Annexure A

Constitution

of

Returned and Services League of Australia (Victorian Branch) Limited

"Serving Still"

ABN: 73 941 765 364 • ACN: [TO BE CONFIRMED]

Corporations Act 2001 (Cth)
A public company limited by guarantee
Registered in Victoria

15 October 2026

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General

Constitution of the Company, a public company limited by guarantee.

1 Preamble

For more than a century The Returned and Services League of Australia has cared for veterans of the Australian Defence Force and their families, perpetuated the memory of those who have served, suffered and died in Australia's wars, and strengthened the bonds of comradeship between those who have served.

The Victorian Branch was established in 1916. It became an incorporated association in January 1994 and operated as such until 2027, when it transferred registration to a public company limited by guarantee.

2 Definitions

The following definitions apply in this Constitution unless the context requires otherwise:

ACNC means the Australian Charities and Not-for-profits Commission established under the ACNC Act, or any body that replaces it.

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

Affiliate Member means a person admitted as an affiliate member in accordance with rule 18 and Schedule 2.

Annual Congress means the annual gathering of Sub-Branches convened under rule 47 and, for the avoidance of doubt, is not the AGM or a general meeting of the Company.

Annual General Meeting or AGM means the annual general meeting of the Company convened under rule 22.

Board means all or some of the Directors for the time being acting as a board in accordance with this Constitution.

Board Skills and Diversity Matrix means the matrix of skills, experience and diversity criteria developed and maintained by the Nominations Committee (as approved by the Board from time to time) for assessing Director candidates, as amended from time to time.

Branch By-Law means the state branch rules and any by-law of the Company that operated at the time of the Transfer of Registration.

Business Day means a day which is not a Saturday, Sunday or a public holiday in Melbourne, Victoria.

Charitable Purpose means the charitable purpose of the Company set out in rule 5.***Chair*** means the chair of the Board pursuant to rule 37.

Charter means the document charter issued by the Board to a Sub- Branch which confirms that the Sub-Branch is entitled to operate and represent that it is a Sub-Branch on the terms as set out in this Constitution including rule 44.

Chief Executive Officer means the person appointed by the Board as chief executive in accordance with rule 34.

Committee means a committee of the Board established under rule 39 and for the avoidance of doubt includes the Nominations Committee.

Company means Returned and Services League of Australia (Victorian Branch) Limited.

Company Member means a person duly elected to the Membership Council under rule 10 (whether as President, as Vice President or as one of the other members of the Membership Council), admitted in accordance with rule 13.

Constitution means this constitution, as amended from time to time.

Corporations Act means the *Corporations Act 2001* (Cth) and includes the *Corporations Regulations 2001* (Cth).

Deductible Gift Recipient (or DGR) means an entity endorsed as a deductible gift recipient under Division 30 of the Tax Act.

Director means a person appointed or elected to the office of director of the Company in accordance with this Constitution.

Director Identification Number has the meaning given to it in the Corporations Act.

Governing Documents means any by-laws, rules, regulations, policies or procedures issued by the Board under rule 35(d) from time to time.

Honorary Life Member means a person admitted as an honorary life member in accordance with rule 18 and Schedule 2.

Honorary Member means a person admitted as an honorary member in accordance with rule 18 and Schedule 2.

Imported Provisions means the following provisions of the Corporations Act:

(a) Section 139 (*Company must send copy of constitution to Members*);

(b) Sections 191, 192, 193 and 195 (*Disclosure of and voting on matters involving, directors' material personal interests*);

(c) Divisions 3 and 5 of Part 2G.2 (*Meetings of members of companies) (excluding any replaceable rules*); and

(d) Part 2G.3 (*Minutes and Members' access to minutes*).

Independent Director means a non-executive Director who is appointed as an independent director in accordance with rule 29.

Initial Directors means those Directors holding office at the time that the Company is registered in accordance with rule 51.

Initial Members means the Company Members at the time that the Company is registered in accordance with rule 51.

League has the meaning given to it in the National Constitution.

League Member means a Service Member, Life Member, Honorary Member, Honorary Life Member, Affiliate Member or any other class of member that the Board determines.

League Member Director means a Director drawn from Service Members and Life Members, including the President, the Vice President or a Director appointed under rule 29.

Life Member means a person admitted as a life member in accordance with rule 18 and Schedule 2.

Membership Council means the Membership Council established under rule 10.

Membership Council Chair means the chair of the Membership Council pursuant to rule 10.

National By-Law means a by-law of RSL Australia.

National Constitution means the Constitution of RSL Australia, as amended from time to time.

Nominations Committee means the Board committee described as such and established under rule 27.

Nominee Information has the meaning set out in rule 10(g)(ii).

Patriotic Fund has the meaning given to it in the Veterans Act.

President means the office holder described as the 'President' of the Company elected under rule 10(c).

Registered Charity means the Company registered as a 'registered entity' with the ACNC under the ACNC Act.

Returning Officer has the meaning set out in rule 10(f).

RSL Australia means The Returned & Services League of Australia Ltd (ACN 008 488 097).

Secretary means a person appointed as, or to perform the duties of, company secretary of the Company in accordance with rule 41.

Service Member means a person admitted as a service member in accordance with rule 18 and Schedule 2.

Special Resolution means a special resolution as defined in the Corporations Act, requiring (without limitation) at least 75% of votes cast by Company Members entitled to vote on the resolution.

State Branch Tribunal means the tribunal set up under rule 48.

Sub-Branch means a sub-branch of the Company established by Charter under rule 44, whether before or after this Constitution was adopted.

Tax Act means the *Income Assessment Act 1936* (Cth) or the *Income Tax Assessment Act 1997* (Cth) as the context requires.

Transfer of Registration means the date that the Company is registered by ASIC as a public company limited by guarantee under Part 5B.1 of the Corporations Act, as further set out in rule 51(a)(i).

Unattached List means the list of members maintained by the Company pursuant to National By-Law 2 clause 10(b), who are not members of a particular Sub-Branch.

Veterans Act means the *Veterans Act 2005* (Vic).

Vice President means the office holder described as the 'Vice President' of the Company elected under rule 10(c).

3 Interpretation

In this Constitution, unless the context requires otherwise:

(a) the singular includes the plural, and the converse also applies;

(b) words importing a gender includes the other gender;

(c) if a word or phrase is defined, its other grammatical forms have a corresponding meaning;

(d) a reference to a person includes a corporation, trust, partnership, unincorporated body or other entity;

(e) references to a person include the legal personal representatives, successors and permitted assigns of that person;

(f) expressions referring to 'written' or 'in writing' will be construed to include references to electronic transmission, printing, photography, and other modes of representing or reproducing words in a visible form, including messages sent by correspondence and by electronic mail;

(g) the words 'includes' or 'including' shall be treated as being 'includes without limitation' or 'including without limitation' respectively;

(h) a reference to a rule is a reference to a rule of this Constitution, and a reference to a Schedule is to a schedule to this Constitution;

(i) a reference to legislation or a provision of legislation includes any modification, re-enactment or substitution of it and any regulation or statutory instrument issued under it;

(j) a word or phrase given a meaning in the Corporations Act has the same meaning in this Constitution;

(k) headings contained in this Constitution are for convenience only and do not affect interpretation; and

(l) Part 1.2 Division 8 of the Corporations Act applies, so far as it can with such changes as are necessary, to this Constitution as if this Constitution was a provision of the Corporations Act except where such provision conflicts with the ACNC Act then the ACNC Act shall apply to the extent of any inconsistency whilst the Company is a Registered Charity.

4 Application of the Corporations Act (including 'Replaceable Rules') and the ACNC Act

(a) Each of the provisions of the Corporations Act that apply as 'replaceable rules' are displaced by this Constitution and do not apply to the Company except as explicitly provided in this Constitution.

(b) If, while the Company is a Registered Charity, the Corporations Act operates such that an Imported Provision does not apply to the Company because the Company is a Registered Charity:

(i) a clause in the same terms as the Imported Provision, along with any relevant definitions in the Corporations Act, is deemed to be included in this Constitution and to apply to the Company to the extent the Imported Provision would have applied to the Company were the Company not a Registered Charity (**Equivalent Rule**);

(ii) a reference in this Constitution to an Imported Provision (whether explicitly or by implication where the provision is expressed to be 'subject to the Corporations Act') is deemed to be a reference to the Equivalent Rule.

(c) An expression used in a particular Part or Division of the Corporations Act that is given by that Part or Division a special meaning for the purposes of that Part or

Division has in any provision of this Constitution that deals with a matter dealt with by that Part or Division the same meaning as in that Part or Division.

(d) Where the Corporations Act and/or ACNC Act authorises or permits a company to do any matter or thing if so, authorised by its constitution the Company is and will be taken by this rule to be authorised or permitted to do that matter or thing, despite any other provisions of this Constitution.

