensuring Australia’s national security and promoting the good name and standing of the members of the Australian Defence Force and their families. The League binds Australians to the promise of never forgetting the service and sacrifice of those who have served before us. The price of liberty is eternal vigilance.
1. RSL NSW

1.1 The Returned and Services League of Australia (New South Wales Branch) is a corporation constituted under the RSL NSW Act and is called The Returned and Services League of Australia (New South Wales Branch) or RSL NSW.

1.2 RSL NSW is a not-for-profit statutory corporation which was established, and continues to operate, as a charity.

1.3 RSL NSW is entitled to be and to remain a member of RSL National, and a part of the League as defined in the constitution of RSL National.

2. DEFINITIONS

2.1 Defined terms used in this Constitution have the meaning set out in Appendix A.

3. CHARITABLE PURPOSE

RSL NSW’s Charitable Purpose is:

3.1 providing assistance, care and relief for current and former members of the Australian Defence Force and their families who are suffering from physical or mental ill health, social disadvantage and isolation, distress, poverty, homelessness or destitution including without limitation those who are elderly;

3.2 providing support and assistance for current and former members of the Australian Defence Force and their families including without limitation to obtain compensation, benefits and assistance to which they are entitled and in relation to all aspects of transitioning from military service to civilian life, particularly where the member has been detrimentally affected by their service;

3.3 providing validation of service and sacrifice by commemorating those who have served and preserving the memory of those who have suffered and died;

3.4 promoting and facilitating the prevention of social isolation as a cause of veteran ill health by fostering and enabling community engagement, social connection and camaraderie by and between former and current members of the Australian Defence Force and their families; and

3.5 doing all other things necessary, ancillary or incidental to pursuing and implementing its benevolent charitable purpose including without limitation:

   (a) researching, promoting and publicly advocating for the interests of former and current members of the Australian Defence Force and their families on matters of public policy;

   (b) establishing and maintaining literary, social, educational and benevolent activities for the benefit, promotion and advancement of former and current members of the Australian Defence Force and their families particularly where the member has been detrimentally affected by their service; and

   (c) promoting the defence of the Commonwealth of Australia and guarding the good name, interests and standing of serving members of the Australian Defence Force.
4. RSL NSW POWERS

4.1 RSL NSW has all the powers:
   (a) of an individual;
   (b) of a corporation;
   (c) granted under this Constitution; and
   (d) granted to it under the RSL NSW Act,
   all of which must only be used to carry out the Charitable Purpose.

5. APPLICATION OF INCOME AND PROPERTY

5.1 RSL NSW is a not-for-profit entity and its income and assets:
   (a) must only be used to carry out the objects in pursuit of its Charitable Purpose; and
   (b) must not be distributed, paid or transferred, directly or indirectly, by way of profit to any RSL NSW Member.

5.2 Clause 5.1 does not prevent RSL NSW from making payments in good faith to any person including a person who is an RSL NSW Member if the payment is:
   (a) a payment to an RSL NSW Member or a sub-Branch for the purpose of carrying out, supporting or maintaining RSL NSW's Charitable Purpose;
   (b) for goods or services supplied or provided to RSL NSW in the ordinary course of business;
   (c) a commercial rent for property used by RSL NSW which has the prior approval of the Board;
   (d) reimbursement for out of pocket expenses incurred as a Director, an RSL NSW Member, an employee or contractor of RSL NSW in connection with RSL NSW business and activities in accordance with any approved expenditure policy issued under this Constitution;
   (e) a payment made to any RSL NSW Officer under the indemnity provisions in clause 15;
   (f) a premium for insurance cover to indemnify an RSL NSW Officer; or
   (g) remuneration for services as a Director or employee of RSL NSW provided that any remuneration to a Director may only be paid in accordance with the provisions of clause 10.

5.3 Without limiting clause 5.2, Clause 5.1 does not prevent RSL NSW from making payments or providing benefits to an RSL NSW Member where that payment or benefit is made or provided in pursuing and implementing its Charitable Purpose.
6. **LIMITED LIABILITY**

6.1 The liability of RSL NSW Members is limited to an amount not exceeding $10 which each RSL NSW Member must contribute to the property of RSL NSW if RSL NSW is wound up. This contribution will be used to pay:

   (a) any debts and liabilities of RSL NSW; and/or
   (b) the costs associated with the winding up.

7. **AMENDMENTS TO CONSTITUTION**

7.1 This Constitution, and any provision in this Constitution may only be amended, repealed or replaced by a resolution passed by a 66% majority of Delegates present and entitled to vote at a general meeting.

7.2 Any amendment to, repeal, or replacement of any provision under this Constitution will take effect:

   (a) from the close of the general meeting at which a resolution amending, repealing or replacing a provision of the Constitution is passed; or
   (b) from a later date specified in this Constitution or in the resolution passing the amendment, repeal or replacement of a provision; and

subject to any condition or requirement imposed by a resolution or under this Constitution being met.

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

8. **MEMBERS**

8.1 All matters concerning membership of RSL NSW will be governed and regulated by the Board.

Membership

8.2 RSL NSW has the following classes of membership:

   (a) Service Member;
   (b) Affiliate Member; and
   (c) Auxiliary Member.

8.3 Provisions and procedures relating to the following membership matters are set out in Appendix B:

   (a) eligibility criteria for each class of membership;
   (b) the procedure for membership applications and renewals;
   (c) membership awards;
   (d) membership fees (if any); and
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(e) termination, cessation and cancellation of membership.

Membership Register

8.4 RSL NSW will establish and maintain a Membership Register.

Continuity of Membership

8.5 This Constitution does not affect the continuity of membership of any person who was a current member at the Commencement Date.

Member Obligations

8.6 By continuing to be an RSL NSW Member from the Commencement Date, or upon becoming an RSL NSW Member after the Commencement Date, an RSL NSW Member:

(a) acknowledges that this Constitution has effect as a contract between:

(i) RSL NSW and an RSL NSW Member;

(ii) an RSL NSW Member and a sub-Branch to which an RSL NSW Member is attached; and

(iii) each RSL NSW Member.

(b) agrees to be bound by, and to comply with this Constitution, any Operational Policies and Procedures, any resolution of the Board, or any request or notice issued by RSL NSW or the Board under this Constitution; and

(c) without limiting clause 8.6(b), agrees to support, maintain, uphold and pursue the Charitable Purpose.

Member Voting Rights

8.7 Each Service Member has the right to one vote:

(a) in an election for Elected Directors, including the President, held in accordance with the Election Procedures; and

(b) on a members’ resolution for the removal of a Director.

Members’ Meetings

8.8 An Annual General Meeting must be held at least once in a calendar year and will take place on a date and at a time determined by the Board and at a venue determined by the Delegates at the immediately preceding Annual General Meeting, failing which the Board shall determine the venue.

8.9 At least six months’ notice of the venue, date and time of the Annual General Meeting must be given to sub-Branches.

8.10 In addition to the Annual General Meeting, General Meetings may be called by the Board by giving at least three months’ notice of the date, time and place of the meeting to sub-Branches.

8.11 A General Meeting must be called by the Board if the Board receives a written request from at least:
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(a) a 66% majority of the members of the District Presidents’ Council;
(b) 10% of Service Members; or
(c) 75 sub-Branches.

8.12 A request under clause 8.11 must be signed (and may be signed in multiple counterparts) by each person or body comprising the specified required percentage or number making the request and be accompanied by details of any proposed resolution.

8.13 The Board must give notice of a General Meeting validly requested under clause 8.11:
   (a) to sub-Branches; and
   (b) if a resolution for the removal of a Director, to Service Members, within one (1) month of receiving the written and signed request.

8.14 The General Meeting referred to in clause 8.13 must be held within two (2) months of the notice being issued.

8.15 A formal agenda and notice of any resolutions must be provided to sub-Branches or Service Members as appropriate at least four (4) weeks before a General Meeting.

General Meeting Conduct and Voting Procedures

8.16 Procedures for the conduct and voting at the Annual General Meeting and any General Meeting are set out in the Appendix C.

Annual Congress

8.17 An Annual Congress will be held in conjunction with each Annual General Meeting, immediately before or immediately after the commencement or conclusion respectively of the Annual General Meeting.

8.18 Annual Congress will include a wreath laying ceremony, pledges of allegiances, awards (if any) and may include presentations, addresses, education and training seminars and strategic planning sessions.

9. RSL NSW BOARD OF DIRECTORS

The Board

9.1 RSL NSW is governed by a board of not less than seven and not more than ten directors. The Board may, in its discretion, prescribe the number of directors within this range from time to time, failing which the prescribed number of directors will be deemed to be ten.

9.2 At least one but no more than two directors must be an Independent Director.

9.3 An Independent Director will be appointed by the Board in accordance with clause 9.15.

9.4 The remainder of the Board will comprise:
   (a) the President who will be elected by Service Members to hold the position of President and Elected Director in accordance with the Election Procedures; and
(b) Elected Directors elected in accordance with the Election Procedures.

9.5 One Director (other than the President) must have tertiary qualifications in accounting, finance or economics and demonstrate recent relevant practical experience, training or skills in one of these professions and will be appointed by the Board to the position of chair of a finance committee.

9.6 The Board may appoint one Director to be Deputy President.

9.7 This section is to be read in conjunction with the savings, transitional and continuing provisions in clause 20.

Eligibility to be an Elected Director

9.8 To accept and continue to hold office as an Elected Director, a person must:

(a) be a Service Member of at least 18 years of age;

(b) within six (6) months of being elected, successfully complete a governance training course or a governance training refresher course as the Board considers appropriate and as prescribed by the Board;

(c) possess and demonstrate a level of appropriate training, study, skills or experience relevant to the position of Elected Director; and

(d) be a Fit and Proper Person.

9.9 To accept and continue to hold office as an Elected Director, a person must not:

(a) be a sub-Branch Executive, sub-Branch Trustee, District Council President, District Council Executive or a District Council Delegate;

(b) be an employee of RSL NSW;

(c) subject to clause 9.10, have previously held office as a State Councillor or Director for a cumulative period of more than nine years (either continuously or in separate periods) after the first date of election as a State Councillor or Director;

(d) have had their RSL NSW membership, RSL membership in any other state or their RSL National membership cancelled at any time;

(e) have been removed from holding any office within:

(i) RSL NSW, a sub-Branch or a District Council,

(ii) any RSL in any other state; or

(iii) RSL National,

at any time;

(f) be bankrupt, insolvent or have ever been convicted of an indictable offence;

(g) have been disqualified by any means from managing a corporation under the Corporations Act 2001, suspended, removed or disqualified as a responsible
person under the ACNC Act or fined, convicted or found by the Minister not to be a fit and proper person under the Charitable Fundraising Act.

9.10 An Elected Director who has previously held office as a State Councillor or Director for a cumulative period of nine years or more (either continuously or in separate periods) after their first date of election, is eligible, notwithstanding clause 9.9(c), to stand and be elected if a continuous period of at least five (5) years has lapsed from the date they last ceased to hold office.

Election of Elected Directors

9.11 An election for Elected Directors will be held in the three months prior to the Annual General Meeting in an Election Year in accordance with the Election Procedures.

Eligibility to be an Independent Director

9.12 To accept and continue to hold office as an Independent Director, a person must:

(a) if the Board in its discretion considers it necessary and appropriate, within six months of being appointed, successfully complete a governance training course prescribed by the Board;

(b) possess and demonstrate a level of appropriate professional qualifications, training, skills and experience as the Board considers necessary and desirable;

(c) be a Fit and Proper Person; and

(d) consent in writing to be appointed as an Independent Director.

9.13 To accept and continue to hold office as an Independent Director, a person must not:

(a) currently be an RSL NSW Member;

(b) have been an RSL NSW Member, or a member of any RSL body in another state or a member of RSL National at any time in the five years preceding an appointment;

(c) be an employee of RSL NSW;

(d) subject to clause 9.14, have previously held office as a Director for a cumulative period of more than nine years (either continuously or in separate periods) after the date of first appointment as a Director;

(e) have had RSL NSW membership, RSL membership in any other state or their RSL National membership cancelled at any time;

(f) have been removed from holding any office within:

(i) RSL NSW, a sub-Branch or a District Council,

(ii) any RSL in any other state; or

(iii) RSL National,

at any time;
9.14 An Independent Director who has previously held office as a State Councillor or Director for nine years or more (either continuously or in separate periods) after their first date of election, is eligible, notwithstanding clause 9.13(d), to stand and be elected if a continuous period of at least five years has lapsed from the date they last ceased to hold office.

