

THE RETURNED AND SERVICES LEAGUE OF AUSTRALIA WODEN VALLEY SUB-BRANCH INCORPORATED

PO Box 415
WODEN ACT 2606

ABN: 56 498 267 624



CONSTITUTION 2015

**THE RETURNED AND SERVICES LEAGUE OF AUSTRALIA
WODEN VALLEY SUB-BRANCH INCORPORATED
CONSTITUTION
2015**

RECORDS OF AMENDMENTS

| Amdt No | Date | Rules Amended | Type of Meeting |
|----------------|----------------------|--------------------------|--------------------------------|
| | July 2015 | Complete revision | Special General Meeting |
| 1 | 27 March 2018 | Section 5.6 | Special General Meeting |
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WODEN VALLEY SUB-BRANCH INCORPORATED
CONSTITUTION
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**THE RETURNED AND SERVICES LEAGUE OF AUSTRALIA
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CONSTITUTION 2015**

SECTION 1: GENERAL — INTRODUCTION

1.1. Title

- (a) The name of the Association shall be “The Returned and Services League of Australia, Woden Valley Sub-Branch Incorporated”, established under the auspices of the Returned and Services League of Australia Limited and the Returned and Services League of Australia, Australian Capital Territory Branch Incorporated.
- (b) So far as is permitted by law and unless incapable of application, the short title of the Sub-Branch shall be Woden Valley RSL Sub-Branch Inc (the “Sub-Branch”).

1.2. Constitution

This document shall be known as the Sub-Branch Constitution (the “Constitution”) and shall be binding on all Members of the Sub-Branch.

The provisions within this Constitution cannot be in conflict with provisions within the Constitutions of the Returned and Services League of Australia Incorporated or the Returned and Services League of Australia, Australian Capital Territory Branch Incorporated. Where a conflict does occur, the provisions of first, the Branch constitution and/or second, that of the RSL league, shall prevail.

Where appropriate and applicable, the Constitution shall be binding on all Members and volunteers who work with or for the Sub-Branch.

1.3. Commencement

This Constitution shall come into operation following acceptance by the ACT Registrar-General of the Office of Regulatory Services.

1.4. Interpretation

This Constitution shall be interpreted with reference to the Australian Capital Territory Associations Incorporation Act 1991 and the Australian Capital Territory Associations Incorporation Regulations.

In this Constitution, unless the contrary intention appears:

- (a) “Board of Management” is referred to throughout this Constitution as the Board;
- (b) “Branch” means the Returned and Services League of Australia, Australian Capital Territory Branch Incorporated;
- (c) “Branch Congress” means a general meeting of the Branch, either as an Annual Congress or as an Extraordinary Congress;
- (d) “Branch Council” means that body, formed in accordance with the Branch Constitution, to which has been delegated by a Branch Congress certain powers and authority;
- (e) “By-Law” means a By-Law of the Sub-Branch, made pursuant to this Constitution;

- (f) Dependant refers to a person who needs a client's financial or domestic support. These can include a spouse, a de facto, a child, or a person in your care with whom you have an interdependency relationship.

A dependant the purposes of this Constitution is:

- (i) a spouse or de facto spouse
- (ii) an ex-spouse
- (iii) a child of the client who is under 18 years old
- (iv) any person who is financially dependent on the client
- (v) any person the client had an interdependent relationship with.

A financially dependent relationship with a client means the client contributed necessary financial support to maintain the dependant. Children over 18 years old must be financially dependent on the client to qualify as dependants.

An interdependent relationship is generally a close personal relationship between two people who live together, where one or both provides for the financial, domestic and personal support of the other.¹

