

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



**CONSTITUTION
2007**

**THE RETURNED AND SERVICES LEAGUE OF AUSTRALIA
 WODEN VALLEY SUB-BRANCH INCORPORATED
 CONSTITUTION
 2007
 Amended No 1**

RECORDS OF AMENDMENTS

Amdt No	Date	Rules Amended	Type of Meeting
<i>1</i>	<i>25 May 2010</i>	<i>Rules 3.3.(a),3.3.(d), 3.3(e), 3.4A, 3.7, 4.8. (a) (ii),6.1, By-law 1, Paragraphs 4.1., 5., 8., 9., 10. By-law 5</i>	<i>AGM</i>
<i>2</i>	<i>31 May 2011</i>	<i>Rule 1.5.(b), Rule 6.1.</i>	<i>AGM</i>

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TABLE OF CONTENTS

RECORDS OF AMENDMENTS	i
SECTION 1: GENERAL — INTRODUCTION	1
1.1. Title	1
1.2. Constitution	1
1.3. Commencement.....	1
1. 4. Interpretation.....	1
1.5. Aim	2
1.6. Amendment of the Rules	2
1.7. Application of Acts and Regulations	3
SECTION 2: MEMBERSHIP	4
2.1. Eligibility for Membership.....	4
2.2. Transfer of Membership	4
2.3. Associate Membership	4
2.4. Resignation.....	5
2.5. Annual Subscriptions — Cessation of Membership	5
2.6. Suspension of Subscription	5
2.7. Liability of Members	5
2.8. Discipline	5
2.9. Affiliate Membership	6
SECTION 3: ORGANISATION AND MANAGEMENT.....	7
3.1. Board of Management	7
3.2. Elected Office Bearers — Executive.....	7
3.3. Elected Office Bearers — Board Members	8
3.4. Eligibility for Election to the Board of Management	8
3.4A. Tenure of Office	8
3.5. Absences: Executive Officers or Board Members.....	8
3.6. Immediate Past President.....	9
3.7. Committees.....	9
SECTION 4: MEETINGS	10
4.1. Time and Place for Meetings	10
4.2. Authority of Member Presiding	10
4.3. Quorum for Meetings	10
4.5. Voting at a Meeting	11

4.6. Standing Orders	11
4.7. Suspension of Standing Orders.....	12
4.8. Annual General Meeting Report and Financial Statement.....	12
4.9. Election of Delegates and Alternate Delegates to Branch Meetings	13
SECTION 5: DUTIES: RESPONSIBILITIES	14
5.1. Duties of the Secretary and Assistant Secretary.....	14
5.2. Duties of the Treasurer and Assistant Treasurer	14
5.3. Public Officer	15
SECTION 6: FINANCE	17
6.1. Limitations on Expenditure	17
6.2. Authorisation of Accounts	17
6.3. Reimbursement of Expenses	18
6.4. Application of Income and Property of the Sub-branch.....	18
6.5. Indemnity	18
6.6. Assets Management Fund	18
SECTION 7: WELFARE	19
7.1. General.....	19
7.2. Sub-branch Benefit Scheme.....	19
7.3. Day Club	19
SECTION 8: ADMINISTRATION	20
8.1. Appointment of Trustees	20
8.2. By-Laws	20
8.3. Seal	20
8.4. Auditor	20
8.5. Disputes	20
BY-LAW 1 - (Rule 6.7): ASSETS MANAGEMENT FUND	21
1. Interpretation.....	21
2. Establishment of Fund	21
3. Aim of Fund.....	21
4. Administration of the Fund.....	21
5. The Assets Management Fund Committee (AMF Committee)	21
6. Accounts.....	21
7. Winding up of Fund.....	22
8. Amendment	22
9. <i>Liability of Members of Assets Management Fund Committee (AMF Committee)</i>	22
10. Powers of the Assets Management Fund Committee (AMF Committee).....	22
BY-LAW 2 - (RULE 7.2): THE SUB-BRANCH BENEFIT SCHEME	24
1. Interpretation.....	24
2. Establishment of Scheme.....	24
3. Objects of the Scheme	24
4. Administration of the Scheme	24
5. Qualifying Requirements	24
6. Benefits	24

7. Time for Claim	24
8. Procedure.....	25
9. Advice to Membership.....	25
10. No Entitlement.....	25
11 Winding Up	25
BY-LAW 3 - (Rule 2.9.): AFFILIATE MEMBERSHIP	26
BY-LAW 4 - (RULE 7.3): THE EDDISON DAY CLUB.....	28
1. Interpretation.....	28
2. Establishment of the Club	28
3. Aim of the Club	28
4. Composition of the Club	28
5. Management Committee.....	28
6. Members	30
7. Volunteers.....	30
8. Winding Up.	31
BY-LAW 5 — (Rule 3.4A): Administrative Matters.....	32
1. Tenure of Office	32
INDEX	A

**THE RETURNED AND SERVICES LEAGUE OF AUSTRALIA
WODEN VALLEY SUB-BRANCH INCORPORATED
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2007
Amended No 1**

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”.
- (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 Incorporated.

1.2. Constitution

These Rules shall be known as the Sub-branch Constitution and shall be binding on all Members of the Sub-branch.

1.3. Commencement

These Rules shall come into operation on 1 November 2007.

1.4. Interpretation

In these Rules, unless the contrary intention appears:

- (a) “Affiliate” means a person who has been admitted as an Affiliate of a Sub-branch pursuant to By-Law 3;
- (b) “Associate Member” means an Ordinary or Life Member of another branch or sub-branch who makes application for and is admitted to concurrent membership of the Sub-branch;
- (c) “Branch” means the Returned and Services League of Australia, Australian Capital Territory Branch Incorporated;
- (d) “Branch Congress” means a general meeting of the Branch, either as an Annual Congress or as a Extraordinary Congress;
- (e) “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;
- (f) “By-Law” means a By-Law of the Sub-branch, made pursuant to this Constitution;
- (g) “DVA” means the NSW Office of the Department of Veterans’ Affairs
- (h) “ESO” means an Ex-Service Organisation
- (i) "Financial Member" means:
 - (i) a Service Member (including a life subscriber) of the Sub-branch who has paid the annual subscription for the current Financial Year;
 - (ii) a Life Member of the Sub-branch;
 - (iii) an Associate Member of the Sub-branch who has paid the appropriate subscription to the Sub-branch for the current Financial Year;

Comment [AWR1]: Rule 1.4. The interpretations contained in this Rule are in conformance with those of the National and ACT Branch Constitutions where applicable.

Comment [AWR2]: Rule1.4.(c) . The common thought of “Financial Member” is of a member who has paid the annual subscription required of him or her for any given financial year. It can also be thought of as a person from whom no subscription is required at any given time. It is in this latter context that Life members and Honorary Members are included in the definition of “Financial member”

- (iv) an Affiliate who has paid the appropriate subscription to the Sub-branch for the current Financial Year, or
- (v) an Honorary Member of the League;
- (j) "Financial Year", in relation to the Sub-branch, means the year ending on the thirty first day of December;
- (k) "Honorary Member" means a member who has been admitted to that class of members in accordance with Rule 14 of the National Constitution;
- (l) "Honorary Life Member" means a member who has been admitted to that class of membership pursuant to Rule 15 of the National Constitution;
- (m) "League" means The Returned and Services League of Australia Limited;
- (n) "Life Member" means a member who has been elected to that class of members pursuant to Rule 13 of the National Constitution;
- (o) "Member" means a person (other than an Honorary Member) who has been admitted to any one of the classes of members described in Rule 10.1 of the National Constitution;
- (p) "Service Member" means a person who has been admitted to that class of membership pursuant to Rule 12 of the National Constitution;
- (q) "Sub-branch" means The Returned and Services League of Australia, Woden Valley Sub-branch, Incorporated.

1.5. Aim

- (a) The aim of the Sub-branch shall be to promote, at Sub-branch level, the League policy on national issues pertinent to the welfare, preservation of rights, civil liberties and quality of life of its Members, their dependants, the dependants of deceased Members and the community generally, and in particular:
 - (i) to provide for the sick, the disabled and the needy among those who have served and their dependants, including dependants of deceased ex-service men and women, and including assistance with obtaining pensions and medical attention or treatment from the relevant authorities;
 - (ii) to maintain a hospital visitation program;
 - (iii) to actively assist the Branch to raise funds for Branch welfare activities;
 - (iv) to provide funds or other assistance to community groups or projects of a charitable or benevolent nature whose aims and ideals are compatible with those of the Sub-branch;
 - (v) to maintain an office and meeting place for Members;
 - (vi) to publish a magazine for Members, provided that it is financially and administratively practicable to do so;
 - (vii) to carry on such other activities as may be considered necessary to promote the carrying out of the foregoing aims.
- (b) All income of the Sub-branch shall be applied strictly in accordance with the provisions of Rule 6.4.

1.6. Amendment of the Rules

- (a) Subject to the next two succeeding Rules, these Rules may be amended by a special resolution duly passed at an Annual or Special General Meeting.
- (b) These Rules shall not be amended unless:

Comment [AWR3]: Rule 1.3.(c).