Objects

5 Charitable Purpose of the Company

The primary purpose of the Company is to be a public benevolent institution that provides or facilitates support and relief to the sick, helpless, wounded, aged, disabled, destitute and needy among those who are serving or who have served in the Australian Defence Force or in defence of the Commonwealth or allied nations, and the families of all such persons.

6 Achievement of the Charitable Purpose

(a) The Company may achieve the Charitable Purpose, as set out in rule 5, by implementing and connecting those in need with programs and services to assist in the relief of their distress and suffering and these programs, services and activities may include, but are not limited to the following, provided they are benevolent in nature (or are ancillary to the provision of benevolent relief) and are conducted in aid and furtherance of the Charitable Purpose in rule 5:

(i) to provide, coordinate, fund or arrange, relief, welfare, advocacy, counselling, compensation support, financial assistance, welfare services, commemoration and social inclusion opportunities and to facilitate health care, medical assistance, rehabilitation support and accommodation support for veterans and their dependants who are unwell, injured, aging, living with disability, experiencing hardship or otherwise in need, and to run social, educational and benevolent programs for their benefit and advancement;

(ii) to establish, accept and administer trusts, charitable funds, ancillary funds and similar arrangements for the benefit of veterans and their dependants, in furtherance of the Company's Charitable Purposes;

(iii) to make grants, provide financial assistance and award scholarships to veterans and their dependants, where doing so advances the Company's charitable and benevolent purposes;

(iv) to advocate for, and deliver welfare and wellbeing services to current and former members of the Australian Defence Forces, Commonwealth and allied Defence Forces and their dependants whose health, wellbeing or circumstances have been affected by their service;

(v) to sustain the bonds formed through shared service in the Australian Defence Forces and allied forces, to foster connection, shared experience and community participation, and reduce social isolation among veterans and their dependants – with Sub-Branch membership and participation being a means of achieving these outcomes rather than an end in themselves;

(vi) to preserve and honour the service, history, records, traditions and valour of those who served in the Australian Defence Forces and allied Defence Forces,

to recognise the service and sacrifice of all who have served, and to honour the memory of those who served, suffered and died for Australia – including by erecting monuments, providing appropriate burial places, and maintaining the annual observance of ANZAC Day, Remembrance Day and other commemorative occasions – particularly where doing so supports the wellbeing, recognition and social connection of veterans, former service personnel and their dependants, and to set an example of public spirit and service to others;

(vii) to work in partnership with veteran support organisations, government agencies and community bodies whose purposes align with the Company's Charitable Purpose, and to accept gifts, donations, bequests (including gifts of property by will) and apply them in accordance with the Company's Charitable Purposes and any conditions attached to them;

(viii) to encourage loyalty to Australia, uphold the reputation and standing of current and former members of the Australian Defence Forces, and encourage each member to serve Australia in the spirit of commitment and self-sacrifice as shown through their Defence service;

(ix) to maintain the Company as a non-sectarian and non-partisan association at all times, and to promote and uphold the Company's standing policy;

(x) to advocate for laws, policies, programs and services that advance, protect or improve the welfare, health, wellbeing and support of veterans and their dependants affected by Defence service;

(xi) to conduct commercial and income generating activities that are consistent with the Company's reputation and that support the delivery of its primary related purposes;

(xii) to do all such things that further, are in aid of, or are ancillary or incidental to the attainment of all or any of the Company's Charitable Purposes.

7 Application of Income and Property to Charitable Purpose

(a) Subject to rules 7(c) and 8(b), the income and property of the Company, irrespective of its source, must only be used to further the Charitable Purpose, and no part of that income or property may be paid or transferred, directly or indirectly, to any Director or Company Member by way of dividend, bonus or otherwise.

(b) Rule 7(a) does not prevent the Company from making a payment in good faith:

(i) of remuneration for any service rendered to the Company by a Director or Company Member in a professional or technical capacity for the purpose of carrying out, supporting or maintaining the Charitable Purpose, where:

(I) the provision of the service has the prior approval of the Board; and

(II) the amount payable is not more than an amount that commercially would be reasonable payment for the service;

(ii) of reasonable and proper remuneration for goods or services provided to the Company in the ordinary course of business with the prior approval of the Board;

(iii) of reasonable and proper rent for premises let to the Company with the prior approval of the Board;

(iv) of reimbursement of out-of-pocket expenses incurred in connection with the Company's business in accordance with Board policy;

(v) of remuneration to employees of the Company in return for any services actually rendered to the Company; or

(vi) the payment of fees to Directors as remuneration for their services as Directors is permissible in accordance with the ACNC Governance Standards.

(c) The Company shall take all such action and do all such things as are necessary or expedient to obtain and thereafter to maintain at all times its status as a:

(i) tax-exempt body within the meaning of section 50-5 of the Tax Act; and

(ii) Registered Charity.

8 Powers of the Company

(a) The Company has the legal capacity and all the powers of an individual and of a company under section 124(1) of the Corporations Act, all of which must only be used to carry out the Charitable Purpose. However, as a company limited by guarantee, the Company does not have the power to issue shares.

(b) As at the date this Constitution was approved, the Company acts as trustee of certain Patriotic Funds under the Veterans Act. Without limiting rule 8(a), the Company may acquire and dispose of property, enter into contracts, employ and engage persons, accept gifts, donations, bequests and devises, establish and administer trusts, and exercise all functions and powers as trustee of Patriotic Funds under the Veterans Act.

9 Reporting

The Company must report to the Company Members at least once a year on the Company's activities and financial position. The Company must publish annual reports as required by the Corporations Act and the ACNC Act.

Membership

10 Membership Council, President, Vice President and Company Members

(a) **Nature of Membership Council.** The Membership Council consists of the individuals who are eligible to act as the Company Members in accordance with this Constitution. It represents the voice of League Members, its members exercise the powers reserved to Company Members by the Corporations Act and this Constitution (including Schedule 1) and therefore holds the Board accountable for the performance of the Company against the Charitable Purpose.

(b) **Composition of Membership Council.** The Membership Council consists of a minimum of five persons and up to a maximum of nine persons. Each member of the Membership Council must be a financial Service Member or Life Member and must satisfy the eligibility requirements in Schedule 3. Save for the transitional period as set out in rule 51, there must be at least three (3) "country" members of the Membership Council on the Membership Council.

(c) **Election of President and Vice President**

(i) The President and the Vice President are each elected as a member of the Membership Council by the Sub-Branches by ballot conducted in accordance with

rule 10 and Schedule 3. Both also serve as League Member Directors of the Board in accordance with rule 28.

(ii) A candidate for President or Vice President must be nominated by a general meeting of a Sub-Branch in accordance with rule 10(g), satisfy the eligibility requirements in Schedule 3, satisfy the Director eligibility requirements in rule 30, and have been assessed by the Nominations Committee against the Board Skills and Diversity Matrix.

(iii) The President and Vice President each serve a term of three years and may serve a maximum of three consecutive terms (nine years in aggregate), consistent with rule 31(a).

(d) **Membership**. Each member of the Membership Council is eligible for admission as a Company Member in accordance with rule 13.

(e) **Election of other members of the Membership Council.** Each member of the Membership Council, including the President and the Vice President, is elected by the Sub-Branches by electronic or paper ballot conducted in accordance with rules 10(f) to 10(p) and Schedule 3. The result of each election is declared at the Annual Congress.

(f) **Returning Officer.** For the purposes of each election, the Board must appoint an independent person or organisation to act as the person in charge of conducting the election process and counting the votes (**Returning Officer**).

(g) **Nominations.** A Service Member or Life Member who is eligible under Schedule 3 may be nominated for election to the Membership Council, including as President and as Vice President, by a general meeting of a Sub-Branch. A Sub-Branch may nominate more than one person. A nomination must:

(i) be made in writing and signed by the secretary of the nominating Sub-Branch and by the nominee;

(ii) include a written assessment from the Nominations Committee of no more than 600 words as to the suitability of a Service Member or Life Member for the position;

(iii) include information about the nominee which may include, but shall not be more than, a photo of the nominee (being no more than 40 mm in width and 50 mm in height), a resume (being no more than one A4 sized page) and a statement of suitability (of no more than 400 words outlining why the nominee is suitable for the position) (together, the **Nominee Information**); and

(iv) be lodged with the Returning Officer no later than forty-nine days before the Annual Congress.

(h) **Nomination for more than one position.** A Service Member or Life Member may be nominated for more than one position.

(i) **Additional nominations.** If, on the closure of nominations, there is no nomination for a position, a delegate of a Sub-Branch may nominate an eligible Service Member or Life Member at the Annual Congress, subject to the nominee's consent.

