

The Returned & Services League of Australia  
**WA Branch Incorporated**

ABN 59 263 172 184

# Constitution Rules



*Rewritten January 2018  
Amended 7 February 2019*

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1.	July 2002	<b>Rewrite</b>
2.	July 2003	<b>Rewrite</b>
3.	February 2005	<b>Rewrite</b>
4.	July 2006	<b>Rule 3.2 k.</b> Financial Year
5.	July 2006	<b>Rule 21.12 c.</b> Auditor
6.	July 2006	<b>Rule 31.19</b> Annual Report, Statement of Income, Expenditure and Balance Sheet
7.	July 2006	<b>47.6 - ANZAC Club</b>
8.	July 2007	<b>Rule 47 - ANZAC Club</b> <b>Rule 36 j</b> - Powers of the State Executive
9.	March 2010	<b>Rule 27</b> - Sub Branches <b>Rule 27.11</b> - Incorporated Sub Branches
10.	November 2011	<b>Rule 4</b> – Objects <b>Rule 5</b> - Powers of the Branch <b>Rule 25</b> – RACA (delete all detail)
11.	February 2012	<b>Rule 9.1 – Winding up of the Branch</b> Addition of the words “by special resolution” after the word resolve.
12.	July 2014	<b>Rule 33 – The State Executive</b> Special Resolution: “That the existing Rule 33 be deleted and Insert the new <b>Rule 33</b> .”
13.	July 2014	<b>Rule 37</b> Special Resolution: “That Rule 37 be deleted.”
14.	July 2014	<b>Rule 38</b> Special Resolution: “That Rule 38 be deleted.”
15.	July 2014	<b>Rule 3</b> Special Resolution: “That (i) Delete Rule 3.2 (ii).

		(ii) Insert a new definition after definition b. as follows: "c. Board means the body constituted under Rule 33." (iii) Amendment to Rule 3.2c by deleting Rule 37 and inserting Rule 33.
16.	July 2014	"That wherever the words <b>State Executive</b> appear they are to be replaced by the words <b>The Board</b> . Where the words <b>State Executive appear together with the words Board of Directors</b> the words " <b>The State Executive</b> or" shall be deleted."
17.	June 2017	<b>Rewrite</b>
18.	January 2018	<b>Rule 6.1 is amended</b>
19.	January 2018	<b>Rule 6.2 replaced</b>
20.	January 2018	<b>Insertion of a new Rule 6.3</b>
21.	January 2018	<b>Insertion of a new Rule 6.4</b>
22.	January 2018	<b>Insertion of new Rule 6.5</b>
23.	January 2018	<b>insertion of new Rule 6.6</b>
24.	June 2018	<b>Move the relevant By-Laws to the Rules and make amendments to:</b> Rules 7.1 – 7.27, 8.14 – 20, 12.2, 12.7 - 12.10, 14.3, 14.33 and 14.34.
25.	June 2018	<b>Board of Directors - Rule 14 &amp; Rule 17</b> The 2 currently vacant Board positions, 1 metropolitan and 1 regional, and the position of State Treasurer be removed
26.	June 2018	<b>Definition of a Member</b> Rule 3.2(s) of Definitions and Interpretation be amended to: Member means a person who has been admitted as class (a) or (b) of the classes of members described in Rule 7.1.
27.	February 2019	<b>New category of membership - Rule 7.1 ©</b> Interim Service Member
28.	February 2019	<b><u>Remove - State Accountant - Rule 9.8</u></b> Replace with Chief Financial Officer (CFO)

29.	February 2019	<b><u>Bank Accounts - Rule 9.9</u></b> Amend authorisation of outwards payments
30.	February 2019	<b><u>Remove - State Treasurer - Rule 17</u></b> Replace with A Board Member
31.	February 2019	<b><u>Remove - words "previously given" - Common Seal Rule 21</u></b>
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AL, 27, 28, 29, 30, 31 DATED Feb 19

## 1. NAME, SHORT TITLE & MOTTO

- 1.1 The Returned & Services League of Australia WA Branch Incorporated is a Branch of The Returned & Services League of Australia Limited.
- 1.2 The name of RSLWA is "*The Returned & Services League of Australia WA Branch Incorporated*" and the short title "*RSLWA*".
- 1.3 RSLWA shall establish and conduct Sub-Branches in the State of Western Australia and such additional areas as National Congress decides.
- 1.4 RSLWA is incorporated under the *Associations Incorporations Act 2015*.
- 1.5 The motto of the League is "***The price of liberty is eternal vigilance***".

## 2. REGISTERED OFFICE

- 2.1 The registered office of RSLWA shall be located in Perth, Western Australia.

## 3. DEFINITIONS AND INTERPRETATIONS

- 3.1 These Rules shall be construed with reference to the *Associations Incorporations Act 2015* (the Act). Terms used herein shall be taken as having the same meanings as they have when used in that Act unless the contrary intention appears.
- 3.2 In these Rules, unless the contrary intention appears:
  - a. **Act** means the *Associations Incorporation Act 2015*.
  - b. **Affiliate** means a person who has been admitted as an Affiliate of a Sub-Branch pursuant to Rule 7.
  - c. **Board of Directors** shall mean the body constituted under Rule 14.
  - d. **Branch** means the RSLWA of the League.
  - e. **By-Laws** means the By-Laws of the RSLWA. **National By-Laws** means the By-Laws of the Returned & Services League of Australia Limited.
  - f. **Commonwealth** means the Commonwealth of Australia.
  - g. **Committee** means Committee of a Sub-Branch or Board of Directors.
  - h. **Congress** or **State Congress** respectively means the Annual General Meeting of the RSLWA.
  - i. **Dependants** include spouses, partners and children of serving and ex-serving men and women of the Australian Defence Force.
  - j. **Executive Officers** means those Sub-Branch officers as listed in By-Law 5.22.
  - k. **Financial Year in regards to RSLWA** means the period beginning 1 January and concluding 31 December of each year and in regard to Sub-Branches the period beginning 1 July and concluding 30 June each year.
  - l. **Gender** – words importing any gender include the other gender.
  - m. **Honorary Member** means a person who has been admitted to that class of membership pursuant to Rule 7.
  - n. **Honorary Life Member** means a person who has been admitted to that class of membership pursuant to Rule 7.