10A. Honorary Members
 10A.1. The National Executive may award Honorary Membership to:
 (i) . members of the Australian Defence Force whilst on operational duty; and
 (ii) . such other persons for such period as it sees fit.
 10A.2. If an Honorary Member is a service Member or Life Member at the time he is awarded Honorary Membership, his rights, privileges and obligations as a service Member or life member (as the case may be) shall, subject to Article 10A.3 not be disturbed by the award to him of Honorary membership.
 10A.3 An Honorary Member may attend as an observer at any National Congress but shall not be entitled to vote or receive notices nor shall he be liable to pay any annual subscription or other sums to the League
 11. Honorary Life Members
 11.1 The National Executive may award Honorary Membership to:-
 (i) . any representative of the Sovereign of the Commonwealth
 (ii) . any person who ordinarily resides in the Commonwealth and who has been awarded the Victoria Cross, the George Cross, the Cross of Valour or the Star of Courage
 (iii) . any person who is a citizen of any country forming part of the Commonwealth of Nations and who ... [1]

Comment [AWR4]: Rule 1.3.(d).

10 Life Members
 10.1 The National President may propose that a service Member who has given long, continued and outstanding service to the League, be elected by their National Executive to the Class of Life Member.
 10.2 Subject to the By-laws, a State Branch may propose that a service Member over whom it has jurisdiction and who has given long, continued and outstanding service to the League, b ... [2]

Comment [AWR5]: Rule 1.4.(p).

Formerly known as "Ordinary Member"

Comment [AWR6]: Rule 1.4.a) v).

There are several possible interpretations for this paragraph. "an office and meeting place" could be taken as conjoined, that is, that the office and the meeting place are the one or are related to each other. Another possible interpretation is that "meeting place" is a place set aside for members to be able to meet each other formally or informally when they choose. Yet another is that the object is to provide a place where meetings may be held ... [3]

Comment [AWR7]: Rule 1.5.(b)

Amended No 2. Change 6.5 to 6.4

- (i) notice of any proposed amendment has been given in writing to the Secretary at least thirty (30) days prior to an Annual or Special General Meeting;
 - (ii) a copy of such proposed amendment has been forwarded by the Secretary to every Member at least twenty one (21) days prior to such meeting; and
 - (iii) the special resolution is carried by at least three-quarters ($\frac{3}{4}$) of the Members present and voting at the meeting.
- (c) In Rule 1.6. (b) (ii) the 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 publishing a notice in *The Serviceman*, and making copies available in the Sub-branch office and on the Sub-branch website. .

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. These Rules cannot be in conflict with the Act or Regulations, and if such conflict is found to exist then the Act and Regulations shall take precedence.

SECTION 2: MEMBERSHIP

2.1. Eligibility for Membership

- (a) Any person who:
 - (i) provides proof of eligibility for membership in accordance with the requirements of Rule 12 and By-Law 1 of the National Constitution;
 - (ii) completes an Application Form and pays the appropriate subscription; and
 - (iii) is deemed by two (2) 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 Rule 2.1.(a) (iii) the matter shall be referred to the Board of Management for decision and if the Board of Management 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, to the Branch Secretary within fourteen (14) days of receipt of the application

2.2. Transfer of Membership

A person who is already a financial member of another sub-branch, whether within the jurisdiction of the Branch or not, 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 an authenticity check of the transfer document by two (2) members of the Executive.

2.3. Associate Membership

- (a) Any Service or Life Member of another sub-branch, whether within the jurisdiction of the Branch or not, 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) A Service or Life Member who is also an Associate within the meaning of Rule 2.3.(a), shall be entitled to hold office, vote and speak at a meeting of not more than one sub-branch.
- (c) A Service or Life Member to whom Rule 2.3.(a) applies 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 and associate;
- (d) 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 not be able to be revoked during the membership year in which it is made.

PROVIDED that no more than three (3) Associate Members shall form part of the Board of Management at any one time.

2.4. 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 Secretary, the Branch Office or RSL National Headquarters Office.

2.5. Annual Subscriptions — Cessation of Membership

Annual subscriptions are due on 1 JANUARY for the ensuing Financial Year. Renewals of membership will however be processed until 30 April, at which date a Service or Associate Member who has failed to pay the appropriate annual subscription shall cease to be a Member.

2.6. Suspension of Subscription

Any Service Member who is a member of the Australian Defence Force and is engaged in a conflict to which that Force is committed, shall, for the period of that Member's involvement in that conflict,

2.7. 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 contributors amongst themselves, such amount as may be required but not exceeding the sum of ten (10) dollars.

2.8. Discipline

- (a) If the Board of Management has reason to believe that a Member may be guilty of conduct unbecoming a member it shall give not less than 14 days notice in writing to that Member of the date, time and place of its meeting at which it will consider whether or not he or she has been guilty of such conduct.
- (b) The notice referred to in Rule 2.8.(a) 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 Board.
- (c) Either prior to or at the meeting of the Board 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 Board. The said Member may put to the Board at the meeting such facts as he or she may consider relevant and shall be given every opportunity to address it.
- (d) The Board shall decide at the meeting whether the Member has been guilty of conduct unbecoming a member. If it is satisfied he or she has been guilty of such conduct, it may resolve that he or she be placed on a warning to improve his or her conduct, or be reprimanded or be suspended from membership of the Sub-branch for a period not exceeding 3 months, or it may resolve that the matter should be referred to Branch for its consideration.
- (e) The substance and decision of the meeting referred in Rule 2.8.(d) shall be recorded in the minutes of the meeting. Written notices, submissions and other correspondence relevant to the meeting shall be certified within 7 days after the meeting, by the Member presiding, after conferring with the other members of the Board.
- (f) The Secretary shall notify the member in writing of the Board's decision and his or her right of appeal within 14 days after the certification period referred to in Rule 2.8.(e).

- (g) A Member aggrieved by a resolution of the Board by which he or she was reprimanded or suspended from membership of the Sub-branch for a period not exceeding 3 months may appeal to the Branch Tribunal by notice in writing addressed to the State Secretary and lodged with the Branch Tribunal.
- (h) Such an appeal shall be lodged together with the sum of \$400.00 within 14 days after the date of notification in writing referred to in Rule 2.8.(g) and thereupon the decision of the Board shall be stayed, (unless otherwise ordered by the Branch Tribunal) until the appeal is concluded, abandoned or discontinued. Upon application by the Member referred to in Rule 2.8.(g), the Branch Tribunal may waive lodgement of the whole or part of the sum of \$400.00 if it considers it just to do so.
- (i) 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 his or her appeal and the facts upon which he or she relies. An appeal shall not be treated as valid unless it complies with this Rule.
- (j) Upon receipt of an appeal the Sub-branch shall forthwith forward to Branch:
 - (i) the appeal and accompanying statement;
 - (ii) the sum of \$400.00 referred to in Rule 2.8.(g);
 - (iii) all its papers and documents concerning the Member, particularly the notice and statement referred to in Rule 2.8.(b); and
 - (iv) a copy of its minutes

2.9. Affiliate Membership

- (a) The Sub-branch shall have power to establish a form of affiliate membership.
- (b) Affiliate membership will be governed by By-Law 3.

SECTION 3: ORGANISATION AND MANAGEMENT

3.1. Board of Management

There shall be a Board of Management of the Sub-branch comprising:

- (a) the Executive;
- (b) the Immediate Past President;
- (c) other Members of the Sub-branch elected under Rule 3.3.; and
- (d) the Editor of *The Serviceman*;

who shall have such powers as are necessary to the proper conduct of the affairs of the Sub-branch.

3.2. 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 of Management.
- (c) Voting shall be by poll and the system of voting shall be the preferential system.
- (d) A person shall not be eligible to be elected to the Executive unless he or she is a Service, Associate or Life Member of the Sub-branch.
- (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 an insolvent under administration within the meaning of the 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 Board of Management or Ordinary General Meetings without permission of 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 Election.
- (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 of Management 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 or Life 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 or Life Member to fill a vacancy in the Office of Secretary, or Treasurer which remained unfilled at the time of the last Annual General meeting.
- (k) For the purposes of these Rules the term "Elected Officer" in relation to the Executive or of the Board shall be deemed to include a Service, Associate or Life Member appointed to fill a casual vacancy.

3.3. Elected Office Bearers — Board Members

- (a) In addition to the Executive there shall be offices of three (3) Vice Presidents, an Assistant Secretary and an Assistant Treasurer, and six (6) Members may be elected as Board members 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 Service, Associate or Life Member to fill a casual vacancy in the Office of a Vice-President, Assistant Secretary, Assistant Treasurer or Editor.
- (c) An Ordinary General Meeting shall have the power to elect any Service, Associate or Life Member to fill a vacancy in the Office of Vice President, Assistant Secretary, or Assistant Treasurer which remained unfilled at the time of the last Annual General meeting.
- (d) An Ordinary General Meeting shall have the power to appoint any Service, Associate or Life Member to fill a casual vacancy in the Board members.

Comment [AWR8]: Amendment 1

Comment [AWR9]: Amendment 1

3.4. Eligibility for Election to the Board of Management

A Member shall not be eligible for election as an Executive Officer or a Board member unless that person:

- (a) has paid the current year’s subscription;
- (b) has been nominated by two Financial Members of the Sub-branch in writing; and
- (c) the nominee has confirmed in writing that he or she will accept such nomination.

