

Date: 6 December 2012

Constitution

Returned and Services League of
Australia (Queensland Branch)
South Eastern District Limited

Amdt No 1

Constitution of Returned and Services League of Australia (Queensland Branch) South Eastern District Limited

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Preliminary

1. Defined Terms & Interpretation

1.1 In this Constitution unless the contrary intention appears:

Auditor means the District Branch's Auditor.

Commonwealth means the Commonwealth of Australia

Company Member means a member under Clause 6.

Company Secretary means any person appointed by the Directors to perform any of the duties of a Secretary of the District Branch and if there are joint Secretaries, any one or more of such joint Secretaries;

Constitution means the Constitution of the District Branch as amended from time to time.

Councillor means a financial member of the State Branch who is elected at a General Meeting of a Sub-Branch to represent the Sub-Branch at meetings of the District Branch in accordance with the State Rules.

Director includes any person occupying the position of Director of the District Branch.

Directors means all or some of the Directors acting as a Board.

District means all Sub-Branches being members of the unincorporated South Eastern District prior to the incorporation of the District Branch.

District Branch means Returned & Services League of Australia (Queensland Branch) South Eastern District Limited.

Honorary Secretary means the person elected at the Annual General Meeting pursuant to Rule 29.3.

Office means the District Branch's registered office.

President means the person elected at the Annual General Meeting pursuant to Rule 29.3.

Register means the register of Company Members of the District Branch.

Registered Address means the last known address of a Company Member as noted in the Register.

League means the Returned & Services League of Australia Limited ACN 008 488 097.

Seal means the District Branch's common seal (if any).

Senior Vice President means the person elected at the Annual General Meeting pursuant to Rule 29.3.

State Branch means Returned & Services League of Australia (Queensland Branch).

State Rules means the Rules and By-Laws of the State Branch.

Sub-Branch means a body constituted under Rule 14.1 of the State Rules.

Treasurer means the person elected at the Annual General Meeting pursuant to Rule 29.3.

- 1.2 In this Constitution, unless the contrary intention appears:
- (a) the singular includes the plural and vice versa and words importing a gender include other genders;
 - (b) words importing natural persons include corporations;
 - (c) words and expressions defined in the *Corporations Act 2001* (Cth) have the same meaning in this Constitution;
 - (d) headings are for ease of reference only and do not affect the construction of this Constitution; and
 - (e) a reference to the *Corporations Act 2001* (Cth) is a reference to the *Corporations Act 2001* (Cth) as modified or amended from time to time.
- 1.3 Unless the contrary intention appears in this Constitution, an expression in a clause of this Constitution has the same meaning as in a provision of the *Corporations Act 2001* (Cth) that deals with the same matter as the clause.
- 1.4 To the extent permitted by law, the replaceable rules in the *Corporations Act 2001* (Cth) do not apply to the District Branch.

Objects

2. Objects

- 2.1 The District Branch is established for the principal purpose of promoting the interests and welfare of former and serving members of the Australian Defence Force and their dependants and for this purpose has the following objects:
- (a) provide for the sick, helpless, wounded, aged, vulnerable, destitute and needy among those who are serving or who have served in the Australian Defence Forces and their dependants;
 - (b) perpetuate the close and kindly ties of friendship created by a mutual service in the Australian Defence Force or in the forces of nations traditionally allied with Australia and the recollections associated with that experience;
 - (c) maintain a proper standard of dignity and honour among all past and present members of the Defence Forces of the nation and to set an example of public spirit and noble hearted endeavour;

- (d) preserve the memory and the records of those who suffered and died for Australia, erect monuments to their valour, provide them with suitable burial places, and establish and preserve, in their honour, the annual commemoration days known as ANZAC Day, Remembrance Day and other commemorative days;
- (e) encourage loyalty to Australia and secure patriotic service in the interests of Australia;
- (f) protect the good name and preserve the interests and standing of members of the Australian Defence Force;
- (g) encourage Service and Life Members, as citizens, to serve Australia with that spirit of self-sacrifice and loyalty with which they served as members of the Australian Defence Forces; and
- (h) provide welfare to the sick, helpless, wounded, vulnerable, aged, destitute and needy.

3. Powers

3.1 In furtherance of the objects, the District Branch may do any or all of the following:

- (a) be part of a national association known as the League which is non sectarian, and in relation to party politics, non partisan;
- (b) establish and accept trusts having for their objects the welfare and benefit of members of the League its State Branches, or Sub-Branches, or of any member, or ex-member, of the Australian Defence Force, or their dependants;
- (c) establish Women's Auxiliary and Citizens' Auxiliary branches of the League throughout South Eastern District, including a South Eastern District Council of Women's and Citizen's Auxilliaris;
- (d) seek the cooperation of like associations, corporations and/or other persons to further the principal and commemorative/patriotic objects;
- (e) undertake all manner of charitable or other work to further the objects and to accept any specific or general gifts or bequests for such charitable or other purposes, whether conditional or not;
- (f) make grants to and give assistance to such persons, trusts, groups, associations, societies, institutions or other organisations and authorities and to establish such scholarships as the District Branch may, from time to time, determine;
- (g) receive any funds and to distribute these funds in a manner that best attains the objects of the District Branch;