- o. **Incorporated** in relation to a body means a body that has become a body corporate howsoever the same shall have become incorporated.
- p. **Intellectual Property** means all rights or goodwill subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment, images (including photographs, videos, films, digital images) or service marks of or relating to the League or any event, competition or activity of or conducted, promoted or administered by the League.
- q. **League** means The Returned & Services League of Australia Limited, its Branches, Sub-Bran­ches and members.
- r. **Life Member** means a Service Member who has been elected to that class of membership pursuant to Rule 7.
- s. **Member** means a person who has been admitted as class (a) or (b) of the classes of members described in Rule 7.1.
- t. **Member of the Australian Defence Force** means a person who is or was a member of the Royal Australian Navy, Australian Army or Royal Australian Air Force and includes a person who is or was a member of the Permanent Forces, Citizen Forces, Reserve Forces, Emergency Forces or Emergency Reserve Forces or a member of a military force raised in time of war or for a specified period.
- u. **National Congress** means a general meeting of the League.
- v. **National Executive** means the Board of Directors of The Returned & Services League of Australia Limited.
- w. **National Rules** means the constitution of The Returned & Services League of Australia Limited.
- x. **National Tribunal** means the National Tribunal of the League appointed by the National Executive pursuant to By-Law 9 of the National Rules.
- y. **Officers** includes the elected officers and the committee or other body, howsoever that body may be described, charged with the duty of administering the affairs of RSLWA or the Sub-Branch.
- z. **Service Member** means a person who has been admitted to that class of membership pursuant to Rule 7.
- aa. **Social member** means a person who has been admitted as a social member of a Sub-Branch pursuant to Rule 7.
- bb. **State Branch Tribunal** means the State Branch Tribunal established pursuant to Rule 5.3.
- cc. **Sub-Branch** means a Sub-Branch of the League established by the National Executive or by RSLWA.
- dd. **CEO** means the Chief Executive Officer appointed pursuant to Rule 16 of these rules.

#### **4. OBJECTS**

##### **4.1 Objects of RSLWA**

The objects of RSLWA are to:

- a. assist and care for serving and ex-serving Australian Defence Force personnel and their dependants who are sick, suffering from mental illness, elderly, homeless or otherwise in need of relief;
- b. support serving personnel of the Australian Defence Force at home and abroad and actively assist them in their transition to civilian life, especially if they are detrimentally affected by their Defence service;
- c. provide assistance to serving and ex-serving Australian Defence Force personnel and their dependants to secure compensation, benefits and assistance that they are eligible to receive under law;
- d. assist in the preservation of the memory, honour and records of those who suffered and died for Australia; and
- e. do any act, matter or thing which is ancillary or incidental to carrying out the above Objects.

#### **5. POWERS OF RSLWA**

5.1 RSLWA has the legal capacity and powers of an Incorporated Association as set out in the Act, which must be exercised solely for the furthering of the Objects of RSLWA.

##### **5.2 Sub-Branch**

- a. By charter, establish and constitute Incorporated and Unincorporated Sub-Branches of RSLWA throughout WA;
- b. Suspend a Sub-Branch;
- c. Administer, conduct and maintain the affairs of a Sub-Branch;
- d. Wind up and dissolve a Sub-Branch;
- e. Revoke, withdraw or amend any charter granted to a Sub-Branch;

##### **5.3 State Branch Tribunal**

RSLWA shall establish a State Branch Tribunal consisting of no fewer than five Service or Life Members that shall hear the following matters referred to it by RSLWA:

- a. appeals on decisions of Sub-Branches, both disciplinary and administrative;
- b. disciplinary matters referred to it by RSLWA;
- c. appeals or hearings in relation to eligibility for memberships, transfers of membership, as set out in the Rules; and
- d. other such matters referred to it by the Board of Directors to deal with complaints, disputes and grievances from individuals arising within the jurisdiction of RSLWA.



- 5.4 a. Members of the State Branch Tribunal shall be appointed by the State Congress on the recommendation of the Board of Directors for a period of three years and may be reappointed for further periods of three years.
- b. The Board of Directors shall nominate the Chairman of the State Branch Tribunal for similar periods.

5.5 **APPLICATION OF INCOME AND PROPERTY**

The property and income of RSLWA must be applied solely towards the promotion of the objects or purposes of RSLWA and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member of RSLWA, except in good faith in the promotion of the objects or purposes.

6. **WINDING UP OF RSLWA**

6.1 RSLWA shall not be diverted from its original purpose or its incorporation cancelled or wound up voluntarily unless three-fourths of the votes cast by Members entitled to vote of RSLWA so resolve by special resolution at a General Meeting of Members, either a State Congress or an Extraordinary General Meeting, convened for that purpose.