NOTWITHSTANDING Rule 3.4.(b) and 3.4.(c) a Service, Associate or Life Member present at the Annual General Meeting may be nominated for election to the Executive and a Member present at the Annual General Meeting may be nominated for election to the Board.

3.4A. Tenure of Office

Commencing from 1 June 2010, the President, Secretary and Treasurer may hold office for periods prescribed in By-Law 5.

Comment [AWR10]: Amendment 1

3.5. Absences: Executive Officers or Board Members

- (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.

3.6. 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 conclusion of the next following Annual General Meeting.
- (b) The Immediate Past President shall receive all notices of meetings and any other papers relevant to meetings which 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 League, or after the conclusion of the Annual General Meeting next following his or her appointment thereto, the position of Immediate Past President shall remain vacant until such time as the person filling the Office of President retires from Office.

3.7. Committees

- (a) The Board of Management shall appoint a Welfare Committee which shall consist of at least four (4) Members including a Vice-President and at least one (1) other member of the Board of Management. The Welfare Committee shall have the following responsibilities:
 - (i) It shall inform and provide advice to Members on ex-service entitlements and veterans' rights including assistance with obtaining pensions and medical attention or treatment from the relevant authorities;
 - (ii) It shall provide individual welfare support for the sick, the disabled and the needy among those who have served and their dependants, including dependants of deceased ex-service men and women.
- (b) The Board of Management shall establish an Assets Management Fund Committee (AMF Committee) which shall consist of not more than five (5) members including a Vice President who shall, on election, be Chair of the Committee, the Treasurer and up to three other members who shall be appointed by the Board of Management. The AMF Committee shall have the following responsibilities:
 - (i) It shall control the Assets Management Fund established under Rule 6.7. and regulated by By-Law No 1;
 - (ii) It shall provide advice to Members in general meeting in accordance with the requirements of Rules 6.2.(b) and 6.2.(c); and
 - (iii) It shall consider and provide advice to the Board of Management or the Members in general meeting on the consequent effect on the Assets Management Fund of finance matters as the Board of Management or the Members in general meeting may require.
- (c) There shall be established such other Committees as the Board of Management or the Members in general meeting may decide are necessary. One member of any such other committee may be appointed as Chair by the appointing body or alternatively such body may direct that the committee members shall appoint a Chair from the members thereof.
- (d) The Chair shall be responsible for arranging meetings of the Committee and reporting the findings of the Committee on all matters dealt with to the Board of Management and Members at Ordinary General Meetings, if applicable.
- (e) Any Committee so appointed shall meet as often as it deems necessary to carry out the purposes for which it was appointed.

Comment [AWR11]: Amendment 1
Rules 3.7.(b), (f), 4.8. (a) (ii), 6.1.(b), (c), (d)(111), (e), By-law 1 paragraphs 4.1., 5., 9, 10.

Comment [AWR12]: Amendment 1

Comment [AWR13]: Amendment 1

Comment [AWR14]: Amendment 1

Comment [AWR15]: Amendment 1

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) once in every year in Annual General Meeting within the period of five (5) months following the end of the preceding Financial Year; and
 - (iii) on such occasions as may be required in Special General Meeting.
- (b) The Board of Management 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 (2) or more members of the Executive request a meeting thereof.
- (d) The times and places of holding meetings of the Sub-branch, the Board of Management or the Executive shall be determined by the Executive.
- (e) The President shall preside at all meetings of the Sub-branch, Board of Management 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 Members present as is elected for that purpose by those Members shall preside.

The Member presiding at a meeting of the Sub-branch or the Board of Management, at which the minutes of a previous meeting are read and 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

Subject to these Rules, 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 (12) Financial Members.
- (b) A quorum for an Annual General Meeting or a Special General Meeting shall be twenty (20) 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 of Management shall be seven (7) members thereof, but such members shall include two (2) members who are also members of the Executive.
- (e) A quorum for the Welfare Committee shall be one half the members thereof or the nearest whole number above.
- (f) A quorum for the Assets Management Fund Committee (AMF Committee) shall be one half the members thereof or the nearest whole number above.

- (g) 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 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 (1) 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, except in respect of the election of the Executive Officers and the Board members, shall be by show of hands unless a poll is demanded.

4.6. Standing Orders

At any meeting of the Sub-branch the following Standing Orders shall apply:

- (a) Order of Business:
 - (i) Roll call;
 - (ii) Minutes of previous meeting to be read and confirmed;
 - (iii) Correspondence;
 - (iv) President's Report;
 - (v) Treasurer's Report;
 - (vi) Welfare Report;
 - (vii) Finance Report;
 - (viii) Other Reports;
 - (ix) Notices of Motion;
 - (x) General Business.
- (b) Subject to the limitations contained in Rules 4.6.(e), 4.6.(g) and 4.6.(k), and unless otherwise resolved every Member may speak once only on:
 - (i) any motion before the meeting;
 - (ii) any amendment thereto; and
 - (iii) in reply, if that person is the mover of the motion, or amendment.
- (c) When a Member seconds a motion or amendment without speaking to it, that person may subsequently speak on such motion or amendment subject to the limitations of Standing Orders.
- (d) Any Member who has spoken to a motion may again be heard by way of explanation only in regard to some material part of his or her speech which has been misquoted, not understood or misunderstood, but shall not introduce any new matter into debate.
- (e) Any Member who has spoken to a motion may not speak to any amendment thereto unless and until such amendment has become the motion.
- (f) All motions:
 - (i) shall be duly proposed and seconded;
 - (ii) shall be of an affirmative character;
 - (iii) shall be capable of being withdrawn only with the leave of the meeting and at the request of both the mover and the seconder;
 - (iv) may be adjourned from time to time; and

- (v) may be altered or amended until a decision is arrived at.
- (g) When a motion has been duly proposed and seconded the Member presiding shall at once proceed to take the votes thereon, unless some Member rises to oppose it or propose an amendment.
- (h) Only one (1) amendment shall be dealt with at a time. If an amendment be carried it shall become the motion. Whether an amendment has been carried or not, further amendments may be received and dealt with in a like manner until a decision is arrived at.
- (i) No more than two (2) speakers shall speak in succession either for or against any question, and if, at the conclusion of the second speaker's remarks, and upon a call from the Member presiding, no other Member rises to speak on the opposite side, the question shall at once be put to the vote.
- (j) The mover of an original motion shall be allowed fifteen (15) minutes to introduce it and five (5) minutes to reply. No other speaker shall be allowed to speak more than ten (10) minutes at any one time.
- (k) A motion or an amendment thereto which is not seconded shall lapse without debate, and no entry thereof shall be made in the Minutes.
- (l) No motion passed by a meeting shall again be debated, amended or rescinded at the same meeting.

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 of Management 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 of Management during the previous year; and
 - b) the net profit or loss of 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 Assets Management Fund Committee (AMF Committee); and
 - (v) a report by the Chair of the Welfare Committee.
- (b) All Members who were financial for the previous Financial Year shall be supplied with a copy of the Annual Report and, if available, the Financial Statement at least seven (7) days prior to the Annual General Meeting.
- (c) If it is necessary for the Secretary to forward details of any proposed constitutional amendment or other special resolution to Members not less than twenty one (21) days prior to the Annual General Meeting, copies of the Annual Report and Financial Statements may be forwarded at the same time to minimise the expense of distribution,

Comment [AWR16]: Rule 4.8.(a)(i).
The report required under this Rule is the one specified by the Associations Incorporation Act 1991, and is in the nature of a "Director's Report" as a frontispiece to the Sub-branch's financial statements. A report by the President canvassing the Sub-branch's activities during the previous Financial Year is the one referred to in Rule 4.8.(c).

Comment [AWR17]: Amendment 1

NOTWITHSTANDING that the Financial Statement may not at that time be audited, but 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 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 two delegates who shall be elected each year at the first meeting of the Board of Management following the Annual General Meeting of the Sub-branch.
- (b) Three alternate delegates shall also be elected at the first meeting of the Board of Management following the Annual General Meeting for the purpose of attending meetings of the Branch Council in the absence of the delegates elected under Rule 4.9.(a).
- (c) Prior to the holding of the Branch Congress each year, the Board of Management shall appoint four additional delegates to represent the Sub-branch at Congress and such delegates may include persons who have been appointed Alternate Delegates to Branch Council under Rule 4.9.(b).