- (h) raise money to further the aims of the District Branch and to secure sufficient funds for the purposes of the District Branch;
 - (i) maintain premises for the District Branch;
 - (j) apply for and maintain such necessary licenses, authorities and permits to carry out the District Branch's activities; and
 - (k) do all such things as are incidental, convenient or conducive to the attainment of all or any of the objects of the District Branch.
- 3.2 Clauses 2 and 3 reflect, and shall be interpreted in conjunction with, the objects and aims of the constitutions of the League and the State Branch.
- 3.3 The District Branch may only exercise the powers in section 124(1) of the *Corporations Act 2001* (Cth) to:
- (a) carry out the objects and aims in clauses 2 and 3; and
 - (b) do all things incidental or convenient in relation to the exercise of power under clause 2.1.

State Rules

4. Compliance with State Rules

Subject to the terms of this Constitution, the Company Members, Councillors and Directors of the District Branch agree to comply with the State Branch Rules.

Income and Property of District Branch

5. Income and Property of District Branch

- 5.1 The income and property of the District Branch will only be applied towards the promotion of the Objects of the District Branch set out in clause 2 and achievement of the Aims set out in clause 3.
- 5.2 No income or property will be paid or transferred directly or indirectly to any Company Member of the District Branch except for payments to a Company Member:
- (a) in return for any services rendered or goods supplied in the ordinary and usual course of business to the District Branch; or
 - (b) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent.

Membership

6. Admission

- 6.1 The Company Members of the District Branch shall comprise:
- (a) the existing Company Member of the District Branch;
 - (b) all incorporated Sub-Branches that have consented to becoming a Company Member; and
 - (c) a representative of an unincorporated Sub-Branch elected at a General Meeting of the Sub-Branch in accordance with the State Rules who has consented to become a Company Member and whose appointment is accepted under Clause 6.4.
- 6.2 Each incorporated Sub-Branch which is a Company Member and each unincorporated Sub-Branch which has a representative member under Clause 6.1(c), shall elect a Councillor at a General Meeting in accordance with the Rules and By-laws of the State Branch as its representative at meetings of the District Branch in accordance with the State Rules.
- 6.3 The Company Members and Councillors shall agree in writing to observe and perform the provisions of this Constitution, and any regulations that may be made thereunder.
- 6.4 At the next meeting of Directors after the appointment of a Councillor by the Sub-Branch, the Directors will:
- (a) determine whether the proposed Councillor was appointed in accordance with the Rules and By-laws of the Sub-Branch; and
 - (b) if the proposed Councillor was appointed in accordance with State Rules, approve the proposed Councillor.
- 6.5 As soon as practicable following approval of appointment, the Company Secretary will send the proposed Councillor written notice of the approval.
- 6.6 Vacancies in the Councillors must be filled by election of a new Councillor at a General Meeting of the particular Sub-Branch as soon as practicable after the vacancy arises.
- 6.7 A Councillor must be a financial member of the League and not necessarily of the Sub-Branch.
- 6.8 The rights and privileges of every Company Member will be personal to each Company Member and will not be transferable by the Company Member's own act or by operation of law.

7. Ceasing to be a Member

A Company Member's membership of the District Branch will cease:

- (a) if the Company Member gives the Company Secretary written notice of

- resignation, from the date of receipt of that notice by the Company Secretary;
- (b) if a majority of three-quarters of the Directors present and voting at a meeting of Directors by resolution terminate the membership of a Company Member:
 - (i) whose conduct in their opinion renders it undesirable that that Company Member continue to be a Company Member of the District Branch;
 - (ii) only after the Company Member has been given at least 21 days' notice of the resolution and has had the opportunity to be heard at the meeting at which the resolution is proposed;
 - (c) where the Company Member is an individual, if the Company Member:
 - (i) dies;
 - (ii) becomes mentally incapacitated or whose person or estate is liable to be dealt with in any way under the laws relating to mental health;
 - (iii) is convicted of an indictable offence; or
 - (iv) that individual's Sub-Branch is expelled from the League in accordance with the State Branch Rules;
 - (d) where the Company Member is not an individual, if:
 - (i) a liquidator is appointed in connection with the winding- up of the Company Member;
 - (ii) an order is made by a Court for the winding-up or deregistration of the Company Member; or
 - (iii) the Sub-Branch is expelled from the League in accordance with the State Branch Rules.
 - (iv) The Sub-Branch ceases to operate and is wound up in accordance with State Branch Rules .

District Council Meetings

8. Calling District Council Meetings

- 8.1 District Council meetings shall be held:
- (a) at intervals determined by the District Council; or
 - (b) upon a requisition signed by at least five Councillors.

9. Quorum at District Council Meetings

- 9.1 No business may be transacted at a District Council Meeting unless a quorum of Councillors is present when the meeting proceeds to business.