6.2 If, upon the winding up of RSLWA or cancellation of its incorporation, there remains, after satisfaction of all its debts and liabilities, any assets whatsoever, the same must not be paid to or distributed among the Members or a member of the Board of Directors of RSLWA but must be transferred to one or more institutions, funds or authorities which:

- a. has objects similar to RSLWA;
- b. is a Registered Public Benevolent Institution;
- c. is a Deductible Gift Recipient; and
- d. prohibits distribution of its income and property among its members and directors (or other controlling body) to an extent at least as great as is imposed on RSLWA.

6.3 If, upon the revocation of RSLWA's endorsement as a Deductible Gift Recipient, there remains, after satisfaction of all its debts and liabilities, any gifts, Contributions or money received because of such gifts or Contributions, the same must not be paid to or distributed among the Members or a member of the Board of Directors of RSLWA, but must be transferred to one or more institutions, funds or authorities which:

- a. has objects similar to RSLWA;
- b. is a Registered Public Benevolent Institution;
- c. is a Deductible Gift Recipient; and
- d. prohibits distribution of its income and property among its members and directors (or other controlling body) to an extent at least as great as is imposed on RSLWA.

6.4 The identity of the institutions, funds or authorities referred to in rules 6.2 and 6.3 must be determined by resolution of the members.

6.5 Where gifts to an institution, fund or authority are deductible only if, among other things, the conditions set out in the relevant table item in subdivision 30-B of the ITAA97 are satisfied, a transfer under this rule must be made in accordance with those conditions.

6.6 In this rule 6, the following definitions will apply:

Commission means the Commissioner of Taxation, a Second Commissioner of Taxation or a Deputy Commissioner of Taxation for the purposes of the ITAA97.

Contribution means:

- i. a contribution of money or property as described in item 7 of the table contained in section 30-15 of the ITAA97 in relation to a fundraising event; or
- ii. a contribution of money as described in item 8 of the table contained in section 30-15 of the ITAA97 in relation to a successful bidder at an auction that was a fundraising event, held for the RSLWA Objects.

Deductible Gift Recipient means an institution, fund, authority or any other entity that is endorsed as a deductible gift recipient by the Commissioner under Division 30 of the ITAA97 or is a specific listed deductible gift recipient under Division 30 of the ITAA97.

ITAA97 means the Income Tax Assessment Act 1997 (Cth).

Registered Public Benevolent Institution has the meaning contained in section 995-1(1) of the ITAA97.

## **7. MEMBERSHIP**

7.1 Membership shall consist of the following classes, namely:

- a. Service Members;
- b. Life Members;
- c. Interim Service Member
- d. Honorary Members; and
- e. Honorary Life Members.
- f. Affiliates

7.2 The provisions of these Rules shall not disturb the continuity of membership of a person who was admitted to membership of the League (irrespective of the class of membership to which he or she, as the case may be, had been admitted) prior to these Rules coming into force and effect.

### **Service Members**

7.3 Any person who has served in the Australian Defence Force, or served with or supported or was otherwise engaged with the Australian Defence Force or the armed forces of its allies, for at least six months, or any other person provided for in the By-Laws, may be admitted as a Service Member.

- 7.4 A Service Member shall be entitled to attend as an observer at State or National Congress or RSLW Board Meeting at his own expense, but shall not be entitled to be heard nor vote nor shall he be entitled to receive notices.

#### **Life Members**

- 7.5 The National President may propose that a Service Member, who has given long, continued and outstanding service to the League, be elected by the National Executive to the class of Life Member.
- 7.6 Subject to the National By-Laws, RSLWA may propose that a Service Member, who has given long, continued and outstanding service to the League, be elected by the National Executive to the class of Life Member.
- 7.7 If, after a proposal has been made pursuant to the National Rules, the Service Member who is the subject of the proposal for Life Membership dies before the National Executive has had an opportunity to elect him to the class of Life Member, the National Executive may determine that he be deemed to have been elected a Life Member on the date the proposal was made and that the badge and certificate of Life Membership be given to his next of kin.
- 7.8 The rights, privileges and obligations of a Service Member elected as a Life Member shall not be disturbed by his election to that class, save and except that he shall not be liable to pay any annual subscription either to the League, RSLWA or a Sub-Branch, as the case may be.
- 7.9 A Life Member shall be entitled to attend as an observer at any National Congress at his own expense, but shall not be entitled to be heard or vote nor shall he be entitled to receive notices.
- 7.10 A Life Member who has been a member continuously for a period of not less than 30 years and who during that period has given not less than 25 years' outstanding service to the League, may, on the recommendation of the National Executive, be awarded a Meritorious Service Medal by the National Congress. The award of such medal may be made posthumously, provided a Sub-Branch has nominated a Life Member for receipt of the award and such nomination has been received by RSLWA prior to the death of the said Life Member and provided further that RSLWA recommends the award to the National Executive and it in turn recommends to the National Congress that the award be made.

#### **Interim Service Member**

- 7.11 Any person who has served in the Australian Defence Force for at least one day and for a period of six (6) months thereafter as a member of the Australian Defence Force at which time such a person would qualify for Service Member status.
- 7.12 An Interim Service Member shall be entitled to attend as an observer at State or National Congress or RSLWA Board Meeting at his own expense, but shall not be entitled to be heard nor vote nor shall he be entitled to receive notices.

#### **Honorary Members**

- 7.13 The National Executive and/or the State Board of Directors may award honorary membership to:
- a. members of the Australian Defence Force whilst on operational duty; and
  - b. such other persons for such period as it sees fit.