Appointment of Independent Director

9.15 The Board will appoint an Independent Director (at least one but no more than two) from a shortlist of candidates compiled by a committee of the Board based on consultation with, and recommendations from, an independent executive recruitment agency.

9.16 Prior to the appointment of an Independent Director in accordance with clause 9.15, the appointment must be approved by majority resolution of the District Presidents’ Council.

9.17 The District Presidents’ Council must inform the Board whether or not it approves the appointment of a person selected by the Board to be appointed as an Independent Director as soon as practicable after the Board requests approval and in any event within 28 days of receiving a request for approval, failing which the appointment will be deemed to be approved.

Term of Office

9.18 An Elected Director will hold office until the earlier of:

(a) the close of the third Annual General Meeting after the Elected Director was elected;
(b) their death, incapacity or them becoming of unsound mind;
(c) their resignation as a Director;
(d) the Elected Director ceasing to fulfil the eligibility criteria in clauses 9.8-9.10 including but not limited to them no longer being a Service Member; or
(e) their removal as a Director under this Constitution.

9.19 An Independent Director will hold office from the date of appointment agreed in writing with the Board, until the earlier of:

(a) the expiration of the fixed term for which they are appointed or re-appointed (which must not be longer than three years);
(b) their death, incapacity or them becoming of unsound mind;
(c) their resignation as a Director;
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(d) the Independent Director ceasing to fulfil the eligibility criteria in clauses 9.12-9.14; or
(e) their removal as a Director under this Constitution.

Resignation of Directors

9.20 A Director may resign by giving a written notice of resignation to the Company Secretary. The resignation will take effect from the date specified in the written notice or, in the absence of a specified date, the date of receipt by the Company Secretary of the resignation.

Removal of Directors

9.21 A Director may be removed by:

(a) a resolution of a 75% majority of a joint meeting of the Board and the District Presidents’ Council called and convened by either the Board or the District Presidents’ Council; or
(b) a resolution of a 66% majority of Service Members entitled to vote at a General Meeting on a motion for removal of a Director.

Elected Director Vacancy

9.22 If an Elected Director:

(a) ceases to hold office on any of the grounds set out in clauses 9.18 (b)-(e),
(b) is absent from meetings of the Board for a continuous period of three months without prior consent of the Board; or
(c) resigns in accordance with clause 9.20,

causing the number of directors to fall below the number prescribed by the Board in accordance with clause 9.1, their position will become vacant and a casual vacancy will be created.

9.23 The Board may fill a vacancy created under clause 9.22 by appointing any person who is eligible to be an Elected Director under clauses 9.8 - 9.10. The person appointed to fill the casual vacancy will hold office until the expiry of the term of the Elected Director creating the vacancy. The appointment must be approved by majority resolution of a meeting of the District Presidents’ Council prior to being made.

Independent Director Vacancy

9.24 If an Independent Director:

(a) ceases to hold office on any of the grounds set out in clauses 9.19 (b)-(e);
(b) is absent from meetings of the Board for a continuous period of three months without prior consent of the Board; or
(c) resigns in accordance with clause 9.20,
their position will become vacant and the Board must, as soon as practicable, appoint a new Independent Director in accordance with the procedure set out in clauses 9.15 – and 9.17 if it is necessary to ensure that there remains at least one Independent Director.

Directors’ additional power of appointment

9.25 In addition to the powers to fill casual vacancies in clauses 9.23 and 9.24 above, if the number of Directors falls below the minimum number required for a quorum as prescribed in clause 9.34, the remaining Directors may act to take any steps necessary to increase the number of Directors to the number required to constitute a quorum and/or for calling a General Meeting, but for no other purpose.

Powers of the Board

9.26 Subject to the RSL NSW Act, any other act applicable from time to time and this Constitution, the Board has the power to manage, control and direct the affairs and conduct of RSL NSW and may exercise all the powers granted to RSL NSW by this Constitution or any applicable law, except any power which the RSL NSW Act, any other applicable act or this Constitution expressly provide must be exercised by Service Members or Delegates (or Alternate Delegates).

9.27 Without limiting clause 9.26, the Board has the express power to:

(a) do all things necessary for carrying out the Charitable Purpose, and all things ancillary or incidental to carrying out the Charitable Purpose;

(b) govern and regulate the functions of sub-Branches, and the application, management and use of property, funds, income and assets held by sub-Branches, to the extent permitted by law, to ensure that sub-Branches are applying sub-Branch Property to further the Charitable Purpose;

(c) without limiting clause 9.27(b) and, subject to the provisions of clause 5, require sub-Branches to apply property, funds, income and assets in a particular manner to further and fulfil the Charitable Purpose;

(d) make decisions and issue directions to ensure the responsible financial management of RSL NSW;

(e) govern and regulate all matters relating to membership including admission, refusal to admit, renewal, refusal to renew, imposing conditions, waiver of conditions, eligibility, transfer, suspension, revocation and cancellation;

(f) govern and regulate the rights and obligations of RSL NSW Members, Directors, District Council Delegates, District Councils, sub-Branches and sub-Branch executives and sub-Branch Trustees under this Constitution including matters relating to Disputes between any and each of them; and

(g) regulate and determine the rights of RSL NSW Members, Directors, District Council Delegates, District Councils, District Council Executive, sub-Branches and sub-Branch Executives and sub-Branch Trustees in accordance with the Disciplinary Procedures in Appendix D.

9.28 In giving effect to the powers and functions in clause 9.27 and without limiting the general powers in clause 9.26 the Board may:
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(a) issue Operational Policies and Procedures, notices or requests to sub-Branches; and

(b) request or direct that a sub-Branch provide Documents and any other information to the Board within a reasonable time to be specified by the Board.

Delegation Powers

9.29 Except as provided in clause 9.31, the Board may delegate any of its powers to:

(a) a committee or committees comprising:
   (i) Directors;
   (ii) at least one Director and any other person; or
   (iii) employees of RSL NSW;

(b) a single Director;

(c) the Chief Executive Officer;

(d) any employee/s of RSL NSW;

(e) District Councils and/or District Council Executives; and/or

(f) the District Presidents’ Council.

9.30 A delegation under clause 9.29 must:

(a) be given by a Board resolution;

(b) be in writing;

(c) expressly specify the power delegated, and any limitations, restrictions and conditions on any delegation, including the time for which the delegation will be in force.

9.31 The Board may not delegate the power to delegate.

9.32 The Board may also establish advisory bodies or working parties consisting of any person it thinks fit, but an advisory body or working party must not be given any delegated power.

Directors’ Meetings

9.33 Subject to the provisions of this Constitution, the Board will meet as and when it considers necessary and appropriate.

9.34 Unless the Board resolves otherwise, the quorum for a Directors’ meeting is a majority (greater than 50%) of Directors entitled to receive notice of the meeting (which excludes only those Directors currently on a leave of absence previously granted or Directors overseas) provided that the quorum must not be less than four.

9.35 A quorum must be present when a vote is taken.

9.36 A Directors’ meeting may be called by:
(a) the President on causing reasonable notice to be given to each Director; or

(b) any other Director requesting the Company Secretary to convene a Directors’ meeting in which case the Company Secretary must convene a meeting at a time and place convenient to the majority of Directors.

9.37 Notice of a meeting may be given by any reasonable means of communication to each Director (provided however that the failure to give notice will not invalidate any decision or resolution made at the meeting).

9.38 At each Directors’ meeting, the Board will appoint either the President or one of the Elected Directors to chair the meeting. This appointment may be a standing (ongoing) one.

9.39 Each Director has one vote and matters for decision by the Board will be determined by resolution passed by a majority of votes cast at the meeting. If the votes cast are equal, the chair will have a second and casting vote.

9.40 The Board may hold its meetings by using any technology (such as video or teleconferencing) that has previously been agreed to by all the Directors, which agreement may be a standing (ongoing) one.

9.41 A Director may only withdraw the consent given pursuant to clause 9.40 within a reasonable period before the meeting and in any event no later than 7 days before a meeting.

9.42 The Board may pass a written resolution without a meeting being held and such a resolution will be valid as if passed at a meeting if:

(a) all Directors entitled to receive notice of a meeting (which excludes only those Directors currently on a leave of absence previously granted or Directors overseas) are given notice of the resolution; and

(b) the resolution is signed by a majority of Directors entitled to receive notice and to vote on the resolution (being at least a quorum set in accordance with clause 9.34 of this Constitution).

9.43 For the purposes of clause 9.42(b), a Director may sign:

(a) a single document setting out the resolution and containing a statement that they agree to the resolution; or

(b) separate copies of that document, if the wording of the resolution is identical in each copy.

9.44 The Company Secretary may send a resolution by email or other electronic means to the Directors and the Directors may vote on, or abstain from voting on, the resolution by sending a reply email or electronic communication indicating their vote or abstention.

9.45 A written resolution is passed when the majority of Directors sign or otherwise agree to the resolution in the manner set out in clauses 9.42 – 9.44.

Conflicts of Interest

9.46 A Director must disclose to the Board any pecuniary or other material interest in a matter that is being considered at a meeting of Directors (or that is proposed in a circular resolution) which raises, or may appear to raise, an actual or perceived conflict of interest.
9.47 A Director’s disclosure may be a standing one.

9.48 If all the Directors have the same conflict of interest, the Directors must disclose the nature of the actual or perceived conflict of interest to Delegates at the next General Meeting, or at an earlier time if reasonable to do so.

9.49 The disclosure of a conflict of interest by a Director and the particulars of the disclosure must be recorded in the minutes of the meeting at which the disclosure is given.

9.50 A Director who has disclosed the nature of an interest in any matter, must not, unless the Board otherwise determines:
   (a) be present during any deliberation of the Board with respect to the matter; or
   (b) take part in any decision of the Board with respect to the matter.

9.51 Whilst the Board is making a determination under clause 9.50, a Director who has disclosed an interest in a matter must not:
   (a) be present during any deliberation of the Board for the purpose of making the determination, or
   (b) take part in the making of the determination by the Board.

9.52 A contravention of this section does not invalidate any decision of the Board.

Code of Conduct

9.53 The Board must adopt and adhere to a Code of Conduct for Directors which must be made publicly available.

Directors’ Access to documents

9.54 A Director has a right of access at all reasonable times to the financial reports or financial records of RSL NSW however compiled, recorded or stored and working papers and other documents needed to explain the methods by which the financial statements are made up and any adjustments to be made in preparing the financial statements.

9.55 RSL NSW must give a Director or former Director access to all such documents at reasonable times for the purpose of a legal proceeding:
   (a) to which the Director or former Director is a party;
   (b) that the Director or former Director in good faith proposes to bring; and/or
   (c) that the Director or former Director has reason to believe will be brought against them.

9.56 A person authorised to have access to and inspect such documents under clause 9.55 for the purposes of a legal proceeding may make copies of the documents for the purpose of those proceedings.

9.57 The right to inspect documents under clause 9.54 continues for a period of seven years after the person ceases to be a Director.
9.58  Any request by a Director or former Director for access to documents will be addressed to the Company Secretary or the Chief Executive Officer.

9.59  The Board may resolve to enter into a deed with a Director giving effect to the rights of access to documents in accordance with clause 9.54 and clause 9.55 or such other documents as the Board may decide.

10. DIRECTORS’ REMUNERATION

10.1 Subject to the provisions of clauses 10.2 and 10.3 and the RSL NSW Act, the Directors may receive remuneration for their services as a Director.

10.2 The Directors may only receive remuneration if the sub-Branch Delegates at a General Meeting pass a resolution to that effect.

10.3 The aggregate amount of remuneration, if any, which may be paid to Directors pursuant to a resolution of sub-Branch Delegates is also to be determined by a resolution of sub-Branch Delegates at a general meeting.

11. CHIEF EXECUTIVE OFFICER

11.1 The Board may appoint a person, other than a Director, to be the Chief Executive Officer of RSL NSW for the period and on terms, including as to remuneration, performance and functions as the Board determines.

11.2 The Chief Executive Officer is not entitled to exercise the voting rights of an RSL NSW Member whilst holding the position as Chief Executive Officer and may be required by the Board to suspend RSL NSW membership without loss of membership continuity recognition, if held, for the period of employment of Chief Executive Officer.