- 9.2 A quorum of Councillors is:
- (a) no less than 15 Councillors entitled to attend and vote thereat; or
 - (b) if the number of Councillors does not exceed 15, then a number equal to the Branch Executive present plus one, of financial members shall constitute a quorum.
- 9.3 If a quorum is not present within 30 minutes after the time appointed for a General Meeting:
- (a) if the General Meeting was called on the requisition of Councillors, it is automatically dissolved; or
 - (b) in any other case:
 - (i) it will stand adjourned to the same time and place seven days after the meeting, or to another day, time and place determined by the Directors; and

If, at the adjourned General Meeting a quorum is not present within 30 minutes after the time appointed for the General Meeting, the General Meeting is automatically dissolved.

10. Business at District Council Meetings

- 10.1 No resolution affecting the Standard Policy of the State Branch made or given by a member of the State Council shall be valid, unless the State Branch shall have beforehand received from the District Branch concerned in writing, endorsement of that motion or notice of motion. The President shall be the authority as to whether any motion affects the policy of the State Branch.
- 10.2 Business at a District Council Meeting may comprise such other matters as requested by a Councillor to be included in the Agenda for the District Council Meeting in accordance with the State Rules.
- 10.3 Resolutions of the District Council will be submitted to the Directors for final consideration and implementation. The Directors are not required to accept or implement any resolution which may, in the sole opinion of the Directors:
- (a) require any Director to breach his or her obligations under the *Corporations Act 2001* (Cth) or the common law; or
 - (b) affect or change the rights of the Company Members; or
 - (c) affect matters which under the *Corporations Act 2001*(Cth) must be decided by resolution of the Company Members.

11. Chairperson of the District Council

- 11.1 Subject to Clause 11.2 the President will be the Chairperson at every District Council Meeting.

- 11.2 If:
- (a) the President is not present within 15 minutes after the time appointed for holding the General Meeting; or
 - (b) the President is unwilling to act as Chairperson of the General Meeting,
- the Senior Vice President or Director shall be the Chairperson in accordance with State Rules.
- 11.3 If no election is made under Clause 11.2, then the Company Members may elect one of the Councillors present as Chairperson.
- 11.4 If there is a dispute at a General Meeting about a question of procedure, the Chairperson may determine the question.

12. Decisions at a District Council Meeting

- 12.1 Pursuant to the State Rules and unless otherwise decided by the District Council, each Councillor shall be entitled to one vote on each resolution, and a resolution shall be decided by a majority of the votes of the Councillors present.

13. Casting Vote of the Chairperson

The Chairperson shall, in the event of an equality of votes at the meeting, have a further casting vote.

14. Adjournment of the District Council

- 14.1 The Chairperson of a District Council Meeting at which a quorum is present:
- (a) in his or her discretion may adjourn the District Council Meeting with the meeting's consent; and
 - (b) must adjourn the District Council Meeting if the meeting directs him or her to do so.
- 14.2 An adjourned District Council Meeting may take place at a different venue to the initial District Council Meeting.
- 14.3 The only business that can be transacted at an adjourned District Council Meeting is the unfinished business of the initial District Council Meeting.
- 14.4 Notice of an adjourned District Council Meeting must only be given in accordance with Clause 17.1 if a District Council Meeting has been adjourned for more than 21 days.

15. Alternate Councillors

- 15.1 Each Sub-Branch may nominate an alternate Councillor to attend meetings on behalf of the elected Councillor. The alternate Councillor shall be entitled to all the rights and

privileges of the Councillor at District Council Meetings.

General Meetings of Company Members

16. Calling General Meetings of the Company

16.1 A Company Member may:

- (a) only request the Directors to call a General Meeting in accordance with Section 249D of the *Corporations Act 2001* (Cth); and
- (b) not request or call and arrange to hold a General Meeting except under Section 249E or 249F of the *Corporations Act 2001* (Cth)..

17. Notice of General Meetings of the Company

17.1 Subject to the provisions of the *Corporations Act 2001* (Cth) allowing General Meetings to be held with shorter notice, at least 21 days written notice (exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given) must be given to Company Members of any General Meeting.

17.2 A notice calling a General Meeting:

- (a) must specify the place, date and time of the meeting and if the meeting is to be held in two or more places, the technology that will be used to facilitate this; and
- (b) must state the general nature of the business to be transacted at the meeting; and

17.3 A notice of an Annual General Meeting may state that the business to be transacted at the meeting includes:

- (a) the consideration of the Annual Financial Report, Directors' Report and the Auditor's Report;
- (b) the election of Directors; or
- (c) the appointment and fixing of the remuneration of the Auditor.

17.4 (a) The Directors may postpone or cancel any General Meeting whenever they think fit (other than a meeting called as the result of a request under clause 16.1).

- (b) The Directors must give notice of the postponement or cancellation to all persons referred to in Clause 60.1 entitled to receive notices from the District Branch.

17.5 The failure or accidental omission to send a notice of a General Meeting to any Company Member or the non-receipt of a notice by any Company Member does not invalidate the proceedings at or any resolution passed at the General Meeting.

17.6 The District Branch must hold an Annual General Meeting. The Annual General Meeting must be held at a time agreed by the State Branch and the District Branch.

Proceedings at General Meetings of the Company

18. Member

In Clauses 20, 21, 23 and 27, **Company Member** includes a person attending as a representative of an incorporated Sub-Branch.