- (g) "DVA" means the Department of Veterans' Affairs;
- (h) "Director" means a member of the Board;
- (i) "ESO" means an Ex-Service Organisation;
- (j) "Family or families" means a relative/s connected to the Member or client by blood or marriage. For the purposes of this Constitution and its By-Laws, a relative must be a living partner (husband, wife, de-facto), child, parent, brother, sister, stepchild, step-parent, stepbrother or stepsister.
- (k) "Financial Year", in relation to the Sub-Branch, means the year ending on the thirty first day of December;
- (l) "League" means The Returned and Services League of Australia Limited;
- (m) "Life Member" means a member who has been elected to that class of members pursuant to Rule 13 of the National Constitution;
- (n) "Member" means a person (other than an Honorary Member) who has been admitted to any one of the classes of members described in By-Law 1;
- (o) "Service Member" means a person who has been admitted to that class of membership pursuant to Rule 12 of the National Constitution;
- (p) Unless otherwise indicated, "Sub-Branch" means The Returned and Services League of Australia, Woden Valley Sub-Branch, Incorporated.
- (q) "Veteran Community" means any members or former members of the Navy, Army or Air Force (Australian Defence Force) and their families.
- (r) "Veterans' Support Centre" (VSC) is the entity formed within the Sub-Branch by the grouping of those resources related to and responsible for the provision of Entitlements & Advocacy and Community Support services to the Veteran Community as described in By-Law 6.

¹ Paraphrased from the ATO definition at <https://www.ato.gov.au/Definitions/#D>

- (s) “Service Delivery” is the provision of those services relating to Entitlements & Advocacy and Community Support and which will be provided by or through the VSC.
- (t) Words importing the masculine gender shall include the feminine gender and words importing the feminine gender shall include the masculine gender, unless otherwise indicated.
- (u) Words in the singular include the plural and words in the plural include the singular.

1.5. Aim

- (a) The aim of the Sub-Branch is to promote, at Sub-Branch level, the League policy on national issues pertinent to the service delivery, preservation of rights, civil liberties and quality of life of its Members, their relatives, their dependants, the relatives and dependants of deceased Members and the Veteran Community generally.
- (b) All income of the Sub-Branch shall be applied in accordance with the provisions of Item 5.4.

1.6. Amendment of the Constitution and By-Laws

- (a) This Constitution may be amended by a special resolution duly passed at an Annual or Special General Meeting.
- (b) This Constitution shall not be amended unless:
 - (i) notice of any proposed amendment has been given in writing to the Secretary at least thirty days prior to an Annual or Special General Meeting;
 - (ii) notice of such proposed amendment has been forwarded by, or on behalf of, the Secretary to every Member at least twenty one days prior to such meeting;
 - (iii) expression "forwarded by the Secretary to every Member" shall mean forwarded by post, or delivered by hand to such Member or to the last known address of such Member, or by sending by email to the address provided by the Member, or by publishing a notice in *The Serviceman*, or by making copies available in the Sub-Branch office and on the Sub-Branch website; and
 - (iv) the special resolution is carried by at least three-quarters of the Members present and voting at the meeting.
- (c) The By-Laws may be altered, revoked, added to, modified or otherwise changed at any time on recommendation of the Board and by confirmation at an Ordinary or Special General Meeting of the Sub-Branch.

1.7. Application of Acts and Regulations

The Sub-Branch is incorporated under the Australian Capital Territory Associations Incorporation Act 1991 and the Australian Capital Territory Associations Incorporation Regulations. This Constitution shall not be in conflict with the Act or Regulations, and if such conflict is found to exist then the Act and/or Regulations shall take precedence.

SECTION 2: MEMBERSHIP

2.1. Service Membership

- (a) Any person who:
 - (i) provides proof of eligibility for membership in accordance with the requirements of Rule 12 of the National Constitution and By-Law 1 of this Constitution;
 - (ii) completes an Application Form and pays the appropriate subscription; and
 - (iii) is deemed by two or more members of the Executive to be a fit and proper person to be admitted, shall be admitted as a Service Member.
- (b) Where the Executive is not satisfied pursuant to Item 2.1. (a) (iii) the matter shall be referred to the Board for decision and if the Board considers that the applicant should not be admitted as a Service Member it shall have no power to reject the application but shall forward:
 - (i) the application and any supporting documents;
 - (ii) the amount of the subscription paid; and
 - (iii) a statement in writing of its reasons for declining to admit the applicant to membership of the Sub-Branch, to the Branch Secretary within fourteen days of rejection of the application.

2.2. Associate Membership

- (a) Any Service or Life Member of another sub-branch may be admitted as an Associate Member of the Sub-Branch and shall be liable to pay an annual subscription which does not include the annual capitation fee payable to the Branch.
- (b) An Associate Member shall be entitled to hold office, vote and speak at a meeting of not more than one sub-branch.
- (c) An Associate Member shall:
 - (i) elect in writing the sub-branch in which he wishes to be eligible to hold office, vote and speak; and
 - (ii) deliver such election to all the sub-branches of which he is a Member;
- (d) Until he has complied with this Item, he shall only be entitled to hold office, vote and speak at the sub-branch of which he is a Service or Life Member, and such election shall not be able to be revoked during the membership year in which it is made.