SECTION 5: DUTIES: RESPONSIBILITIES

5.1. Duties of the Secretary and Assistant Secretary

- (a) The Secretary shall perform, or cause to be performed, such duties as may be required by the Sub-branch in the interests of its efficient conduct and, in particular, shall:
 - (i) record the Minutes of meetings of the Sub-branch and of the Board of Management;
 - (ii) maintain a record of correspondence;
 - (iii) maintain and preserve a record of Financial Members, and of Members who were financial last year, but who have not yet renewed their subscription for the current year;
 - (iv) maintain such record of deceased Members, and other persons who have ceased to be Members as is deemed necessary;
 - (v) maintain a record of the names and addresses of the widows of former Members where such widows still reside in the area or have indicated a wish to maintain contact;
 - (vi) within one (1) month after the Annual General Meeting, forward to the Branch Secretary, a copy of the Annual Report and Financial Statements for the previous Financial Year, together with the name and address of each member of the Executive and of the Delegates and Alternate Delegates to the Branch Council;
 - (vii) by the fifth day of each month, forward to the Branch Treasurer, a return of names and capitation fees payable in respect of the preceding month, together with the application forms of any new Members for such month;
 - (viii) forward to the Branch Secretary a copy of any resolutions passed by the Sub-branch, for consideration by the Branch Executive, the Branch Council or the Branch Congress.
- (b) The Assistant Secretary shall perform such duties as may be required by the Board of Management, and, in particular:
 - (i) shall assist the Secretary in carrying out the responsibilities of Office specified in Rule 5.1.(a); and
 - (ii) shall act as Secretary on any occasion on which the Secretary has been granted leave of absence.

5.2. Duties of the Treasurer and Assistant Treasurer

- (a) The Treasurer shall perform, or cause to be performed, such duties as may be required by the Sub-branch in the interests of the efficient conduct of its financial affairs and, in particular, shall:
 - (i) be responsible for all moneys received by the Sub-branch;
 - (ii) issue receipts for all moneys so received and deposit such moneys into a bank account of the Sub-branch at the earliest practicable date;
 - (iii) keep true and correct accounts of all moneys received and expended by the Sub-branch together with detailed records of the purposes for which the moneys were so received or expended;
 - (iv) present to each Board of Management and Ordinary General meeting a written report of all moneys received and expended since the preceding such meeting, and obtain

- authorisation for payment of accounts in accordance with Rule 6.3.;
 - (v) keep true and correct accounts of the assets and liabilities of the Sub-branch;
 - (vi) submit to the Annual General Meeting an audited Balance Sheet and Financial Statement of Income and Expenditure for the previous Financial Year; and
 - (vii) Be responsible for the safe custody and official use of the Common Seal of the Sub-branch.
- (b) The Assistant Treasurer shall perform such duties as may be required by the Board of Management and, in particular:
- (i) shall assist the Treasurer in carrying out the responsibilities of Office specified in Rule 5.2.(a); and
 - (ii) shall act as Treasurer on any occasion on which the Treasurer has been granted leave of absence.

5.3. Public Officer

- (a) There shall be a Public Officer to the Sub-branch who shall be appointed by the Board of Management.
- (i) A person shall not be eligible to be the Public Officer of the Sub-branch unless that person:
 - (ii) is a Member of the Sub-branch;
 - (iii) is at least eighteen (18) years of age; and
 - (iv) resides in the Australian Capital Territory.
- (b) The Public Officer may hold Office as a member of the Board of Management.
- (c) Notice of the appointment, or of any change of address, of the Public Officer shall be lodged with the Register of Incorporated Associations within one month of such appointment or change of address.
- (d) The Public Officer may be removed from Office by an ordinary resolution of the Board of Management.
- (e) Where a vacancy occurs in the Office of Public Officer, the Board of Management shall appoint a person to fill the vacancy within fourteen (14) days after the vacancy occurred.
- (f) The Office of Public Officer shall be taken to be vacant if the Public Officer:
- (g) is removed from Office pursuant to Rule 5.3.(e);
- (i) resigns from Office;
 - (ii) dies;
 - (iii) ceases to be a Member of the Sub-branch;
 - (iv) ceases to reside in the Australian Capital Territory-;
 - (v) suffers from such physical or mental infirmity as to prevent him or her from undertaking the full duties of his or her Office;
 - (vi) becomes an insolvent under administration within the meaning of the Corporations Law; or
 - (vii) is disqualified from holding such Office by reason of conviction in respect of an offence referred to in section 63(l) of the Associations Incorporation Act. 1991.
- (h) The Public Officer shall carry out such duties as are imposed on him or her under the Associations Incorporation Act. 1991 and in particular shall be responsible for ensuring that

the Sub-branch is in possession of an up-to-date copy of the Associations Incorporation Act 1991 and for lodging:

- (i) the Annual Return required pursuant to section 79 of that Act;
 - (i) notification of any change in the membership of the Board of Management or of any change of address of any Member thereof; and
 - (ii) notification of any amendment made to this Constitution within the time and in the manner specified in section 33(2) of that Act.

SECTION 6: FINANCE

Comment [AWR18]: Amendment 1

6.1. Limitations on Expenditure

- (a) Regarding expenditure, the disposal, transfer or commitment of the Sub-branch funds in respect of any single transaction or proposal may be effected or approved:
- (i) By the Secretary, for purchases of office materials and equipment up to an amount of \$1,500;
 - (ii) by the Vice-President Welfare, up to an amount of \$2,000;
 - (iii) by the Executive up to an amount of \$10,000;
 - (iv) by the Board of Management up to an amount of \$15,000;
 - (v) by an Ordinary General Meeting up to an amount of \$40,000;
 - (vi) subject to Rule 6.2.(b) by an Special General Meeting called for that particular purpose up to an amount of \$100,000; or
 - (vii) subject to Rule 6.2.(c) by a Annual General Meeting up to the limit of available funds.
 - (viii) The Secretary shall maintain a Petty Cash Account. Limitations of expenditure shall be as determined by the Board of Management from time to time.
- (b) 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 \$1000,000 in respect of a particular transaction or proposal shall be subject to the advice of the Assets Management Fund Committee (AMF 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 (14) days prior to the meeting
- (c) 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 shall be subject to the advice of the Assets Management Fund Committee (AMF 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 (14) days prior to each meeting.
- (d) The foregoing provisions do not apply to:
- (i) the transfer of donations collected on behalf of particular charities or the Poppy Day Appeal and ANZAC Pin Appeal which shall be administered under arrangements approved by the Board of Management.
 - (ii) transactions between Sub-branch accounts, or
 - (iii) transactions by the Assets Management Fund Committee (AMF Committee) under By-Law 1
- (e) In this rule, the term "Assets Management Fund Committee (AMF Committee)" means the Committee established under Rule 3.7.(b).

Comment [AWR19]: Rule 6. 1

Amended No 2

- 6.1.(a) (i) \$1,00 change to \$1,500
- 6.1.(a) (ii) \$1,500 change to \$2,000
- 6.1.(a) (iii) \$5,000 change to \$10,000
- 6.1.(a) (iv) \$10,000 change to \$15,000
- 6.1.(a) (v) \$20,000 change to \$40,000
- 6.1.(a) (vi) \$40,000 change to \$100,000 by Special General Meeting
- 6.1.(a) (vii) To limit of available funds by an Annual General meeting
- 6.1.(b) Recommendation by a Special General Meeting to \$100,000
- 6.1.(c) To limit of available funds by an Annual General meeting

6.2. Authorisation of Accounts

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

Comment [AWR20]: Rule 6.3.

Recognising that the Sub-branch is a voluntary, part-time organisation, this Rule is intended to allow the Treasurer to carry on the ordinary affairs of the Sub-branch by paying accounts in a timely manner and obtaining financial authority for such payments at the next convenient opportunity, that is, a Board of Management or Ordinary General Meeting. It is not intended that he be required to present all invoices for inspection at such a meeting, but will produce such invoices as are specifically asked for by the members.

6.3. Reimbursement of Expenses

The Sub-branch 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.

6.4. 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 aims of the Sub-branch and, otherwise than to meet those aims, no portion shall be paid or transferred, directly or indirectly, by dividend, bonus or otherwise to any Member 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, in the place where the Sub-branch formerly carried out its activities.
- (c) Nothing in the foregoing provisions of this rule 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.

6.5. 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 Rule 6.6.(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.

6.6. Assets Management Fund

- (a) The Sub-branch shall have power to establish an Assets Management Fund ("the Fund" or "AMF") by a By-Law.
- (b) The Fund shall be for the purpose stated in Paragraph 3.1 of By-Law 1
- (c) The income of the Fund shall be applied as stated in paragraph 3.2 of By-Law 1.

SECTION 7: WELFARE

7.1. General

- (a) The Welfare Committee established under Rule 3.7. shall have responsibility for management of welfare matters as defined in Rule 3.7. except that
- (b) the Executive shall have responsibility for conduct of matters concerning the welfare activity established under Rule 7.2., and
- (c) the Board of Management shall have responsibility for the activity established under Rule 7.3.

7.2. Sub-branch Benefit Scheme

- (a) The Sub-branch shall have power to establish a Sub-branch Benefit Scheme by a By-Law.
- (b) The Scheme shall be for the purpose stated in Paragraph 2 of By-Law 2.

7.3. Day Club

- (a) The Sub-branch shall have power to establish a Day Club
- (b) The Scheme shall be for the purpose stated in Paragraph 2 of By-Law 4.

SECTION 8: ADMINISTRATION

8.1. 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.

8.2. By-Laws

- (a) The Sub-branch shall have power to make such by-laws as are, in its opinion, necessary and desirable for the proper control and management of the affairs and property of the Sub-branch, and to amend or repeal such by-laws.
- (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 the Sub-branch and shall have the same effect as if they were part of this Constitution.

