

CONSTITUTION OF THE



RETURNED & SERVICES LEAGUE OF AUSTRALIA (QUEENSLAND BRANCH) HIGHFIELDS SUB BRANCH - INC

Incorporated in Queensland under the Associations Incorporations Act 1981

Incorporation Number: IA35616 dated 27 July 2007

CONSTITUTION OF THE
RETURNED & SERVICES LEAGUE OF AUSTRALIA (QUEENSLAND BRANCH)
HIGHFIELDS SUB BRANCH - INC

1. NAME

- 1.1 The name of the incorporated association is RETURNED & SERVICES LEAGUE OF AUSTRALIA (QUEENSLAND BRANCH) HIGHFIELDS SUB BRANCH - INC., hereinafter called the "Sub Branch".

2. DEFINITIONS

- 2.1 In these rules:

- (a) 'Act' - means the Associations Incorporation Act 1981
- (b) 'Committee' - means committee, management committee or board of a Sub Branch as the case may be.
- (c) **Eligible Institution** means a fund, authority or institution;
 - (i) listed in section 30 of the Tax Act as a fund, authority or institution to which tax-deductible gifts may be made; or
 - (ii) in a class of funds, authorities or institutions listed in section 30 of the Tax Act as a class of funds, authorities or institutions to which tax-deductible gifts may be made.
- (d) 'League' - means Returned & Services League of Australia Limited.
- (e) "League's Constitution" means the National Memorandum and Articles of Association (and Rules if any) plus State Branch Rules and By-Laws from time to time in force, and shall mean and include such By-Laws;
- (f) 'State Branch' - means Returned & Services League of Australia (Queensland Branch)
- (g) Any reference to a statute or provision of a statute is a reference to:
 - (i) that statute or provision as amended or re-enacted from time to time; and
 - (ii) a statute or provision enacted in replacement of that previous statute or provision;

- (h) Words importing the masculine gender include the feminine gender and words importing the feminine gender include the masculine gender; and
- (i) Words in the singular include the plural and words in the plural include the singular.

3. OBJECTS

3.1 The Sub Branch is established for the principal purpose of promoting the interests and welfare of former and serving members of the Australian Defence Force and their dependants and for this purpose has the following objects:

- (a) To assist and care for the sick, elderly and needy by providing, or assisting to provide, pensions, benefits, accommodation, medical treatment, rehabilitation and other forms of welfare;
- (b) To establish and accept trusts having for their object the welfare and benefit of any member of the League, its Branches, or Sub-Branches, or of any member, or ex-member, of the Australian Defence Force, or their dependants;
- (c) In furtherance of any of the objects of the League, to make grants to and give assistance to such persons, trusts, groups, associations, societies, institutions or other organisations and authorities and to establish such scholarships as the League may, from time to time, determine;

3.2 To assist in the furtherance of the Objects the Sub Branch has the following aims:

- (a) To perpetuate the close and kindly ties of friendship created by a mutual service in the Australian Defence Force or in the forces of nations traditionally allied with Australia and the recollections associated with that experience, to maintain a proper standard of dignity and honour among all past and present members of the Defence Forces of the Nation and to set an example of public spirit and noble hearted endeavour;
- (b) To preserve the memory and records of those who suffered and died for the Commonwealth of Australia (herein referred to as "the Nation") - to erect monuments to their valour - to provide them with suitable burial places, and establish and preserve, in their honour, the annual commemoration day known as "ANZAC DAY".
- (c) To promote the defence of the Nation, and guard the good name and preserve the interests and standing of members of the Australian Defence Force;