In accordance with 3.1, no more than a total of three Associate or Affiliate Members shall form part of the Board at any one time.

2.3. Affiliate Membership

- (a) The Sub-Branch shall have the power to establish a form of Affiliate Membership.
- (b) Affiliate membership shall be governed by the provisions of By-Law 1.

In accordance with 3.1, no more than a total of three Associate or Affiliate Members shall form part of the Board at any one time.

2.4. Transfer of Membership

- (a) A person who is already a financial member of another sub-branch and who desires to transfer membership to the Sub-Branch may be admitted to membership without payment of any additional annual subscription for the current Financial Year, subject to the Executive confirming details of the application.
- (b) A non-financial member of another sub-branch may transfer their membership to the Sub-Branch, enabling the retention of his or her original badge and badge number. The subscription due shall be determined by the Board.

2.5. Resignation

A Member who is not in arrears with the annual subscription may resign membership of the League by giving written notice of resignation together with his or her badge to the Sub-Branch Secretary, the Branch Office or the RSL National Office.

2.6. Annual Subscriptions

- (a) Annual subscriptions are due on 1 January for the ensuing Financial Year. The Sub-Branch must forward to each Service, Associate or Affiliate Member an account for renewal of the annual subscription at least one month before the end of the financial year and the member must pay the account by the 30th April, at which date a Service, Associate or Affiliate Member who has failed to pay the appropriate annual subscription shall cease to be a Member.
- (b) The Branch Congress may from time to time determine the annual subscription to be payable by Members of the Sub-Branch, provided that it is not less than the rate prescribed by the National Congress.

2.7. Suspension of Subscription

Any Service Member who is a member of the Australian Defence Force and is engaged in a deployment to which that Force is committed shall, for the period of that Member's involvement in that deployment, have their subscription suspended on a pro-rata basis.

2.8. Liability of Members

- (a) The liability of the Members of the Sub-Branch is limited.
- (b) Every Member of the Sub-Branch undertakes to contribute to the assets of the Sub-Branch in the event of it being wound up during the time that he or she is a Member or within a year thereafter, should this be necessary in respect of the debts and liabilities of the Sub-Branch contracted before the date upon which he or she ceased to be a Member and of the costs, charges and expenses of winding up the Sub-Branch and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required but not exceeding the sum of ten dollars.

2.9. Discipline

The procedure for dealing with disciplinary matters and appeals arising therefrom shall be in accordance with the National Constitution of the League.

2.10. Conflicts of Interest

- (c) A conflict of interest is where professional judgement may be affected by a secondary interest. If it may reasonably be perceived that the circumstances create a risk, there is a conflict and it shall be disclosed to the Sub-Branch.

- (d) Persons in positions of trust in the Sub-Branch must act in the best interests of the Sub-Branch at all times and honestly, fairly and professionally.
- (e) Generally speaking, a person must not accept an appointment to act, or continue to act, in a position (or on a project) if doing so would place the person's interests in conflict with or detrimental to the Sub-Branch's interests.
- (f) Where a person refers the Sub-Branch or its representative to a service provider, the person must disclose any business or personal relationship they might have with the service provider.

SECTION 3: ORGANISATION AND MANAGEMENT

3.1. Board of Management

The Board of the Sub-Branch shall comprise:

- (a) the Executive;
- (b) the Immediate Past President;
- (c) other Members of the Sub-Branch elected under Item 3.4.; and
- (d) the Editor of *The Serviceman*;

and shall have such powers as are necessary to the proper conduct of the affairs of the Sub-Branch. No more than a total of three Associate or Affiliate Members shall form part of the Board at any one time.

3.2. Public Officer

- (a) The Sub-Branch shall have a Public Officer who shall be appointed by the Board. A person shall not be eligible to be the Public Officer of the Sub-Branch unless that person:
 - (i) is a Member of the Sub-Branch;
 - (ii) is at least eighteen years of age; and
 - (iii) resides in the Australian Capital Territory.
- (b) The Public Officer may hold office as a Director.
- (c) The Public Officer shall comply with and carry out such duties as are imposed by the provisions of the Australian Capital Territory Associations Incorporation Act 1991 and the Australian Capital Territory Associations Incorporation Regulations.