8.3. 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; such attestation shall be sufficient for all purposes that the Seal was affixed by authority of the Sub-branch.
- (c) The Seal shall remain in the custody of the Treasurer who shall be responsible for its safe custody.

8.4. Auditor

- (a) The Annual General Meeting shall appoint as Auditor, a 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 (4) days before the Annual General Meeting.

8.5. Disputes

(a) Internal Disputes

Any dispute within membership of the Sub-branch shall be referred in the first place to the Board for resolution. If the dispute cannot be resolved by the Board, it shall be referred to a General Meeting of the Sub-branch at which any vote of the Members present shall be binding on the disputant or disputants.

(b) Complaints made by Members of the Public or Employees

Any complaint made against the Sub-branch by a member of the public or by any employee shall be referred to the Sub-branch's Solicitor for resolution.

BY-LAW 1 - (RULE 6.7): ASSETS MANAGEMENT FUND

Comment [AWR21]: Amendment 1

1. Interpretation

- 1.1. In the Interpretation of this By-Law except where excluded by the context, words and phrases shall have the same meaning ascribed to them in the Constitution of the Returned and Services League of Australia, Woden Valley Sub-branch Incorporated ("the Sub-branch").

2. Establishment of Fund

- 2.1. Pursuant to the Aims of the Sub-branch as set forth in its Constitution and to its powers there shall be established a fund of moneys to be known as the Assets Management Fund ("the Fund" or "AMF") with effect from 26 March 1997.

3. Aim of Fund

- 3.1. The Fund is established for the purposes of
- (a) providing funds for the continued financial stability of the Sub-branch and to enhance its ability to carry out its Aims
 - (b) establishing and maintaining funds for the future purchase, rental or other acquisitions of premises suitable for the continued operation of the Sub Branch.
- 3.2. The income of the Fund shall be applied for the purposes of :
- (c) assisting the Sub-branch in carrying out its Aims
 - (d) at least maintaining the capital value of the Fund to achieve the purposes declared in Clause 3.1.

4. Administration of the Fund

- 4.1. The Fund shall be administered on behalf of the Sub-branch by the AMF Committee appointed in pursuance of Rule 3.7. (b).

Comment [AWR22]: Amendment 1

5. The Assets Management Fund Committee (AMF Committee)

- 5.1. The Committee shall be responsible for the administration of the Fund and the application of all moneys comprising the Fund in accordance with the aims expressed in Clause 3 of this By-Law and in accordance with any direction consistent with such Aims which may be lawfully-given to it by the Sub-branch Board of Management from time to time.
- 5.2. Notwithstanding Clause 5.1. in no case shall the Fund or any proceeds thereof be applied by the Committee in any manner inconsistent with the Aims and powers of the Sub-branch referred to in Clauses 3.1 and 3.2.
- 5.3. Any act or thing done or suffered or purporting to have been done or suffered by the Committee is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee.

6. Accounts

- 6.1. All moneys and negotiable assets and all accretions thereto including, but not limited to shares, stock units, debentures, notes and similar securities not identified as forming part of the General Operating Account or the Welfare Account of the Sub-branch, on a date to be determined by the Board of Management, shall be transferred into and shall comprise the "Assets Management Fund (AMF)" and shall except when otherwise invested be kept in a bank account separate from any other bank account of the Sub-branch designated the

“Woden Valley RSL Sub-branch Assets Management Fund” and thereafter shall be maintained and administered in accordance with this By-Law and the requirements of the Constitution of the Sub-branch.

- 6.2. The Committee shall keep proper accounts with respect to the Fund and all moneys received by and for the purposes of the Fund and expended from the fund.

7. Winding up of Fund

- 7.1. In the event that the Fund is wound up or dissolved by the Sub-branch or for any other reason or cause whatsoever and there remains after satisfaction of all debts and liabilities associated with the Fund, any property or moneys whatsoever the same shall be paid into or form part of the General Operating Account of the Sub-branch.

8. Amendment

- 8.1. The provisions of this By-Law may be amended only as provided for in Rule 1.6 of the Sub-branch Constitution.

Comment [AWR23]: Amendment 1

9. Liability of Members of Assets Management Fund Committee (AMF Committee)

- 9.1. Any member of the Committee purporting to act in the execution of this By-Law and the powers hereof shall not be liable for loss not attributable to the member's dishonesty or to the wilful commission or omission by the member of any act known to be a breach of this By-Law nor shall the member be liable for any loss or damage resulting from the known exercise of any of the member's powers authorities or discretions under this By-Law.

10. Powers of the Assets Management Fund Committee (AMF Committee)

- 10.1. Subject to any limitations imposed under Clause 5.1. of this By-Law, the Committee shall have the following powers and discretions:
- (a) To invest in the name of the Fund all or any moneys for the time being paid to the Fund by the Sub-branch in any one or more of the authorised investments with the power in its absolute discretion either to permit the same to remain as invested or to sell or convert into money all or any of such investments for cash with power to vary or transpose all or any such investments for or into others of a nature hereby authorised.
 - (b) To exercise all voting rights pertaining to any investments from time to time or for the time being forming part of the Fund in as full free and absolute manner as if the Committee were the absolute owner of such investments.
 - (c) In any case in which the Committee shall in its discretion determine that it is unable or it is not expedient to buy an investment in the name of the Fund to
 - (d) hold such investment in the name of another person or corporation approved by the Committee
 - (e) To give proxies and powers of attorney (with or without power of substitution) and appoint representatives for voting or acting on behalf of the Committee in relation to all property forming part of the Fund.
 - (f) To employ any solicitor, accountant, financial adviser or agent to transact all or any business of whatever nature required to be done in the Fund including the receipt and payment of money.
 - (g) To take and act upon the opinion of Counsel practising in any country where the

Fund or any part thereof may for the time being be invested in relating to the interpretation or effect of this By-Law or any other document or statute or as to the administration of the Fund without being liable to any person beneficially interested in respect of an act done by the Committee in accordance with such opinion but nothing in the provision shall prohibit or impede the Committee from applying to any Court if it shall think fit or prohibit any person beneficially interested so doing and nothing herein shall oblige the Committee to act in accordance with any opinion.

- (h) To institute and defend legal proceedings of any kind whatsoever in any Court or tribunal and to proceed to the final end and determination thereof or compromise the same as Committee shall consider advisable.
- (i) To pay out of the Fund or the income thereof all costs charges and expenses incidental to the management of the Fund or to the exercise of any power authority or discretion herein contained which the Committee may at any time incur.
- (j) To agree and settle accounts with all persons liable to account to the Committee in relation to the Fund and for that purpose to execute effectual receipts and releases and discharges without being responsible for any loss occasioned thereby.
- (k) To determine whether any money for the purposes of this By-Law shall be considered as capital or income and out of what part of the fund any expenses or outgoings shall be borne and how valuations are to be made or values determined and generally to determine all matters as to which any doubt difficulty or question may arise under or in relation to the construction of or the execution of this By-Law and every such determination whether made upon a question actually raised or merely implied by the acts or proceedings of the Committee shall bind all persons interested under this By-Law.
- (l) To open and operate such bank account or accounts as the Committee shall consider desirable and to determine in what manner from time to time all deed documents receipts cheques and negotiable instruments shall be executed signed or endorsed in connection with the Fund.”

BY-LAW 2 - (RULE 7.2): THE SUB-BRANCH BENEFIT SCHEME

1. Interpretation

- 1.1. In the interpretation of this By-Law No. 2 except where excluded by the context, words and phrases shall have the same meaning ascribed to them in the Constitution of The Returned and Services League of Australia Woden Valley Sub-branch Incorporated ("the Sub-branch").

2. Establishment of Scheme

- 2.1. Pursuant to the aims of the Sub-branch as set forth in its Constitution there shall be established a scheme to be known as The Sub-branch Benefits Scheme ("the scheme").

3. Objects of the Scheme

- 3.1. The scheme is established for the purposes of providing a welfare payment in respect of a member following her or his death.

4. Administration of the Scheme

- 4.1. The scheme will be administered by the Executive of the Sub-branch.

5. Qualifying Requirements

- 5.1. No amount is payable in respect of a deceased member under the scheme unless the deceased member was a financial member before 1 JANUARY 2007 and at the date of her or his death and had been a financial member continuously for at least ten years prior to the date of her or his death.

6. Benefits

- 6.1. An amount may be paid by the Executive in respect of the deceased member as set by the Board of Management.
- 6.2. The Board of Management has set the amounts payable as:
 - (a) For a minimum of 10 years continuous membership, \$225
 - (b) For a maximum of 20 years membership, \$750, and
 - (c) For each year above ten years and less than 20 years, an increment of \$52.50 above the minimum amount.
- 6.3. The benefit which the Executive may pay will equal the amount set pursuant to Clause 6.2 of this By-Law which is applicable at the date of the death of the deceased member.

7. Time for Claim

- 7.1. A payment may be made from the scheme
 - (a) following a claim in writing from the personal representative of the deceased member; or
 - (b) by the Executive on its own motionprovided the claim is received by the Secretary or the motion passed by the Executive within three months of the date of the death of the deceased member.

8. Procedure

- 8.1 Upon receipt of a claim the Executive shall, within seven days, consider the claim and after taking into account all relevant circumstances and the powers of the Sub-branch in dealing with its funds, admit or reject the claim.
- 8.2 On admission of the claim the Executive shall make the payment within fourteen (14) days.