- (d) To encourage members of the League and citizens to serve the Nation with a spirit of self sacrifice and loyalty;
- (e) To assist in maintaining a National Association, non-sectarian, and in relation to party politics, non partisan;
- (f) To subscribe or donate, to become a member of and co-operate with any other body of persons corporate or unincorporated whose objects are similar to those of the League and which prohibits the distribution of its or their income and property, amongst its or their members, to an extent at least as great as is imposed on the League under the National Constitution;
- (g) To assist and/or affiliate with any other body having like aims, membership, and or objects, upon such terms and conditions as the League may determine;
- (h) To foster the institution and maintenance, among the relatives of returned members of the Defence Forces of the nation, of associations having objects similar to those of the League;
- (i) To establish a Women's Auxiliary or Citizens' Auxiliary Branches of the League.
- (j) To accept subscriptions and donations whether, of real or personal estate, and devises and bequests for all or any of the purposes aforesaid and, so far as permitted by law, to dispose of or to lease and accept surrenders of leases of and manage all real estate (including leaseholds) so received and not required or capable of being occupied for the purposes of the League. In case the Sub-Branch shall take or hold any property which may be subject to any trust, the Sub-Branch shall only deal with the same in such manner as allowed by law, and having regard to the terms of such trust;
- (k) To invest and deal with any of the moneys or other assets of the Sub-Branch, not immediately required, upon such securities and in such manner as the Sub-Branch may determine, in accordance with the manner authorised by law;
- (l) To invest and deal in real property and to hold such property for the purposes of furthering all or any of the objects of the League;
- (m) To purchase, sell, lease, mortgage, charge, exchange or otherwise acquire or dispose of any real or personal property as may be determined by State Congress, State Council, District Council, or this Sub-Branch and to apply both capital income thereof and proceeds of sale or mortgage thereof for or towards all or any of the objects herein specified;
- (n) To borrow or raise money in such manner as the Sub-Branch may think fit, for any of its objects, and in particular by mortgage, or other securities, upon all or any of the property of the Sub-Branch, present or future, subject to approval by State Branch;

- (o) To pay out of the funds of the Sub-Branch all expenses of and incidental to the formation thereof, its management and the carrying out of its objects, including the payment of salaries to persons employed by it;
- (p) To engage in or carry on a trade or business of any kind whatsoever and, subject to these rules, to apply the profits income or capital of any such trade or business for any of the purposes or objects of the Sub-Branch;
- (q) To make contributions from funds of the Sub-Branch, by way of gratuities, testimonials, or otherwise, to any person, body, institution or organisation where, in the opinion of the Sub-Branch, such should be made; and
- (r) To do all such other lawful things as are conducive or incidental to the attainment of any of the above objects.

4. POWERS

4.1 The Sub Branch has the powers of an individual.

4.2 The Sub Branch may:-

- (a) Enter into contracts;
- (b) Acquire, hold, deal with and dispose of property;
- (c) Make charges for services and facilities it supplies;
- (d) Borrow or raise money in such manner as the Sub Branch may think fit, for any of its objects, and in particular by mortgage, or other securities, upon all or any of the property of the Sub Branch, present or future, subject to State Branch approval; and
- (e) Do all such other lawful things as are necessary, convenient or conducive or incidental to the attainment of any of the above objects and the exercise of the powers of the Sub Branch.

4.3 The Sub Branch may take over the funds and other assets and liabilities of the present unincorporated association known as the RSL (QLD Branch) Highfields Sub-Branch.

4.4 The Sub Branch may also issue secured and unsecured notes, debentures and debenture stock for the Sub Branch.

5. CLASSES OF MEMBERS

5.1 The membership of the Sub Branch shall consist of any of the following classes of members:-

- (a) Service members;
- (b) Life members;
- (c) Associate members
- (d) Club members

5.2 A Club Member is not a member of the Parent Body for the purpose of the Act.

5.3 The number of members in each class shall be unlimited.

6. MEMBERSHIP

6.1 Any person who, on the day the Sub Branch is incorporated, was a member of the unincorporated association must be admitted by the Committee to the same class of membership of the Sub Branch as the member held in the unincorporated Sub Branch.

6.2 A member of the incorporated Sub Branch who, before becoming a member, has paid the member's annual subscription for membership of the unincorporated Sub Branch on or before a day fixed by the Committee, is not liable to pay a further amount of annual subscription for the period before the day fixed by the committee as the day on which the next annual subscription is payable.

6.3 An application for membership must be:-

- (a) in writing; and
- (b) in the form decided by the National Executive and as shown in the National By Laws and the Manual of Membership Administration, or in the case of Club Members, in the form approved by the Committee of the Sub-Branch.

6.4 Service Members

Any person who has served in the Australian Defence Force, or served with or supported or was otherwise engaged with the Australian Defence Force or the Armed Forces of its Allies, for at least 6 months, or any other person provided for in the League By-Laws, may be admitted to Service Membership.

6.5 Life Members

A special award known as 'The Badge of Life Membership' may be granted to members of the League on the recommendation of the Sub Branch

through District and consequent approval of the State Branch and the National Branch.

6.6 Associate Members

Any Service or Life Member who is a member of the Sub Branch may, in addition, apply to be admitted as a member of another Sub Branch. He shall be known as an Associate Member of that Sub Branch. The Associate member shall:

- (a) elect in writing the Sub Branch in which the member wishes to be eligible to hold office, vote and speak;
- (b) deliver such election to all the Sub Branches of which he is a member and associate; and until he has complied with this rule, he shall only be entitled to hold office, vote and speak at the Sub Branch of which he is a member, and such election shall remain in force for the duration of the membership year in which it is made and thereafter until a further election is made.