3.3. Elected Office Bearers — Executive

- (a) There shall be the Offices of a President, a Deputy President, a Secretary and a Treasurer. The persons occupying such Offices shall be known as the Sub-Branch "Executive" and shall be elected annually in accordance with the provision of this Constitution. They shall hold Office until the declaration of the poll at the next Annual General Meeting.
- (b) The Executive shall have all such powers as are necessary to deal with all urgent or necessary matters between meetings of the Board.
- (c) Any Financial Service, Associate or Life Member of the Sub-Branch shall be eligible for election to the Offices of President or Deputy President
- (d) Any Financial Service, Associate, Life or Affiliate Member of the Sub-Branch shall be eligible for election to the Offices of Secretary or Treasurer.

- (e) A person elected to the Executive shall be deemed to have vacated his or her office if he or she:
 - (i) dies or ceases for any other reason to be a Financial Member of the Sub-Branch;
 - (ii) becomes insolvent under administration within the meaning of Corporations Law;
 - (iii) suffers from such mental or physical infirmity as to prevent him or her undertaking the full duties of the office;
 - (iv) is absent from more than two consecutive meetings of the Board of Management or Ordinary General Meetings without permission of the Board of Management or Ordinary General Meeting as the case may be;
 - (v) is directly or indirectly interested in any contract with the Sub-Branch and fails to disclose the nature of his or her interest prior to a resolution on the acceptance or rejection of the terms of the contract being put to any meeting of the Executive, Board of Management or Ordinary or Special General Meeting; or
 - (vi) resigns his or her office by notice in writing to the Secretary, subject to acceptance by the Board of Management.
- (f) If the President dies, or is deemed to have vacated his office, the Deputy President shall become the President and shall hold office until the next Annual General Meeting.
- (g) However, if the Deputy President is unwilling to accept the Office of President, an Ordinary General Meeting shall have the power to appoint any other member of the Board of Management to fill the casual vacancy in the Office of President.
- (h) An Ordinary General Meeting shall have the power to appoint any member of the Board to fill a casual vacancy in the Office of Deputy President.
- (i) An Ordinary General Meeting shall have the power to appoint any Service, Associate, Life or Affiliate Member to fill a casual vacancy in the Office of Secretary or Treasurer.
- (j) An Ordinary General Meeting shall have the power to elect any Service, Associate, Life or Affiliate Member to fill a vacancy in the Office of Secretary or Treasurer that remained unfilled at the time of the last Annual General meeting or any casual vacancy.

3.4. Elected Office Bearers — Directors

- (a) In addition to the Executive there shall be offices of Vice Presidents, the number of whom the Board deems is necessary for the effective and efficient delivery of the aim of the Sub-Branch. There shall also be an Assistant Secretary and an Assistant Treasurer and six Members who may be elected as Directors annually in accordance with the provision of this Constitution and hold office until the declaration of the poll at the next Annual General Meeting.
- (b) An Ordinary General Meeting shall have the power to appoint any Member to fill a casual vacancy on the Board, other than the Executive.

3.5. Eligibility for Election to the Board

- (a) A Member shall not be eligible for election as a Director unless that person:
 - (i) is a current Financial Member;
 - (ii) has been nominated by two Financial Members of the Sub-Branch in writing; and
 - (iii) the nominee has confirmed in writing that he or she will accept such nomination.
- (b) At each Annual General Meeting, vacancies in the Board shall be filled by election by the members in the manner set out in By-Law 7.

3.6. Tenure of Office

The Directors, including the Executive may hold office for periods prescribed in By-Law 2.

3.7. Absences: Executive Officers or Directors

- (a) Where the President, the Secretary or the Treasurer is absent, the Deputy President, the Assistant Secretary or the Assistant Treasurer, as the case may be, shall act in such Office during such absence.
- (b) Where a member of the Executive or the Board, other than the President, the Secretary or the Treasurer, is absent, the Board may appoint a Member of the Sub-Branch to act in his or her stead during the period.