9. Advice to Membership

- 9.1 The Executive shall cause all eligible members to be informed of the scheme and of the following aspects:-
- (a) a benefit scheme exists
 - (b) it may provide payment in accordance with the aims of the Sub-branch in respect of the deceased member who satisfies the specific qualifications.
 - (c) that the scheme is subject to variation or termination by the Board of Management of the Sub-branch at their discretion.

10. No Entitlement

- 10.1 Payment from the scheme shall be subject to it being in accordance with the aims of the Sub-branch and no member shall gain an entitlement to a benefit.

11 Winding Up

- 11.1 On the winding up of the scheme by decision of the Board of Management or the Sub-Branch or on the winding up of the Sub-branch no amount shall be payable by the scheme except where a claim is made pursuant to an entitlement in accordance with Clause 7 of this By-Law.

BY-LAW 3 - (RULE 2.9.): AFFILIATE MEMBERSHIP

1. Approval has been given by the Branch Executive to institute a form of Affiliate Membership within this Sub-branch in accordance with this By-Law. Approval was given on 16 February, 1998
2. No alteration shall be made to this By-Law until that alteration has been approved by the Branch Executive.
3. This By-Law of Affiliate Membership shall not be inconsistent with the National Constitution of the League or the National By-Laws and any other Branch By-Laws.
4. Affiliates shall carry out and further the Objects of the League and be bound by its Standing Policy. In addition, they shall promote the Standing Policy within the Sub-branch.
5. The purpose and Rules under which Affiliate Membership is to be conducted are as provided in this By-Law or such other Rules as the Branch Council may decide.
6. Affiliate Membership shall have a separate badge to the League and shall be in such form as the National Executive determines. Each Affiliate shall, on payment of the first annual subscription, be issued with a badge as part of the annual subscription.
7. Supplies of badges shall be obtained by the Secretary from the Branch Office. There shall be financial year clips for Affiliate Membership badges.
8. Eligible persons who may be elected as Affiliates are those who do not qualify for Service Membership and may be any of the following to be accepted as Affiliates of the Sub-branch:
 - (a) Any relative of a service or Life Member of the League, or a person at the time of his or her death was eligible to be a member of the League. The applicant must be over 18 years of age.
 - (b) Persons awarded the Certificate of Merit or a National or State Certificate of Appreciation, who have given valuable service to the League.
9. Any person being eligible for Affiliate Membership may apply for membership by lodging with the Secretary an application on a prescribed form and must be nominated by a service or Life Member of the Sub-branch.
10. The name and address of the person applying for Affiliate Membership must be displayed in a conspicuous place in the Sub-branch premises for at least two (2) weeks before consideration of the application at a meeting of the Board of Management.
11. Before acceptance as an Affiliate, the applicant will be interviewed by two members of the Executive who shall certify that the applicant is willing to participate in the Sub-branch's activities.
12. Affiliates shall be liable for an annual subscription to be determined by the Branch Annual Congress subject to the minimum annual subscription as set by the National Congress.
13. The Sub-branch must forward to each Affiliate 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 of each year.
14. An account forwarded must clearly show the annual subscription and the capitation fee and include a statement that the Affiliate may only renew if so desired.

15. An account forwarded may include other fees provided they are clearly marked.
16. A receipt must be issued to an Affiliate by the Sub-branch as evidence of payment of the annual subscription.
17. A capitation fee, in relation to each Affiliate, and determined by each Branch Congress, is payable to the Branch.
18. A person may only be an Affiliate of one sub-branch. Affiliate Membership is not transferable between branches.
19. Subject to this By-Law and any directions given by the Board of Management from time to time restricting their rights, duties or privileges, Affiliates shall have the same rights, privileges and duties as Service and Life Members of the League, provided however that an Affiliate may not be elected to the Executive. An Affiliate may be a member of the Board of Management provided that Affiliates may not hold more than three or one quarter of the number of positions (whichever is the lesser), on the Board of Management. An Affiliate shall not hold any other Office in the League.
20. An Affiliate on the Board of Management may only vote on matters relating to Sub-branch member facilities.
21. The Board of Management may at any time revoke the Affiliate Membership of a person and upon revocation being made such a person shall cease to be an Affiliate.
22. No person shall be admitted as an Affiliate if he or she is eligible to be a service Member of the League.

BY-LAW 4 - (RULE 7.3): THE EDDISON DAY CLUB

1. Interpretation

- 1.1. In the Interpretation of this By-Law except where excluded by the context, words and phrases shall have the same meaning ascribed to them in the Constitution of the Returned and Services League of Australia, Woden Valley Sub-branch Incorporated ("the Sub-branch").

2. Establishment of the Club

- 2.1. Pursuant to the Aims of the Sub-branch as set forth in its Constitution and to its powers there shall be established a club to be known as the Eddison Day Club ("the Club") with effect from 27 January 2004.

3. Aim of the Club

- 3.1. The Club is established for the purpose of offering weekly programs of social interaction and activities for older, socially isolated, mildly disabled or lonely persons living primarily in, or adjacent to, the Woden Valley community of the ACT.
- 3.2. The Club, as a non profit making body, will be sponsored by the Sub-branch with support from DVA.

4. Composition of the Club

- 4.1. The Club will comprise:
 - (a) a management committee;
 - (b) members;
 - (c) volunteers.

5. Management Committee

- 5.1. The Management Committee shall comprise:
 - (a) at least two but no more than four members of the Sub-branch appointed annually by the Board at its first meeting following the AGM, one of whom shall be designated as the Coordinator of the Day Club and Chairman of the Committee and another designated as the Assistant Treasurer (Day Club Affairs);
 - (b) two members elected from among the volunteers;
 - (c) an elected representative of the members
 - (d) the Deputy Commissioner of DVA or his or her nominee as an invited member;
- 5.2. The objects of the Management Committee are to:
 - (a) establish the Day Club in the Woden Valley or adjacent area of the ACT using the RSL/DVA day clubs in NSW as models, and
 - (b) supervise and conduct the operations of the Day Club.
- 5.3. The Management Committee is to elect a Deputy Chairman and Secretary from among its members. If at any time the Chairman should be absent, the Deputy Chairman is to assume all the responsibilities normally held by the Chairman.

- 5.4. The Management Committee has the power to co-opt the services of other persons if required from time to time.
- 5.5. The Management Committee shall meet at its own discretion but no less frequently than twice each year. Progress reports on the financial situation of the Day Club and proceedings of committee meetings shall be documented and submitted to the Board for confirmation.
- 5.6. Four members of the Management Committee shall constitute a quorum. In the event of a quorum not being formed within 30 minutes of the appointed commencing time, the meeting shall adjourn to a place and at a date/time determined by those members present.
- 5.7. Any Management Committee member absent without leave for three consecutive meetings without reasonable cause shall automatically vacate office.
- 5.8. The Board shall have the power to suspend or dissolve the Management Committee by resolution if it decides that the best interests of the RSL are prejudiced by its continuance. The Board may proceed with the formation of a new Management Committee upon dissolution and order that records and assets be transferred to responsibility of the newly appointed Management Committee.
- 5.9. No member of the Management Committee shall be appointed to any salaried office of the Day Club payable by fees, and no remuneration or other benefit in money or monies worth shall be given by the Day Club to any member of the Management Committee, except repayment of reasonable out of pocket expenses, on production of proof for audit purposes
- 5.10. It is the responsibility of the Management Committee to:
 - (a) provide an interesting and varied program of appropriate mental stimulation, gentle exercise, sociable pursuits and light refreshments on each meeting day weekly, between 10am and 2pm;
 - (b) roster volunteers, as necessary, to undertake the requirements of clause 5.10.(a);
 - (c) appoint a Day Co-ordinator (MC) for each meeting of the Day Club;
 - (d) ensure that either the Day Co-ordinator, or at least one other volunteer rostered for duty on each meeting day, is a member of the club which provides the venue for meetings;
 - (e) prepare job specifications for the Day Co-ordinator and other key volunteers on roster;
 - (f) maintain, in confidence, a register of club members and a register of volunteers detailing names, persons to be contacted in cases of emergency, addresses and telephone numbers, date of joining club and date of ceasing to be a club member or volunteer;
 - (g) keep accurate records of all business, transactions, incoming and outgoing correspondence at its premises or such other place as the Committee shall think fit, with all records to be open for inspection by the Board;
 - (h) hold an Annual General Meeting of Day Club volunteers to re elect the representatives of the volunteers on the Management Committee and receive the report to go to the Board;

- (i) prepare and submit to the Board no later than 31 January each year, a Day Club report which is to include:
 - (i) the total number of registered members and volunteers in the preceding calendar year,
 - (ii) a summary of attendances at meetings,
 - (iii) financial statements for the preceding year, and
 - (iv) an assessment of the success of the Day Club in achieving the purposes for which it has been set up, namely an “output” assessment as well as an “input” assessment (money, administrative matters and effort)
- (j) bank the funds of the Day Club as directed by the Board;
- (k) be aware of the insurance arrangements made by the Board to indemnify members of the Management Committee and volunteers, in their relationships with members and each other as well as any liabilities that might arise from Day Club activities conducted within the premises of the club which provides the venue for meetings or such other premises used by the Day Club;
- (l) expend, but only within the annual budget approved by the Board, or use monies received or property donated for furtherance of the Day Club's activities;
- (m) account to the Board for the management and maintenance of all property and equipment owned partly or fully by the Day Club;
- (n) ensure that no property of the Day Club shall be sold, transferred, conveyed, alienated, mortgaged, leased or given to any person or corporation without Board approval; and
- (o) maintain a proper standard of dignity and honour among members and volunteers.