6.7 Club Member

- (a) A person is eligible to be a Club Member of the Sub Branch if he:
 - (i) is over the age of eighteen (18) years;
 - (ii) is proposed by two (2) Service or Life Members of the Sub Branch and is approved at a meeting of the Committee of the Sub Branch;
 - (iii) has signed a Club Member Application Form in the form approved by the Committee of the Sub Branch which requires the Club Member to be bound by the Rules and By Laws of the League; and
 - (iv) has paid the annual membership subscription as determined by the Committee of the Sub Branch.
- (b) The Committee of the Sub Branch may at any time revoke the club membership of a person and upon such revocation being made such person shall cease to be a club member.
- (c) A club member of the Sub Branch may not be a member of the Committee of the Sub Branch and is not entitled to vote.

7. MEMBERSHIP FEES

- 7.1 (a) The membership fee for Service and Associate membership shall be determined by State Branch at its State Congress and shall be payable on the First of January each year.

- (b) The membership fee for Club membership;
 - (i) is the amount decided by the Management Committee from time to time; and
 - (ii) is payable on the first of January each year;
- (c) Provided that the membership fees for each class of membership shall not be in excess of the annual subscription determined by State Branch at its State Congress.
- (d) There is no annual subscription for Life Members.

8. ADMISSION AND REJECTION OF MEMBERS

8.1 An application to be admitted as a Service Member shall be:

- (a) in the form set forth in the Manual of Membership Administration;
- (b) accompanied by the annual subscription payable; and
- (c) supported by such evidence as is necessary to demonstrate the eligibility of the applicant.

8.2 The Sub-Branch committee must decide whether the applicant:

- (a) has demonstrated he is eligible to be admitted as a Service Member;
- (b) has completed his application form and has paid the annual subscription payable;

8.3 The decision of the Sub-Branch Committee to reject an application for Club Membership shall be recorded in the minutes of the meeting at which the decision was made. The applicant shall be notified in writing of the decision. The decision of the Committee shall be final.

9. SUSPENSION OR TERMINATION OF MEMBERSHIP

9.1 Any member who resigns from a Sub-Branch and who subsequently desires to rejoin the same or any other Sub-Branch shall be deemed to be a new applicant for membership.

- (a) For the purpose of this Rule, the expression "member" means a Service Member or a Life Member.

- (b) Any member desiring to resign from the League shall give notice in writing to that effect. Upon such notice being lodged with the League or with the State Branch or Sub-Branch of which he is also a member, he shall thereupon cease to be a member.
 - (c) Upon a person ceasing to be a member he shall cease to be entitled to or have any interest in any of the property, assets or business of the League but shall still be liable to pay to the League all amounts owing by him at the date of his ceasing to be a member.
- 9.2 The State Congress or State Council may veto the membership of any member upon proof that he is not eligible for membership of the State Branch, subject to the right of appeal to the National Executive of the League.
- 9.3 If the Committee has reason to believe that a member of the Sub Branch may be guilty of conduct unbecoming a member it shall give not less than 28 days notice in writing to that member of the date, time and place of its meeting at which it will consider whether or not the member has been guilty of such conduct.
- 9.4 The notice shall be accompanied by a statement in which there shall be set out full and precise particulars of the conduct of the member which will be considered by the Committee.
- 9.5 Either prior to or at the meeting of the Committee the member concerned may request it to elaborate upon any of the particulars set forth in the said statement. Such a request shall be complied with by the Committee. The said member may put to the Committee at the meeting such facts as the member may consider relevant and shall be given every opportunity to address it.
- 9.6 The Committee shall decide at the meeting whether the member has been guilty of conduct unbecoming a member. If it is satisfied the member has been guilty of such conduct, it may resolve that the member be placed on a warning to improve his/her conduct, or be reprimanded or be suspended from membership of the Sub Branch for a period not exceeding three months, or it may resolve that the matter should be referred to the State Branch for its consideration.
- 9.7 The substance and decision of the meeting shall be recorded in the minutes of the meeting. Written notices, submissions and other correspondence relevant to the meeting shall be attached to and form part of the minutes which shall be confirmed within seven days of the meeting, by the Chairman.