11.3 The Chief Executive Officer is accountable to the Board and the Directors may, subject to the provisions of any contract between the person and RSL NSW:

   (a) define the Chief Executive Officer’s powers, fix their remuneration and duties and from time to time, vary any of the powers conferred; and/or

   (b) revoke that person’s appointment as Chief Executive Officer and appoint another person to that position.

11.4 The Directors may delegate to the Chief Executive Officer the power to conduct the day-to-day management and control of the business and affairs of RSL NSW.

11.5 The Chief Executive Officer will attend where possible all Board meetings and may be heard on any matter but will not have the right to vote.

12. DISTRICT COUNCILS

12.1 Unless otherwise determined in accordance with this Constitution, the RSL NSW sub-Branch network will be divided into districts as defined from time to time in the District Council Standard Operating Procedures.

12.2 The Board may establish a District Council of the sub-Branches in each District. Each District Council will be governed by and operate subject to the direction of the Board and must report
to the Board in accordance with this Constitution and the District Council Standard Operating Procedures.

Composition of District Councils

12.3 Each District Council will consist of two District Council Delegates elected by each sub-Branch within the relevant District.

12.4 Each sub-Branch may elect two District Council Delegates and may also elect two alternate delegates (to act only in the event that the Delegates are unable or unwilling to act) in the manner set out in the Election Procedures.

12.5 The District Council Delegate and any alternate delegate must be Service Members attached to the sub-Branch.

District Council Executive

12.6 Each District Council will elect (in accordance with the Election Procedures) from the District Council Delegates, a District Council 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.

12.7 To hold office as a District Council Executive, a person must be a Service Member of at least 18 years of age.

12.8 To accept and continue to hold office as a District Council Executive, a person must not:

(a) be a Director or employee of RSL NSW;

(b) subject to clause 12.12, have held office as a District Council President for a cumulative period of more than six years (either continuously or in separate periods) after the first date of election as a District Council President, if that person is to hold office as a District Council President;

(c) have had their RSL NSW membership suspended or cancelled at any time or have been removed from holding any office within RSL NSW at any time;

(d) be bankrupt, insolvent or have ever been convicted of an indictable offence; or

(e) have been disqualified by any means from managing a corporation under the Corporations Act, suspended, removed or disqualified as a responsible person under the ACNC Act or fined, convicted or found not to be a fit and proper person under the Charitable Fundraising Act.
Term of Office of District Council Executive

12.9 A District Council Executive will hold office until the earlier of:

(a) the end of the third calendar year after being elected;
(b) their death, incapacity or them becoming of unsound mind;
(c) their resignation as a District Council Delegate or District Council Executive;
(d) the District Council Delegate no longer fulfilling the eligibility criteria in clause 12.7 and clause 12.8 including but not limited to them ceasing for any reason to be a Service Member;
(e) their removal as District Council Delegate by their sub-Branch or as District Council Executive in accordance with clause 12.14 or removal otherwise under this Constitution.

12.10 A District Council Executive (other than a District Council President) who remains eligible to hold office in accordance with clause 12.7 and 12.8 is eligible to stand for re-election and may be re-elected for a further term or terms.

12.11 A District Council President who remains eligible to hold office in accordance with clause 12.7 and 12.8 is eligible to stand for re-election and may be re-elected as District Council President for a further term of three years provided that a District Council President must not hold the position of District Council President for a period exceeding six years in total.

12.12 A District Council President who has previously held office as a District Council President for a cumulative period of six years or more (either continuously or in separate periods) after their first date of election, is eligible, notwithstanding clause 12.11 to stand and be elected for a further cumulative period of six years (which may, in individual circumstances and at the absolute discretion of the Board, be extended to nine years) if a continuous period of at least six years has lapsed from the date they last ceased to hold office.

12.13 A District Council Executive may resign by giving a written notice of resignation to the Board. The resignation will take effect from the date specified in the written notice or, in the absence of a specified date, the date of receipt of the written notice by the Board or its representative.

Removal of District Council Executives

12.14 A District Council Executive may be removed from holding that position by a majority resolution of the Board or the relevant District Council.

12.15 If a District Council Executive ceases to be a District Council Delegate during the term of their appointment, then the District Council may elect to either:

(a) fill the vacancy created by the District Council Executive at a special meeting of District Council convened for that purpose; or
(b) (unless the District Council Delegate was removed by resolution pursuant to the Disciplinary Procedures in Appendix D) allow the District Council Executive to continue in the position until the next election with no right to vote.
12.16 Any vacancy in the office of a District Council Executive must be filled by a resolution of the District Council passed by the majority of District Council Delegates present and voting at the meeting.

District Council Meetings

12.17 District Councils will meet as and when they consider necessary and appropriate, provided that they will meet not less than twice a year at six monthly intervals at a time and place to be agreed by the District Council.

12.18 District Council meetings must be conducted in accordance with the District Council Standard Operating Procedures.

12.19 Each District Council must provide to the Board a schedule of when and where meetings will be held.

12.20 A District Council meeting may be called by:

(a) the District Council President on giving reasonable notice to each District Council Delegate; or
(b) a majority of District Council Delegate requesting the President to convene a District Council meeting in which case the President must convene a meeting at a time and place convenient to the majority of District Council Delegates.

12.21 Notice of a meeting may be given by any reasonable means of communication to each District Council Delegate.

12.22 Each District Council Delegate has one vote and matters for decision by the District Council will be determined by resolution passed by a majority of votes cast at the meeting.

12.23 The quorum for a District Council meeting is a majority of District Council Delegates, excluding those who have been granted a leave of absence.

12.24 The District Council may hold its meetings by using any technology (such as video or teleconferencing) that has previously been agreed to by all of the District Council Delegates, which agreement may be a standing (ongoing) one.

12.25 A District Council Delegate may only withdraw the consent given pursuant to clause 12.24 within a reasonable period before the meeting and in any event no later than seven days before the meeting.

12.26 The District Council may pass a written resolution without a meeting being held and such a resolution will be valid as if passed at a meeting if:

(a) all District Council Delegates entitled to receive notice of a meeting and to vote on the resolution receive notice of the resolution; and
(b) the resolution is signed by a majority of District Council Delegates who are entitled to vote.

12.27 For the purposes of 12.26(b), a District Council Delegates may sign:
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(a) a single document setting out the resolution and containing a statement that they agree to the resolution; or

(b) separate copies of that document, if the wording of the resolution is identical in each copy.

12.28 The chair may send a resolution by email to the District Council Delegates and the District Council Delegates may vote on or abstain from voting on the resolution by sending a reply email indicating their vote or abstention.

12.29 A written resolution is passed when a majority of District Council Delegates signs or otherwise agrees to the resolution in the manner set out in clauses 12.26 – 12.28.

Board attendance at District Council Meetings

12.30 The Board, its nominated Director/s or representatives of RSL NSW management, may attend District Council meetings upon the giving of reasonable notice to the District Council.

Powers, Responsibilities and functions of District Councils

12.31 Each District Council will represent sub-Branches in its own District by:

(a) consulting with, and representing the interests of, RSL NSW Members and sub-Branches within their District;

(b) escalating matters concerning a sub-Branch or its members in their District to the District Presidents’ Council;

(c) providing support and encouragement to the sub-Branches in the District and encouraging participation by the sub-Branches in District events and meetings;

(d) assisting sub-branches to engage the community within the District and enhancing the standing of RSL NSW within the local community;

(e) generally acting as a means of communication between sub-Branches and the District Presidents’ Council on all matters;

(f) formulating 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);

(g) formulating motions:

(i) on matters that may arise out of a report from the Board;

(ii) on matters that may arise out of RSL NSW communications; and

(iii) on matters concerning amendments to this Constitution.

12.32 To assist in fulfilling its functions, a District Council:

(a) may appoint or engage other RSL NSW Members to assist with the management and operations of RSL NSW activities in its District any other District Council
Officers deemed necessary to properly perform the functions and responsibilities of the District Council; and

(b) may coordinate RSL NSW related activities within their District.

12.33 Each District Council must provide a copy of the minutes of each District Council meeting to the Board and to the District Presidents’ Council in a format to be determined and prescribed by the Board in consultation with all District Councils.

Delegated Powers

12.34 The Board may delegate other powers to 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, under its delegation powers in this Constitution.

12.35 District Councils must carry out any powers of the Board which the Board has, by written notice, delegated to District Council.

District Council Funding

12.36 The District Councils may be allocated funds by RSL NSW to facilitate the performance of their powers, responsibilities and functions. The amount of funds available to a District Council will be determined by RSL NSW in consultation with the District Council based upon an annual budget which must be submitted to RSL NSW by the District Council on an annual basis in conjunction with RSL NSW’s financial year and approved by the Board.

District Presidents’ Council

12.37 The District Presidents’ Council will consist of each of the District Council Presidents holding office from time to time, one of whom will be elected by the District Presidents’ Council as the chair. The District Presidents’ Council may also elect a deputy chair and a secretary.

12.38 A District Council President will hold their position on the District Presidents’ Council in an ex officio capacity and not a personal capacity.

Role of the District Presidents’ Council

12.39 The District Presidents’ Council will represent sub-Branches and District Councils by:

(a) making submissions, proposals and recommendations and providing reports, guidance and feedback to the Board on matters regarding matters of RSL NSW sub-Branch and District Council governance, RSL NSW membership and sub-Branch issues and concerns; and

(b) making representations to the Board on matters of public policy.

12.40 The District Presidents’ Council must provide a copy of the minutes of each District President’s Council meeting to the Board in a format to be determined and prescribed by the Board.

12.41 The Board must consider all submissions, reports, policy proposals, recommendations and representations made by the District Presidents’ Council and consult, provide feedback and
provide a written report or response to the District Presidents’ Council within a reasonable time on all matters raised.

Delegated Powers

12.42 The Board may delegate powers to the District Presidents’ Council in consultation with the District Presidents’ Council.

Dispute Resolution functions

12.43 The District Presidents’ Council will be responsible for the performance of the dispute resolution functions assigned to it in the Dispute Resolution provisions in Appendix D.

Power to Call General Meeting

12.44 The District Presidents’ Council by majority resolution of 66% of the District Presidents’ Council may request that the Board call a general meeting:

(a) of Service Members, in relation to matters concerning the appointment or removal of Directors; and

(b) of Delegates (or Alternate Delegates) in relation to matters concerning constitutional amendments.

12.45 A request referred to in clause 12.44 must:

(a) be in writing; and

(b) set out the resolution to be proposed at the meeting; and

(c) must be signed (and may be signed in multiple counterparts) by not less than 66% of the District Presidents’ Council.

District Presidents’ Council Meetings

12.46 The District Presidents’ Council will meet as and when it considers necessary and appropriate, provided that it will meet not less than quarterly at a time and place to be agreed by the District Presidents’ Council.

12.47 The District Presidents’ Council must provide to the Board a schedule of when and where meetings will be held.

12.48 A District Presidents’ Council meeting may be called by:

(a) the chair on giving reasonable notice to each member of the District Presidents’ Council; or

(b) any other member of the District Presidents’ Council requesting the chair to convene a meeting of the District Presidents’ Council in which case the chair must convene a meeting at a time and place convenient to the majority of the members of the District Presidents’ Council.
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12.49 Notice of a meeting may be given by any reasonable means of communication to each member of the District Presidents’ Council.

12.50 Each member of the District Presidents’ Council has one vote and matters for decision by the District Presidents’ Council will be determined by resolution passed by a majority of votes cast at the meeting.

12.51 The quorum for a meeting of the District Presidents’ Council is a majority of its members, excluding those who have been granted a leave of absence.

12.52 The District Presidents’ Council may hold its meetings by using any technology (such as video or teleconferencing) that has previously been agreed to by all of the District Presidents’ Council, which agreement may be a standing (ongoing) one.

12.53 A member of the District Presidents’ Council may only withdraw the consent given pursuant to clause 12.52 within a reasonable period before the meeting and in any event by not less than seven days.

12.54 The District Presidents’ Council may pass a written resolution without a meeting being held and such a resolution will be valid as if passed at a meeting if:

(a) all members of the District Presidents’ Council entitled to receive notice of a meeting and to vote on the resolution receive notice of the resolution; and

(b) the resolution is signed by a majority of members of District Presidents’ Council who are entitled to vote.

12.55 For the purposes of clause 12.54(b), a member of the District Presidents’ Council may sign:

(a) a single document setting out the resolution and containing a statement that they agree to the resolution; or

(b) separate copies of that document, if the wording of the resolution is identical in each copy.