7.14 If an Honorary Member is a Service Member or Life Member at the time he is awarded honorary membership, his rights, privileges and obligations as a Service Member or Life Member shall, subject to Rule 7.15, not be disturbed by the award to him of honorary membership.

7.15 An Honorary Member may attend as an observer at any National Congress at his own expense but shall not be entitled to be heard, or vote or receive notices nor shall he be liable to pay any annual subscription or other sums to the League.

#### **Honorary Life Members**

7.16 The National Executive may award honorary life membership to:

- a. any member of the Royal Family; or
- b. any representative of the Sovereign in the Commonwealth; or
- c. any person who ordinarily resides in the Commonwealth and who has been awarded the Victoria Cross, the George Cross, the Cross of Valour or the Star of Courage; or
- d. any person who is a citizen of any country forming part of the Commonwealth of Nations and who in the opinion of the National Executive has rendered long, continued and outstanding service to the said Commonwealth of Nations; or
- e. any person who in the opinion of the National Executive has rendered outstanding service to the service or ex-service community of the country in which he ordinarily resides.

7.17 If an Honorary Life Member is a Service Member or Life Member at the time he is awarded honorary life membership, his rights, privileges and obligations as a Service Member or Life Member (as the case may be) shall, subject to Rule 7.18, not be disturbed by the award to him of honorary life membership.

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

#### **Affiliates of Sub-Branches**

7.19 RSLWA has accepted the introduction of Affiliates of Sub-Branches. An eligible person may apply to be admitted as an Affiliate of a Sub-Branch.

7.20 No person may be admitted as an Affiliate of a Sub-Branch if that person is eligible to be admitted as a Service Member.

7.21 The By-Laws make provision:

- a. as to those persons who are eligible to apply to be so admitted; and
- b. for all necessary rules of, and incident to, such persons.

#### **Social Members of Sub-Branches**

7.22 Persons not eligible to join the League may be admitted as Social Members at Sub-Branch level. Social Members may not hold an honorary office in any Sub-Branch, nor

may they vote at any Sub-Branch meetings. However, they may be invited to speak at Sub-Branch meetings on matters of a purely social (entertainment) nature.

- 7.23 The subscription for social membership is to be fixed, and payment retained, by the Sub-Branch.

#### **Commencement of Membership**

- 7.24 An applicant for membership of the Association as either a Service Member or Affiliate becomes a member of the Association under that class of membership when –

- (a) his or her application for membership is accepted by a Sub-Branch of the Association or by the Association (whichever is earlier); and
- (b) he or she pays any membership fees due to the Association.

- 7.25 Membership of the Association as a Life Member shall commence when the person is elected a life member by the National Executive.

- 7.26 Honorary Membership shall commence upon such an award being made by the National Executive or the State Board of Directors under Rule 7.11.

- 7.27 An Honorary Life Membership shall commence upon such an award being made by the National Executive.

#### **Cessation of Membership**

- 7.28 A person ceases to be a Member when any of the following takes place –

- a. for a Member who is an individual, the individual dies;
- b. the person resigns from the Association by giving written notice to the Association.
- c. the person is expelled from the Association.
- d. the person fails to pay membership fees due to the Association on or before 30 April following the due date for payment.

#### **Register of Members**

- 7.29 A register of members is to be maintained as follows:

- a. The membership officer, or another person authorised by the committee, is responsible for the requirements imposed on the Association under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Association.
- b. In addition to the matters referred to in section 53(2) of the Act, the register of members must include the class of membership (if applicable) to which each member belongs and the date on which each member becomes a member.
- c. The register of members must be kept at RSLWA's place of business, or at another place determined by the Board of Directors.
- d. A member who wishes to inspect the register of members must contact the membership officer to make the necessary arrangements.

- e. If —
- i. a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
  - ii. a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members,
- the committee may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.

## **8. GENERAL PROVISIONS OF MEMBERSHIP**

- 8.1 All Service and Life members shall be of equal status in the League.
- 8.2 All other members shall be deemed to have agreed to be bound by the provisions of the National Rules and National By-Laws.
- 8.3 For the purposes of these Rules, the National Executive shall have jurisdiction over all members but in addition, RSLWA shall have jurisdiction over a person who is also a member of RSLWA, or of a Sub-Branch, which is subject to the jurisdiction of RSLWA.

### **Associate Membership**

- 8.4 A Service or Life Member who is also 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 thereof. Such an application shall be lodged with the Secretary of that other Sub-Branch and upon his being admitted, he shall be known as an associate of that other Sub-Branch. The annual subscription payable by an associate to that other Sub-Branch shall be the annual subscription payable by a Service Member to a Sub-Branch less that proportion of each annual subscription referred to in By-Law 11.3.
- 8.5 A Service or Life Member who is also an associate, shall be entitled to hold office, vote and speak at a meeting of not more than one Sub-Branch.
- 8.6 A Service or Life Member to whom Rule 8.5 applies shall:
- a. elect in writing the Sub-Branch in which he wishes to be eligible to hold office, vote and speak; and
  - b. deliver such election to all the Sub-Branches of which he is a member and associate;

and until he has complied with this Rule, he shall only be entitled to hold office, vote and speak at the Sub-Branch of which he is a member, and such election shall not be able to be revoked during the membership year in which it is made.

### **Defence Service Less Than Six Months**

- 8.7 If the Board of Directors is satisfied special circumstances exist it may recommend to the National Executive for admittance as a Service Member a person who has not served for the period of six months specified by Rule 7.3, provided such person is otherwise qualified to be admitted as a Service Member.