5.11. The Management Committee shall have the power to counsel, warn, expel or suspend from membership any volunteer or member who in the Committee’s opinion, by his or her conduct renders himself/herself undesirable as a member. A suspension shall not exceed six months provided that the member shall have the right of appeal to the Board against the suspension.

6. Members

- 6.1. Membership of the Day Club shall be open to older people in the community (both veterans and non-veterans) who are generally frail and socially isolated. The Management Committee is responsible for the final decision on suitability of members of the Day Club. Those who volunteer to assist in the conduct of the Day Club are also deemed members.
- 6.2. Persons living outside the Woden Valley area or who belong to another ESO may be eligible to join as members on the understanding that the Sub-branch will not provide transportation.
- 6.3. All members, including volunteers, shall make a monetary contribution at each meeting of the club, at an amount decided by the Management Committee.

7. Volunteers

- 7.1. Volunteers are to be sought to assist in the conduct of the daily activities of the Day Club.

- 7.2. At the discretion of the Coordinator of the Day Club, but preferably prior to volunteers commencing duties at the Day Club, they are required to attend a period of instruction or training, organised by a DVA Day Club Consultant, to develop an awareness of the needs of members prior to their involvement in club activities.
- 7.3. Volunteers are to elect two representatives to the Management Committee with preference given to financial members of the RSL.

8. *Winding Up.*

- 8.1. In the event of the Day Club winding up or becoming defunct, all property and funds shall become the property of the Sub-branch.

BY-LAW 5 — (RULE 3.4A): ADMINISTRATIVE MATTERS

Comment [AWR24]: Amendment 1

1. Tenure of Office

- 1.1. Commencing from 1 June 2010, the President, Secretary and Treasurer may not hold office for more than four (4) consecutive years. The person must then stand down from that office for at least one year before being eligible to be elected to that office for a further period of not more than four (4) years.
- 1.2. If no member, eligible under Rule 3.4, nominates either before or at the Annual General Meeting in accordance with Rule 3.4 for the office of President, Secretary or Treasurer when such position is being vacated in accordance with Paragraph 1.1., the person who would otherwise be ineligible to hold the office may be nominated and elected by the members at the Annual General Meeting for another one year term. At the end of this additional year the person is to vacate the office in accordance with Paragraph 1.1..

INDEX

<p><i>Acts and regulations, application of</i>.....3</p> <p>ADMINISTRATION.....20</p> <p style="padding-left: 20px;">Appointment of trustees 20</p> <p style="padding-left: 20px;">Auditor 20</p> <p style="padding-left: 20px;">By-laws 20</p> <p style="padding-left: 20px;">Disputes 20</p> <p style="padding-left: 20px;">Seal..... 20</p> <p>Administrative Matters</p> <p style="padding-left: 20px;">Tenure of office..... 32</p> <p>AFFILIATE MEMBERSHIP26</p> <p><i>Aim of the Sub-branch</i>2</p> <p><i>Amendment of the rules</i>2</p> <p>ASSETS MANAGEMENT FUND..... 21</p> <p style="padding-left: 20px;">Accounts..... 21</p> <p style="padding-left: 20px;">Administration of the Fund..... 21</p> <p style="padding-left: 20px;">Aim of Fund..... 21</p> <p style="padding-left: 20px;">Amendment 22</p> <p style="padding-left: 20px;">Establishment of Fund 21</p> <p style="padding-left: 20px;">Interpretation 21</p> <p style="padding-left: 20px;">Liability of members of the Finance Committee 22</p> <p style="padding-left: 20px;">Powers of the Finance Committee 22</p> <p style="padding-left: 20px;">The Finance Committee 21</p> <p style="padding-left: 20px;">Winding up of Fund..... 22</p> <p>BY-LAW 1</p> <p style="padding-left: 20px;">ASSETS MANAGEMENT FUND 21</p> <p>By-law 2</p> <p style="padding-left: 20px;">THE SUB-BRANCH BENEFIT SCHEME..... 24</p> <p>BY-LAW 3</p> <p style="padding-left: 20px;">AFFILIATE MEMBERSHIP 26</p> <p>By-law 4</p> <p style="padding-left: 20px;">The Eddison Day Club 28</p> <p>BY-LAW 5 - (RULE3.4A)</p> <p style="padding-left: 20px;">ADMINISTRATIVE MATTERS 32</p> <p><i>Commencement</i>.....1</p> <p><i>Constitution</i>1</p> <p>DUTIES AND RESPONSIBILITIES14</p> <p style="padding-left: 20px;">Duties of the Secretary and Assistant Secretary 14</p> <p style="padding-left: 20px;">Duties of the Treasurer and Assistant Treasurer 14</p> <p style="padding-left: 20px;">Public Officer..... 15</p> <p>Eddison Day Club, The28</p> <p style="padding-left: 20px;">Aim of the Club 28</p> <p style="padding-left: 20px;">Composition of the Club 28</p>	<p style="padding-left: 20px;">Establishment of the Club..... 28</p> <p style="padding-left: 20px;">Interpretation 28</p> <p style="padding-left: 20px;">Management Committee..... 28</p> <p style="padding-left: 20px;">Members 30</p> <p style="padding-left: 20px;">Volunteers..... 30</p> <p style="padding-left: 20px;">Winding up..... 31</p> <p>FINANCE.....17</p> <p style="padding-left: 20px;">Application of income and property of the Sub-branch..... 18</p> <p style="padding-left: 20px;">Assets Management Fund 18</p> <p style="padding-left: 20px;">Authorisation of accounts..... 17</p> <p style="padding-left: 20px;">Indemnity..... 18</p> <p style="padding-left: 20px;">Limitations on expenditure..... 17</p> <p style="padding-left: 20px;">Reimbursement of expenses 18</p> <p><i>Interpretation</i>.....1</p> <p style="padding-left: 20px;">Affiliate..... 1</p> <p style="padding-left: 20px;">Associate member 1</p> <p style="padding-left: 20px;">Branch 1</p> <p style="padding-left: 20px;">Branch congress..... 1</p> <p style="padding-left: 20px;">By-law..... 1</p> <p style="padding-left: 20px;">DVA 1</p> <p style="padding-left: 20px;">ESO 1</p> <p style="padding-left: 20px;">Financial member 1</p> <p style="padding-left: 20px;">Financial year 2</p> <p style="padding-left: 20px;">Honorary life member 2</p> <p style="padding-left: 20px;">Honorary member 2</p> <p style="padding-left: 20px;">League 2</p> <p style="padding-left: 20px;">Life member 2</p> <p style="padding-left: 20px;">Member 2</p> <p style="padding-left: 20px;">Service member 2</p> <p style="padding-left: 20px;">Sub-branch 2</p> <p>Meetings10</p> <p style="padding-left: 20px;">Annual general meeting report and financial statement 12</p> <p style="padding-left: 20px;">Authority of member presiding 10</p> <p style="padding-left: 20px;">Election of delegates and alternate delegates to Branch 13</p> <p style="padding-left: 20px;">Quorum 10</p> <p style="padding-left: 20px;">Standing orders 11</p> <p style="padding-left: 20px;">Suspension of standing orders..... 12</p> <p style="padding-left: 20px;">Time and place 10</p> <p style="padding-left: 20px;">Voting 11</p> <p>MEMBERSHIP4</p>
---	---

<i>Affiliate membership</i>	6	Immediate Past President.....	9
<i>Annual subscriptions - cessation of membership</i>	5	SUB-BRANCH BENEFIT SCHEME, The	24
<i>Associate membership</i>	4	Administration of the Scheme	24
<i>Discipline</i>	5	Advice to membership	25
<i>Eligibility</i>	4	Benefits	24
<i>Liability of members</i>	5	Establishment of Scheme.....	24
<i>Resignation</i>	5	Interpretation	24
<i>Suspension of subscription</i>	5	No entitlement.....	25
<i>Transfer</i>	4	Objects of the Scheme	24
ORGANISATION AND MANAGEMENT	7	Procedure.....	25
Absences		Qualifying requirements	24
executive officers or Board members.	8	Time for claim	24
<i>Board of Management</i>	7	Winding up.....	25
Committees.....	9	<i>Title</i>	1
<i>Elected office bearers - Board members</i> .	8	WELFARE	19
<i>Elected office bearers - Executive</i>	7	Day Club	19
<i>Eligibility for election to the Board of Management</i>	8	General.....	19
		Sub-branch Benefit Scheme.....	19

WODEN VALLEY RSL SUB-BRANCH CONSTITUTION 2007 AMENDMENT 1

Introduction

Following the Board meeting on 11 March 2010, at which a number of proposals were left unresolved, the President and the Constitution Review Committee met on 16 March 2010 to review matters outstanding before presenting them to the Board for final consideration. A further meeting of the Executive, the Finance Committee and the Constitution Review Committee took place on 30 March 2010.