12.56 The chair may send a resolution by email to the members of the District Presidents’ Council and the members of the District Presidents’ Council may vote on or abstain from voting on the resolution by sending a reply email indicating their vote or abstention.

12.57 A written resolution is passed when a majority of members of the District Presidents’ Council sign or otherwise agrees to the resolution in the manner set out in clauses 12.54 – 12.56.

Board Meetings with District Presidents’ Council

12.58 The Board, or its nominated Directors, may attend all meetings of the District Presidents’ Council.

12.59 The Board and the District Presidents’ Council must hold no fewer than two joint meetings in a calendar year, one of which will be held at the time of the Annual Congress. An agenda will
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be mutually agreed between the Board and the District Presidents’ Council and minutes will be kept.

Board’s obligation to District Presidents’ Council

12.60 The Board must consider all submissions, reports, policy proposals, recommendations and representations made by the District Presidents’ Council and consult, provide feedback and provide a written report or response to the District Presidents’ Council within a reasonable time on all matters raised.

Funding for District Presidents’ Council

12.61 The District Presidents’ Council will be allocated funds by RSL NSW to facilitate the performance of its powers, responsibilities and functions. The amount of funds available to the District Presidents’ Council will be determined by RSL NSW in consultation with the District Presidents’ Council based upon an annual budget which must be submitted to RSL NSW by the District Presidents’ Council on an annual basis in conjunction with RSL NSW’s financial year and approved by the Board.

13. SUB-BRANCHES

Establishment of a sub-Branch

13.1 RSL NSW may establish a sub-Branch by issuing a Charter in accordance with this Constitution.

13.2 Persons eligible to be an RSL NSW Member or any incorporated or unincorporated body or entity formed by and consisting of persons eligible to be RSL NSW Members may apply to the Board to become a sub-Branch.

13.3 Upon approval of an application to become a sub-Branch, the Board will issue a Charter to the new sub-Branch which will record:

(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.

13.4 To be eligible to be approved as an RSL NSW sub-Branch, a sub-Branch must:

(a) form a sub-Branch executive committee comprising:

(i) a President who must be a Service Member; and

(ii) a Treasurer and a Secretary each of whom must be a Service Member or Affiliate Member; and
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(iii) in the sub-Branch’s discretion, at least one Vice-President who must be a Service Member;

(b) initially have at least ten Service Members which may include the sub-Branch Executive provided however that the Board may in its absolute discretion consent to a sub-Branch already holding a Charter having fewer than ten Service Members from time to time;

(c) demonstrate to the satisfaction of the Board that it is capable of complying with the requirements and obligations set out in this Constitution including the sub-Branch Standard Operating Procedures, and of operating as an RSL NSW sub-Branch for the purposes of carrying out the functions necessary to support and fulfil the Charitable Purpose.

Obligations of a sub-Branch

13.5 By accepting a new Charter and/or by continuing to operate under an existing Charter and representing itself as an RSL NSW sub-Branch, a sub-Branch expressly acknowledges and agrees that:

(a) this Constitution applies as a contract between RSL NSW and a sub-Branch;

(b) it is bound by, and will comply with the provisions of this Constitution;

(c) it is not to distribute, pay or transfer, directly or indirectly, any income or assets to an RSL NSW Member provided that this does not prevent the sub-Branch from making payments in good faith to any person including a person who is an RSL NSW Member if the payment is:

(i) for goods or services supplied or provided to the sub-Branch in the ordinary course of business;

(ii) reimbursement for out of pocket expenses incurred as a sub-Branch Executive or sub-Branch Committee Member or RSL NSW Member in connection with sub-Branch business and activities in pursuit of the Charitable Purpose and accordance with any approved expenditure policy of the sub-Branch;

(iii) a payment made to any under the indemnity provisions in clause 15; or

(iv) a premium for insurance cover to indemnify a sub-Branch Executive, sub-Branch Trustee; and

(d) it will comply with any direction, notice or request issued by the Board under this Constitution and any Operational Policies and Procedures and sub-Branch Standard Operating Procedures issued from time to time.

Sub-Branch Property applied to the RSL NSW Charitable Purpose

13.6 Without limiting clause 13.5, a sub-Branch must ensure that all sub-Branch Property is applied to further the Charitable Purpose and it must conduct and manage sub-Branch activities and
financial operations solely to support, maintain and pursue the Charitable Purpose and agrees at all times to do so.

**Establishment of a Chapter**

13.7 A sub-Branch may establish a Chapter in consultation with RSL NSW and with the prior approval of the Board in a neighbouring area that does not have a sub-Branch.

**Sub-Branch Executive**

13.8 The functions, duties and obligations of a Sub-Branch are to be controlled and managed by the sub-Branch Executive who will:

(a) be responsible for the management of the operations of the sub-Branch,

(b) have the power to manage, control and direct the affairs and conduct of the sub-Branch;

(c) be responsible for ensuring that the sub-Branch complies with its obligations under this Constitution including but not limited to ensuring that sub-Branch Property is applied to further the Charitable Purpose; and

(d) have the power to act on behalf of the sub-Branch and to bind the sub-Branch.

13.9 Each member of the sub-Branch Executive must be an RSL NSW Member attached to the sub-Branch and is to be elected by the Members of the sub-Branch in accordance with the procedures set out in the Election Procedures.

13.10 A Service Member who has previously been the subject of a Disciplinary Resolution in accordance with Appendix D or who was a member of a sub-Branch Executive at the time that sub-Branch was the subject of a Disciplinary Resolution in accordance with Appendix D may not hold office as a sub-Branch Executive unless approval is given by the Board.

13.11 A member of the sub-Branch Executive will hold office until the closing of the third sub-Branch annual general meeting to be held after the election of the sub-Branch Executive member, at which time the positions will become vacant and elections will be held in accordance with the Election Procedures at a sub-Branch annual general meeting.

13.12 A member of the sub-Branch Executive holds office until the earlier of the following:

(a) the end of their term in accordance with clause 13.11 above;

(b) resignation as a sub-Branch Executive (notice of which may be given in writing to any other sub-Branch Executive member or, if none, the State Secretary of RSL NSW, to be effective immediately);

(c) their death, or incapacity or them becoming of unsound mind;

(d) their ceasing for any reason to be an RSL NSW Member;

(e) transfer of their RSL NSW Membership to another sub-Branch; or

(f) removal by the Board as a sub-Branch Executive.
13.13 If a sub-Branch Executive ceases to hold office on any of the grounds set out in clauses 13.12(b)-(f) or is absent for a continuous period of three months without prior consent of the sub-Branch Executive, a casual vacancy is created. The casual vacancy must be filled by a person eligible to be a sub-Branch Executive by a resolution a sub-Branch members at the next general meeting of the sub-Branch. The person filling the casual vacancy will hold the position until the expiration of the term of office of the previous sub-Branch Executive creating the vacancy.

13.14 A disqualification, defect or vacancy in appointment of any member of a sub-Branch Executive will not invalidate any otherwise valid act of the sub-Branch Executive or any sub-Branch Committee formed under the sub-Branch Executive.

Sub-Branch Committees

13.15 A sub-Branch may also form sub-Branch Committees which will comprise sub-Branch members elected by sub-Branch Members at a general meeting. The sub-Branch Executive can delegate any of its powers to a sub-Branch Committee and the sub-Branch Committee
must provide a report to the sub-Branch Executive and the sub-Branch Members at a general meeting.

Sub-Branch Meetings

13.16 The sub-Branch Executive may meet as and when it considers necessary and appropriate. A meeting may be called by the President on giving reasonable notice to the other members of the sub-Branch Executive.

13.17 The sub-Branch Executive may call sub-Branch general meetings as and when required in accordance with Appendix C provided that they must call sub-Branch general meetings at least quarterly one of which must be an annual general meeting.

13.18 All meetings held by a sub-Branch must be conducted in accordance with the relevant provisions of Appendix C.

13.19 A sub-Branch must not associate, attend or take part in any sectarian or political gathering or meeting. The Chair of any sub-Branch meeting may refuse to hear any issue or matter which the Chair reasonably considers to be sectarian or political in nature.

13.20 Any sub-Branch Committee may meet as and when the members of the Committee deem fit and in accordance with any terms of reference imposed by the sub-Branch Executive.

Conflicts of Interest

13.21 The sub-Branch Executive must adopt and apply the same conflict of interest principles as are set out in clause 9.46 – 9.52 above.

Amalgamation of sub-Branches

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

(a) to amalgamate with another sub-Branch with the consent and agreement of that other sub-Branch and form a new amalgamated sub-Branch;

(b) that the legal and beneficial ownership of all sub-Branch Property be transferred to the amalgamated sub-Branch.

13.23 Following the resolution to amalgamate and confirmation of the granting of consent by the Board:

(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 no longer be attached to the former sub-Branch but will become attached to the amalgamated sub-Branch and the Membership Register will be updated by RSL NSW accordingly.
13.24 The newly amalgamated sub-Branch will elect a sub-Branch Executive in accordance with the procedure in clause 13.9.

**Sub-Branch Incorporation**

13.25 Subject to clause 13.26, nothing in this Constitution precludes an RSL NSW sub-Branch from forming and becoming an incorporated body and requesting that RSL NSW transfer its Charter to the newly incorporated body.

13.26 A sub-Branch may have its sub-Branch Charter transferred to an incorporated body:

   (a) by resolution of the sub-Branch members;

   (b) with the prior written approval of the Board;

   (c) upon complying with all legal and regulatory requirements necessary to effect the winding up of the unincorporated body and the formation of an incorporated body; and

   (d) upon complying with any reasonable directions or conditions imposed by the Board.

13.27 If the requirements of clause 13.26 are met, the sub-Branch Charter may be transferred to the newly incorporated sub-Branch entity.

**Sub-Branch accounts**

13.28 Each sub-Branch must maintain proper accounts of all sub-Branch Property including but not limited to 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 and must ensure that it does so in accordance with its legal obligations to do so.

13.29 Specifically, a sub-Branch Executive must ensure that in addition to the account keeping obligations in this Constitution, the sub-Branch complies with all financial accounting and reporting obligations under to the *Australian Charities and Not-for-Profit Commission Act 2012*, *Australian Charities and Not-for-Profit Commission Regulation 2012*, the *Charitable Fundraising Act 1991*, the *Charitable Fundraising Regulation 2015*, the conditions of any Charitable Fundraising Authority the sub-Branch holds and any other financial accounting and reporting obligations arising as a result of any other legislation and regulations which may apply from time to time.

13.30 Each sub-Branch must open a separate account, or accounts for the purpose of depositing any money, proceeds or funds which have been received, requested, donated or bequeathed for a special or specific purpose within the scope of the Charitable Purpose and must immediately deposit all such proceeds in this account or accounts in a manner which complies with all of the sub-Branch’s obligations from time to time as referred to under clause 13.29.

13.31 Money or funds received by the sub-Branch by way of income received from sub-Branch Property or investments, assistance payments from RSL NSW or other amounts received for
the general purpose of supporting and furthering the Charitable Purpose may be held in a sub-
Branch general account or accounts to be used to:

(a) pay any administrative and operational expenses of the sub-Branch;
(b) subject to receipt of the prior written consent of the Board, donate such money or funds
to a charitable appeal or organisation with like charitable objects;
(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
Charitable Purpose,

provided however that all such expenditure must be reasonable administrative expenses in
the circumstances, and provided further that the sub-Branch must ensure that in receiving and
banking and accounting for such funds, it complies with all financial accounting and reporting
obligations under to the Australian Charities and Not-for-Profit Commission Act 2012, 
Australian Charities and Not-for-Profit Commission Regulation 2012, the Charitable
Fundraising Act 1991, the Charitable Fundraising Regulation 2015, the conditions of any
Charitable Fundraising Authority the sub-Branch holds and any other financial accounting and
reporting obligations arising as a result of any other legislation and regulations which may
apply from time to time.

13.32 The payment by the sub-Branch of any administrative and operating costs owed by the sub-
Branch must be ratified by the sub-Branch at a general meeting.

13.33 A sub-Branch must not incur any debt for services or goods unless authorised in writing by
the sub-Branch Executive.

13.34 A sub-Branch must, upon receipt of a written request from the Board, produce for inspection
all accounts, books, statutory registers, records and any other documents required to be kept
by the sub-Branch under this Constitution or at law. The Board will notify the relevant District
Council of the intention to issue such a request.