(j) **Uncontested elections.** If only one nomination is received for the office of President, or for the office of Vice President, that nominee is duly elected to that office without the need for an electronic or paper ballot to be conducted. If the number of nominations received for the up to seven other Membership Council positions does

not exceed seven, each nominee is duly elected without the need for an electronic or paper ballot to be conducted. An electronic or paper ballot must be held for any office, being the President, Vice President or for the up to seven other Membership Council positions, where the number of nominations exceeds the number of positions to be filled.

(k) **Ballot papers.** Subject to rule 10(j), the Returning Officer must prepare a separate electronic or paper ballot for the office of President, for the office of Vice President and for the up to seven other Membership Council positions. Each electronic or paper ballot must list the nominees in an order drawn by the Returning Officer by lot, and must be sent, together with a copy of the Nominee Information of each nominee provided under rule 10(g)(ii), to the secretary of each Sub-Branch at least forty-two days before the Annual Congress.

(l) **Voting entitlement of a Sub-Branch.** Each Sub-Branch is entitled to the number of votes shown in the voting entitlement table in Schedule 2.

(m) **Determination of a Sub-Branch's votes.** The manner in which a Sub-Branch casts its votes must be determined at an ordinary general meeting of the Sub-Branch, convened under the Governing Documents and the Branch By-Laws. The electronic or paper ballots must be completed in accordance with the decision of the meeting.

(n) **Method of voting.** The preferential method of voting is to be used. A number must be placed opposite each name on an electronic or paper ballot to indicate the order of preference for each proposed nominee.

(o) **Lodgement of electronic or paper ballots.** The completed electronic ballots of a Sub-Branch must be electronically confirmed or in the case of paper ballots, placed in an envelope which is sealed and signed by the president of the Sub-Branch in the presence of the secretary of the Sub-Branch, who must also sign the envelope, and both electronic or paper ballots must be forwarded so as to reach the Returning Officer at least 48 hours before the Annual Congress.

(p) **Counting of votes.** The votes are to be counted in the following order:

(i) President;

(ii) Vice President; and

(iii) the up to seven other Membership Council positions.

The count for the up to seven other Membership Council positions is to be conducted as seven (or such lesser number if applicable) successive preferential counts, and the candidate elected on each count is to be excluded from each subsequent count. In the case of a tied vote, the name drawn by lot by the Returning Officer in the presence of the scrutineers is the elected nominee. After a candidate is elected to a position, their name is to be excluded from any subsequent electronic or paper ballot for which they have been nominated.

(q) **Scrutineers and report.** The Board must appoint at least five Life Members or Service Members to act as scrutineers and to assist the Returning Officer in the conduct of an electronic or paper ballot. The Returning Officer must report the results of each election to the chair of the Annual Congress, and the results are declared at the Annual Congress.

(r) **Commencement of office.** Subject to rule 13, an elected member of the Membership Council takes office at the conclusion of the Annual Congress at which the result of their election is declared.

(s) **Term of office.** Each member of the Membership Council holds office for a term of three years and may serve a maximum of three consecutive terms (nine years in aggregate). The up to seven Membership Council positions other than President and Vice President are filled on a rotating basis, with up to three positions elected in the first year of the cycle and up to two positions elected in each of the second and third years of the cycle.

(t) **Powers**. The Membership Council may provide advice to the Board on commemoration and remembrance activities and regional veteran issues but does not direct the day-to-day management of the Company.

(u) **Membership Council Chair.** The President will become the Membership Council Chair to preside over its meetings and to represent it in dealings with the Board.

11 Limited Liability of Company Members

The liability of the Company Members is limited.

12 Company Members' Liability on Winding Up

Each Company Member undertakes to contribute to the assets of the Company in the event of it being wound up while they are a Company Member, or within one year after they cease to be a Company Member, for payment of the debts and liabilities of the Company and the costs, charges and expenses of winding up, such amount as may be required not exceeding $10.

13 Formal admission of a member of the Membership Council as a Company Member

(a) Each person duly elected to the Membership Council under rule 10 (whether as President, as Vice President or as one of the other Membership Council positions), is eligible to act as a Company Member.

(b) Before being admitted as a Company Member, a member of the Membership Council must:

(i) agree in writing to become a Company Member under this Constitution;

(ii) agree to assume liability on winding up in accordance with rule 12; and

(iii) request that their name (and such other details required by the Corporations Act) be entered in the Company's register of Company Members.

(c) On satisfaction of rule 13(b), the relevant member of the Membership Council is registered in the register of Company Members and immediately becomes a Company Member upon registration being effected.

(d) A Company Member must promptly notify the Company of any change in the Company Member's details that are recorded in the register of Company Members.

(e) The number of Company Members at any time is limited to the total number of members of the Membership Council.

14 Resignation of a Company Member and Casual Vacancy

(a) A Company Member may resign with immediate effect by giving written notice to the Secretary. The resignation is effective, and irrevocable, from the date it is received by the Secretary. Upon such resignation taking effect, the individual shall also be deemed to have resigned as a member of the Membership Council.

(b) In the event that the total number of members of the Membership Council is less than five, the Membership Council may by majority vote (acting as a separate body) appoint an eligible Service Member or Life Member as a member of the Membership Council to fill a casual vacancy. A Service Member or Life Member so appointed is eligible to become a Company Member in accordance with rule 13 and holds office only until the end of the next Annual Congress and is eligible for election as a member of the Membership Council at that meeting in accordance with rule 10.

15 Ceasing to be a Company Member

A Company Member's membership automatically ceases on the date the Company Member:

(a) dies;

(b) resigns in accordance with rule 14;

(c) ceases to be eligible for admission as a Company Member in accordance with rule 13(a) (including by ceasing to hold office on the Membership Council);

(d) ceases to be a Service Member (or Life Member, if applicable) in good financial standing;

(e) is expelled as a League Member;

(f) is disqualified from managing corporations under the Corporations Act, becomes bankrupt or makes an arrangement with creditors; or

(g) is convicted of an indictable offence.

16 Liability after a Person Ceases to be a Company Member

A person who ceases to be a Company Member must pay to the Company all amounts owing and unpaid at the date they cease to be a Company Member, and any amount they are liable to pay under rule 12.

17 Register of Company Members and Address

(a) The register of Company Members must be kept by the Secretary and must contain the full name and address of each Company Member and any other information required by the Board or the Corporations Act.

(b) A Company Member must notify the Secretary in writing of any change of details within 28 days of the change occurring; the latest address in the register is deemed to be the Company Member's registered address.

League Members

18 League Members

(a) The classes of League Member are Service Members, Life Members, Honorary Members, Honorary Life Members, Affiliate Members or any other class of member that the Board determines. The eligibility criteria, rights and obligations of each class are set out in Schedule 2.

(b) A Service Member is an individual who is eligible for membership as a service member under the National Constitution and National By-Laws and has been accepted as a member of a Sub-Branch or the Unattached List of the Company.

(c) A Life Member is an individual who has been granted membership as a life member under the National Constitution and National By-Laws.

(d) An Honorary Member is an individual who has been granted membership as an honorary member under the National Constitution and National By-Laws.

(e) An Honorary Life Member is an individual who has been granted membership as an honorary life member under the National Constitution and National By-Laws.

(f) An Affiliate Member is an individual who is eligible for membership as an affiliate member under Schedule 2 and has been accepted as such in relation to a Sub-Branch or under the Unattached List of the Company.

(g) Each financial Service Member, Life Member and Affiliate Member is entitled to attend and vote at the general meeting of their Sub-Branch convened under the Governing Documents and the Branch By-Laws, to stand for election if otherwise eligible, and to participate in the governance and activities of their Sub-Branch.

General Meetings

19 General Meetings

(a) The Company Members exercise the powers reserved to the Company Members in a general meeting, including those set out in Schedule 1, including approving amendments to this Constitution, appointing and removing Directors after receiving the advice of the Nominations Committee and the Board, and holding the Board to account through the Annual General Meeting and Board elections, and other general meetings of the Company.

(b) The Company Members may call a general meeting in accordance with the Corporations Act.

(c) A majority of the Directors may convene a general meeting of the Company whenever they think fit, and the Directors must convene a general meeting when requisitioned by the Company Members in accordance with the Corporations Act.

(d) The Directors may cancel or postpone any meeting convened by the Directors by written notice to all persons entitled to receive notice, except where doing so would be contrary to the Corporations Act. Any failure to give notice of cancellation or postponement does not invalidate it or any resolution passed at a postponed meeting.

20 Notice of General Meetings

(a) Where a Director or Directors have called a general meeting, notice of the meeting may be given in the form and manner the Board determines. At least 21 days' notice is required for an Annual General Meeting and at least 21 days' notice for any other general meeting, or such longer period as the Corporations Act requires, except where section 249H(2) of the Corporations Act applies.