- 9.8 The Secretary of the Sub Branch shall notify the member in writing of the Committee's decision and his right of appeal within 14 days after the meeting of the Committee concluded.
- 9.9 If a member:
- (a) has willfully refused or neglected to comply with the provisions of the Constitution or the By-Laws;
 - (b) has been guilty of conduct unbecoming a member;
 - (c) has been guilty of conduct subversive to the objects of the League;
 - (d) has been guilty of conduct prejudicial to the interests of the League;
 - (e) has been guilty of conduct detrimental to the interests of a Sub Branch of which he is a member; or
 - (f) has been convicted of any indictable offence;
 - (g) has been guilty of falsely representing himself to be a soldier, sailor or airman; or
 - (h) has been guilty of wearing a service medal, award or decoration for which he is not authorized.

the committee shall notify State Branch that consideration should be given to terminating the membership of that member. The authority to expel a member rests in the State Branch alone.

10. APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

10.1

- (a) A member aggrieved by a resolution of a Committee by which he was reprimanded or suspended from membership of the Sub Branch for a period not exceeding three months may appeal to the State Branch by notice in writing addressed to the State Secretary and lodged with the Committee.
- (b) For the purpose of this Rule, the expression "member" means a Service Member or a Life Member.

- 10.2 Such an appeal shall be lodged together with the sum of \$400.00 within 28 days after the date of notification in writing referred to in sub rule 9.8 and thereupon the decision of the Committee shall be stayed until the appeal is concluded, abandoned or discontinued. Upon application by the member referred to in sub rule 10.1, the State Branch may waive lodgement of the whole or part of the sum of \$400.00 if it considers it just to do so.

- 10.3 An appeal lodged pursuant to this Rule shall be accompanied by a statement in writing in which the member shall set out the aspect or aspects of the decision which gave rise to the appeal, the grounds of the appeal and the facts upon which the member relies. An appeal shall not be treated as valid unless it complies with this Rule.
- 10.4 Upon receipt of an appeal the Sub Branch shall forthwith forward to its State Branch:
- (a) the appeal and accompanying statement;
 - (b) the sum of \$400.00 referred to in sub rule 10.2;
 - (c) all its papers and documents concerning the member; and
 - (d) a copy of its minutes relating to the matter giving rise to the appeal.
- 10.5 A State Branch Tribunal shall hear and determine an appeal as soon as possible after receipt by the State Secretary of the documents referred to in sub rule 10.4.
- 10.6 The Sub Branch and the member concerned shall have a right of personally attending upon the hearing of the appeal by the State Branch Tribunal having given prior notice that they wish to do so. The State Branch Tribunal shall make its decision based on the information presented at the hearing and that decision regarding an appeal against a reprimand or suspension shall be final.
- 10.7 The Chairman shall confirm the minutes of the appeal hearing within seven days of the meeting and the decision shall be notified in writing to both the Sub Branch and the member within 14 days.

11. REGISTER OF MEMBERS

- 11.1 The Committee must keep a register of members.
- 11.2 The register of members must include the following particulars for each member:-
- (a) the full name and residential address of the member;
 - (b) the date of admission as a member;
 - (c) the date of death or resignation of the member;
 - (d) details about the termination or reinstatement of membership; and
 - (e) any other particulars the Committee or the members at a general meeting decide.

- 11.3 The register must be open for inspection at all reasonable times.
- 11.4 However, before a member may inspect the register, the member must apply to the secretary to inspect it.
- 11.5 The Secretary shall furnish to the Queensland Branch a copy of the Register of Members and, at least once in each month, such alterations as have been made to that Register.

12. SECRETARY

- 12.1 If the Sub Branch has not elected an interim officer as secretary before its incorporation, the members of the Committee must ensure a secretary is appointed or elected within 1 month after incorporation.
- 12.2 If a vacancy occurs in the office of secretary, the members of the Committee must ensure a secretary is appointed or elected within one (1) month thereof.
- 12.3 The secretary must be an individual residing in Queensland, or in another State but not more than 65 km from the Queensland border, who is:-
- (a) a member of the Sub Branch elected by it as secretary; or
 - (b) any of the following persons appointed by the Committee:
 - (i) a member of the Sub Branch's Committee
 - (ii) a member of the Sub Branch
 - (iii) another person approved by State Council.
- 12.4 The Sub-Branch may appoint and remove the secretary at any time.
- 12.5 Duties of the Secretary shall be those set out in the State Branch Rules.

13. MEMBERSHIP OF COMMITTEE

- 13.1 (a) The Committee shall consist of a President, a Deputy President as many Vice-Presidents as the Sub Branch shall see fit to elect, a Secretary, Treasurer, and where practicable, at least 5 financial members of the Sub Branch. The Secretary and Treasurer may be paid if the Sub Branch so desires, but if so, such paid Secretary and/or Treasurer shall not be entitled to vote at any Sub Branch Meeting.
- (b) All members of the Committee shall be financial members of the Sub Branch (except for paid or State approved Secretary and/or Treasurer). No member shall hold the office of President, Deputy

President, Vice-President, Treasurer or Secretary of any other Sub Branch (whether incorporated or not) while holding any of those offices in the Sub Branch.