Sub-Branch audit

13.35 If it necessary for a sub-Branch to prepare audited accounts to meet the financial accounting
and reporting obligations referred to in clause 13.29, a sub-Branch must at the annual general
meeting of the sub-Branch 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
Institute of Public Accountants, to inspect the accounts, books, vouchers and securities of the
sub-Branch and verify them against the statement of financial position.

13.36 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.

13.37 The sub-Branch auditor appointed in accordance with clause 13.35 must not be a member of
the sub-Branch.

13.38 In addition to the audit requirements in clauses 13.35-13.37 above, the sub-Branch Executive
must ensure that the sub-Branch complies with all its accounting, reporting and audit
obligations pursuant to the Australian Charities and Not-for-Profit Commission Act 2012,
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Australian Charities and Not-for-Profit Commission Regulation 2012, the Charitable Fundraising Act 1991, the Charitable Fundraising Regulation 2015, the conditions of any Charitable Fundraising Authority the sub-Branch holds and all relevant accounting and auditing standards and all other legislation and regulations which may apply from time to time.

Sub-Branch annual returns

13.39 Each sub-Branch must, and will be in default of its obligations if it does not, by 31 March each year (unless agreed otherwise in writing by RSL NSW):

(a) lodge with RSL NSW SBA1, SBA2 and SBA3 and any other financial or other returns as may be requested from time to time by the Board.

(b) ensure that any Subsidiary associated with the sub-Branch, has forwarded an audited copy of its annual financial statements to the sub-Branch;

(c) pay any fees or moneys owing to RSL NSW; and

(d) pay any affiliation fees due to the District Council of the sub-Branch.

13.40 RSL NSW must provide written notice to a sub-Branch in default under clause 13.39, requesting the sub-Branch to comply with its obligations within 28 days of the date of the notice.

13.41 If a sub-Branch fails to comply with the notice provided under clause 13.40, the sub-Branch will remain in default under clause 13.39 and will be denied the right to:

(a) have a District Council Delegate attend meeting of its District Council;

(b) have a representative attend the Annual General Meeting and Congress,

and all privileges of the sub-Branch will be revoked until it has complied with its obligations under clause 13.39 and RSL NSW may take action against the sub-Branch in accordance with this Constitution, including terminating the sub-Branch and revoking its Charter.

Sub-Branch termination by resolution

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

(a) to cease to be an RSL NSW sub-Branch 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; or

(c) to amalgamate with another sub-Branch in accordance with the provisions of clause 13.22 above.

Termination or Revocation of Charter

13.43 The Board may revoke the Charter of any sub-Branch:

(a) on any of the grounds set out in the Disciplinary Procedures in Appendix D, including but not limited to a failure to comply with any of the provisions of this Constitution; or
Consequences of termination or revocation

13.44 Upon the termination, revocation or surrender of a Charter in accordance with clause 13.42 or clause 13.43, the Charter will be terminated and:

(a) a sub-Branch must cease operating and holding itself out as an RSL NSW sub-Branch including to cease using the RSL NSW name and logo;

(b) the sub-Branch must be wound up and all Sub-Branch Property held legally or beneficially by the sub-Branch, and/or by the sub-Branch Trustees for the sub-Branch at the date of termination, revocation or surrender must be transferred, after payment of any debts and liabilities of the sub-Branch, to RSL NSW or as it may direct;

(c) the sub-Branch, the sub-Branch Executives and sub-Branch Trustees must do all things necessary to effect the transfer referred to in clause 13.44(b); and

(d) all property and assets transferred to RSL NSW by a sub-Branch upon revocation or surrender must be applied by RSL NSW to further the Charitable Purpose.

13.45 Upon the termination of a Charter, any remaining RSL NSW Members attached to the sub-Branch will be transferred to sub-Branch nominated by the Member or if no sub-Branch is nominated, to ANZAC House.

Sub-Branch Indemnity

13.46 Each sub-Branch may indemnify its sub-Branch Executive, sub-Branch Committee Members and sub-Branch Trustees on terms identical to the RSL NSW Board indemnity provisions in clause 15 and must provide to RSL NSW, upon request, a copy of a resolution by the sub-Branch adopting the provisions of this clause.

Sub-Branch Voting Rights

13.47 A sub-Branch provided it has complied with all its obligations, duties and responsibilities under this Constitution is entitled to appoint one Delegate and one Alternate Delegate, one of whom will be entitled to attend the Annual General Meeting and any General Meeting.

13.48 Subject to clause 13.49 each Delegate is entitled to one vote on all Member resolutions, including constitutional resolutions.

13.49 A Delegate is not entitled to vote in their capacity as Delegate:

(a) in an election for Elected Directors; or

(b) at a general meeting for the removal of a Director.
13.50 A sub-Branch may appoint a Delegate in accordance with the process set out in the Sub-Branch Standard Operating Procedures.

13.51 A sub-Branch may appoint a proxy Delegate in accordance with the provisions set out in Appendix C.

Appointment of Sub-Branch trustees

13.52 Each unincorporated sub-Branch must appoint and at all times have either:

(a) three Service Members;
(b) RSL Custodian; or
(c) two Service Members and RSL Custodian,

as trustees of the sub-Branch to hold and receive sub-Branch Property on behalf of the sub-Branch, and strictly in accordance with the sub-Branch’s duties and obligations as a sub-Branch under this Constitution.

13.53 The President of the sub-Branch will be the appointor.

13.54 Any member of the sub-Branch Executive other than the President may also be appointed and hold the position of sub-Branch Trustee.

13.55 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 as a trustee by a sub-Branch or the Board in accordance with this Constitution or expulsion or suspension, cancellation or cessation of RSL NSW Membership.

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

13.57 If a sub-Branch is at any time, not in compliance with the requirement to have sub-Branch Trustees, it must as soon as practicable call a general meeting to resolve to rectify the non-compliance by appointing new trustees as required. The sub-Branch President as the settlor of the sub-Branch trust may effect the appointment of the new sub-Branch Trustee(s) in accordance with this Constitution and the law.

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

13.59 Sub-Branch Trustees will have the right to attend meetings of the sub-Branch Executive and must report on issues relating to their trusteeship. A sub-Branch Trustee will not have a right
to vote, in their capacity as trustee at any sub-Branch Executive meetings and their attendance will not form part of any required quorum.

13.60 Sub-Branch Trustees must attend at least three general meetings convened and held by the sub-Branch in a calendar year. The appointment of an RSL NSW Member as a sub-Branch Trustee will not otherwise affect their rights and obligations as an RSL NSW Member.

Declaration and Terms of Trust

13.61 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”).

13.62 The sub-Branch Trustees making a Declaration must, if the Declaration relates to:

(a) 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

(b) other land or interests in other land, file the Declaration with the General Registry of Deeds.

13.63 The terms on which the sub-Branch Trustees hold sub-Branch property are as set out both in this Constitution and in the Declaration. The Trustees shall not re-declare trusts which have been filed or registered.

13.64 The transfer of sub-Branch Property between sub-Branch Trustees who are Members and RSL Custodian must be in accordance with this Constitution, the Declaration and with the consent of the Board.

Duties and Obligations of a trustee

13.65 A sub-Branch Trustee will hold sub-Branch Property on trust for the sub-Branch for the express purpose of pursuing the Charitable Purpose and must act at all times in the best interests of the sub-Branch.

13.66 Without limiting clause 13.65, the sub-Branch trustees must at all times deal with sub-Branch Property:

(a) in the best interests of the sub-Branch;

(b) subject to the requirement that the sub-Branch Trustees must deal with sub-Branch property and assets in accordance with the direction of the sub-Branch pursuant to resolutions of the sub-Branch members;

(c) in accordance with and in a manner consistent with the sub-Branch’s obligation to ensure that all sub-Branch Property is used only to further, support and pursue the Charitable Purpose and to apply sub-Branch Property to the Charitable Purpose; and

(d) with the prior written approval of the Board where required under this Constitution.
13.67 In their capacity as sub-Branch Trustees, the Trustees are authorised to take, maintain or defend any legal action necessary to protect the sub-Branch property.

13.68 The Trustees must not deal with sub-Branch Property other than in accordance with the rights and obligations of a sub-Branch under this Constitution and it is a term of their appointment that the Trustees must act in their capacity as trustee in accordance with the direction of the sub-Branch provided that any direction of the sub-Branch must be in accordance with and comply with the obligations of the sub-Branch under this Constitution.

13.69 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 and Executive, or any auditor appointed by the sub-Branch and must attend a general meeting of the sub-Branch to answer questions about such accounts and records if requested by the sub-Branch Executive to do so.

13.70 Immediately upon ceasing to be a sub-Branch Trustee, the sub-Branch Trustee must sign all documents and do all things necessary to transfer all sub-Branch Property 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, and take all necessary and reasonable steps to ensure this occurs as soon as practicable.

13.71 In the event that a sub-Branch becomes an incorporated body, the sub-Branch Trustees must transfer all sub-Branch Property and hand over any documents of title, accounts, books or records held by the sub-Branch Trustee to the newly incorporated body upon confirmation of the transfer of the sub-Branch Charter to the newly incorporated body.

13.72 The duties and obligations of a sub-Branch Trustee under this Constitution and at law continue to apply in relation to all sub-Branch Property held on trust until the obligations in clause 13.71 are fulfilled.

**Conflict of Interest**

13.73 The sub-Branch Trustees must adopt and apply the same conflict of interest principles as are set out in clause 9.46-9.52 above.

**Board Consent**

13.74 Subject to clause 13.76, a sub-Branch Trustee must not:

(a) deal with any sub-Branch Property or interest in any sub-Branch Property; or

(b) acquire any new property or interest in property on behalf of sub-Branch, without having obtained the prior written consent of the Board.
13.75 Subject to clause 13.74 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.

13.76 Clause 13.74 will not apply to dealings in sub-Branch Property which has a market value of less than $5,000.

13.77 The sub-Branch Trustees must not:

(a) 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;

(b) 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;

(c) 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 Trustee Act 1925 (NSW) as amended from time to time), without the prior written consent of the Board or its Delegate.

13.78 Where the Board has provided written consent to an investment exceeding the sum of $5,000, the sum may be re-invested with the same investee without further consent being obtained.

13.79 In fulfilling their duties to act in the best interests of the sub-Branch, and without limiting their duties as a trustee at law, the sub-Branch Trustees must ensure:

(a) that the sub-Branch receives fair and reasonable market rent or other fees in respect to any sub-Branch property which is used by any third party, unless otherwise approved by the Board;

(b) that the sub-Branch Trustees ensures that on any sale of sub-Branch property the sub-Branch receives a fair and reasonable price based upon a fair market value; and

(c) that the sub-Branch receives fair and reasonable investment returns in respect to any sub-Branch investments.
The Board must have regard to ensuring that the sub-Branch Trustees have taken into account and complied with the matters set out in clause 13.79 in considering a request that it consent to any dealing or transaction by the sub-Branch Trustees.

The sub-Branch Trustees may, provided that they have received the prior written consent of the Board, guarantee, indemnify or act as surety for the payment of moneys or performance of contractual obligations (whether of pecuniary nature or not) of any person or body.

Removal of sub-Branch Trustees

A sub-Branch Trustee may at any time be removed as sub-Branch Trustee by resolution of the sub-Branch at an general meeting of the sub-Branch.

A sub-Branch Trustee will be deemed to have resigned as sub-Branch Trustee at the end of a calendar year, if the sub-Branch Trustee fails to attend at least three general meetings of the sub-Branch within that calendar year.

Sub-Branch Trustees may also be removed by a resolution of the Board upon the suspension, expulsion, dissolution or termination or cessation of the sub-Branch, upon the happening of which the sub-Branch Trustees will be obliged to do all things necessary to deal with any sub-Branch property in accordance with the provisions of clause 13.70.

A sub-Branch Trustee may also be removed in accordance with any document appointing the Trustee.

Action against sub-Branch Trustees by RSL NSW

Any sub-Branch Trustee who is in breach of any of his or her obligations as a sub-Branch Trustee under this Constitution, set out in any other trust instrument appointing the sub-Branch Trustee or at law 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.