(b) The non-receipt of a notice by, or the accidental omission to give notice to, any person entitled to receive notice does not invalidate the proceedings at, or any resolution passed at, the meeting.

(c) A notice of a meeting must comply with the Corporations Act, including section 249J. Notwithstanding rule 4, the replaceable rule in section 249J(4) applies to all notices of meeting.

21 Auditor entitled to notice

The Company must give to its auditor notice of a general meeting in the same way that a Company Member is entitled to receive notice, and any other communications and documents relating to the general meeting that a Company Member is entitled to receive.

22 Annual General Meeting

(a) An Annual General Meeting must be held at least once in every calendar year and within five months after the end of each financial year.

(b) The business of an Annual General Meeting may include reviewing the Company's activities and finances (including the accounts and reports required by the Corporations Act and any auditor's report), appointing Directors, receiving the Board's report on strategy and performance, appointing an auditor where relevant, and transacting any other business required by this Constitution or the Corporations Act.

23 Business of a General Meeting generally

(a) The business of a general meeting may include any business contained in Schedule 1, together with any other business managed by the Board at the Board's discretion that is included in the notice of meeting.

(b) No person may move at a general meeting any resolution (except in the form set out in the notice of meeting) or any amendment of a resolution, except with the approval of the Board, with the permission of the Membership Council Chair, or under the Corporations Act.

24 Attendance, Quorum and Conduct of General Meetings

(a) The Secretary, Chief Executive Officer, Directors and any auditor of the Company who is not a Company Member is entitled to be present and, at the request of the Membership Council Chair, to speak at any general meeting. Any other person requested by the Board to attend may be present and, at the request of the Membership Council Chair, speak.

(b) No business may be transacted at a general meeting (except the election of a chair of the meeting) unless a quorum is present. A quorum is a majority of the total number of Company Members. If a quorum is not present within 30 minutes after the appointed time, the meeting is adjourned or dissolved as provided in this rule.

(c) The Membership Council Chair is entitled to preside at every general meeting. If there is no Membership Council Chair, or the Membership Council Chair is not present within 15 minutes after the appointed time or is unwilling or unable to act as the chairperson, the deputy chair, or failing them a Company Member elected by those present, may chair the meeting.

(d) The general conduct of each general meeting and the procedures adopted are as determined by the Membership Council Chair, who may make rulings relating to the conduct of the meeting without putting a question to a vote and may adopt procedures necessary or desirable for the proper and orderly casting or recording of votes. Any determination by the Membership Council Chair in relation to matters of procedure is final.

(e) During a general meeting the Membership Council Chair may, and, if so directed by the meeting, must, adjourn the meeting or any business before it. No business may be transacted at an adjourned meeting other than the business left unfinished. Where a

meeting is adjourned for 30 days or more, fresh notice must be given in accordance with rule 20.

25 Voting at General Meetings

(a) Subject to the Corporations Act, any question submitted to a general meeting is decided by a simple majority of votes validly cast, except where a Special Resolution is required.

(b) A question is decided in the first instance by a show of hands of the Company Members present and entitled to vote, unless a poll is demanded. Unless a poll is demanded, a declaration by the Membership Council Chair that a resolution has been passed or lost is conclusive.

(c) A poll may be demanded by any Company Member or by the Membership Council Chair. No poll may be demanded on the election of a chair, unless the Membership Council Chair determines otherwise, or the adjournment of the meeting. When demanded, a poll is taken in the manner and at the time the Membership Council Chair directs, and the result of the poll is the resolution of the meeting.

(d) In the case of an equality of votes on a show of hands or on a poll, the Membership Council Chair does not have a casting vote in addition to their deliberative vote, and the issue is determined in the negative. Each Company Member has one vote both on a show of hands and on a poll.

26 Representation and Voting — Proxies, Attorneys and Representatives

(a) At meetings of Company Members, each Company Member entitled to attend, and vote may attend and vote in person or be represented and vote by proxy or by attorney. A Company Member may vote by only one of those methods, although a Company Member may attend and participate even though they have previously appointed a proxy or attorney.

(b) A Company Member who is entitled to attend and vote may appoint one proxy to attend and vote for the Company Member in accordance with the Corporations Act. A proxy must be a Company Member. An appointment of a proxy is valid if it is in accordance with the Corporations Act or in any form (including electronic) that the Board may prescribe or accept.

(c) If a proxy appointment is not properly executed, incomplete or unclear, the Company may return it for correction, request that it be signed or validated within a period decided by the Board or clarify and complete it to reflect the Company Member's instructions; for that purpose, the Company Member appoints the Company as its attorney. Where the notice of meeting permits electronic lodgement, an appointment lodged as specified in the notice is taken to have been received and validated.

(d) A vote exercised under a proxy appointment, power of attorney or other instrument of appointment is valid despite the previous death or unsoundness of mind of the principal, or the revocation of the appointment, unless written notice of the death, unsoundness of mind or revocation has been received by the Company at its registered office at least 48 hours before the meeting. A proxy appointment or power of attorney is not revoked by the principal attending and taking part in the meeting unless the principal actually votes.

The Board of Directors

27 Nominations Committee

(a) The Board must establish and maintain a Nominations Committee comprising between three and five members, including one Board member, one member of the Membership Council and up to three other members with governance expertise. A member of the Nominations Committee who is a candidate (whether as a prospective Director or member of the Membership Council) under assessment must not participate in that assessment.

(b) The Nominations Committee is responsible for:

(i) developing and maintaining the Board Skills and Diversity Matrix (as approved by the Board from time to time);

(ii) assessing all candidates for appointment to the Board against the Board Skills and Diversity Matrix prior to nomination being accepted;

(iii) advising the Board and the Membership Council on the suitability of candidates before appointments are made;

(iv) making a formal written recommendation in respect of each appointment; and

(v) undertaking periodic reviews of Board composition and succession planning.

(c) The Nominations Committee must report to the Membership Council after each Board appointment process.

28 Number and Composition of Directors

(a) All Directors must be natural persons. The Board consists of up to nine Directors, comprising up to three general League Member Directors, the President, the Vice President and up to four Independent Directors who are not required to be League Members.

(b) At all times there must be a majority of League Member Directors present throughout a meeting for there to be a valid quorum for a Board meeting under rule 36(a). For the avoidance of doubt, the President and Vice President are included within the majority of League Member Director requirement set out in this rule.

29 Appointment and Removal of Directors

(a) The Company Members in general meeting may by resolution: appoint any eligible person as a Director, provided the number of Directors does not exceed nine and the composition in rule 28 is maintained); and remove any Director from office (in accordance with the Corporations Act).

(b) The Board must make a recommendation to the Company Members in relation to any Director appointments (and after the Board has the advice of the Nominations Committee). If the Board makes a recommendation of appointment (or not) which differs from the advice to the Board by the Nominations Committee, both the reasons for the Board recommendation and the advice to the Board by the Nominations Committee, must be provided to the Company Members for consideration.

(c) The League Member Directors other than the President and Vice President are appointed by the Company Members in general meeting from among the League Members and after considering the advice of the Nominations Committee and the Board.

(d) The four additional Directors are appointed by the Company Members in general meeting after considering the advice of the Nominations Committee and the Board.

(e) The Company Members hold the power to appoint and remove Directors. A Director (including the President and Vice President) may be removed in accordance with the Corporations Act.

(f) The Board may appoint a person as a Director to fill a casual vacancy or as an addition to the Board, provided the number of Directors does not exceed nine and a majority of the Board remains League Member Directors. A Director so appointed holds office only until the end of the next Annual General Meeting and is then eligible for election by the Company Members at that meeting.

30 Eligibility Requirements for Directors

(a) To accept and continue to hold office as a Director, a person must:

(i) be of at least 18 years of age;

(ii) have been assessed by the Nominations Committee against the Board Skills and Diversity Matrix as suitable for Company Member consideration;

(iii) within six months of being elected (or as soon as reasonably practicable thereafter), successfully complete a governance training course or a governance training refresher course as the Board considers appropriate and as prescribed by the Board;

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

(v) have a valid Director Identification Number.

(b) To accept and continue to hold office as a Director, a person must not:

(i) be an employee of a Sub-Branch;

(ii) be an employee of the Company or a related body corporate (as defined in the Corporations Act);

(iii) subject to rule 30(c), have previously held office as a Director for a continuous period of more than nine years after the first date of election as a Director;

(iv) have been expelled as a League Member;

(v) at any time have been removed from holding any office within:

(I) the Company or a Sub-Branch;

(II) any RSL in any other state; or

(III) RSL Australia; or

(vi) become of unsound mind or a person who is, or whose estate is, liable to be dealt with under the law relating to mental health;

(vii) have been disqualified from managing corporations under the Corporations Act;

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

(ix) have been disqualified by any means from managing a corporation under the Corporations Act, suspended, removed or disqualified as a responsible person under the ACNC Act or fined, convicted or found not to be a fit and proper person under any applicable charitable fundraising legislation which may be in force from time to time.