- (c) A member may be nominated for as many positions as he chooses to accept without losing any of his rights upon his non-election to any one position, provided that where a member has been nominated for more than one position, his other nomination or nominations shall be deemed to have automatically lapsed upon his election to one of the positions for which he shall have been nominated, except by a resolution to the contrary by the meeting.
- 13.2 (a) At the annual general meeting of the Sub Branch, all members of the Committee and other officers (except paid officers of the Sub Branch) for the time being shall retire from office, but shall be eligible upon nomination for re-election.
- (b) A member of the Committee may only be elected as follows:-
- (i) any 2 members of the Sub Branch may nominate another member (the “candidate”) to serve as a member of the Committee;
 - (ii) the nomination must be:-
 - (a) in writing;
 - (b) signed by the candidate and the members who nominated him or her; and
 - (c) given to the secretary at least 14 days before the annual general meeting at which the election is to be held;
 - (iii) Each eligible member present at the annual general meeting may vote for any number of candidates not more than the number of vacancies;
 - (iv) If, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
 - (v) A list of the candidates’ names in alphabetical order, with the proposer’s and seconder’s names for the office of President or other positions on the Committee (if available), shall be posted in a conspicuous place in the office or usual place of meeting of the Sub Branch for at least 7 days immediately preceding the Annual General Meeting.
 - (vi) Where the number of candidates nominated for any one position of office on the Committee exceeds the number to

be elected, a ballot shall be taken. For the purposes of conducting a ballot, a returning officer shall be appointed. Voting shall be by secret ballot. Where two or more candidates secure an equal number of votes, the Returning Officer shall draw one of the names from a hat. Scrutineers shall, if necessary, be appointed to assist the Returning Officer.

(vii) Where balloting lists are prepared, they shall contain the names of the candidates in alphabetical order, and each financial member present at the annual general meeting and being entitled to vote, shall have the right to vote for any number of such candidates not exceeding the number of vacancies.

- 13.3 The person retiring from the office of President shall be known as the Immediate Past President and shall hold office until the conclusion of the next following Annual General Meeting. The Immediate Past President may attend all Sub Branch meetings and be heard on any matter but shall only be entitled to vote at General meetings
- 13.4 The Executive Officers of the Sub Branch shall be the President, Deputy President, Vice Presidents, Treasurer (if unpaid) and Secretary (if unpaid) (hereinafter called the Executive) who shall meet as often as the President shall deem necessary.
- 13.5 Any member of the Committee may resign from membership of the Committee at any time by giving notice in writing to the secretary, and such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date.
- 13.6 District Council may, by a majority vote of at least two-thirds present at an Extraordinary District Council Meeting called for that purpose, provided that the notice convening the meeting and stating the purpose thereof shall have been sent to all Secretaries and delegates of the respective Sub Branches at their last known place of address, stand down any member of the Sub-Branch Executive or Sub-Branch Committee from any position held pending an investigation into allegations of gross misconduct or gross neglect of duty. The Executive officer or member of the Committee shall be given the opportunity at that meeting to fully present his case.
- 13.7 Formal procedures required to commence an investigation are to occur within fourteen days of the suspension commencing.
- 13.8 For the purpose of this Rule, "member" means a Service Member or Life Member.

14. VACANCIES ON COMMITTEE OR EXECUTIVE

- 14.1 If a casual vacancy happens on the management committee, the association may at its next general meeting appoint another member of the association (other than the secretary) to fill the vacancy until the next general meeting or annual general meeting, whichever occurs first.
- 14.2 The continuing members of the Committee may act despite any such casual vacancy.
- 14.3 However, if the number of Committee members is less than the number fixed under these rules as a quorum of the Committee, the continuing members may act only to:-
- (a) increase the number of Committee members to the number required for a quorum; or
 - (b) call a general meeting of the Sub Branch.
- 14.4 In the event of any member of the Executive becoming medically unfit and/or incapacitated and thereby unable to carry out the responsibilities of his or her office the Committee may appoint one of the members of the Committee to act in the place and stead of any such medically unfit and/or incapacitated member of the Executive until their recovery or the next Annual General Meeting, whichever occurs first.