**Australian Citizen**

- 8.8 No person who is not an Australian citizen shall be admitted as a Service Member unless he has signed a declaration that he is prepared to swear or affirm (as the case may be) loyalty to the Nation and its Sovereign and that he will uphold the Constitution of the Commonwealth and the Constitution of The Returned & Services League of Australia Limited.
- 8.9 If an applicant for Service Membership is not an Australian citizen, then unless he proves to the satisfaction of the League that by making a declaration required by Rule 8.8 he would or would be likely to lose his citizenship, he shall make such a declaration, failing which, he shall not be admitted as a Service Member.
- 8.10 The By-Laws may make provision for terms and conditions of membership (including applications for and resignations from) not otherwise provided for in these Rules.
- 8.11 RSLWA is to maintain an "*Unattached List of Members*" and a "*Miscellaneous List of Members*" in accordance with the procedures set out in the By-Laws. In addition, the League may also maintain either or both of these.

**Subscriptions**

- 8.12 No person shall be deemed a member of RSLWA, or allowed to exercise the privileges of a member, unless he shall be a Life Member in accordance with the provision of Rule 7 or have paid his subscription for the current year.

**Non Admittance**

- 8.13 If a Sub-Branch considers an applicant for Service membership should not be admitted as a Service Member and a member of that Sub-Branch, it shall have no power or authority to reject the application but shall forward the application and all supporting documents, the subscription paid and its written reasons for failure to admit the applicant to membership, to RSLWA within 14 days.
- 8.14 RSLWA may direct the Sub-Branch referred to in Rule 8.13 to admit the applicant as a Service Member if it is of the opinion he should be admitted, or shall reject the application if it is satisfied the applicant is not eligible.

**Inspection of records and documents**

- 8.15 A member who wants to inspect a record or document of the association (other than the register of members, which is covered by Rule 7.29) must contact RSLWA to make the necessary arrangements for the inspection.
- 8.16 The inspection must be free of charge.
- 8.17 The member may make a copy of a record or document (other than the register of names and addresses of the Board of Directors) but shall not remove the record or document.
- 8.18 A member may only inspect a document that records the minutes of a meeting of the Board of Directors if the Board of Directors has decided that minutes of meetings of the Board of Directors generally, or the minutes of a specific meeting of the Board of Directors, should be available for inspection by members. The member does not have a right to make a copy of or to remove the record or document.
- 8.19 The member must not use or disclose information in a record or document referred to in Rules 8.15 and 8.18 except for a purpose –

- a. that is directly connected with the affairs of the Association; or
- b. that is related to complying with a requirement of the Act.

### **Suspension or Expulsion of Member**

8.20 The Board of Directors may by resolution suspend or expel a member of RSLWA.

## **9. FINANCIAL MATTERS**

### **Subscriptions**

- 9.1 A Service Member shall pay to RSLWA or a Sub-Branch (as the case may be) such annual subscription as is determined from time to time by State Congress on the recommendation of the Board of Directors, unless otherwise directed by the Board of Directors.
- 9.2 A Service Member whose name is included in the Unattached List of Members or in the Miscellaneous List of Members kept by RSLWA shall pay such annual subscription as may be determined from time to time by State Congress.
- 9.3 Each Sub-Branch shall pay to RSLWA such proportion of each annual subscription received by it as is determined by State Congress.
- 9.4 RSLWA shall pay to the National Headquarters of the League a proportion of each annual subscription received by it pursuant to By-Law 10 determined and payable in accordance with National By-Law 15. Such proportions are to be referred to as "*capitation fees*".
- 9.5 Annual subscriptions shall be payable in advance on January 1 in each calendar year.
- 9.6 If a Service Member shall fail to pay his annual subscription on or before April 30 following upon the date annual subscriptions becomes due and payable, he shall cease to be a Service Member, except as provided for in National By-Laws, which relates to *Default in Payment of Subscription*.
- 9.7 If the Australian Defence Force is engaged in a conflict, then any Service Member who is a member of that Force and is engaged in that conflict, shall for the period of his involvement in that conflict, be relieved from any liability to pay annual subscriptions either to the League, RSLWA or a Sub-Branch, as the case may be.

### **Accounts**

#### **9.8 Chief Financial Officer**

- a. The CEO shall appoint a person to be the Chief Financial Officer (CFO) as a paid employee on such remuneration, terms and conditions as he thinks fit.
- b. The CFO shall report to the CEO. The position will handle all the day-to-day accounting systems and procedures of RSLWA and attend meetings as required. The CFO will produce accounting documents and provide on-going advice as required.

#### **9.9 Bank Accounts**

- a. All moneys received on behalf of RSLWA shall be placed in an approved financial institution and vested in the name of RSLWA.



- b. All outwards payments shall be authorised by any two of the following, viz, the State President, State Vice President, CEO, CFO and such additional person or persons as the Board determines, to sign cheques or authorise electronic payments subject to the delegation policy in place.

#### 9.10 **Books of Account**

- a. The Board of Directors shall cause proper books of account to be kept with respect to:
  - i. all sums of money received and expended by the League and the manner in respect of which the receipt and expenditure takes place;
  - ii. all sales and purchases of real and personal property by RSLWA; and
  - iii. the assets and liabilities of RSLWA.
- b. Such accounts shall be kept at the registered office of RSLWA, or subject to the Act, at such other place as the Board of Directors thinks fit, and shall always be open to the inspection of any member of the State Congress or Board of Directors at any reasonable time.
- c. The Board of Directors shall, from time to time in accordance with the provisions of the Act, cause to be prepared and to be laid before the State Congress such income and expenditure accounts, balance sheets and reports as are required thereby.