(c) A Director who has previously held office as a Director for a cumulative period of nine years or more (either continuously or in separate periods) after their first date of election, is eligible, notwithstanding rule 30(b)(iii), to stand and be elected if a continuous period of at least five years has lapsed from the date they last ceased to hold office.

(d) An Independent Director must not be or have been within the five years preceding appointment, an employee or contractor of the Company or a related body corporate (as defined in the Corporations Act) or of a Sub-Branch and must possess skills and experience consistent with the Board Skills and Diversity Matrix.

31 Maximum Term and Rotation

(a) Each Director (including the President and Vice President) is appointed for a term of three years and is eligible for re-appointment or re-election for a maximum of three terms (nine years in aggregate), subject to rule 30(c).

(b) Following a Director serving three years, that Director retires and is eligible for re-appointment at the Annual General Meeting that year, without needing to give prior notice, for a further three-year term subject to the maximum in rule 31(a). For the purposes of this rule the period of a year or years shall, where necessary, include the period up to and including the end of the Annual General Meeting which is most proximate in time to the anniversary of the election or appointment to the position in question.

(c) At the Annual General Meeting in each year every Director who has served a full term in office, must retire.

(d) A retiring Director will be eligible for re-election without needing to give any prior notice of an intention to submit for re-election and will hold office as a Director (subject to re-election) until the end of the meeting at which the Director retires.

32 Vacation of Office of Director

In addition to the circumstances under the Corporations Act, the ACNC Act and rule 30, the office of a Director becomes vacant if the Director:

(a) becomes of unsound mind or a person whose estate is liable to be dealt with under the law relating to mental health;

(b) resigns by notice in writing to the Company;

(c) retires or for any other reason no longer fulfils the eligibility requirements in rule 30;

(d) is absent without the consent of the Board from three consecutive meetings of the Board;

(e) dies; or

(f) has their Director Identification Number cancelled or revoked.

33 Remuneration of Directors

(a) The President and the Vice President are entitled to be paid a fee approved by the Company Members for their services as a Director in accordance with the ACNC Governance Standards provided that such fee is less than $20,000 each year for each position.

(b) Directors are entitled to be reimbursed for travelling and other expenses properly incurred in attending meetings of the Board or its committees or general meetings, or otherwise in connection with the business of the Company, where approved by the Board. Subject to the Corporations Act, a Director may be engaged by the Company in another capacity (other than as auditor) on terms determined by the Board.

CEO and Powers of the Board

34 Appointment and Removal of Chief Executive Officer

The Board may appoint a person as Chief Executive Officer for the period and on the terms, it determines and may at any time revoke that appointment with or without cause, subject to the terms of any agreement.

35 Powers of the Board and Chief Executive Officer

(a) The Board is responsible for the strategic leadership of the Company and manages its business and may exercise all powers of the Company that are not, by law or this Constitution, required to be exercised by the Company in general meeting. The Board must not exercise any power set out in Schedule 1 unless a resolution approving its exercise has been passed by the Company Members in general meeting.

(b) The Board is responsible for directing the activities and strategic direction of the Company; setting and approving the strategic plan and annual budget; appointing, supervising and (where necessary) removing the Chief Executive Officer; overseeing financial management; ensuring compliance with all relevant laws, regulations and this Constitution; and reporting to the Membership Council on strategy, performance and financial performance.

(c) The Board may delegate to the Chief Executive Officer or any other senior executives of the Company, any of its powers on the terms and with the restrictions it determines, and may withdraw, suspend or vary those powers. The Chief Executive Officer reports to, and is responsible to, the Board for any delegated powers.

(d) The Board may make, amend and repeal from time to time any Governing Documents in respect of matters not dealt with in this Constitution, provided that each Governing Document is consistent with the National Constitution, the National By-Laws, this Constitution and any applicable laws, which in the opinion of the Board are necessary or desirable for the proper control, administration and management of the Company's, Sub-Branch's or a Sub-Branch or Unattached List League Member's, operations, finances, affairs, interests, effects, property, duties, obligations and responsibilities after consultation (in accordance with Schedule 2) with the Sub-Branches concerned where there is a proposed change to a constitution or rules of a Sub-Branch (currently in By-Law 10A, By-law 10B and By-Law 10C).

Proceedings of the Board

36 Proceedings of the Board

(a) The Board may meet for the dispatch of business and regulate its meetings as it determines but must meet not fewer than six times in each calendar year. The quorum for a Board meeting is a majority of the Directors then holding office, present throughout the meeting, which must always comprise a majority of League Member Directors.

(b) A Director may at any time, and the Secretary on the request of a Director must, convene a meeting of the Board. Reasonable notice of the place, date and time of every Board meeting must be given to every Director by any means determined by the Board.

(c) Directors may participate in Board meetings by video, telephone or other technology that permits each Director to communicate with every other Director; and participating Directors are taken to be present. Each Director consents to the use of such technologies by consenting to be a Director.

37 Chair of the Board

(a) The Board has the discretion to appoint from among its Directors a Chair of the Board, who may be the President.

(b) If a Chair has not been appointed, or the Chair is not present within 15 minutes after the appointed time for a meeting or is unwilling or unable to act as the chairperson, the Directors present may elect one of their number to chair the meeting.

38 Directors' Voting Rights and Exercise of Powers

(a) A meeting of the Board of which notice has been given to all Directors and at which a quorum is present is competent to exercise the authorities, powers and discretions vested in the Board. Questions arising at a Board meeting are decided by a majority of votes of Directors present and voting; each Director has one vote. In the case of an equality of votes, the Chair does not have a casting vote, and the issue is determined in the negative.

(b) A Director who has a material personal interest in a matter being considered by the Board must declare the nature and extent of that interest as soon as practicable, must not vote on or participate in the consideration of the matter, and must absent themselves while the matter is considered, unless the Board (in accordance with the Corporations Act and the ACNC Act) determines otherwise.

39 Committees and Written Resolutions

(a) The Board must establish and maintain a Nominations Committee (pursuant to rule 27) and may establish such other committees as it determines.

(b) All committees must consist of a minimum of two Directors.

(c) The Board may delegate any of its powers to committees and may revoke that delegation; a committee delegate may not sub-delegate.

(d) The Board may pass a resolution without a Board meeting (a Circular Resolution, as defined in the Corporations Act) if all Directors entitled to vote assent to a document containing a statement that they are in favour of the resolution. A Director may signify assent by signing or by notifying the Secretary by any technology, including email; the resolution is passed when the last of the Directors constituting the required number has assented.

40 Defects, Alternates and Minutes

(a) All acts of any meeting of the Board or of a Committee, or by any person acting as a Director, are valid despite any defect afterwards discovered in the appointment or qualification of any Director. If the number of Directors falls below the minimum fixed by this Constitution, the continuing Directors may act only in an emergency, or otherwise to increase the number of Directors to that minimum or to call a general meeting.

(b) The Board must keep minute books recording, within one month, the proceedings and resolutions of general meetings and Board meetings (including Committee meetings) and resolutions passed without a meeting. Minutes must be signed by the Chair within a reasonable time and record the names of Directors present, the technology used for any meeting held by technology, and all other matters required by the Corporations Act or this Constitution.

Secretaries and Other Officers

41 Secretary and Other Officers

(a) The officers of the Company are the President and the Vice President. The President represents the Company in public and ceremonial functions and is the Company's primary public spokesperson. In the absence of the President, the Vice President (or, in the absence of both, a Director elected by the Board) performs the functions of the President.

(b) The Board must appoint a Secretary, who must be a natural person and must consent to the appointment. The Secretary holds office on the terms the Board decides, and the Board may at any time terminate the appointment. The Secretary is responsible for maintaining the registers required under the Corporations Act and this Constitution, keeping minutes, lodging documents with ASIC, the ACNC and other regulators, giving notices, and ensuring the custody of the Company's records (which must be retained for at least seven years from the date created).

42 Negotiable Instruments

All cheques, promissory notes, drafts, bills of exchange, other negotiable instruments and receipts for money paid to the Company must be signed, drawn, accepted, endorsed or otherwise executed in the manner determined by the Board from time to time and, failing determination, by any two Directors or by a Director and the Secretary.

Service of Documents

43 Service of Documents

(a) In this rule, a reference to a document includes a notice. A document may be given by the Company to any Company Member by serving it personally, sending it by post to the Company Member's registered address, sending it to a nominated electronic address or by other nominated electronic means, or notifying the Company Member by electronic means that the document is available for access.

(b) A document sent by post is conclusively considered served six Business Days after posting (or 10 Business Days if posted overseas); a document served personally or left at the Company Member's address when delivered; and a document sent by email

or other electronic means when the transmission is sent. A Company Member who has not provided an address or electronic address for the register is not entitled to receive documents.