19. Business at Meetings

19.1 Business at the Annual General Meeting is to comprise:

- (a) elections of Directors;
- (b) business as required by State Rules; and
- (c) other resolutions to be considered at the meeting.

20. Quorum

20.1 No business may be transacted at a General Meeting unless a quorum of Company Members is present when the meeting proceeds to business.

20.2 A quorum of Company Members is:

- (a) no less than 15 Company Members entitled to attend and vote thereat.

20.3 If a quorum is not present within 30 minutes after the time appointed for a General Meeting:

- (a) if the General Meeting was called on the requisition of Company Members, it is automatically dissolved; or
- (b) in any other case:
 - (i) it will stand adjourned to the same time and place seven days after the meeting, or to another day, time and place determined by the Directors; and
 - (ii) if at the adjourned General Meeting a quorum is not present within 30 minutes after the time appointed for the General Meeting, the General Meeting is automatically dissolved.

21. Chairperson

21.1 Subject to Clause 21.2 the President will be the Chairperson at every meeting of Company Members.

- 21.2 If:
- (a) the President is not present within 15 minutes after the time appointed for holding the General Meeting; or
 - (b) the President is unwilling to act as Chairperson of the General Meeting,
- the Senior Vice President or Director shall be the Chairperson in accordance with State Rules.
- 21.3 If no election is made under Clause 21.2, then the Company Members may elect one of the Councillors present as Chairperson.
- 21.4 If there is a dispute at a General Meeting about a question of procedure, the Chairperson may determine the question.

22. Adjournment

- 22.1 The Chairperson of a General Meeting at which a quorum is present:
- (a) in his or her discretion may adjourn the General Meeting with the meeting's consent; and
 - (b) must adjourn the General Meeting if the meeting directs him or her to do so.
- 22.2 An adjourned General Meeting may take place at a different venue to the initial General Meeting.
- 22.3 The only business that can be transacted at an adjourned General Meeting is the unfinished business of the initial General Meeting.
- 22.4 Notice of an adjourned General Meeting must only be given in accordance with Clause 17.1 if a General Meeting has been adjourned for more than 21 days.

23. Decision on Questions

- 23.1 Subject to the *Corporations Act 2001* (Cth) in relation to special resolutions, a resolution is carried if a majority of the votes cast on the resolution are in favour of the resolution.
- 23.2 A resolution put to the vote of a meeting is decided on a show of hands unless a poll is demanded in accordance with the *Corporations Act 2001* (Cth).
- 23.3 Unless a poll is demanded:
- (a) a declaration by the Chairperson that a resolution has been carried, carried by a specified majority, or lost; and
 - (b) an entry to that effect in the Minutes of the meeting,
- are conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against the resolution.
- 23.4 The demand for a poll may be withdrawn.

- 23.5 A decision of a General Meeting may not be impeached or invalidated on the ground that a person voting at the General Meeting was not entitled to do so.
- 23.6 If the Company Secretary is paid, the Company Secretary may not vote at the General Meeting.

24. Taking a Poll

- 24.1 A poll will be taken when and in the manner that the Chairperson directs.
- 24.2 The result of the poll will be the resolution of the meeting at which the poll was demanded.
- 24.3 The Chairperson may determine any dispute about the admission or rejection of a vote.
- 24.4 The Chairperson's determination, if made in good faith, will be final and conclusive.
- 24.5 A poll demanded on the election of the Chairperson or the adjournment of a General Meeting must be taken immediately.
- 24.6 After a poll has been demanded at a General Meeting, the General Meeting may continue for the transaction of business other than the question on which the poll was demanded.

25. Casting Vote of Chairperson

The Chairperson shall, in the event of an equality of votes at the meeting, have the casting vote.

26. Offensive Material

A person may be refused admission to, or required to leave and not return to, a meeting if the person:

- (a) refuses to permit examination of any article in the person's possession; or
- (b) is in possession of any:
 - (i) electronic or recording device;
 - (ii) placard or banner; or
 - (iii) other article,

which the Chairperson considers to be dangerous, offensive or liable to cause disruption.

Votes of Members

27. Entitlement to Vote

27.1 A Company Member entitled to vote has one vote.

28. Objections

28.1 An objection to the qualification of a voter may only be raised at the General Meeting or adjourned General Meeting at which the voter tendered their vote.

28.2 An objection must be referred to the Chairperson of the General Meeting, whose decision is final.

28.3 A vote which the Chairperson does not disallow because of an objection is valid for all purposes.

Appointment and Removal Of Directors

29. Number of Directors

29.1 There will not be less than three nor more than eight Directors, unless the District Branch in General Meeting by resolution changes the maximum number.

29.2 The Directors of the District Branch shall consist of those persons holding the following offices:

- (a) President;
- (b) Senior Vice President;
- (c) Vice President/s;
- (d) Treasurer; and
- (e) Honorary Secretary (if unpaid).

Those persons hold office subject to the Constitution.

29.3 At each Annual General Meeting the following officers shall be elected by secret ballot:

- (a) President;
- (b) Senior Vice President;
- (c) Vice President/s;
- (d) Treasurer; and

- (e) Honorary Secretary (if unpaid).