#### 9.11 **Auditor**

- a. The State Congress shall, at each Annual General Meeting, appoint one or more auditors for RSLWA for no more than a three-year term subject to an annual review by the Board of Directors.
- b. Any vacancy arising in the position of Auditor to RSLWA between Congresses shall be filled by the Board of Directors.
- c. The auditors appointed for RSLWA shall, after 31 December in each year and before the annual meeting of the State Congress, shall perform an independent audit of the RSLWA financial statements in accord with the Australian Accounting Standards Board's Auditing Standards and report to the Board of Directors and State Congress the results of their audit.
- d. The auditors shall make any additional reports they deem necessary or which may be required by the State Congress or the Board of Directors.

### **10. ORGANISATION OF RSLWA**

10.1 RSLWA may establish within its jurisdiction such Sub-Branches as it may deem necessary or desirable and make Rules, not inconsistent with the National Rules or the National By-Laws, or these Rules and RSLWA By-Laws for the governance and control thereof. The Sub-Branches established by RSLWA shall be designated and known by name of the city or town, locality, establishment, organisation or group where, or in connection with which, they are formed and followed by the letters RSL.

10.2 RSLWA may appoint two Service or Life Members (one of whom shall be its President for the time being) or his elected representative to represent it at a particular National Congress or at all National Congresses.

- 10.3 RSLWA shall carry out and further the objects of the League and be bound by its standing policy. In addition, it shall promote that standing policy within its jurisdiction and shall have such further powers, functions and duties as are hereinafter set forth in these Rules and as may be set forth in the By-Laws or as are delegated to it by the National Executive. It shall comply with any lawful direction or lawful request of the National Executive.
- 10.4 The Constitution and the Rules of RSLWA and all Sub-Bran­ches shall be consistent with RSL National Rules and By-Laws where there is any inconsistency within the Constitution or By-Laws the National Rules and By-Laws will take precedence.
- 10.5 Each Sub-Branch shall:
- a. be bound by the provisions of the National Rules and the National By-Laws and these Rules and RSLWA By-Laws;
  - b. be bound by and uphold the Standing policy of the League; and
  - c. comply with such lawful directions as are given to it from time to time by RSLWA.
- 10.6 Upon RSLWA establishing a Sub-Branch it shall grant to it a charter in a form approved by the National Executive. All charters issued by RSLWA at the date the National Rules come into force and effect, shall be deemed to have been approved by the National Executive.
- 10.7 If two or more Sub-Bran­ches amalgamate, the charters issued to each shall be deemed to have been revoked by RSLWA. Such charters shall be returned to RSLWA that shall thereupon issue a charter to the amalgamated Sub-Branch and thereupon the members of the former Sub-Bran­ches shall cease to be members of those Sub-Bran­ches and become members of the amalgamated Sub-Branch.
- 10.8 If any two or more Sub-Bran­ches amalgamate, their assets shall, subject to the Act, respectively vest in the amalgamated Sub-Branch.

### **Liability**

- 10.9. RSLWA shall not be responsible for the liabilities of any Sub-Branch unless these are expressly taken over by resolution of the Congress or the Board of Directors.
- 10.10 Any Sub-Branch wishing to invest and deal in real estate and to hold property for the purposes of furthering all or any of the objects of the League shall have no power to incur any liability or expense beyond its own security without authority, or by resolution of the Board of Directors.
- 10.11 An officer, trustee or member of RSLWA or a Sub-Branch is not by reason only of his being such an officer, trustee or member liable in respect of the liabilities of RSLWA or a Sub-Branch.

## **11. CAPITATIONS**

- 11.1 Each year the State Congress shall determine the capitation fees payable by a Sub-Branch to RSLWA in respect of the following calendar year. On the first day of each month in each year, each Sub-Branch shall pay to RSLWA the capitation fees due and owing by it and such fees shall be computed having regard to the total amount received by that Sub-Branch in the month preceding the date payment is due and owing.

11.2 A Sub-Branch shall, if required in writing by the Board of Directors or National Executive, produce for its inspection all its books of accounts, minute books, statutory registers kept under any law (if applicable) and records and supply such returns and other information as the National Executive or Board of Directors may from time to time require.

## **12. MEETINGS**

12.1 An Annual General Meeting of RSLWA shall be known as a "*State Congress*".

12.2 A State Congress of RSLWA shall be held in accordance with the provisions of the Act and, subject thereto, such a meeting shall be held annually, at such time and place as is determined by the Board of Directors. The organisation and conduct of State Congress is detailed in By-Law 1 and By-Law 9.

12.3 The Board of Directors may, whenever it thinks fit, convene an Extraordinary General Meeting.

12.4 The CEO shall, on the requisition in writing of 25 percent of Sub-Branches, convene an Extraordinary General Meeting of RSLWA within 28 days of receiving such requisition.

12.5 Subject to the provisions of the Law relating to special resolutions and agreements for shorter notice, 21 days' notice at least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, day and the hour of the meeting and in the case of special business, the general nature of that business, shall be given to such persons and Sub-Branches as are entitled to receive notices from RSLWA.

12.6 All business transacted at an Extraordinary General Meeting of RSLWA shall be special business.

12.7 Representatives of kindred organisations may be invited to attend a State Congress at the discretion of the Board of Directors. Such representatives shall not be entitled to vote or to payment of expenses and may only be heard by leave of the Congress.

12.8 The representatives of 25 percent of Sub-Branches present shall constitute a quorum at a General Meeting (both State Congress and any special or extraordinary or other General Meeting).