Sub-Branches and Annual Congress

44 Sub-Branches

(a) The Company may establish Sub-Branches in Victoria by granting a Charter on such terms and conditions as the Board shall from time to time determine and it shall be a prerequisite for a Charter being granted to a new Sub-Branch that the new Sub-Branch agrees in writing that the Charter granted to it shall be subject to the Sub-Branch complying with and observing the National Constitution, the National By-Laws, this Constitution, the Governing Documents and the Branch By-Laws and the powers of revocation therein contained.

(b) All Sub-Branches holding a Charter as at the Transfer of Registration will continue to hold that Charter and to be a Sub-Branch in accordance with their existing Charter and the terms and conditions attached to that Charter as amended from time to time in accordance with this Constitution. By continuing to operate under its Charter on and from the Transfer of Registration, a Sub-Branch agrees to be bound by the National Constitution, the National By-Laws, this Constitution, the Governing Documents and the Branch By-Laws and the powers of revocation therein contained.

(c) A Charter may only be granted by the Board.

(d) The Board may set out in the Governing Documents and the Branch By-Laws the criteria and process for granting, maintaining, suspending and revoking a Charter, consistent with the National By-Laws.

(e) The Board may fix or impose a fee on a Sub-Branch or a League Member of a Sub-Branch or Unattached List after consultation (in accordance with Schedule 2 and the Governing Documents) with the parties concerned provided that a fee setting mechanism has been documented in the Governing Documents.

(f) Each Sub-Branch is governed by a Sub-Branch committee (comprising the roles set out in the Governing Documents and the Branch By-Laws).

(g) To allow the Company to fulfil its Charitable Purpose and obligations, a Sub-Branch must give the Company:

(i) its completed, certified and (where required by law) audited accounts by 30 April each year; and

(ii) any information requested relating to the Sub-Branch within a reasonable time.

45 Licensed Sub-Branches, Women's Council and Women's Auxiliaries

(a) A Sub-Branch that is separately incorporated and holds a gaming or liquor licence must comply with all applicable gaming and liquor licensing laws; maintain a governance structure consistent with this Constitution, the Governing Documents and the Branch By-Laws.

(b) The Company may establish and recognise a Women's Council and Women's Auxiliaries in accordance with the Governing Documents and the Branch By-Laws.

46 Powers of the Board and Sub-Branches

Without limiting rule 8, 10, 35, 44 or Schedule 1, the Board has power to regulate Sub-Branches in accordance with the Governing Documents and the Branch By-Laws.

47 Annual Congress

(a) The Company must hold an Annual Congress once in every calendar year at a time and place determined by the Board, at which all Sub-Branches are invited to attend. Subject to the National By-Laws, the business of the Annual Congress shall be determined by the Board and may include reports on the Company's activities and financial performance, and the results of the election of the President, the Vice President, members of the Membership Council (if due in that year). Decisions of the Annual Congress are not binding on the Board unless they fall within the reserved powers of the Company Members under this Constitution.

(b) The procedure for convening the Annual Congress is set out in the Governing Documents and the Branch By-Laws.

Dispute Resolution and Discipline

48 Dispute Resolution and Discipline

(a) Any dispute or grievance between League Members, or between a League Member and the Company (including Sub-Branches), should first be resolved by informal discussion. If unsuccessful, either party may refer the matter to the relevant Sub-Branch President (if the dispute is between League Members not involving a Sub-Branch officer) or, if the dispute is between Sub-Branch officers or involves a Sub-Branch officer and a League Member, to the Board, or if one of the parties to the dispute is the Company, then a further meeting between the parties to seek to resolve the dispute or grievance in good faith, failing which the parties agree to submit to mediation by an independent mediator appointed by RSL Australia.

(b) The Board may investigate and determine whether a League Member or Sub-Branch has engaged in conduct unbecoming, conduct prejudicial to the interests or reputation of the Company or a Sub-Branch, a breach of this Constitution, the Governing Documents or Branch By-Laws, or an offence involving dishonesty or misconduct. A League Member or Sub-Branch subject to a disciplinary investigation is entitled to written notice of the allegations, a reasonable opportunity to respond, and to be heard before any disciplinary action is taken.

(c) The Board shall establish a State Branch Tribunal to hear and determine the following matters:

(i) appeals from Sub-Branch disciplinary and administrative decisions;

(ii) disputes or disciplinary matters referred to it by the Board;

(iii) appeals or hearings in relation to eligibility for memberships, transfers of membership, as set out in the National By-Laws;

(iv) serious misconduct matters involving officers; and

(v) other such matters referred to it by the Board to deal with complaints, disputes and grievances from individuals arising within the jurisdiction of the Company.

(d) The State Branch Tribunal must consist of not fewer than five Service Members or Life Members.

Winding Up or Revocation of Endorsement

49 Winding Up or Revocation of Endorsement

(a) On the earlier of the winding up or dissolution of the Company and, if the Company is endorsed as a Deductible Gift Recipient, the revocation of that endorsement, any property remaining after satisfaction of all debts and liabilities (the surplus) — including any gifts of money or property, any deductible contributions, and any money received because of such gifts and contributions — must not be paid to or distributed among the Company Members but must be given or transferred in accordance with rule 49(b).

(b) Any surplus must be given or transferred to RSL Australia, (or its successor) in accordance with the National Constitution and the National By-Laws and must not be paid to or distributed among the Company Members. If, at the relevant time, the Company is endorsed as a Deductible Gift Recipient, the surplus (or the relevant part of it attributable to deductible contributions in accordance with subsection 30-125(6) of the Tax Act) must instead be transferred consistently with the requirements of Division 30 of the Tax Act applicable to that endorsement: to RSL Australia, if RSL Australia is then endorsed as a Deductible Gift Recipient with purposes similar to the Charitable Purpose; failing that, to another entity endorsed as a Deductible Gift Recipient with purposes similar to the Charitable Purpose; or failing that, to be applied at the direction of the Commonwealth consistent with the forgoing. For the avoidance of doubt, nothing in this rule 49 prevents the Company, before the surplus is determined under paragraph (a), from paying or repaying a Company Member for a debt or liability for out-of-pocket expenses, money lent, reasonable and proper charges for goods hired by the Company from the Company Member, or reasonable and proper rent for premises let by the Company Member to the Company; any such payment is a liability satisfied in the ordinary course before the surplus is determined and is not a distribution of the surplus to a Company Member.

(c) Where it furthers the Charitable Purpose to amalgamate with one or more other charitable organisations having similar objects, the other organisation must have rules prohibiting the distribution of its income and property to its members.

Indemnity

50 Indemnity of Officers, Insurance and Access

(a) The Company indemnifies each officer of the Company (and, if the Board considers it appropriate, any officer of a wholly-owned subsidiary) and any Committee member (excluding any Sub-Branch committee members) out of the assets of the Company, to the relevant extent, against any liability incurred by the officer or Board member in or arising out of the conduct of the business of the Company or the discharge of the duties of the officer or Board member. This rule does not apply to the extent that a liability has resulted from conduct of the officer or Board member involving a lack of good faith.

(b) Where the Board considers it appropriate, the Company may execute a documentary indemnity in favour of any officer or Board member, pay premiums for insurance on behalf of an officer or Board member against liabilities incurred in that capacity (except to the extent prohibited by the Corporations Act or the ACNC Act), and give a former

officer or Director or Board member access to Board papers, and may bind itself by contract or deed to do so.

(c) To receive the benefit of this rule, an officer or Board member must give the Company prompt written notice of any relevant claim, take reasonable action the Company requests to dispute or defend the claim, make no admission of liability or settlement without the Company's consent, allow the Company or its insurers to assume the conduct of the claim, and notify any other person who may be liable to indemnify the officer. In this rule, officer, Board member, duties of the officer, duties of the Board member to the relevant extent, liability and claim have the meanings given in the base indemnity provisions, adapted to the Company.

Transitional Provisions

51 Transitional Provisions

(a) **Transfer of registration**

(i) This Constitution has effect on and from the date that the Company is registered by ASIC as a public company limited by guarantee under Part 5B.1 of the Corporations Act (**Transfer of Registration**).

(ii) This rule 51 applies notwithstanding any inconsistent or other provision to the contrary in this Constitution, the Governing Documents or the Branch By-Laws.