15. FUNCTIONS OF THE COMMITTEE

- 15.1 Subject to these rules or a resolution of the Sub Branch members carried at a general meeting, the Committee:-
- (a) has the general control and management of the administration of the affairs, property and funds of the Sub Branch; and
 - (b) has authority to interpret the meaning of these rules and any matter relating to the Sub Branch on which the rules are silent.
- 15.2 The Committee may exercise the powers of the Sub Branch:-
- (a) to borrow, raise or secure the payment of amounts in a way the members decide;
 - (b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Sub Branch in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the Sub Branch's property, both present and future;

- (c) to purchase, redeem or pay off any securities issued;
- (d) to borrow amounts from members and pay interest on the amounts borrowed;
- (e) to mortgage or charge the whole or part of its property;
- (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Sub Branch;
- (g) to provide and pay off any securities issued; and
- (h) to invest in a way the members may from time to time decide.

15.3 For sub rule 15.2 (d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by:-

- (a) the financial institution for the Sub Branch; or
- (b) if there is more than 1 financial institution for the Sub Branch the financial institution nominated by the Sub Branch.

15.4 A Sub-Branch shall have no power to purchase, sell, lease, mortgage, charge, exchange or otherwise acquire or dispose of any real or personal property borrow or raise money in particular by mortgage, or other securities, upon all or any of the property of the League, present or future without the authority by resolution of RSL (Queensland Branch) previously had and obtained.

16. MEETINGS OF THE COMMITTEE

16.1 (a) Meetings of the management committee shall be held as often as may be necessary for properly conducting the business and operations of the Sub Branch, but shall be held at least once in every 4 calendar months and a quorum for a meeting shall be prescribed by these rules.

(b) The President or any 2 members of the Executive may request the Secretary to convene a meeting of the Committee.

16.2 (a) A special meeting of the Committee shall be convened by the secretary on the requisition in writing signed by not less than one-third of the members of the Committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.

(b) Not less than 14 days notice shall be given by the secretary to Members of the Committee of any special meeting called pursuant

to Rule 16(2) (a) such notice shall clearly state the nature of the business to be discussed thereat.

- 16.3 At every meeting of the Committee, a simple majority of a number equal to the number of members elected and/or appointed to the Committee as at the close of the last general meeting of the members, shall constitute a quorum.
- 16.4 Subject to the above, the Committee may meet and regulate its proceedings as it thinks fit: provided that questions arising at any meeting of the Committee shall be decided by a majority of votes of the members present (including the Chairman).
- 16.5 (a) The President, Deputy President, Vice-Presidents, Secretary (if unpaid), Treasurer (if unpaid) and other members of the Committee (whether in Committee or General Meeting) shall each be entitled to one vote and the President or member presiding in his absence as Chairman shall, in addition, be entitled to a casting vote.
- (b) A member of the Committee shall not vote in respect of any contract or proposed contract with the Sub Branch in which he has an interest.
- (c) If the Secretary or Treasurer is paid, he or she shall not be entitled to vote.
- 16.6 The President shall preside as Chairman at every meeting of the Committee, or if there is no President, or if at any meeting he is not present within ten minutes after the time appointed for holding the meeting, the Deputy President shall be Chairman or if he is not present then one of the Vice-Presidents (as determined by lot if need be) present at the meeting shall be the Chairman or if no Vice-President is present, then the members of the Committee present may choose one of their number to be Chairman of the meeting.
- 16.7 If within half an hour from the time appointed for the commencement of a Committee meeting, a quorum is not present, the meeting, if convened upon the requisition of members of the Committee, shall lapse. In any other case, it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall constitute a quorum.
- 16.8 (a) The Committee may delegate any of its powers to a sub-committee consisting of such members of the Sub Branch as the Committee thinks fit. Any sub-committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be

imposed on it by the Committee and shall in no case commit the Sub Branch to any expenditure or obligation unless specifically authorized to do so by the Sub Branch.

- (b) A sub-committee may elect a Chairman of its meetings. If no such Chairman is elected, or if at any meeting the Chairman is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairman of the meeting.
- (c) The provisions of these Rules relating to meetings and proceedings of the Committee shall apply to meetings and proceedings of sub-committees, so far as the same are capable of application (*mutatis mutandis*)
- (d) The President, Secretary and Treasurer of the Committee shall have the right of attending *ex officio* at any meeting of any sub-committee of the Sub Branch.

16.9 All acts done by any meeting of the Committee, the Executive or a sub-committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Committee or person acting as aforesaid, or that the members of the Committee or sub-committee (or any of them) were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Committee or sub-committee (as the case may be).