14. DISPUTE RESOLUTION AND DISCIPLINARY PROCEDURES

Dispute Resolution

Disputes about any matter arising in connection with or relating directly or indirectly to this Constitution between any one or more of:

(a) a Member;
(b) a Director;
(c) a sub-Branch;
(d) a sub-Branch Executive;
(e) a sub-Branch Trustee;
(f) a District Council Delegate;
(g) a District Council Executive;
Disciplinary Procedures

14.2 The Board has the power to:

(a) warn or suspend an RSL NSW Member;
(b) cancel or revoke membership;
(c) warn or suspend a sub-Branch Executive or sub-Branch Trustee,
(d) warn or suspend a District Council President or other District Council Executive;
(e) remove any sub-Branch Executive or sub-Branch Trustee or District Council President or District Council Executive from office; and/or
(f) revoke a Charter issued to a sub-Branch.

14.3 The procedures which must be adopted by the Board in exercising these powers are set out in the Dispute Resolution and Disciplinary Procedures at Appendix D.

15. INDEMNITY AND INSURANCE

15.1 Subject to clause 15.2 and clause 15.3, RSL NSW indemnifies each RSL NSW Officer out of the assets of RSL NSW against all losses and liabilities (including costs, expenses and charges) incurred by that person as an RSL NSW Officer.

15.2 The indemnity in clause 15.1 does not apply to indemnify any RSL NSW Officer to the extent that RSL NSW is precluded by law from giving such an indemnity, including but not limited to circumstances where:

(a) a liability is owed to RSL NSW or a Related Body Corporate;
(b) a liability arises as a result of a pecuniary penalty order;
(c) any loss or liability owed to someone other than RSL NSW or a Related Body Corporate did not arise out of conduct in good faith;
(d) the RSL NSW Officer has incurred legal costs in defending an action for a liability incurred in the capacity as an RSL NSW Officer if the costs are incurred:
(e) in defending or resisting proceedings in which the RSL NSW Officer is found to have a liability for which they cannot be indemnified pursuant to sub-clauses 15.2(a)-(c);
(f) in defending or resisting criminal proceedings in which the RSL NSW Officer is found guilty;
(g) in defending or resisting proceedings brought by any regulator or a liquidator for a court order if the grounds for making the order are found by the court to have been established; or

(h) in connection with proceedings for relief to the RSL NSW Officer in which the court denies the relief.

15.3 The indemnity in clause 15.1 does not apply to indemnify any RSL NSW Officer for any amount which the RSL NSW Officer is otherwise entitled to be indemnified and is indemnified by another person (including an insurer under any insurance policy).

15.4 Notwithstanding the provisions in clause 15.2 and clause 15.3, RSL NSW may:

(a) indemnify an RSL NSW Officer for the costs of responding to an investigation by a regulator before any proceedings are, or may be, commenced; or

(b) pay legal costs to an RSL NSW Officer in advance of any finding of guilt, wrongdoing, lack of bad faith, denial of relief or confirmation of indemnity from a third party provided that any advancement will be conditional upon the RSL NSW Officer agreeing in writing to repay any amount paid if indemnity is ultimately not payable in accordance with the provisions of clause 15.2 or clause 15.3.

15.5 The provision of the indemnity in this clause will continue and is enforceable by an RSL NSW Officer even though that person is no longer an RSL NSW Officer.

15.6 RSL NSW may enter a deed with any RSL NSW Officer on terms confirming and reflecting the indemnity provisions in clauses 15.1 – 15.5.

15.7 To the extent permitted by law, RSL NSW may pay or agree to pay a premium for a contract insuring an RSL NSW Officer against any losses and liabilities (including costs, expenses and charges) incurred by that person as an RSL NSW Officer.

16. EXECUTION OF DOCUMENTS

16.1 RSL NSW may execute a document without using the common seal if the document is signed by:

(a) two Directors; or

(b) one Director and an employee of RSL NSW authorised by the Board to do so.

17. WINDING UP AND DISSOLUTION

17.1 If RSL NSW is wound up, any surplus property or assets remaining after payment of any debts and liabilities must not be paid or distributed to RSL NSW Members or former RSL NSW Members unless that RSL NSW Member or former RSL NSW Member is a charity which meets the criteria set out in clause 17.2 and/or clause 17.3 as applicable.

17.2 Subject to any applicable Act or court order, any surplus property or assets remaining after payment of any debts and liabilities must be distributed to one or more charitable bodies:

(a) with charitable purposes similar to, or inclusive of, those of RSL NSW as set out in clause 3;
(b) which have governing rules which also prohibit the distribution of any surplus assets to its members on winding up in the same manner or to the same extent as the prohibition in clause 17.1; and

(c) which, if RSL NSW holds Deductible Gift Recipient (DGR) status, also has or have DGR status.

17.3 The RSL NSW Members will determine the charity or charities to which any surplus assets shall be given on winding up and failing this RSL NSW may apply to the Supreme Court.

18. RSL NSW POLICIES AND PROCEDURES

18.1 The Board may from time to time pass a resolution adopting Operational Policies and Procedures.

18.2 Directors, District Council Delegates, District Councils, the District Presidents’ Council, RSL NSW Members, sub-Branches, sub-Branch Executives and sub-Branch Trustees must comply with any Operational Policies and Procedures made under this Constitution as if they were part of this Constitution.

18.3 RSL NSW will publish all Operational Policies and Procedures as soon as practicable after they are made or adopted.

18.4 If any part of the Operational Policies and Procedures are inconsistent with the Constitution the terms of this Constitution prevail.

19. NOTICES

19.1 Where any notice must be given under this Constitution it may be given in writing either by email or by post.

20. SAVINGS, TRANSITIONAL AND CONTINUING PROVISIONS

20.1 This Constitution supersedes the Previous Constitution.

By-laws and regulations repealed

20.2 All RSL NSW by-laws and regulations in existence prior to the Commencement Date are repealed and no longer have any force or effect.

Board to Continue

20.3 The Directors in office immediately before the Commencement Date will continue to hold office from the Commencement Date and will be deemed to be the Directors comprising the Board
until their existing terms of office expire or they otherwise cease to hold office in accordance with this Constitution.

20.4 The number of years already served by a Director holding office at the Commencement Date will be counted towards the total term which each Director can serve pursuant to clause 9.9(c) and 9.13(d) of the Constitution.

**District Council Executive**

20.5 The District Council Executive in office immediately before the Commencement Date will continue to hold office from the Commencement Date and will be deemed to be the District Council Executive until their existing terms of office expire or they otherwise cease to hold office in accordance with this Constitution.

20.6 The number of years already served by a District Council Executive holding office at the Commencement Date will not be counted towards the total term which each current District Council Executive can serve as a District Council Executive pursuant to clause 12.8(b) of the Constitution.

**Disciplinary Powers**

20.7 All disciplinary powers under this Constitution from the Commencement Date are vested in the Board and the disciplinary powers previously vested in any other RSL NSW body are revoked. All pending disciplinary issues commenced under the provisions of the Previous Constitution or by-laws or regulations will be finalised, including any appeal, under the previously applicable process.

**Auxiliary Members**

20.8 This Constitution will not affect the continuity of accrued rights of any Auxiliary Member. Any person who was a member of an RSL Auxiliary immediately prior to the Commencement Date is an Auxiliary Member and will automatically retain all rights, entitlements, awards and recognition held at the Commencement Date.

**Sub-Branch Associate**

20.9 RSL NSW Members who are Associates of sub-Branches at the Commencement Date may continue to hold that association after the Commencement Date by remaining attached to
more than one sub-Branch but will only have voting and other member rights with the Primary sub-Branch.

Continuity provisions

Sub-Branches

20.10 All RSL NSW sub-Branches holding a Charter at the Commencement Date will continue to hold that Charter and to be an RSL NSW sub-Branch in accordance with the existing Charter and the terms and conditions attached to that Charter as amended by this Constitution.

20.11 By continuing to operate under its Charter from the Commencement Date, a sub-Branch agrees to be bound by this Constitution and the amended terms and to comply with the terms of this Constitution including for the avoidance of doubt:

(a) to make sure that the sub-Branch’s income and assets are only used to further the Charitable Purpose;

(b) not to distribute, pay or transfer, directly or indirectly, any income or assets to an RSL NSW Member unless as specified in this Constitution; and

(c) to comply with this Constitution, any direction, notice or request issued by the Board under this Constitution and any Operational Policies and Procedures issued from time to time.

Sub-Branch Executives

20.12 All sub-Branch Executive holding office immediately prior to the Commencement Date will continue to hold office until the expiration of their current term.

20.13 Any sub-Branch Committees in existence immediately prior to the Commencement Date will continue to exist for the duration of their term of appointment.

Sub-Branch Trustees

20.14 Sub-Branch Trustees holding that position at the Commencement Date will continue to hold the position of trustee until they are removed under the trust deed appointing them and this Constitution and will continue to hold sub-Branch Property in accordance with the terms of this Constitution as amended and any Declaration.

20.15 Without limiting clause 20.14, the sub-Branch Trustees must continue to hold and deal with sub-Branch property and assets:

(a) in the best interests of the sub-Branch;

(b) subject to the requirement that the sub-Branch Trustees must deal with sub-Branch property and assets in accordance with the direction of the sub-Branch pursuant to resolutions of the sub-Branch members;

(c) in accordance with the sub-Branch’s obligation to ensure that all sub-Branch Property is used only to further, support and pursue the Charitable Purpose and to apply sub-Branch Property to the Charitable Purpose; and
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For circulation to RSL NSW sub-Branches via District Councils (version date 11 June 2019)

(d) with the prior written approval of the Board where required under this Constitution.
APPENDIX A – DEFINITIONS AND INTERPRETATION

Include terms mentioned in main body

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

**ACNC** means the Australian Charities and Not-for-Profits Commission.

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

**Affiliate Member** means a person that has been admitted as an Affiliate Member of RSL NSW in accordance with this Constitution.

**Alternate Delegate** means an alternate RSL NSW Service Member elected or appointed by a sub-Branch to attend and vote at an RSL NSW Annual General Meeting or General Meeting in circumstances where the Delegate is not in attendance.

**Annual Congress** means gathering of sub-Branch Delegates (and Alternate Delegates) held in conjunction with the Annual General Meeting.

**Annual General Meeting** means an RSL NSW annual general meeting.

**ANZAC House** means the business premises of, and the head office function for RSL NSW from time to time.

**Armed Forces** means the armed forces, military power or armed services.

**Australian Defence Force** means the military service responsible for the defence of Australia, constituted under the *Defence Act 1903*.

**Auxiliary** means an auxiliary of members which is part of a sub-Branch; formed in accordance with and governed by this Constitution.

**Auxiliary Member** means any person who was a member of an RSL Auxiliary immediately before the Commencement Date.

**Board** means the board of directors of RSL NSW.

**Cadets** means any member of the Australian Defence Force cadets.

**Chair** means the person who acts as chairperson at a meeting.

**Chapter** means a chapter of RSL NSW formed in accordance with this Constitution.

**Charitable Fundraising Act** means the *Charitable Fundraising Act 1991*.

**Charitable Purpose** means the charitable purpose of RSL NSW set out in clause 3.

**Charter** means a document charter issued by RSL NSW to a sub-Branch which confirms that the sub-Branch is entitled to operate and represent that it is an RSL NSW sub-Branch on the terms set out in this Constitution.

**Chief Executive Officer** means the person appointed to that position by RSL NSW from time to time under clause 11.
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Code of Conduct means the code of conduct for Directors adopted from time to time under clause 9.53.

Commencement Date means 1 December 2020 which is the date on which this Constitution will come into effect.

Company Secretary means a person employed by RSL NSW from time to time in the role of company secretary.

Constitution means this document and its appendices.

Corporations Act means the Corporations Act 2001 (Cth).

Delegate means the RSL NSW Service Member elected or appointed by a sub-Branch to attend and vote at an Annual General Meeting or General Meeting.

Director means a current Elected Director or a current Independent Director of RSL NSW.

Disciplinary Meeting means a meeting of the Board or the RSL NSW Tribunal under the Dispute Resolution and Disciplinary Procedure at which a disciplinary matter is to be considered.

Dispute means a disagreement, grievance, complaint, claim or allegation by or between RSL NSW, RSL NSW Members, District Councillors and/or sub-Branches, in relation to matters arising out of this Constitution.

Districts means the districts of RSL NSW defined by the Board.

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

District Council Delegate means the representatives elected or appointed by each sub-Branch to represent the sub-Branch on the District Council.

District Council Executive means the body elected in accordance with clause 12.6.

District Council President means a person elected to that position by a District Council.

District Council Standard Operating Procedures means standard operating procedures issued by the Board and outlining the operations of District.