30. Appointment and Removal of Directors

- 30.1 The District Branch may by resolution passed in General Meeting:
 - (a) appoint new Directors;
 - (b) subject to Clause 29.1 increase or reduce the number of Directors;
 - (c) remove any Director before the end of the Director's period of office; and
 - (d) appoint another person in the Director's place.
- 30.2 A person appointed under Clause 30.1 (a) and (d) will hold office for the period for which the Directors replaced would have held office if the Directors had not been removed.
- 30.3 (a) If the conduct or position of any Director is such that continuance in office appears to the majority of the Directors to be prejudicial to the interests of the District Branch, a majority of Directors at a meeting of the Directors specifically called for that purpose may suspend that Director.
 - (b) Within 21 days after the suspension, the Directors must call a General Meeting, at which the Company Members may either confirm the suspension and remove the Director from office in accordance with clause 30.1(c), or annul the suspension and reinstate the Director.

31. Additional and Casual Directors

- 31.1 Subject to Clause 29.1, the Directors may appoint any person as a Director to fill a casual vacancy or as an addition to the existing Directors.
- 31.2 A Director appointed under Clause 31.1 will hold office until the next General Meeting of the District Branch when the Director may be re-elected.

32. Retirement

- 32.1 A Director must retire from office at the conclusion of the first Annual General Meeting after the Director was last elected.
- 32.2 A retiring Director will be eligible for re-election.

33. Filling Vacated Office

- 33.1 When a Director retires at a General Meeting, the District Branch may by ordinary resolution elect a person to fill the vacated office.
- 33.2 If the vacated office is not filled and the retiring Director has offered himself or herself for re-election, the retiring Director will be deemed to have been re-elected unless, at the meeting at which he or she retires:

- (a) it is resolved not to fill the vacated office; or
- (b) the resolution for the re-election of the Director is put and lost.

34. Nomination of Director

- 34.1 A person other than a retiring Director is not eligible for election as a Director at a General Meeting unless the person, or a Company Member who intends to propose the person, has left at the office a written notice signed by him or her:
- (a) giving the person's consent to the nomination; and
 - (b) stating either that the person is a candidate for the office of Director, or that the Company Member intends to propose the person for election.
- 34.2 A notice given in accordance with Clause 34.1 must be left at the office at least 30 days before the relevant General Meeting.
- 34.3 A written notice referring to all Director vacancies and each candidate for election, must be sent to all Company Members at least seven days before every General Meeting at which an election of a Director will take place.

35. Vacation of Office

The office of a Director immediately becomes vacant if the Director:

- (a) is prohibited by the *Corporations Act 2001* (Cth) from holding office or continuing as a Director;
- (b) is liable to have a person appointed, under a law relating to the administration of estates of persons who through mental or physical incapacity are incapable of managing their affairs, to administer it, or becomes in the opinion of the Directors incapable of performing his or her duties;
- (c) resigns by notice in writing to the District Branch; or
- (d) is removed by a resolution of the District Branch;
- (e) is absent from Directors' meetings for three consecutive months without leave of absence from the Directors;
- (f) is directly or indirectly interested in any contract or proposed contract with the District Branch, and fails to declare the nature of the interest as required by the *Corporations Act 2001* (Cth); or
- (g) dies.

Powers and Duties of Directors

36. Powers and Duties of Directors

- 36.1 The business of the District Branch is managed by the Directors who may exercise all powers of the District Branch that this Constitution and the *Corporations Act 2001* (Cth) do not require to be exercised by the District Branch in General Meeting.
- 36.2 Without limiting the generality of Clause 36.1, the Directors may exercise all the powers of the District Branch to:
- (a) borrow money;
 - (b) charge any property or business of the District Branch;
 - (c) guarantee or to become liable for the payment of money or the performance of any obligation by or of any other person; and
 - (d) perform any function required under the Rules and By-Laws of the State Branch or the Constitution of the League.

Proceedings of Directors

37. Directors' Meetings

- 37.1 (a) A Director may at any time, and the Company Secretary must on the request of a Director, call a Directors' Meeting.
- (b) A Directors' Meeting must be called on at least 48 hours written notice of a meeting to each Director.
- 37.2 It is not necessary to give notice of a meeting of the Directors to an Australian resident whom the Company Secretary, when giving notice to the other Directors, reasonably believes to be temporarily outside Australia.
- 37.3 (a) Subject to the *Corporations Act 2001* (Cth), a Directors' Meeting may be held by the Directors communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion.
- (b) The Directors need not all be physically present in the same place for a Directors' Meeting to be held.
- (c) Subject to Clause 40, a Director who participates in a meeting held in accordance with this Constitution is taken to be present and entitled to vote at the meeting.
- 37.4 Clause 37.3 applies to meetings of Directors' committees as if all committee members were Directors.
- 37.5 The Directors may meet together, adjourn and regulate their meetings as they think fit.

- 37.6 A quorum is a majority of Directors for the time being.
- 37.7 Where a quorum cannot be established for the consideration of a particular matter at a meeting of Directors, the Chairperson may call a General Meeting of Company Members to deal with the matter.
- 37.8 Notice of a meeting of Directors may be given in writing, or the meeting may be otherwise called using any technology consented to by all the Directors.