12.9 The procedure and order of business at a general meeting of members (including State Congress) must be determined from time to time by the Board of Directors and may be set out in the By-Laws.

12.10 Notice of general meetings shall be given to all members of all membership classes by the CEO as follows:

- a. 28 days' notice will be given for State Congress
- b. 21 days' notice shall be given for any other general meeting
- c. The notice must –
  - i. specify the date, time and place of the meeting; and
  - ii. indicate the general nature of each item of business (including as far as reasonably possible the general nature of the motions) to be considered at the meeting.

- d. The notice will specify the rights of each class of member in relation to attending at and voting at the State Congress or other general meeting.
- e. The notice must –
  - i. state that the member may appoint an individual who is a Service member as a proxy for the meeting; and
  - ii. include a copy of any form that the Board of Directors has approved for the appointment of a proxy.
- f. If a special resolution is proposed –
  - i. set out the wording of the proposed resolution; and
  - ii. state that the resolution is intended to be proposed as a special resolution.
- g. The notice may be given in writing or by electronic mail.

### **13. NATIONAL CONGRESS**

- 13.1 Representatives of RSLWA to attend National Congress, who are not provided for in these Rules, shall be determined by the Board of Directors.
- 13.2 The delegates to National Congress shall be the State President, CEO and Vice-President, or other member as the Board of Directors may decide.
- 13.3 Where any vacancy arises in any of the said positions and in any case where an urgent appointment is necessary, and it is impossible to call for nominations as aforesaid, such position may be filled by Board of Directors.
- 13.4 RSLWA representatives attending National Congress shall be allowed such sum for expenses as is provided by the Rules and By-Laws of the League.
- 13.5 Nominations for the positions of National President, Deputy National President and National Treasurer may be submitted by Sub-Branches to reach the CEO no later than two months prior to State Congress. A ballot to determine the final Branch nominees will be conducted at the State Congress.

### **14. THE BOARD OF DIRECTORS**

- 14.1 The Board of Directors shall consist of:
  - a. State President;
  - b. State Vice-President;
  - c. three Life or Service Members from a Sub-Branch within and who resides in the Metropolitan Region; and
  - e. three Life or Service Members from a Sub-Branch located within and who resides in regional Western Australia
- 14.2 The Board of Directors may co-opt onto the Board not more than 2 persons, who have certain expertise or knowledge, as members of the Board for the duration of the need of their expertise or knowledge notwithstanding they are not members of RSLWA.

- 14.3 The Board of Directors shall meet at least monthly in each year unless otherwise decided by the Board of Directors and shall administer the affairs of RSLWA between each State Congress.

The following shall apply to meetings of the Board of Directors:

- a. The State President or, in his or her absence, the State Vice President must preside as chairperson of each Board of Directors meeting.
  - b. If the chairperson and deputy chairperson are absent or are unwilling to act as chairperson of a meeting, the Board of Directors at the meeting must choose one of them to act as chairperson of the meeting.
  - c. The procedure to be followed at a committee meeting must be determined from time to time by the committee and may be set out in the By-Laws.
  - d. The order of business at a committee meeting may be determined by the committee members at the meeting and may be set out in the By-Laws.
  - e. A member or other person who is not a committee member may attend a committee meeting if invited to do so by the committee.
  - f. A person invited under sub rule (e) to attend a committee meeting –
    - i. has no right to any agenda, minutes or other document circulated at the meeting; and
    - ii. must not comment about any matter discussed at the meeting unless invited by the committee to do so; and
    - iii. cannot vote on any matter that is to be decided at the meeting.
- 14.4 No person shall be eligible to hold office as a Member of the Board of Directors unless he is a Service or Life member, or is so appointed under the provisions of Rule 14.2.
- 14.5 All positions of the Board of Directors shall be vacated at the State Congress after a term of three years in office and elections shall be held to fill each of those vacancies.

#### **Nominations of Candidates**

- 14.6 Nominations of candidates for election as Members of the Board of Directors shall be submitted by Sub-Branches as follows:
- a. completion of the official nomination form of the Western Australian Electoral Commission (WAEC), issued to Sub-Branches by RSLWA; and
  - b. forwarded to the WAEC by the closing date and time designated by the WAEC.
- 14.7 The election of the Board will involve separate ballots for the positions of State President, State Vice-President and six Life or Service Members. The terms of office of these Members will be three years. Where the number of nominations received are equal to or less than the vacancies to be filled, the persons nominated shall be deemed to be elected.
- 14.8 If insufficient nominations are received to fill the vacancy/s on the Board of Directors, the Board of Directors shall have the authority to appoint such further Members to fill the vacancy/s. Where this Constitution does not provide detail sufficient to cover all elements of the postal voting election process, then RSLWA will conform with the standard Election Rules of the WAEC.

- 14.9 Where multiple nominations are received for any single vacancy or if the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of candidates in alphabetical order, for each vacancy on the Board of Directors.