District Presidents’ Council means the body comprised of each District Council President.

Document means any record of information, including without limitation books, files, drawings, messages, financial statements, minutes of meetings, Member records, receipts, invoices, photographs, transcripts, audio-visual recordings, materials or data, whether or not stored or recorded electronically.

Elected Director means a Service Member elected as a director of RSL NSW in accordance with the provisions of this Constitution.

Election Procedures means the procedures prescribed by the Board from time to time for the purpose of conducting elections in accordance with this Constitution.

Election Year means 2020 and every successive third year after 2020.
Fit and Proper Person means a person having the attributes of good character, diligence, honesty, integrity and judgement which can reasonably be expected of an RSL NSW Member or of any position of office held under this Constitution.

General Meeting means an RSL NSW general meeting and includes Annual General Meetings.

Honorary Member means a person who has been awarded an honorary membership of the RSL by the Board of RSL National on the recommendation of the Board.

Independent Director means a director appointed to the Board in accordance with this Constitution.

Life Member means a Service Member who has been awarded a life membership of the RSL by the Board of RSL National on the recommendation of the Board.

Membership Register means the register of all RSL NSW Members established and kept by RSL NSW.

Minister means the minister for Innovation and Better Regulation or equivalent at any time.

Operational Policies and Procedures means policies and/or procedures issued by the Board from time to time applicable to RSL NSW sub-Branches.

Previous Constitution means the constitution of RSL NSW as amended on 23 May 2018.

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

Related Body Corporate means a related body corporate as defined in section 50 of the Corporations Act.

RSL National means The Returned & Services League of Australia Limited.

RSL NSW means the Returned and Services League of Australia (New South Wales Branch) incorporated under the RSL NSW Act.

RSL NSW Act means the RSL NSW Act 2018 (NSW).

RSL NSW Tribunal means the tribunal formed by the Board for the purposes of implementing the Disciplinary Procedures.

RSL NSW Member means a person admitted in a category of membership set out in clause 8.2.

RSL NSW Officer means a Director, District Council Executive and any other officer, employee, former officer, former employee of RSL NSW or a sub-Branch as the Board in the relevant case may determine.

Savings Transitional and Continuing Provisions mean the provisions set out in clause 20.

Service Member means a person who satisfies the eligibility criteria set out in Appendix B and who has been admitted as a service member of RSL NSW in accordance with this Constitution.

State Councillor means a Service Member elected as a state councillor of RSL NSW.
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For circulation to RSL NSW sub-Branches via District Councils (version date 11 June 2019)

sub-Branch means a sub-Branch of RSL NSW holding a Charter.

sub-Branch Executive means the committee formed by a sub-branch comprising a President, a Treasurer and a Secretary and may also comprise at least one Vice-President.

sub-Branch Member means the RSL NSW Members attached to a sub-Branch.

sub-Branch Property means all real and personal property, income, assets, money and funds of a sub-Branch.

Sub-Branch Standard Operating Procedure (SOP) means the document setting out the procedures which supplement this Constitution in governing the operations of a sub-Branch.

sub-Branch Trustee means a fully paid up Service Member of a sub-Branch and/or RSL Custodian, appointed as a trustee of the property of the sub-Branch.

Interpretation

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) headings used in this Constitution do not form part of or affect the construction or interpretation of this Constitution;

(d) a reference to a person is a reference to a natural person;

(e) 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;

(f) a document (including this Constitution) includes all amendments or supplements to, or replacements or novation of, that document;

(g) “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;

(h) “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;

(i) “body” includes any company, trust, partnership, joint venture, association, corporation or other body corporate and any government agency.
APPENDIX B MEMBERSHIP

Application for membership

2. A person may apply to be an RSL NSW Member by:

   (a) submitting an application to an RSL NSW sub-Branch or ANZAC House in the form prescribed by RSL NSW (as amended from time to time) which can be obtained from the sub-Branch or the RSL NSW website; and

   (b) providing all necessary documents to the sub-Branch or ANZAC House to establish eligibility for membership in the particular class of membership in which membership is sought as set out in clause 8.2 of the Constitution.

3. Upon receipt of a membership application, the sub-Branch or ANZAC House must assess the application against the membership eligibility criteria and determine if the applicant is eligible for RSL NSW membership.

4. Successful applicants will be notified by either the sub-Branch or ANZAC House in writing (depending to whom the application was made) that the application has been accepted, subject to:

   (a) payment of the annual membership fee amount (if any); and

   (b) confirmation of acceptance of membership by RSL NSW, in the case of an application made to a sub-Branch,

   at which time the applicant will be requested to pay the current annual membership fee amount.

5. Upon receipt of the membership fee, the sub-Branch or ANZAC House will enter the applicant’s details directly into the RSL NSW membership database, following which RSL NSW will as soon as practicable confirm acceptance to the sub-Branch of the new membership and issue a membership badge to the sub-Branch for presentation to the new Member, or alternatively confirm an ANZAC House applicant.

6. RSL NSW may decline to confirm acceptance of a new membership if, in its discretion, the applicant does not satisfy the membership criteria but will not do so without first consulting with the sub-Branch.

7. New members will be admitted and entered into the RSL NSW Membership Register by RSL NSW and recorded as being attached to the sub-Branch through which the application was made and accepted, or to ANZAC House where the application was made to ANZAC House with a request to be admitted as a member attached to ANZAC House.

8. An RSL NSW Member may be, with the Board’s approval, attached to more than one sub-Branch (including being attached to ANZAC House) but will only have one vote as an RSL NSW Member and will only have voting rights attached to the first named or Primary sub-Branch or ANZAC House.

9. A sub-Branch may decide, in its discretion, not to accept Affiliate Members or Auxiliary Members to its sub-Branch.
Discretionary criteria

10. Despite an applicant meeting the eligibility criteria set out in clause 13-16 of this Appendix B, the Board in its discretion may decline to accept a sub-Branch's application for membership in circumstances where:

   (a) it does not agree that the applicant meets the eligibility criteria;

   (b) a person has previously received a warning from, or had their RSL NSW membership suspended or cancelled by, RSL NSW;

   (c) a person is, in the opinion of the Board, not a Fit and Proper Person; or

   (d) in the opinion of the Board it would be prejudicial to the interests or reputation of RSL NSW to admit the person as an RSL NSW Member.

11. The Board will provide written reasons to the sub-Branch and to the member for declining a membership application for any of the reasons set out above.

Membership Fees and renewal

12. All RSL NSW Members must pay annual membership fees prescribed by the Board, if any, to the sub-Branch to which they are attached, or in relation to members attached to ANZAC House, to RSL NSW. The percentage amount of that fee to be submitted to RSL NSW will be an amount to be determined each year at the Annual General Meeting. The balance of the membership fee is to be retained by the sub-Branch.

13. Membership renewal fees will be submitted to the sub-Branch to which a member is attached by [date] each year, or in the case of members attached to ANZAC House, to RSL NSW.

Membership Eligibility

Service Member

14. The following persons are eligible to be admitted 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 and was discharged for medical reasons;

   (c) a person who was a member of the Australian Defence Force for a period of less than six (6) months and was discharged for any reason if the Board in their discretion determines the person should be admitted as a Service Member;

   (d) a person who was, for a period of not less than six (6) months, a member of the Armed Forces of:

      (i) any country presently or formerly a member of the British Commonwealth;

      (ii) any country or place presently or formerly a Crown Colony of the United Kingdom; or

      (iii) the United States of America.
(e) subject to providing proof of service and with the specific prior approval of the Board, a person to whom clause 9(d) of this Appendix B does not apply, but who is an Australian citizen or permanent resident and who in a theatre of conflict:

(i) 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 13(d) above; or

(ii) served as a member of the Armed Forces of another country or place which, during that time of conflict, was an ally of the Commonwealth.

15. To be eligible to be a Service Member in any of the categories in clause 13 above, a person must be at least 18 years of age.

Affiliate Member

16. The following persons are eligible to be admitted as an Affiliate Member:

(a) a person who is any relative of a person (living or deceased) who is or was eligible to be a Service Member;

(b) a person who has received an award for giving valuable service to the League;

(c) a Cadet and/or Officer of Cadets over 17 years of age;

(d) any person deemed by the Board to have provided significant service to the League.

Auxiliary Member

17. Any person may apply to be an Auxiliary Member and be admitted as an Auxiliary Member of RSL NSW in accordance with the terms of this Appendix B.

Membership Awards

Life Member

18. A Service Member who has in the opinion of the Board, given long, continued and outstanding service to RSL NSW and the League, may, at the discretion of the Board of RSL National be appointed as a Life Member.

19. A Life Member will no longer be required to pay any annual membership fees.

20. A sub-Branch or the District Council may propose to the Board that a Service Member be granted Life Membership if the person has been a Service Member for at least 15 continuous years and has rendered not less than 10 years’ outstanding service to the League, and the nominating entity agrees to pay any fee prescribed.

21. The Board may in its sole discretion recommend that RSL National grant Life Membership to a person who is properly proposed.

22. If the person proposed dies before the Board considers the proposal, the Board may still resolve to request that RSL National grant Life Membership to that person. Any badge and certificate will be given to the person’s next of kin.
Honorary Member

23. The Board may, in its discretion, recommend to the Board of RSL National that it grant Honorary Memberships.

Membership Badges

24. Each RSL NSW Member will receive a membership badge reflecting their class of membership which must be worn only whilst being an RSL NSW Member.

25. The unauthorised wearing of an RSL NSW membership badge may constitute an offence under the NSW Discharged Servicemen’s Badges Act 1964.

Cessation or Cancellation of Membership

26. A member may resign as an RSL NSW Member by giving notice in writing to RSL NSW.

27. The Board may cancel a Membership:

   (a) if the RSL NSW Member fails to pay any annual membership fees by the due date;

   (b) in any of the circumstances set out in clauses 12 of Appendix D.

28. In the event of the death of an RSL NSW Member, the membership will automatically cease from the date of the member’s death.
APPENDIX C – MEMBERS’ MEETINGS CONDUCT AND VOTING PROCEDURE

Motions for General Meeting

1. For the purposes of this Appendix the provisions for a General Meeting apply to an Annual General Meeting.

2. A sub-Branch and/or a District Council may submit any motion it wishes to propose at a general meeting by providing it, together with a brief supporting argument, to ANZAC House not less than three (3) months before date of the General Meeting.

3. Motions will be reviewed by the Board, its nominated delegate or committee and may be:
   (a) approved to be included on the agenda of the General Meeting;
   (b) revised in form and approved provided the revision does not change the substance or intent of the proposed motion;
   (c) rejected and returned to the sub-Branch or District Council if the proposed resolution is not, in the discretion of the Board, its delegate or committee, consistent with, or likely to further or promote the Charitable Purpose.

4. Motions approved under clause 2 of this Appendix C will be included in the agenda for the General Meeting and the sub-Branch or District Council will be notified accordingly.

Returning Officer

5. Before sending the Notice of a General Meeting, the Board will appoint a Returning Officer.

Notice of Annual General Meeting

6. A notice of General Meeting must be sent to sub-Branches and, if elections for Directors will be conducted at the meeting, to Service Members, via email or post by no later than six (6) weeks before the General Meeting.

7. The notice of General Meeting must:
   (a) confirm the date, time and place for the General Meeting;
   (b) include an agenda;
   (c) set out all items of business and all proposed resolutions
   (d) include any information and material in support of a resolution;
   (e) include a statement that the Delegates have the right to appoint either the Chair or another Director as a proxy, the procedure for doing so and the closing date for the receipt of proxies.

Holding a General Meeting at two or more places

8. RSL NSW may hold a General Meeting at two or more places using any technology which gives the Delegates as a whole an opportunity to participate.

9. The technology used to hold a meeting in two or more places must allow:
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(a) every Delegate attending the meeting to hear each person who addresses the meeting;

(b) every person who addresses the meeting to simultaneously address each of the Members attending the meeting; and

(c) the Chair to be aware of the proceedings in the other places at which the Chair is not present.

10. If a meeting is held in two or more places using technology, a quorum is taken to be present if the minimum number of Delegates required to form a quorum specified in clause 25 of this Appendix C is present in aggregate in all of the places at which the meeting is held.

11. A meeting held in two or more places using technology is taken to be held at the place at which the Chair is present.