38. Decision on Questions

- 38.1 Subject to this Constitution, questions arising at a meeting of Directors are to be decided by a majority of votes of the Directors present and voting and, subject to Clause 40, each Director has one vote.
- 38.2 The Chairperson of a meeting has a casting vote in addition to his or her deliberative vote if the vote is equal.

Payments to Directors

39. Payments to Directors

No payment will be made to any Director of the District Branch other than payment:

- (a) of out-of-pocket expenses incurred by the Director in the performance of any duty as Director of the District Branch where the amount payable does not exceed an amount previously approved by the Directors of the District Branch;
- (b) for any service rendered to the District Branch by the Director in a professional or technical capacity, other than in the capacity as Director, where the provision of the service has the prior approval of the Directors of the District Branch, and where the amount payable is approved by the Directors of the District Branch and is not more than an amount which commercially would be reasonable payment for the service;
- (c) of any salary or wage due to the Director as an employee of the District Branch where the terms of employment have been approved by the Directors of the District Branch; and
- (d) relating to an indemnity in favour of the Director and permitted by Section 199A of the *Corporations Act 2001* (Cth) or a contract of insurance permitted by Section 199B.

40. Directors' Interests

- 40.1 No contract made by a Director with the District Branch, and no contract or arrangement entered into by, or on behalf of, the District Branch in which any Director may be in any

way interested is avoided or rendered voidable merely because of the Director holding office as a Director, or because of the fiduciary obligations arising out of that office.

40.2 No Director contracting with or being interested in any arrangement involving the District Branch is liable to account to the District Branch for any profit realised by, or under, any such contract or arrangement merely because of the Director holding office as a Director, or because of the fiduciary obligations arising out of that office.

40.3 A Director is not disqualified merely because of being a Director from contracting with the District Branch in any respect.

40.4 Subject to Clause 39, a Director or a body or entity in which a Director has a direct or indirect interest may:

- (a) enter into any agreement or arrangement with the District Branch;
- (b) hold any office or place of profit other than as Auditor in the District Branch; and
- (c) act in a professional capacity other than as Auditor for the District Branch,

and the Director or the body or entity can receive and keep beneficially any remuneration, profits or benefits under any agreement or arrangement with the District Branch, or from holding an office or place of profit in or acting in a professional capacity with the District Branch.

40.5 A Director who has a material personal interest in a matter that is being considered at a Directors' Meeting must not:

- (a) be present while the matter is being considered at the meeting; or
- (b) vote on the matter,

unless permitted by the *Corporations Act 2001* (Cth) to do so, in which case the Director may:

- (c) be counted in determining whether or not a quorum is present at any meeting of Directors, considering that contract or arrangement or proposed contract or arrangement;
- (d) sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement; and
- (e) vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.

40.6 A Director may be or become a Director or other officer of, or otherwise interested in, any related Body Corporate or any other Body Corporate promoted by the District Branch or in which the District Branch may be interested as a vendor, shareholder or otherwise, and is not accountable to the District Branch for any remuneration or other benefits received by the Director as a Director or officer of, or from having an interest in, that Body Corporate.

41. Remaining Directors

- 41.1 The Directors may act even if there are vacancies on the Board.
- 41.2 If the number of Directors is not sufficient to constitute a quorum at a Directors' Meeting, the Directors may act only to:
 - (a) appoint a Director; or
 - (b) call a General Meeting.

42. Chairperson

- 42.1 The President shall be the Chairperson of Directors' Meetings.
- 42.2 If the President is not present at any Directors' Meeting within ten minutes after the time appointed for the meeting to begin, the Senior Vice President shall be the Chairperson.

43. Delegation

- 43.1 (a) The Directors may delegate any of their powers, other than those which by law must be dealt with by the Directors as a Board, to a committee or committees.
 - (b) The Directors may at any time revoke any delegation of power to a committee.
- 43.2 At least one member of each committee must be a Director.
- 43.3 A committee must exercise its powers in accordance with any directions of the Directors, and a power exercised in that way is taken to have been exercised by the Directors.
- 43.4 A committee may be authorised by the Directors to sub-delegate all or any of the powers for the time being vested in it.
- 43.5 Meetings of any committee of Directors will be governed by the provisions of this Constitution which deal with Directors' Meetings, so far as they are applicable and are not inconsistent with any directions of the Directors. The provisions apply as if each member was a Director.

44. Written Resolutions

- 44.1 The Directors may pass a resolution without a Director's Meeting being held, if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Director signs.
- 44.2 For the purposes of Clause 44.1, separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.
- 44.3 Any document referred to in this clause may be in the form of a facsimile or electronic transmission.

44.4 The Minutes of Directors' Meetings must record that a meeting was held in accordance with this Clause 44.

44.5 This clause applies to meetings of Directors' committees as if all members of the committee were Directors.

45. Validity of Acts of Directors

If it is discovered that:

- (a) there was a defect in the appointment of a person as a Director or member of a Directors' Committee; or
- (b) a person appointed to one of those positions was disqualified,

all acts of the Directors or the Directors' Committee before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

46. Minutes and Registers

46.1 The Directors must cause Minutes to be made of:

- (a) the names of the Directors present at all Directors' Meetings and meetings of Directors' Committees;
- (b) all proceedings and resolutions of General Meetings, Directors' Meetings and meetings of Directors' Committees;
- (c) all resolutions passed by Directors in accordance with Clause 44;
- (d) all appointments of officers;
- (e) all orders made by the Directors and Directors' Committees; and
- (f) all disclosures of interests made under Clause 40.