3.8. Immediate Past President

- (a) The person retiring from the Office of President shall be known as the Immediate Past President and shall hold such Office until the appointment of another Immediate Past President.
- (b) The Immediate Past President shall receive all notices of meetings and any other papers relevant to meetings that he or she is entitled to attend. At any meeting the Immediate Past President may speak to any subject and exercise a vote thereon.
- (c) Should the Immediate Past President die, or for any other reason cease to be a Member of the Sub-Branch or the League, the position of Immediate Past President shall remain vacant.

3.9. Committees

- (a) The Board shall appoint the following committees, each of which will be chaired by a Vice-president:
 - (i) a Governance and Finance Committee that shall be responsible for the management of the Asset Management Fund (AMF), the provision of budgetary oversight and advice to the Board, and a governance element to advise the Board of any legal or regulatory issues relevant to the sound management and good practice of the Board and the Sub-Branch, as detailed in By-Law 2;
 - (ii) an Entitlements and Advocacy Committee that shall have responsibilities as detailed in By-Law 2 and By-Law 6;
 - (iii) a Community Support Committee that shall have responsibilities as detailed in By-Law 2 and By-Law 6; and,

- (iv) a Community Engagement and Ceremonial Committee that shall be responsible for the conduct of all Sub-Branch activities and events that are not provided through another Committee. The Committee will also oversee the Eddison Day Club, as detailed in By-Law 5.
- (b) There shall be established such other Committees as the Board or the Members in general meeting may decide are necessary.

SECTION 4: MEETINGS

4.1. Time and Place for Meetings

- (a) The Sub-Branch shall meet:
 - (i) at least once in every second calendar month in Ordinary General Meeting;
 - (ii) the form of an OGM shall be determined by the Board and may include a dinner, a formal meeting or some other mechanism.
 - (iii) once in every year in Annual General Meeting within the period of five months following the end of the preceding Financial Year; and
 - (iv) on such occasions as may be required in Special General Meeting.
- (b) The Board shall meet each month and on such other occasions as may be directed by the Executive.
- (c) The Executive shall meet:
 - (i) whenever directed by the President, or in his absence, the Deputy President; or
 - (ii) whenever two or more Members of the Executive request a meeting thereof.
- (d) The times and places of meetings of the Sub-Branch, the Board or the Executive shall be determined by the Executive. Members will be notified by the Secretary by post, or delivered by hand to such Member or to the last known address of such Member, or by sending by email to the address provided by the Member, or by publishing a notice in *The Serviceman*.
- (e) The President shall preside at all meetings of the Sub-Branch, Board or Executive whenever present. In the absence of the President, the Deputy President or one of the Vice-Presidents shall preside. In the absence of the President, the Deputy President and the Vice-Presidents, such other person among the Directors present shall be elected for that purpose.
- (f) The Member presiding at a meeting of the Sub-Branch or the Board, at which the minutes of a previous meeting are confirmed, shall sign the minutes of that previous meeting and such minutes shall be conclusive evidence of the proceedings recorded therein.

4.2. Authority of Member Presiding

The Member presiding shall be the sole and absolute judge as to the validity of any vote cast on any question, and unless objection to the validity of any vote is raised immediately after the Member presiding has declared the result of the vote thereon, no subsequent objection may be raised as to its validity.

4.3. Quorum for Meetings

- (a) A quorum for an Ordinary General Meeting shall be twelve Financial Members.
- (b) A quorum for an Annual General Meeting or a Special General Meeting shall be twenty Financial Members.
- (c) A quorum for a meeting of the Executive shall be one half the members thereof or the nearest whole number above.
- (d) A quorum for a meeting of the Board shall be seven members thereof, but such members shall include two members who are also members of the Executive.
- (e) A quorum for any Committee shall be one half the members thereof or the nearest whole number above.
- (f) Should any meeting lapse for want of a quorum, the meeting shall stand adjourned until the same day in the following week, and, in the event of a quorum not being present, then the Members who are present at that second meeting shall be deemed to constitute a quorum.

4.5. Voting at a Meeting

- (a) Each Member of the Sub-Branch, Board or Executive shall have one vote on each motion before a meeting of that body and, in the event of an equality of votes, the Member presiding at the meeting shall have a second or casting vote.
- (b) Voting shall be by show of hands unless a secret poll is demanded by the meeting.
- (c) A Member may vote in person or by proxy in accordance with By-Law 9 and as determined by the Executive.