As is often the case, when conducting the reviews a few other matters came to light. These are, for the most part editorial in nature, and are now included in the proposed amendments subtended.

Tenure of Office

Insert new Rule 3.4A. Tenure of Office

Commencing from 1 June 2010, the President, Secretary and Treasurer may hold office for periods prescribed in By-Law 5.

A regular change of executive members inspires new ideas and a broadening of experience in critical areas. The by-law prescribes a maximum period of four years except in most unusual circumstances.

In these circumstances much more emphasis needs be given to the selection and election of deputies and assistants.

Number of Board Members

Rule 3.3.(a)—

Replace the words, "In addition to the Executive, there shall be offices of not less than three (3) and not more than four (4) Vice Presidents"

With the words, "In addition to the Executive there shall be offices of three (3) Vice Presidents,"

When the 2007 Constitution was being drafted there was some discussion about the number of vice presidents required. With the present aim of reducing the size of the Board it is now considered appropriate to limit the number of vice presidents to three.

Rule 3.3.(d) —

Delete

Rule 3.3.(e) —

Renumber as Rule 3.3.(d) and delete the words "provided that such vacancy shall not be filled until the number of members falls below six (6)".

Rule 3.3.(d) allows for the election of more than six (6) persons to be Board members. This rule was introduced to give young, new members an opportunity to learn how the Sub-branch was managed before making a serious commitment to participating in that management. The original purpose has been lost with the passage of time and the provision should now be removed.

Redesignations

Rules 3.7.(b), (f), 4.8. (a) (ii), 6.1.(b), (c), (d)(111), (e), By-law 1 paragraphs 4.1., 5., 9, 10.

—

Change “Finance Committee” to “Assets Management Fund Committee (AMF Committee)”.

Originally the committee to manage the Assets Management Fund was called the “Finance Committee” because there were physical assets, most of which were lost during the refurbishment of the Yamba Club building. Members at that time recognised that the function of the Finance Committee was to manage the Assets Management Fund, but as time has gone by, there is developing an impression among more recent members that the Finance Committee has a responsibility for management of the Sub-branch’s finances.

As the Sub-branch now has minimal accountable physical assets, it seems appropriate to redesignate the Finance Committee as the Assets Management Fund Committee which more accurately reflects its function.

The AMF Committee

Rule 3.7.(b)—

Amend to the first sentence to read, “The Board of Management shall establish an AMF Committee which shall consist of not more than five (5) members including a Vice President who shall, on election, be Chair of the Committee, the Treasurer and up to three other members who shall be appointed by the Board of Management.

The effect of the proposal is to reduce the size of the Assets Management Fund Committee by one. It is realised that the President is ex officio a member of all committees, so there is no need to make reference to him or her. It seems sensible to include the treasurer as a member without making reference to ex officio status. In effect a full session of the Committee would have six members instead of the present seven.

Rule 3.7.(b) (i) —

Insert the words, “regulated by” after the word, “Rule 6.6. and”

This is simply intended to clarify the relationship between a rule and a by-law.

Rule 3.7.(b) (ii) —

Delete all the words after “and 6.2(c)”

Rule 3.7.(b) (iii) —

Replace the words “such other” with the word, “the consequent effect on the Assets Management Fund of”

Rules 3.7.(c) and (d) —

Append Rule 3.7.(d) to Rule 3.7.(c) to make a single sub-paragraph, and replace the second sentence with the words, “One member of any such other committee may be appointed as Chair by the appointing body or alternatively such body may direct that the committee members shall appoint a Chair from the members thereof.”

Renumber Rules 3.7.(e) and (f) as Rules 3.7 (d) and (e).

There was some confusion over use of the term “Convenor” and the application of Rule 3.7.(d) to committees. This amendment is intended to remove the confusion.

Rule 4.8 (a) (iv) and (v)

Delete “Convenor” and insert “Chair

Authority to Make Payments

Rule 6.1 –

Delete Rule 6.1, and renumber Rules 6.2, 6.3, 6.4, 6.5, 6.6, and 6.7 as Rules 6.1., 6.2., 6.3, 6.4, 6.5 and, 6.6 respectively

Rule 6.3 (new Rule 6.2) satisfies accountability for payments made.

By-Law 1 — (Rule 6.7): Assets Management Fund

Amend heading to read *BY-LAW 1 — (Rule 6.6): ASSETS MANAGEMENT FUND*

Paragraph 4.1 (Administration of the Fund) –

Delete the sub-paragraphs (a), (b) and (c), and amend Paragraph 4.1. to read, “The Fund shall be administered on behalf of the Sub-branch by the AMF Committee appointed in pursuance of Rule 3.7.(b).

This is intended to reduce the amount of duplication in the rules and by-laws. There may be further scope in subsequent annual reviews

Paragraph 8.1. –

Amend “Rule 1.7.” to read “Rule 1.6.”

BY-LAW 5 — (Rule 3.4A): Administrative Matters

2. Tenure of Office

- 2.1. Commencing from 1 June 2010, the President, Secretary and Treasurer may not hold office for more than four (4) consecutive years. The person must then stand down from that office for at least one year before being eligible to be elected to that office for a further period of not more than four (4) years.
- 2.2. If no member, eligible under Rule 3.4, nominates either before or at the Annual General Meeting in accordance with Rule 3.4 for the office of President, Secretary or Treasurer when such position is being vacated in accordance with Paragraph 1.1., the person who would otherwise be ineligible to hold the office may be nominated and elected by the members at the Annual General Meeting for another one year term. At the end of this additional year the person is to vacate the office in accordance with Paragraph 1.1..

Rule 1.3.(c).

10A. Honorary Members

10A.1. The National Executive may award Honorary Membership to:

- (i) members of the Australian Defence Force whilst on operational duty; and
- (ii) such other persons for such period as it sees fit.

10A.2. If an Honorary Member is a service Member or Life Member at the time he is awarded Honorary Membership, his rights, privileges and obligations as a service Member or life member (as the case may be) shall, subject to Article 10A.3 not be disturbed by the award to him of Honorary membership.

10A.3 An Honorary Member may attend as an observer at any National Congress but shall not be entitled to vote or receive notices nor shall he be liable to pay any annual subscription or other sums to the League

11. Honorary Life Members

11.1 The National Executive may award Honorary Membership to:-

- (i) any representative of the Sovereign of the Commonwealth
- (ii) any person who ordinarily resides in the Commonwealth and who has been awarded the Victoria Cross, the George Cross, the Cross of Valour or the Star of Courage
- (iii) any person who is a citizen of any country forming part of the Commonwealth of Nations and who in the opinion of the National Executive has rendered long, continuing and outstanding service to the said Commonwealth of Nations
- (iv) such other person as the National Executive sees fit.

11.2 If an Honorary Member is a service Member or a Life member at the time he is awarded Honorary membership, his rights, privileges and obligations as a service Member or Life Member (as the case may be) shall, subject to Article 11.3, not be disturbed by the award to him of Honorary Membership.

11.3 An Honorary Member may attend as an observer at any National Congress but shall not be entitled to vote or receive any notices nor shall he be liable to pay any annual subscriptions or other sums to the League.

Rule 1.3.(d).

10 Life Members

10.1 The National President may propose that a service Member who has given long, continued and outstanding service to the League, be elected by the National Executive to the Class of Life Member.

10.2 Subject to the By-laws, a State Branch may propose that a service Member over whom it has jurisdiction and who has given long, continued and outstanding service to the League, be elected by the National Executive to the class of life member.

10.3 If after a proposal has been made pursuant to either sub-Article 10.1 or 10.2, the Service Member the subject of the proposal dies before the National Executive has had the opportunity to elect him to the class of Life member, the National Executive may determine that the said Service Member shall be deemed to have been elected a Life Member on the date the said proposal was made and thereafter the badge and certificate which would have been given to the Service Member had he been alive, shall be given to his next of kin.

10.4 The rights, privileges and obligations of a service Member elected as a Life Member shall not be disturbed by his election to that class, save and except that he shall not be liable to pay any annual subscription either to the League, a State Branch or a sub-Branch, as the case may be.

10.5 A Life Member who has been a member continuously for not less than 30 years and who during that period has given not less than 25 years outstanding service to the League, may, on the recommendation of the national Executive, be awarded a Meritorious Service Medal by National Congress. The award of such medal may be made posthumously provided a sub-Branch has nominated a Life Member for receipt of the award and such nomination has been received by its State Branch prior to the death of the said Life Member and provided further that the said State Branch recommends the award to the national Executive and it in turn recommends to the National Congress that the award be made.

Rule 1.4.a) v). There are several possible interpretations for this paragraph. “an office and meeting place” could be taken as conjoined, that is, that the office and the meeting place are the one or are related to each other. Another possible interpretation is that “meeting place” is a place set aside for members to be able to meet each other formally or informally when they choose. Yet another is that the object is to provide a place where meetings may be held. Given the Sub-branch’s present accommodation circumstances, it is this last interpretation which is meant by the drafters of the constitution.