46.2 Minutes must be signed by the Chairperson of the meeting or by the Chairperson of the next meeting of the relevant body.

46.3 The District Branch must keep all registers required by this Constitution and the *Corporations Act 2001* (Cth).

Local Management

47. Local management

47.1 The Directors may provide for the management and transaction of the affairs of the District Branch in any places and in such manner as they think fit.

47.2 Without limiting Clause 47.1 the Directors may:

- (a) establish local boards or agencies for managing any of the affairs of the District Branch in a specified place ('zones') and appoint any persons to be members of those zones; and
- (b) delegate to any person appointed under Clause 47.2(a) any of the powers, authorities and discretions which may be exercised by the Directors under this Constitution,

on any terms and subject to any conditions determined by the Directors.

47.3 The Directors may at any time revoke or vary any delegation under this Clause 47.

Company Secretary

48. Company Secretary

48.1 If required by the *Corporations Act 2001* (Cth), there must be at least one Company Secretary of the District Branch appointed by the Directors for a term and at remuneration and on conditions determined by them. Unless otherwise determined by the Directors, the Honorary Secretary will be the Company Secretary.

48.2 The Company Secretary is entitled to attend and be heard on any matter at all Directors' and General Meetings.

48.3 The Directors may, subject to the terms of the Company Secretary's employment contract, suspend, remove or dismiss the Company Secretary.

48.4 The Company Secretary shall:

- (a) be responsible for all inwards and outwards correspondence of the District Branch;
- (b) maintain a register of such correspondence and present the register to the next meeting of:
 - (i) administration; and
 - (ii) the Executive,and comply with State Rules;
- (c) give notice in writing of the venue, date and time of meetings where elections will take place to each respective Sub-Branch Secretary not less than 31 days prior to the meeting date;
- (d) act as Secretary or cause an appropriate person to act as Secretary of the District Branch's Board for any Directors' Meeting or other meeting;
- (e) receive reports from, and communicate to members, information on matters of common interest as provided;
- (f) as far as practicable keep himself fully informed and appraised of developments in

the District Branch and in particular of other bodies whose objects and functions are comparable with the District Branch;

- (g) maintain personal contact with all Directors;
- (h) render such other services as may be proper under the direction of the Directors;
- (i) ensure that all cheques, negotiable instruments and money received by the District Branch, shall be paid as soon as practicable to the District Branch's account or accounts at the office of such bankers as shall from time to time be nominated by the Directors;
- (j) arrange for the preparation of corporate plans, reports and budgets as may be required by the Executive from time to time; and
- (k) ensure that appropriate accounts are maintained of all District Branch assets, property and income and of all disbursements by the District Branch.

Other matters

49. South Eastern District Council of Women's Auxiliaries

- 49.1 The District Branch is to maintain a South Eastern District Council of Women's and Citizen's Auxiliaries (Queensland Branch) which will operate under the State Rules and By-Laws and the District Branch's Constitution.
- 49.2 The District Branch is to support the costs involved in supplying all South Eastern District Women's and Citizen's Auxiliaries with financial clips free of charge.

50. Exhibition Stall

- 50.1 The District Branch may operate a stall at the Brisbane Exhibition.
- 50.2 The District Branch may operate a welfare bank account from the proceeds of the stall.

51. Events

- 51.1 The District Branch is to conduct the following events on an annual basis:
 - (a) a Conference Banquet;
 - (b) a President's Dinner;
 - (c) a 'Sing-a-Long' to which veterans from nursing homes and hostels are to be invited;
 - (d) a barbecue to which veterans from nursing homes and hostels are to be invited;
- 51.2 Admission to the Conference Banquet and President's Dinner may at the discretion of the Directors be free of charge to invited guests.

52. Queensland League State Branch Board Representation

- 52.1 In accordance with State Rule 9.1, the elected District President is appointed to State Board.

53. Observance of 'Fallen Comrades'

- 53.1 'Fallen' or 'Departed Comrades' shall be observed and read prior to the commencement of each meeting of Company Members, Directors or District Council Meetings.

54. Loyalty display

- 54.1 A picture of the reigning monarch of Australia is to be displayed at each Annual General Meeting.

55. Confidential Information

The Directors of the District Branch may require each Director, Manager, Trustee or any other person who may have access to confidential information, to sign a declaration that he or she will keep any information concerning the District Branch confidential.

Seals

56. Common Seal

- 56.1 If the District Branch has a Seal:
- (a) the Directors must provide for the safe custody of the Seal;
 - (b) the Seal must not be used without the authority of the Directors or a Directors' committee authorised to use the Seal;
 - (c) every document to which the Seal is affixed must be signed by a Director and be countersigned by another Director, the Company Secretary or another person appointed by the Directors to countersign the document.