4.6. Standing Orders

At any meeting of the Sub-Branch, Standing Orders as detailed in By-Law 8 shall apply.

4.7. Suspension of Standing Orders

Standing Orders may be suspended on a two-thirds majority vote of Members present and voting, but such suspension shall be limited to the particular purpose for which suspension has been sought.

4.8. Annual General Meeting Report and Financial Statement

- (a) The following documents shall be presented by the Board for consideration at the Annual General Meeting:
 - (i) a report signed by the President and the Treasurer setting out details of the principal activities of the Sub-Branch during the previous Financial Year and particulars of any significant change in the nature of those activities which may have occurred during that year and stating:
 - a) the names of all members of the Board during the previous year and the period for which they served; and
 - b) the Statement of Financial Performance for the previous Financial Year;
 - (ii) an Audited Statement of the accounts of the previous Financial Year;
 - (iii) a copy of the Auditor's Report in relation to those accounts;

- (iv) a report by the Chair of the Governance and Finance Committee that includes an audited report on the performance of the AMF for the previous financial year;
 - (v) a report by the Chair of the Entitlements and Advocacy Committee;
 - (vi) a report by the Chair of the Community Support Committee including a report by the Day Club Committee; and
 - (vii) a report by the Chair of the Community Engagement and Ceremonial Committee.
- (b) All Members who were financial for the previous Financial Year shall have access to a copy of the Annual Report and, if available, the Financial Statement at least seven days prior to the Annual General Meeting. Copies may be sent by email or by making copies available in the Sub-Branch office.

Notwithstanding that the Financial Statement may not at that time be audited, nothing herein shall be so construed as to waive the requirements that an Audited Statement be presented at the Annual General Meeting.

Notwithstanding the President's Report required at 4.8.(a)(i) the President shall present an "Annual Report" on the state and progress of the Sub-Branch for endorsement at the Annual General Meeting.

4.9. Election of Delegates and Alternate Delegates to Branch Meetings

- (a) The Sub-Branch shall be represented on the Branch Council and at the Branch Congress by delegates who are appointed by the Board, in accordance with provisions in the ACT Branch constitution.

SECTION 5: GOVERNANCE AND FINANCE

5.1. Payment of Accounts and Limitations on Expenditure

- (a) All funds belonging to or received by the Sub-Branch shall be placed in one or more accounts maintained by such recognised financial institutions as may from time to time be approved by the Executive in the name of the Sub-Branch and such funds may be withdrawn from such accounts by means of either cheques signed by an office bearer nominated by the Executive for the purpose or, where appropriate, by electronic transfer.
- (b) Any Member of the Executive or any other person approved by the Executive may endorse cheques or negotiable instruments payable to the credit of the Branch.
- (c) All payments of funds drawn from any account of the Sub-Branch shall be made only with the authority of the Executive, provided however that the Executive may subsequently approve payments made subject to its approval.
- (d) The Treasurer may maintain a Petty Cash Account. Limitations of expenditure shall be as determined by the Board from time to time.
- (e) Regarding expenditure, transfer or commitment of Sub-Branch funds in respect of any single transaction or proposal may be effected or approved, in consultation and agreement by the Treasurer, by:
 - (i) the Secretary, for purchases of office materials and equipment up to an

- amount of \$1,500;
 - (ii) the Deputy President and any Vice-President, up to an amount of \$5,000;
 - (iii) the Executive up to an amount of \$10,000;
 - (iv) the Board up to an amount of \$20,000;
 - (v) an Ordinary General Meeting up to an amount of \$40,000;
 - (vi) a Special General Meeting called for that particular purpose up to an amount of \$100,000, subject to Rule 5.1.(f); or
 - (vii) an Annual or Special General Meeting up to the limit of available funds, subject to Rule 5.1. (g).
- (f) A recommendation by an Ordinary General Meeting for the expenditure, transfer or commitment of Sub-Branch funds in excess of \$40,000 but not exceeding \$100,000 in respect of a particular transaction or proposal shall be subject to the advice of the Governance and Finance Committee and determination by a subsequent Special General Meeting convened for that purpose. Written notice of any such proposal shall be forwarded to all Financial Members not less than fourteen days prior to the meeting
- (g) A recommendation by a Special General Meeting convened for that purpose for the expenditure, transfer or commitment of Sub-Branch funds in excess of \$100,000 in respect of a particular transaction or proposal shall be subject to the advice of the Governance and Finance Committee and determination by a subsequent Special General Meeting convened for that purpose. Written notice of any such proposal shall be forwarded to all Financial Members not less than fourteen days prior to each meeting. All proposals are to indicate the full financial effect of the proposal. The foregoing provisions do not apply to the transfer of donations collected as part of a Branch activity and which shall be administered under arrangements approved by the Board.
- The foregoing provisions do not apply to the expenditure of grants received and which shall be administered under arrangements approved by the Board.