(b) **Initial Members**

The Initial Members at the date on which the Transfer of Registration took effect, their effective dates of appointment and their applicable transitional terms are as follows:

Initial Member name	**Date of appointment**	**Automatic retirement date**
Mark Schröffel (President)	Transfer of Registration.	2028 Annual Congress
Lynn Mizen (Vice President)	Transfer of Registration	2029 Annual Congress
Des Callaghan (Country member)	Transfer of Registration.	2027 Annual Congress
Peter Swandale (Country member)	Transfer of Registration.	2027 Annual Congress
Pelagia Markogiannakis (Metro member)	Transfer of Registration.	2027 Annual Congress
Jason Cooke (Metro member)	Transfer of Registration.	2027 Annual Congress

Eamon Hale (Metro member)	Transfer of Registration.	2027 Annual Congress

(c) **Initial Directors**

The Initial Directors at the date on which the Transfer of Registration took effect, their effective dates of appointment and their eligibility for retirement/re-election (e.g. staggered initial terms with specifically provided retirement dates), are as follows:

Initial Member name	**Date of appointment**	**Automatic retirement date**
Mark Schröffel (President)	Transfer of Registration.	2028 AGM
Lynn Mizen (Vice President)	Transfer of Registration.	2029 AGM
Timothy Holden	Transfer of Registration.	2028 AGM
Rob Loader	Transfer of Registration.	2029 AGM

(d) **Initial Company Secretary and Public Officer**

(i) The initial Company Secretary at the date on which the Transfer of Registration took effect is Ronny Liew.

(ii) The initial 'Public Officer' at the date on which the Transfer of Registration took effect is Timothy Holden.

(e) **Current Branch By-Laws**

The Branch By-Laws continue to remain in force and effect until such time as Governing Documents replacing specific Branch By-Laws have been approved by the Board, including those set out in Schedule 4 which apply and are binding, mutatis mutandis, on Sub-Branches. The Branch By-Laws (including those set out in Schedule 4) will be interpreted and construed in accordance with this Constitution so as not to be invalid or unenforceable on Sub-Branches. If a particular provision of a Branch By-Law is, on its true interpretation or construction, invalid or unenforceable, then:

(i) that provision will be read down to the extent that it may be necessary to ensure that it is not invalid or unenforceable in the circumstances to give it a valid operation; or

(ii) if the provision or part of it cannot effectively be read down, that provision will be deemed to be severable and the remaining provisions of the Branch By-Law will not in any way be affected or impaired and will continue regardless of that invalidity or unenforceability.

Governance

52 Amendment

This Constitution may only be amended by Special Resolution of the Company Members in general meeting, passed by at least 75% of votes cast. Notice of a proposed amendment must be given to all members of the Membership Council at least 28 days before the general meeting. The Board must notify the ACNC of any amendment within 28 days of it taking effect, as required by the ACNC Act.

Schedule 1 — Powers to be Exercised by Company Members in General Meeting

The Company Members must exercise each of the following powers through a general meeting held as and when required and in accordance with this Constitution:

1. Approving or rejecting amendments to this Constitution by Special Resolution.
2. Appointing and removing Directors, after receiving a recommendation from the Board and the advice of the Nominations Committee and subject to the Corporations Act.
3. Receiving and considering the financial statements, Directors' report and auditor's report.
4. Appointing and removing the Company's auditor in accordance with the Corporations Act.
5. Approving the payment of fees to Directors as remuneration for their services as Directors.
6. Determining the recipient entity on a winding up or revocation of DGR endorsement under rule 48.
7. On recommendation by the Board, any decision to establish a company, trust, partnership or joint venture; to materially alter the scale or nature of the Company's operations; to provide a loan, guarantee or other financial accommodation; or to create or permit an encumbrance over the Company's assets, except in the ordinary course of business and in accordance with the Company's strategic plan.
8. On recommendation by the Board, acquiring or disposing of Company assets other than in the ordinary course of business.

Schedule 2 — Membership

1. Company Member

Only the Company Members are members of the Company.

2. Service Member

(a) A Service Member is an individual who is eligible for service membership under the National Constitution and National By-Laws and has been accepted as a member of a Sub-Branch or the Unattached List.

(b) An application to be admitted as a Service Member of the League must comply with the National Constitution and National By-Laws.

(c) A person, who applies to be a Service Member of a Sub-Branch, must lodge the application with the secretary of the Sub-Branch. A person, who applies to be a Service Member as an Unattached List member must lodge the application with the Secretary of the Company. An application for membership as a Service Member must include evidence of eligible service.

(d) If the Board or the Sub-Branch (as applicable) resolves that a person is eligible under the National Constitution and National By-Laws to be admitted as a Service Member of the League, the person must be admitted within sixty days of the date the application was lodged.

(e) If a Sub-Branch resolves that a person applying to be admitted as a Service Member of the League is not eligible under the National Constitution and National By-Laws to be admitted, the secretary of the Sub-Branch must, within fourteen days from the date of the resolution, forward the application, supporting documentation, any annual subscription and reasons for the resolution to the Company and the application is to be dealt with by the Board.

(f) If the Board resolves that the person applying to be admitted as a Service Member of the League is eligible under the National Constitution and National By-Laws to be admitted, the Company must direct the Sub-Branch to admit the person and the Sub-Branch must admit that person.

(g) If the Board resolves that the person applying to be admitted as a Service Member of the League is not eligible under the National Constitution and National By-Laws to be admitted, the Company must:

  (i) reject the application; and

  (ii) within fourteen days of the date of the rejection, advise the person of the decision, the reasons for the decision and their right of appeal to the State Branch Tribunal.

3. Life Member

(a) Life Membership may be conferred on a Service Member in accordance with National By-Law 2. A Life Member is not required to pay an annual subscription.

(b) The Board may propose to RSL Australia, that a Service Member who is eligible be admitted as a Life Member of the League.

(c) A Sub-Branch may make a written recommendation to the Board that the Board propose to RSL Australia that a Service Member be admitted as a Life Member.

(d) A recommendation made by a Sub- Branch must be supported by reasons including evidence of eligibility.

(e) If a Service Member, proposed for membership as a Life Member, is also a member of that Sub- Branch, then that Sub-Branch shall pay to the Company such fees as the Board determines from time to time.

4. Honorary Member

(a) Honorary Membership may be conferred on a person in accordance with National By-Law 2. An Honorary Member is not required to pay an annual subscription.

(b) The Board may propose to RSL Australia, that a person who is eligible be admitted as an Honorary Member of the League.

5. Honorary Life Member

(a) Honorary Life Membership may be conferred on a person in accordance with National By-Law 2. An Honorary Life Member is not required to pay an annual subscription.

(b) The Board may propose to RSL Australia, that a person who is eligible be admitted as an Honorary Life Member of the League.

6. Affiliate Member

(a) All Sub-Branches are bound to adopt, and to accept, Affiliate Members.

(b) Affiliate Members shall carry out and further the Charitable Purpose of the Company and the objects of the League in the same manner as a Service Member.

(c) Affiliate Members shall have a separate badge to the League and shall be in such form as determined by RSL Australia, or if there is no determination then by the Company. Each Affiliate Member shall, on payment of the first annual subscription, be issued with a badge.

(d) No person who is eligible to be a Service Member shall be admitted as an Affiliate Member.

(e) The eligible persons who may be Affiliate Members are those who comply with the following:

(i) a person who is not eligible to be a Service Member; and

(ii) be of at least 18 years of age; and

(iii) has signed an Affiliate Member application form, as prescribed by the Company, which expressly requires the person to agree to be bound by the National Constitution, the National By-Laws and any Governing Documents,

and is also:

(iv) a person who is any relative of a person (living or deceased) who is or was eligible to be a Service Member (for the purposes of this rule, a relative of a Service Member shall be any blood relative, step-relative or in-law of the person who is or was eligible to be a Service Member, as the case may be); or

(v) a person who has been awarded either, a “National Certificate of Merit” by RSL Australia or a “State Certificate of Appreciation” by the Company, for giving valuable service to the League; or

(vi) or a person who is, or has been, a member, for at least 6 months, of one of the following:

(I) a State or Federal Police Force;

(II) an Ambulance Service or Brigade;

(III) a Fire Brigade or Fire Authority;

(IV) a State Emergency Service;

(V) a Bronze Medallion member of a Surf Life Saving Club;

(VI) a Corrections/Prisons Officer;

(VII) a member of the Commonwealth or allied Merchant Navy.

(f) A person, who applies to be an Affiliate Member of a Sub-Branch, must lodge the application with the secretary of the Sub-Branch. Such application shall be on the prescribed form, and must be nominated by a Service Member, Life Member or Affiliate Member of the Sub-Branch and seconded by a Service Member, Life Member or Affiliate Member of the Sub-Branch. The name of the person applying to be an Affiliate Member must be displayed in a conspicuous place in the Sub-Branch premises for at least two weeks before consideration of the application at a meeting of the Sub-Branch committee.

(g) A person, who applies to be an Affiliate Member as an Unattached List member must lodge the application with the Secretary of the Company. Such application shall be on the prescribed form, and must be nominated by a Service Member, Life Member or Affiliate Member of a Sub-Branch or on the Unattached List and seconded by a Service Member, Life Member or Affiliate Member of a Sub-Branch or on the Unattached List.