16.10 A resolution in writing signed by all the members of the Committee for the time being entitled to receive notice of a meeting of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form; each signed by one or more members of the Committee.

- (a) The Committee may appoint paid officials, clerks and employees and remove, discharge or suspend any of such officials, clerks or employees for any lawful reason, as the Committee may deem expedient.
- (b) No paid official or employee of the Sub Branch shall be qualified to be elected to the Committee.

17. ANNUAL GENERAL OR GENERAL MEETINGS

17.1 The first general meeting of the Sub Branch shall be held at such time, not being less than one month or more than three months after the incorporation of the Sub Branch, and at such place as the Committee may determine.

- 17.2 (a) The first Annual General Meeting shall be held within 18 months of the date of incorporation. Each subsequent Annual General Meeting shall be held within 3 months of the close of each financial year.
- (b) The business to be transacted at every Annual General Meeting shall be:-
- (i) the receiving of the Committee's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Sub Branch for the preceding financial year;
 - (ii) the receiving of the auditor's report upon the books and accounts for the preceding financial year;
 - (iii) the adoption of the auditor's report;
 - (iv) the election of members of the Committee;
 - (v) the appointment of an auditor; and
 - (vi) general business.
- 17.3 (a) Between the annual general meetings of the Sub Branch, there shall be held a minimum of three general meetings, not including the annual general meeting, upon such dates, as the Committee, subject to resolutions of the annual general meeting, shall decide.
- (b) The quorum for a general meeting shall be twice the number of the Sub-Branch Executive plus one (1).
- 17.4 (a). An extraordinary or special meeting of the Sub Branch may be convened by the secretary which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.
- (b). Not less than 14 days notice shall be given by the secretary to Sub Branch members of any special meeting called, such notice shall clearly state the nature of the business to be discussed thereat.
- (c) Extraordinary or special meetings shall be convened upon receipt of a requisition signed by at least seven members of the Sub Branch. Such requisitions will specify the object of the meeting and be deposited with the secretary, who shall convene such meeting within a reasonable time from receipt of such requisitions.

- (d) A requisition for the purpose of calling a special meeting of the Sub Branch shall specify the objects of the meeting required and shall be delivered to the secretary of the Sub Branch a reasonable time before the date of the required meeting. It may consist of several documents in similar form each signed by one or more members requiring the calling of such meeting and the same must be convened only for the purposes specified in the requisition, unless it shall have been called by the Committee.
 - (e) Should the Committee fail, within a reasonable time or in the time set down in any of these Rules, to convene a special meeting after receipt of a requisition, the signatories thereto, having regard to these Rules as to notice, may themselves convene the special meeting on giving to the members entitled to be present, reasonable notice thereof.
- 17.5
- (a) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
 - (b) If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Sub Branch shall lapse. In any other case, it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Committee may determine, and if at the adjourned meeting, a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
 - (c) The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
 - (d) Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 17.6
- (a) All general meetings of the Sub Branch shall be convened upon giving ample notice thereof, but in any event not less than 14 days notice.

- (b) The notice of all general meetings of the Sub Branch shall specify the day, hour and place of the meeting and the general nature of the business to be considered thereat and shall be given to each member entitled to be present thereat. The secretary shall give such notice or any other officer duly appointed by the Sub Branch for that purpose, and in such manner as may be determined by the Committee.

17.7 Unless otherwise provided by these Rules, at every general meeting:-

- (a) The President shall preside as Chairman, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or if unwilling to act, the Deputy President shall be the Chairman, or if he is not present or willing to act or if none of the Vice-Presidents (as determined by lot if need be) are present or not willing to act, then the members present shall elect one of their number to be Chairman of the meeting;
- (b) The Chairman shall maintain order and conduct the meeting in a proper and orderly manner;
- (c) Every question, matter or resolution shall be decided by a majority of votes of the members present (including the Chairman) and being entitled to vote;
- (d) Every eligible member present shall be entitled to one vote and in the case of an equality of votes, the President or member presiding in his absence as Chairman, shall have a second or casting vote in addition to his own vote: Provided that no member shall be entitled to vote at any general meeting if he is not a financial member or if he is a visitor. An associate member may vote but only in respect of matters which relate to the domestic affairs of the Sub Branch;
- (e) Voting shall be by show of hands only, unless not less than one-fifth of the members present demand a ballot, in which event there shall be a secret ballot. The Chairman shall appoint a Returning Officer to conduct the secret ballot in such manner as he shall determine and the result of the ballot as declared by the Chairman shall be deemed to be the resolution of the meeting at which the ballot was demanded;
- (f) No proxy voting will be permitted and only the votes of members present shall be counted.