5.2. Authorisation of Accounts

A list of accounts shall be presented and passed for endorsement or payment as appropriate at a Board meeting or Ordinary General Meeting. Full details of all such approvals shall be recorded in the minutes of the meeting.

5.3. Reimbursement of Expenses

The Board may, in its discretion, grant an honorarium to the Secretary, and to the Treasurer and to any Member entrusted by the Sub-Branch with special duties. The principle governing the payment of an honorarium shall be the reimbursement of Members for out of pocket expenses actually incurred on behalf of the Sub-Branch.

5.4. Application of Income and Property of the Sub-Branch

- (a) The income and property of the Sub-Branch, however derived, shall be applied solely towards the promotion of the aim of the Sub-Branch and, otherwise than to meet that aim, no portion shall be paid or transferred, directly or indirectly, by dividend, bonus or otherwise to any Member of the Sub-Branch.
- (b) Nothing in the foregoing provision shall prevent the payment in good faith to an

employee or Member of the Sub-Branch of remuneration in return for services actually rendered to the Sub-Branch by that employee or Member.

5.5. Winding up

- (a) If upon the winding up of the Sub-Branch there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Sub-Branch.
- (b) In the event that the Sub-Branch is wound up, dissolved or otherwise ceases to operate, then, after payment of all its debts and liabilities and subject to any law applicable, its assets shall vest in the Branch to be used by the Branch as far as is possible for like purposes:
 - (i) in the place where the Sub-Branch formerly carried out its activities and whose constitution prohibits the distribution of its or their income and property among its or their members;
 - (ii) to an extent at least as great as is imposed on the Sub-Branch under or by virtue of the requirements of clause 78(1) (a) of the Income Tax Assessment Act, 1997; and
 - (iii) may be determined by the Members of the Sub-Branch at or before the time of the dissolution and in default thereof by application to such Court as may have or acquire jurisdiction in the matter.
- (c) If at the start of the winding up, any assets of the Sub-Branch are situated in the Australian Capital Territory and if the Sub-Branch is then subject to the provisions of the Australian Capital Territory Charitable Collections Act, 2003, the institution or institutions to which such assets shall be given or transferred shall, if the Minister administering that Act shall so require, be one which is registered or exempt from registration under that Act.

5.6. Revocation of Deductible Gift Recipient (DGR) Status

- (a) In the event that the Sub-Branch attains DGR status and, if at any time that endorsement of the Sub-Branch as a DGR is revoked, any surplus of the following assets shall be transferred to another organisation with similar objects, which is charitable by law, to which income tax deductible gifts may be made:
 - (i) gifts of money or property for the principal purpose of the Sub-Branch;
 - (ii) contributions made in relation to an eligible fundraising event held for the principal purpose of the Sub-Branch; and
 - (iii) money received by the Sub-Branch because of such gifts and contributions.

5.7. Indemnity

- (a) A Member shall be indemnified out of the funds of the Sub-Branch against all losses and expenses incurred in the discharge of that Member's duties as a Sub-Branch Officer except where the loss or expense was incurred by his or her own wilful act or default.
- (b) Where a Member is not indemnified in accordance with Item 5.6.(a) that Member shall:

- (i) be chargeable only for so much money or property as was actually received for or in discharge of his or her duties;
 - (ii) be answerable only for his or her own wilful act or default; and
 - (iii) not be answerable for the insufficiency of any security for money invested or of title to any property acquired.
- (c) For the purposes of this Rule the term "a Sub-Branch Officer" shall include all members of the Board of Management or of any Committee and any person who is appointed a Trustee of any funds of the Sub-Branch.