57. Duplicate Seal

- 57.1 If the District Branch has a Seal, the District Branch may have one or more duplicate Seals of the Seal each of which:
- (a) must be a facsimile of the Seal with the addition on its face of the words 'Duplicate Seal';
 - (b) must not be used except with the authority of the Directors.

Inspection of Records

58. Inspection of Records

- 58.1 Except as otherwise required by the *Corporations Act 2001* (Cth), the Directors may determine whether and to what extent, and at what times and places and under what conditions, the financial records and other documents of the District Branch or any of them will be open for inspection by Company Members other than Directors.
- 58.2 A Company Member other than a Director does not have the right to inspect any financial records or other documents of the District Branch, unless the Company Member is authorised to do so by a court order or a resolution of the Directors.

Notices

59. Service of Notices

- 59.1 Notice may be given by the District Branch to any person who is entitled to notice under this Constitution:
- (a) by serving it on the person; or
 - (b) by sending it by post, facsimile transmission or electronic notification to the person at the person's address shown in the Register or the address supplied by the person to the District Branch for sending notices to the person.
- 59.2 A notice sent by post is taken to be served:
- (a) by properly addressing, prepaying and posting a letter containing the notice; and
 - (b) on the day after the day on which it was posted.
- 59.3 A notice sent by facsimile transmission or electronic notification is taken to be served:
- (a) by properly addressing the facsimile transmission or electronic notification and transmitting it; and
 - (b) on the day after its despatch.
- 59.4 If a Company Member has no registered address, a notice will be taken to be served on that Company Member 24 hours after it was posted on a notice board at the Office.
- 59.5 A Company Member whose registered address is not in Australia, may specify in writing an address in Australia to be taken to be the Company Member's registered address within the meaning of this clause.
- 59.6 A certificate in writing signed by a Director, Company Secretary or other officer of the District Branch that a document or its envelope or wrapper was addressed and stamped and was posted, is conclusive evidence of posting.

- 59.7 Subject to the *Corporations Act 2001* (Cth), the signature to a written notice given by the District Branch may be written or printed.
- 59.8 All notices sent by post outside Australia must be sent by prepaid airmail post.

60. Persons Entitled to Notice

- 60.1 Notice of every General Meeting must be given to:
- (a) every Company Member;
 - (b) every Director; and
 - (c) any Auditor.
- 60.2 No other person is entitled to receive notice of a General Meeting.

Audit and Accounts

61. Audit and Accounts

- 61.1 The Directors must cause the District Branch to keep written financial records in relation to the business of the District Branch in accordance with the requirements of the *Corporations Act 2001* (Cth).
- 61.2 The Directors must cause the financial records of the District Branch to be audited in accordance with the requirements of the *Corporations Act 2001* (Cth).

Winding Up

62. Winding up

- 62.1 If the District Branch is wound up:
- (a) each Company Member; and
 - (b) each person who has ceased to be a Company Member in the preceding year, undertakes to contribute to the property of the District Branch for the:
 - (c) payment of debts and liabilities of the District Branch (in relation to Clause 62.1(b), contracted before the person ceased to be a Company Member) and payment of costs, charges and expenses of winding up; and
 - (d) adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding \$10.
- 62.2 If, upon the winding up of the District Branch there remains after the satisfaction of all debts and liabilities any property whatsoever (**Surplus Property**), that Surplus Property shall not

be paid or distributed among the Company Members. Surplus Property shall be given to the State Branch to be used for the League objects provided that:

- (a) The State Branch has a higher or equivalent tax status to the Association; and
- (b) The State Branch prohibits the distribution of the entity's income and assets to its members.

If the surplus assets cannot be given to the State Branch due to the operation of this Clause, the surplus assets shall be given to the League.

Indemnity

63. Indemnity

- 63.1 To the extent permitted by law and subject to the restrictions in Section 199A of the *Corporations Act 2001* (Cth), the District Branch indemnifies every person who is, or has been, an officer of the District Branch against any liability (other than for legal costs) incurred by that person as such an officer of the District Branch (including liabilities incurred by the officer as an officer of a subsidiary of the District Branch where the District Branch requested the officer to accept that appointment).
- 63.2 To the extent permitted by law and subject to the restrictions in Section 199A of the *Corporations Act 2001* (Cth), the District Branch indemnifies every person who is or has been an officer of the District Branch against reasonable legal costs incurred in defending an action for a liability incurred by that person as such an officer of the District Branch (including such legal costs incurred by the officer as an officer of a subsidiary of the District Branch where the District Branch requested the officer to accept that appointment).
- 63.3 The amount of any indemnity payable under Clauses 63.1 or 63.2 will include an additional amount (**GST Amount**) equal to any GST payable by the officer being indemnified (**Indemnified Officer**) in connection with the indemnity (less the amount of input tax credit claimable by the Indemnified Officer in connection with the indemnity). Payment of any indemnity which includes a GST amount is conditional upon the Indemnified Officer providing the District Branch with a GST tax invoice for the GST amount.
- 63.4 For the purposes of this Clause 63, **officer** means:
- (a) a Director; or
 - (b) a Company Secretary.