17.8 (a) The secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Sub-Branch meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the secretary for that inspection.

- (b) For the purposes of ensuring the accuracy of the recording of such Minutes, the minutes of every Sub-Branch meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding meeting verifying their accuracy.
- (c) The minutes of any annual general meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding annual general meeting.
- (d) The Secretary shall also keep minutes recording all appointments of Officers and the names of the Executive members of the Committee at all meetings of that Committee Executive and meetings of the Sub Branch.

18. BY-LAWS

- 18.1 Subject to the written consent of State Branch, the Committee may from time to time make, amend or repeal by-laws, not inconsistent with these Rules, for the internal management of the Sub Branch to suit varying local conditions, provided such by-laws do not conflict with the constitution, rules and by-laws of the League and the State Branch.
- 18.2 (a) The Committee shall advise members of the by-laws made, amended or repealed by it in such manner as it determines.
 - (b) A general meeting of members shall also have the power to make, amend or repeal by-laws.

19. ALTERATION OF RULES

- 19.1 Subject to the Associations Incorporation Act 1981, these rules may be amended, repealed or added to by a special resolution carried at a general meeting subject to the written consent of State Branch
- 19.2 However an amendment, repeal or addition is valid only if it is registered by the delegate of the Minister responsible for the Associations Incorporation Act 1981.

20. COMMON SEAL

- 20.1 The Committee must ensure the Sub Branch has a common seal.
- 20.2 The common seal must be:-
 - (a) kept securely by the Committee; and
 - (b) used only under the authority of the Committee

20.3 Each instrument to which the seal is attached must be signed by a member of the Committee and countersigned by:-

- (a) the secretary; or
- (b) another member of the Committee; or
- (c) someone appointed by the Committee

21. FUNDS AND ACCOUNTS

21.1 The funds of the Sub Branch must be kept in an account in its name in financial institutions decided by the Committee.

21.2 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Sub Branch.

21.3 All amounts must be deposited in the financial institution account as soon as practicable after receipt.

21.4 If an amount of \$50 or more is paid by cheque, the cheque must be signed by any two of the following: President, Secretary or Treasurer or such other member in addition thereto as the Sub Branch shall, by resolution, determine, provided that the signature of any one of the President, Secretary or Treasurer shall be essential.

21.5 Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed 'not negotiable'.

21.6 A petty cash account must be kept on the imprest system, and the Committee must decide the amount of petty cash to be kept in the account.

21.7 All expenditure must be approved or ratified at a Committee meeting.

21.8 The Treasurer shall:-

- (a) exercise general supervision over the accounts and finances of the Sub Branch;
- (b) keep proper books or accounts in connection with the affairs of the Sub Branch;
- (c) cause receipts to be issued for all moneys received by the Sub Branch and cause the same to be paid to the credit of the Sub Branch Bank Account;
- (d) pay all accounts passed for payment by the Committee; and

- (e) prepare the Annual Balance Sheet and Statement of Receipts and Expenditure and any supporting documents and accounts as may be required by the Auditors.

21.9 If the Sub Branch is incorporated within 3 months before the end of its financial year, sub rule 21.8 (e) does not apply for the financial year in which the Sub Branch is incorporated.

21.10 The auditor must examine the statements prepared under sub rule 21.8 (e) and present a report about it to the Secretary before the next annual general meeting following the financial year for which the audit was made.

21.11 The income and property of the Sub Branch must be used solely in promoting its objects and exercising the Sub Branch's powers.

22. DOCUMENTS

22.1 The Committee must ensure the safe custody of books, documents, instruments of title and securities of the Sub Branch.

23. FINANCIAL YEAR

23.1 The financial year of the Sub Branch shall end on the 31st December in each year.

24. SECTION 47 ASSOCIATIONS INCORPORATIONS ACT 1981

24.1 Pursuant to sub-section 47(3) of the said Act, it is expressly declared that the provisions of Sub-section 47(1) do not apply to the rules of the Sub Branch.

25. DISTRIBUTION OF SURPLUS ASSETS ON WINDING UP

25.1 This rule applies if the Sub Branch:-

- (a) is wound-up under part 10 of the Act; and
- (b) it has surplus assets.

25.2 The surplus assets must not be distributed among the Sub Branch's members.

25.2 The surplus assets must be given to another entity:-

- (a) having objects similar to the Sub Branch's objects; and

- (b) the rules of which prohibit the distribution of the entity's income and assets to its members.

25.3 In this rule:-

- (a) "surplus assets" has the meaning given by Section 92 (3) of the Act.