5.8. Asset Management Fund

- (a) The Sub-Branch shall have power to establish an Asset Management Fund ("the Fund" or "AMF") by a By-Law.
- (b) The Fund shall be for the purpose stated in By-Law 4.
- (c) The income of the Fund shall be applied as stated in By-Law 4.

SECTION 6: COMMUNITY SUPPORT (WELFARE)

6.1. General

- (a) The Community Support Committee shall have responsibility for the resourcing, management and oversight of all services provided by the Veterans' Support Centre. It has the two following functional areas and is organised accordingly:
 - (i) Entitlements and Advocacy, and
 - (ii) Community Support.
- (b) The Community Support Committee shall exercise its functions through the Veterans' Support Centre as outlined in By-Law 6.

SECTION 7: ADMINISTRATION

7.1. Appointment of Trustees

- (a) Trustees may be elected by the Sub-Branch and shall carry out such duties and have such powers as are from time to time determined or approved by the Sub-Branch in Ordinary General Meeting.
- (b) The instrument setting out the powers of the Trustees under any instrument of trust shall be inscribed in By-Laws.

7.2. By-Laws

- (a) The Sub-Branch shall have power to make such By-Laws as are necessary for the proper control and management of the affairs and property of the Sub-Branch.
- (b) A By-Law shall not be inconsistent with any provisions of this Constitution.
- (c) A By-Law when in force shall be binding on all Members of and volunteers for the Sub-Branch and shall have the same effect as if it was part of this Constitution.
- (d) As noted in 1.6, By-Laws may be altered, revoked, added to, modified or otherwise changed at any time by the Board and recommended to the Members at an Ordinary or Special General Meeting of the Sub-Branch for confirmation.

7.3. Custody of Books and Documents

- a) In accordance with By-Law 3, the Secretary and the Treasurer shall maintain and ensure secure storage of all member and financial records of the Sub-Branch both hard copies and those maintained on the Sub-Branch information technology network.
- b) The records, books and other documents of the Sub-Branch may be open to inspection, free of charge, by a Member of the Sub-Branch, on application through the Executive.

7.4. Seal

- (a) There shall be a Seal of the Sub-Branch which shall be in the form of a rubber stamp, inscribed with the words "The Common Seal of The Returned & Services League of Australia, Woden Valley Sub-Branch Incorporated".
- (b) The Seal of the Sub-Branch shall not be affixed to any instrument except by the authority of the Executive and the affixing thereof shall be attested by two members of the Executive.
- (c) The Seal shall remain in the custody of the Secretary who shall be responsible for its safe custody and report of its use.

7.5. Auditor

- (a) The Annual General Meeting shall appoint as Auditor, an appropriately qualified person who is not a Member of the Sub-Branch.
- (b) The Auditor shall audit the accounts and balance sheet of the Sub-Branch and shall endorse thereon a Report as to his or her satisfaction or otherwise with such financial statements.
- (c) The Board of Management shall take reasonable steps to ensure that the audit of the accounts of the Sub-Branch is completed at least four days before the Annual General Meeting.

7.6. Disputes

(a) Internal Disputes

Any dispute within the membership of the Sub-Branch shall be referred in the first instance to the Executive for resolution. If the dispute cannot be resolved by the Executive it shall be escalated to the Board. If the Board cannot resolve the issue, it shall be referred to an Ordinary General Meeting of the Sub-Branch at which any vote of the Members present shall be binding on the disputant or disputants.

Where the dispute concerns a member of the Executive it shall be taken directly to a member of the Board which shall inform the member in dispute. The Board may escalate the matter to the Branch if necessary

(b) Complaints made by or in respect of an Employee

Any complaint submitted to the Sub-Branch by or in respect of an employee will be considered by the Executive and/or the Board for resolution, in accordance with relevant ACT workplace legislation and Sub-Branch workplace policy. When dealing with a workplace complaint, the Executive or the Board may seek legal advice.

(c) **Complaints made by Members of the Public**

Any complaint made against the Sub-Branch by a member of the public shall be considered by the Executive and/or the Board for resolution or referral to an Ordinary General Meeting or the Branch Office for resolution or advice. When dealing with any complaint, legal advice may be sought.

(d) **Discipline**

Any disciplinary action considered or required within the Sub-Branch shall be managed in accordance with the guidance and direction of the Branch and National Constitutions as appropriate.