7. Associate Members

(a) A Service Member, Life Member or Affiliate Member, who is a member of a Sub-Branch shall not be eligible to be a member of another Sub-Branch but may apply to be admitted as an Associate Member of another Sub-Branch. Such an application shall be lodged with the secretary of that other Sub-Branch and if the Sub-Branch accepts their application, and they are admitted, they shall be known as an Associate Member of that other Sub-Branch.

(b) An Associate Member of a Sub-Branch may only remain an Associate Member if they continue to be a Service Member, Life Member or Affiliate Member of their original Sub-Branch.

(c) A Service Member, Life Member or Affiliate Member, who is also an Associate Member, shall only be entitled to hold office, vote and speak, on any matter, at a meeting of not more than one Sub-Branch, and at time of application to become an Associate Member must declare which Sub-Branch they wish to hold office, vote and speak at. Such a Service Member, Life Member or Affiliate Member shall elect in writing the Sub-Branch in which they wish to be eligible to hold office, vote and speak and shall notify all Sub-Branches of which they are a member and Associate Member with a copy to be lodged with the Secretary. Until the Service Member, Life Member or Affiliate Member has complied with the preceding, they shall only be entitled to hold office, vote and speak at the Sub-Branch of which they are a Service Member, Life Member or Affiliate Member and such election shall not be able to be revoked during the membership year in which it is made.

(d) The annual subscription payable by an Associate Member of that other Sub-Branch shall be the annual subscription payable by a Service Member or Affiliate Member, of that Sub-Branch.

(e) A Sub-Branch may at any time revoke the membership of an Affiliate Member and upon such revocation being made such person shall cease to be an Associate Member of that Sub-Branch.

8. Other Members

The Board may determine any other class of member.

Community Members

(a) A person is eligible to be a Community Member of a Sub-Branch if they:

(i) are not eligible to be a Service Member; and

(ii) be of at least 18 years of age; and

(iii) are approved at a meeting of the Sub-Branch committee; and

(iv) have paid the annual subscription as is determined from time to time by the Board; and

(v) provide their name and address to be entered in a book kept for that purpose and such entry shall be made by the secretary of the Sub-Branch at the time at which the person is so elected or as soon as practicable thereafter; and

(vi) are elected for a period of not more than twelve months.

(b) A Sub-Branch may at any time revoke the membership of a Community Member and upon such revocation being made such person shall cease to be a Community Member of that Sub-Branch. When the membership of a Community Member is revoked the secretary of the Sub-Branch shall record such revocation in a book kept for that purpose and shall advise such revocation in writing to the person whose membership has been revoked.

(c) A Community Member is not entitled to vote in respect of any matter.

(d) A Community Member is not entitled to be elected as a member of the Sub-Branch committee or to any other position in the Sub-Branch.

Social Members

(a) A person is eligible to be a Social Member of the Sub-Branch if they:

(i) are not eligible to be a Service Member; and

(ii) be of at least 18 years of age; and

(iii) are approved at a meeting of the Sub-Branch committee; and

(iv) has paid the annual subscription as is determined from time to time by the Board; and

(v) provide their name and address to be entered in a book kept for that purpose and such entry shall be made by the secretary of the Sub-Branch at the time at which the person is so elected or as soon as practicable thereafter.

(b) A Social Member may be a member of the Sub-Branch committee provided a Social Member of a Sub-Branch may not be elected to any executive committee position (that is, president, vice president/s, secretary and/or treasurer) on a Sub-Branch. Social Members may not hold more than one position on the Sub-Branch committee.

A social member on the Sub-Branch committee may only vote on matters relating to the operation of Sub-Branch facilities available to Social Members of the Sub-Branch.

9. Annual Subscription

The Board prescribes the annual subscription for each class of membership of a League Member. A League Member whose subscription is unpaid after three months is not a financial member. A League Member who has been unfinancial for at least 12 months may be removed from the register of League Members by the Board without written notice. Such register of League Members will be maintained by the Board and be available to a Sub-Branch on written request.

10. Sub-Branch delegate and voting entitlements

(a) The tables below set out, by reference to the number of financial Service Members, Life Members and Affiliate Members of a Sub-Branch:

(i) the number of delegates a Sub-Branch is entitled to appoint to the Annual Congress under rule 47; and

(ii) the number of votes a Sub-Branch is entitled to cast in the election of members of the Membership Council (including the President and the Vice President) under rule 10.

(b) For the purposes of the voting entitlement table, a reference to a financial Service Member or Life Member does not include an Honorary Member, an Honorary Life Member or an Affiliate Member.

(c) Voting entitlement table:

Financial Service Members and Life Members of the Sub-Branch	**Votes in Membership Council election**
1 to 169	1 vote
170 to 339	2 votes
340 to 509	3 votes
510 to 679	4 votes
680 to 849	5 votes
850 to 1019	6 votes
1020 to 1189	7 votes
1190 and above	8 votes

(d) For the purposes of the delegate entitlement table, a reference to a financial Service Member and Life Member and Affiliate Member does not include an Honorary Member or an Honorary Life Member.

(e) Delegate entitlement table:

Financial Service Members, Life Members and Affiliate Members of a Sub-Branch	Delegates to Annual Congress
1 to 80	1 delegate
81 to 200	2 delegates
201 to 400	3 delegates
401 and above	4 delegates

11. Required Consultation

(a) The Membership Council shall ensure that the Board has engaged in a formal consultation process to ensure support amongst affected Sub-Branches before implementing any material change to a fee-setting mechanism or any material change to a constitution or rules of a Sub-Branch.

(b) Before implementing a new or amending an existing fee, levy, subscription arrangement or fee-setting mechanism or implementing a new or amending an existing constitution or rules of a Sub-Branch, the Membership Council must ensure the Board has:

(i) consulted in good faith with affected Sub-Branches and stakeholders;

(ii) considered the financial impact on members and Sub-Branches;

(iii) regard to the sustainability of both RSL Victoria and Sub-Branches;

(iv) ensured the proposed mechanism is transparent and publicly communicated; and

(v) demonstrated that stakeholder feedback has been considered before a final decision is made.

Schedule 3 — Elections

1. Application

This Schedule applies to the election of all members of the Membership Council, being the President, the Vice President and the up to seven other members of the Membership Council, each of whom is elected by the Sub-Branches in accordance with rule 10.

2. Eligibility of candidates

A candidate for election as a member of the Membership Council must:

(a) be a financial Service Member or Life Member for at least four continuous years;

(b) have been a member of a Sub-Branch, or of the Unattached List, for at least two continuous years;

(c) not have served as a member of the Membership Council for more than three terms of three years each, whether served consecutively or not;

(d) be nominated by a general meeting of a Sub-Branch in accordance with rule 10(g); and

(e) in the case of a candidate for President or Vice-President, satisfy the eligibility requirements for Directors in rule 30 and have been assessed as a suitable candidate by the Nominations Committee against the Board Skills and Diversity Matrix.

3. Election timetable

Step	Time	Rule
Nominations lodged with the Returning Officer	No later than 49 days before the Annual Congress	10(g)(iii)
Electronic or paper Ballots and Nominee Information sent to Sub-Branch secretaries	At least 42 days before the Annual Congress	10(k)
Sub-Branch ordinary general meeting to determine and complete electronic or paper ballots	Within the 21 days immediately preceding the Annual Congress	10(m)
Electronic or sealed paper ballots papers received by the Returning Officer	At least two days before the Annual Congress	10(o)
Results reported and declared	At the Annual Congress	10(q)

4. Voting entitlements

The number of votes each Sub-Branch is entitled to cast is determined under the voting entitlement table in Schedule 2.

5. Voting direction

The vote of each Sub-Branch shall be cast according to a resolution of the members of the Sub-Branch determined at an ordinary general meeting, convened under the Governing Documents and the Branch By-Laws.

6. Conduct of the ballot

The Board may be set out in the Governing Documents and the Branch By-Laws the process for the conduct of elections, consistent with rule 10 and this Schedule.

Schedule 4 — Branch By-Law Cipher

The following Branch By-Laws will remain in force as Governing Documents (modified as required) until repealed or replaced by the Board:

- The state branch rules (Version 4.0)
- By-Law 1
- By-Law 2
- By-Law 3
- By-Law 4
- By-Law 5
- By-Law 6
- By-Law 7
- By-Law 8
- By-Law 9
- By-Law 10A
- By-Law 10B
- By-Law 10C
- By-Law 11
- By-Law 12
- By-Law 13
- By-Law 14
- By-Law 15
- By-Law 16
- By-Law 17
- By-Law 18
- By-Law 19
- By-Law 20
- By-Law 21
- By-Law 22
- By-Law 23

— END OF CONSTITUTION —