12. If, either before or during the meeting, any technical difficulty causes one or more of the matters set out in clause 8 of this Appendix C to be not satisfied,

(a) the Chair may:

(i) adjourn the meeting until the difficulty is remedied; or

(ii) continue to hold the meeting and transact business in the place where the Chair is present (and any other place which is linked under clause 8); and

(b) no Member may object to the meeting being adjourned, being held or continuing.

Close of the Membership Register

13. The Board will determine the date and time of the close of the Membership Register.

Conduct of the General Meeting

14. The President, or any other Elected Director nominated by the Board, will preside as Chair of every General Meeting.

15. The Directors present may choose another Elected Director as Chair if neither the President nor the Elected Director nominated by the Board is present within 15 minutes after the time appointed for the meeting to start.

16. If the Directors do not choose a Chair under clause 14 of this Appendix C or if all of the Directors’ present decline to act as Chair, then the Delegates present in person or by proxy, must choose a Service Member present in person to be Chair.

17. The Chair will not have a casting vote.

18. Subject to the specific matters prescribed in this Appendix C, the Chair is responsible for the conduct of the General Meeting and may in their absolute discretion determine the procedures to be adopted at the meeting.

19. The Chair may require the adoption of any procedure which is, in the Chair’s opinion, necessary or desirable to:

(a) give Delegates a reasonable opportunity to make comments and ask questions;
(b) allow proper and orderly debate or discussion – including limiting the time that a Delegate may speak on a motion or other item of business before the meeting; and

(c) allow proper and orderly voting at the meeting – whether on a show of hands or on a poll.

20. The Chair may terminate discussion or debate on any matter whenever the Chair considers it necessary or desirable to do so for the proper conduct of the meeting.

21. The Chair may refuse to allow debate or discussion on any matter which is not within the business in the notice of meeting.

22. The Chair may refuse to allow any amendment to be moved to a resolution of which notice has been given.

23. The General Meeting must include:
   (a) a report by the President; and
   (b) debate and voting on all resolutions proposed and approved in accordance with this Constitution.

24. In addition to the requirements of a General Meeting, an Annual General Meeting must include:
   (a) a presentation of the financial statements for the previous financial year and a report by the Director having responsibility for chairing a finance committee; and
   (b) a presentation of an auditor’s report.

25. The quorum for a General Meeting is 50 Delegates who must be present at all times during the meeting.

Voting

26. Each Delegate, or in the absence of the Delegate, the Alternate Delegate, is entitled to one vote on resolutions proposed at a General Meeting.

27. Voting on resolutions will take place at the meeting by either:
   (a) a show of hands;
   (b) a poll; or
   (c) through electronic voting mechanisms at the Chairs discretion.

28. The Chair must inform the meeting before any vote is taken whether any proxy votes have been received by the Chair or other members of the Board and, if so, how the proxy votes will be cast.

29. On a vote by show of hands, the decision of the Chair will determine the result.

30. The Chair does not need to state the number or proportion of the votes recorded for or against on a show of hands.

31. A poll may be demanded on any resolution instead of or after a vote by a show of hands by:
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32. A poll in such case must be taken in the manner directed by the Chair.

Proxies

33. A Delegate eligible but unable for any reason to attend a General Meeting, may appoint the Chair or another member of the Board as a proxy to vote on their behalf.

34. An appointment of proxy (proxy form) must be signed by the Delegate and one other representative of the Delegate’s sub-Branch and must:
   (a) confirm the appointment of the Chair, or if not appointing the Chair, name the Director appointed as proxy; and
   (b) identify the appointor Delegate and the Delegate’s sub-Branch.

35. Proxy forms must be submitted in writing by post or email to the Returning Officer and must be received no later than five business days before the General Meeting.

36. Unless the Returning Officer receives written notice before the start or resumption of the General Meeting for which a proxy is given, a vote cast under the proxy is valid even if, before the proxy votes, the Delegate:
   (a) dies;
   (b) is mentally incapacitated; or
   (c) revokes the proxy’s appointment.

37. A proxy appointment may specify the way the Chair or Board member must vote on a particular resolution.

38. A proxy vote must not be cast on a show of hands.

39. When a poll is held, a proxy vote:
   (a) does not need to be cast, unless the proxy form specifies the way the proxy must vote; and
   (b) if the way the proxy must vote is specified on the proxy form, the proxy must be cast that way.

40. The Chair is taken to be appointed as the proxy of a Delegate (regardless of anything to the contrary in the proxy form) to vote on the Delegate’s behalf and in accordance with the Delegate’s direction if the member of the Board nominated in the proxy form is absent from the General Meeting.
APPENDIX D DISPUTE RESOLUTION AND DISCIPLINARY PROCEDURES

Dispute Resolution

1. This Appendix sets out the procedure to be applied in relation to Disputes referred to in clause 14.1 of this Constitution.

2. No person may start any dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure outlined in this Appendix D until that procedure has been concluded.

3. If a Dispute arises the parties to the Dispute must try to resolve the Dispute within 30 days of one party requesting the other or others to do so.

4. If the Dispute is not resolved in accordance with clause 3 of this Appendix D:
   (a) if the Dispute is between RSL NSW Members, or an RSL NSW Member and a sub-Branch, the parties to the Dispute or either of them may refer the Dispute to the District Council, which will appoint one or more District Council Delegates to work with the parties to try and resolve the Dispute including by assisting the parties in engaging an independent facilitator;
   (b) if the Dispute is between an RSL NSW Member or a sub-Branch on the one hand and any of a District Council Delegates, District Councils, RSL NSW or a Director, the parties to the Dispute or either of them may refer the Dispute to the District Presidents’ Council or its delegate (which will be one of the members of the District Presidents’ Council) who will work with the parties to try and resolve the Dispute.

5. If a Dispute is not resolved in accordance with clause 4(a) or 4(b) of this Appendix D, either party may agree or request that a mediator be appointed in accordance with clause 6 of this Appendix D and must attempt in good faith to settle the dispute by mediation.

6. The mediator must be:
   (a) chosen by agreement between the parties to the Dispute, or
   (b) where the parties do not agree, at the option of the parties either:
      (i) a person chosen by the District Presidents’ Council or its delegate, or
      (ii) a person chosen by the President of the Law Society of New South Wales.

7. A mediator appointed in accordance with clause 6 of this Appendix D:
   (a) must not have a personal interest in the Dispute, and
   (b) must not be biased towards or against anyone involved in the Dispute.

8. When conducting the mediation, the mediator must:
   (a) allow those involved a reasonable chance to be heard;
   (b) allow those involved a reasonable chance to review any written statements;
   (c) ensure that those involved are afforded procedural fairness, and
(d) not make a decision on the dispute.

DISCIPLINARY PROCEDURES

9. This applies to the exercise of the Board’s powers referred to in clause 14.2 of this Constitution.

10. The Board may itself exercise these powers and/or delegate certain of these powers to the RSL NSW Tribunal which will operate under terms of reference which may be amended by the Board from time to time.

11. The RSL NSW Tribunal will comprise five Service Members and may also comprise any other independent person appointed by the Board who is not an RSL NSW Member, nor an employee of RSL NSW who the Board determines has the requisite qualifications, skills and experience.

12. The Board may exercise the powers in clause 14.2 of this Constitution if, taking into account the recommendation of the RSL NSW Tribunal, it determines that an RSL NSW Member:

(a) is in breach of this Constitution;

(b) has failed to comply with any notice or request issued by RSL NSW under this Constitution;

(c) has failed to comply with any Operational Policies and Procedures from time to time;

(d) has done anything in his or her capacity as an RSL NSW Member, a sub-Branch Executive, sub-Branch Trustee, District Council Delegate or District Council Executive, which is not in support of, or in pursuance of the Charitable Purpose;

(e) has done anything which is prejudicial to, or may cause damage to the reputation of the RSL;

(f) is no longer a Fit and Proper Person;

(g) has done anything which causes or contributes to a sub-Branch to do, or doing themselves, anything:

(iii) in breach of this Constitution;

(iv) which fails to comply with any notice or request issued to an RSL NSW branch;

(v) which fails to comply with any Operational Policies and Procedures;

(vi) prejudicial to or which may cause harm or damage to the reputation of RSL NSW; or

(vii) acting otherwise than in support or pursuance of the Charitable Purpose including but not limited to applying any of its income or assets in a manner which is not consistent with, or in furtherance or pursuance of the Charitable Purpose.

13. The Board may revoke the Charter of a sub-Branch, if, after taking into account the recommendation of the RSL NSW Tribunal, it determines that a sub-Branch:
14. In addition to taking the steps permitted under these disciplinary procedures, the Board may direct that any RSL NSW Member who is a sub-Branch Executive, sub-Branch Trustee, District Council Delegate or a District Council Executive, immediately cease to hold that position if the RSL NSW Member holding such position, has committed any of the things set out in clauses 12 or 13 of this Appendix D.

15. Before making any decision or determination to exercise the disciplinary powers in clause 14.2, the Board must refer a matter to the RSL NSW Tribunal under this provision seeking that the RSL NSW Tribunal consider the matter and make a recommendation and must simultaneously inform the RSL NSW Member, the sub-Branch, the trustee, the sub-Branch Executive or the District Council Executive as the case may be (the Respondent) that the matter is being referred to the RSL NSW Tribunal for a recommendation (Disciplinary Recommendation).

16. In considering a matter and before making a Disciplinary Recommendation, the RSL NSW Tribunal must ensure that it carries out its functions and procedures fairly by doing the following:

(a) At least 28 days before convening a meeting of the RSL NSW Tribunal at which a disciplinary matter is to be considered (the Disciplinary Meeting), the RSL NSW Tribunal must notify the Respondent in writing:

(i) that the Board has referred a matter the RSL NSW Tribunal, seeking a recommendation on whether the Board should pass a resolution to warn or suspend the Respondent, to cancel the Respondent’s membership, to revoke the sub-Branch’s Charter or to direct that the Respondent immediately cease holding office as a sub-Branch trustee, a sub-Branch Executive or a District Council Executive (the Disciplinary Resolution);

(ii) that the Disciplinary Resolution will be considered at the Disciplinary Meeting and the date of the Disciplinary Meeting;
(iii) the details of the act or omission giving rise to the referral to the RSL NSW Tribunal, including providing all documents, information and allegations upon which the proposed Disciplinary Resolution is based; and

(iv) the nature and details of the Disciplinary Resolution which is to be proposed, and that the Respondent is entitled to provide an explanation to the RSL NSW Tribunal, before any Disciplinary Resolution is recommended and passed, and details of how to do so.

(b) Before RSL NSW Tribunal makes a recommendation or the Board makes a Disciplinary Resolution, the Respondent must be given a chance to explain or defend themselves or itself by:

(i) sending the RSL NSW Tribunal a written explanation before the Disciplinary Meeting, and/or

(ii) speaking at the Disciplinary Meeting.

(c) If a Respondent wishes to be represented by another person at the Disciplinary Meeting, the Respondent must notify the RSL NSW Tribunal or its nominee in writing prior to the Disciplinary Meeting, by providing the name of the proposed representative, whether they are an RSL NSW Member and whether they are a legal practitioner. A Respondent may only be accompanied or represented by one other person at the Disciplinary Meeting;

(d) If the Respondent is a sub-Branch, it may be represented at the Disciplinary Meeting by any two of its President, Vice-President, Secretary, or Treasurer;

(e) After considering any explanation given by the Respondent in writing and/or at the Disciplinary Meeting, the Tribunal may determine to recommend to the Board that it resolve to do any of the following (Disciplinary Recommendation):

(i) take no further action;

(ii) warn the Respondent;

(iii) suspend an RSL NSW Member for a period of no more than 12 months; or

(iv) cancel the RSL NSW Member's membership;

(v) if the Respondent is a sub-Branch, revoke the Charter; or

(vi) if the Respondent holds office as a trustee, a sub-Branch Executive or a District Council Executive direct that the Respondent cease to hold that office; or

(vii) refer the Disciplinary Recommendation to a general meeting to be voted on by Delegates (or Alternate Delegates).

17. The RSL NSW Tribunal will simultaneously provide a copy of the Disciplinary Recommendation to the Respondent.

18. The Board must, after receiving a Disciplinary Recommendation from the RSL NSW Tribunal consider the Disciplinary Recommendation and pass a Disciplinary Resolution in accordance with the Disciplinary Recommendation and as soon as practicable after passing the Disciplinary Resolution inform the Respondent in writing.
19. The RSL NSW Tribunal cannot recommend and the Board cannot resolve to fine or issue a monetary penalty to a Respondent.