#### **Voting Procedures**

- 14.10 The election shall be by standard preferential ballot and shall be by secret postal ballot on papers prepared by the CEO.
- 14.11 If the Board of Directors considers it appropriate, in order to further the objects of the League it may provide for certain portfolios in the By-Laws with specific responsibilities as determined at the discretion of the Board of Directors.
- 14.12 Where such portfolios are so provided the nominees for the Board of Directors shall specify on their nomination form the portfolio for which they are nominating.
- 14.13 If the State President is or proposes to be absent, unable or unwilling to carry out his duties the State Vice-President is to be the Acting State President.
- 14.14 If the State President dies, is removed from office or is deemed to have vacated his office, the State Vice-President is to be the Acting State President until a successor has been elected at an Extraordinary General Meeting of RSLWA to be held within 90 days of his succession to the position.
- 14.15 The Members of the Board of Directors shall commence their respective duties at the next meeting of the Board of Directors after the State Congress at which they were appointment.
- 14.16 The quorum for any Board of Directors or committee meeting shall be 50 percent of the filled voting positions of the Board of Directors.
- 14.17 Sub-Branch Presidents, Secretaries and Treasurers, or their representatives and any service member shall be entitled to attend meetings of the Board of Directors and its committees as observers, but shall not be entitled to speak or vote on any matter.
- 14.18 The office of a Member of the Board of Directors including the State President shall be deemed vacant if that member:
- a. ceases to be a Member of the Board of Directors by virtue of the Act, or
  - b. is absent from two consecutive meetings or two consecutive committee meetings unless good valid reasons acceptable to the Board of Directors are given; or
  - c. if, in the opinion of Board of Directors, he is considered to be, in the interests of the League, not a fit and proper person to be a member; or
  - d. becomes bankrupt or an insolvent under administration, or
  - e. becomes a person of unsound mind or a person whose person or estate is liable to be dealt with under any law relating to mental health or guardianship; or
  - f. resigns by notice in writing to RSLWA; or
  - g. is absent from the State for six months unless special leave of absence is granted by two thirds majority of the Board of Directors; or

- h. becomes a paid member of the staff of RSLWA; or
- i. ceases to be a member of RSLWA, or
- j. is directly involved or indirectly interested in any contract or proposed contract with the League or Branch and fails to declare the nature of his interest in the required manner prescribed by the Act, or
- k. is suspended, disqualified from holding office, transferred to the Miscellaneous List or expelled from membership of the League.

14.19 The Board of Directors, or any member thereof, may be removed from office should the majority of the Sub-Branches so resolve at an Extraordinary General Meeting called for that purpose.

14.20 No Sub-Branch shall so resolve unless notification thereof in writing, together with a written copy of the motion or motions it is proposed to submit, has been received by the CEO 14 clear days prior to the date fixed for the holding of any such Extraordinary General Meeting.

14.21 Upon the passing of any such resolution under By-Law 14.20 Sub-Branch Secretaries shall, in writing, furnish the CEO with the terms thereof.

14.22 On receipt of the requisite number of resolutions under By-Law 14.20, the CEO shall, without undue delay, notify the State President, who, on being satisfied that all Sub-Branches so resolving have observed and fulfilled the aforesaid conditions, shall call an Extraordinary General Meeting to deal with the matter.

#### **Casual Vacancy**

14.23 Any casual vacancy arising in the Membership of the Board of Directors of RSLWA shall be filled by a resolution of the Board of Directors.

14.24 A person appointed to fill such a casual vacancy shall serve the unexpired portion of the term of office of the officer replaced.

14.25 The State President, State Vice-President and Members of the Board of Directors shall each be entitled to one vote, and the State President, or other member presiding in his absence, shall, in addition, be entitled to a casting vote.

#### **State President and State Vice-President**

14.26 The State President shall preside at all meetings of the State Congress, Board of Directors and shall preserve good order so that the business may be properly conducted. The State President shall see that the minutes of the meetings are read and confirmed and, upon such reading and confirmation, sign same. He shall at all meetings have a deliberative as well as a casting vote.

14.27 The State Vice-President shall assist the State President, and, in the absence of the State President shall preside and exercise the powers of the State President at meetings. In the absence of the State President or, in the absence of the State President and the State Vice-President, such one of their members as the State Congress or Board of Directors shall decide, shall preside and exercise the powers of the President at meetings.

14.28 The State President shall have power to call a meeting of the State Congress or Board of Directors at any time provided that 28 days' notice shall have been given of a State Congress meeting, and at least two days' notice shall be given to members of a Board

of Directors meeting. He shall also have power to call a meeting of any Sub-Branch provided that seven days' notice shall be given.

- 14.29 The State President may, subject to concurrence by 10 percent of Sub-Branches, convene an Extraordinary General Meeting of RSLWA to be conducted via postal ballot or any other acceptable communication method, to resolve any matter of a specific nature of Branch policy, provided fourteen days' notice must have been previously given to all Sub-Branches.
- 14.30 The State President may convene an extraordinary meeting of the members of a Sub-Branch where RSLWA is satisfied that such a meeting is necessary in the interests of the Sub-Branch, and the Sub-Branch President has refused or omitted to convene a meeting of members after a request by RSLWA or, having convened such a meeting, refused to adhere to the Rules of RSLWA. Such extraordinary meeting shall have the power of an Annual General Meeting of the Sub-Branch. The State President may lay down the quorum for such meeting.
- 14.31 The State President, in matters where these Rules do not apply, shall be answerable in respect of his acts as State President, only to a State Congress.
- 14.32 The State President and Board Member of RSLWA or, in their absence, the Acting State President or Board Member, shall be *ex-officio* members of all committees appointed by Board of Directors or formed within or under the auspices of RSLWA, and they shall have power to vote.
- 14.33 **Payments to Board Members**
- a. In this rule:
    - i. Board Member includes a member of a subcommittee.
    - ii. Board Meeting includes a meeting of a subcommittee.
  - b. A Board Member is entitled to be paid out of the funds of RSLWA for any out-of-pocket expenses for travel and accommodation properly incurred:
    - i. in attending a Board Meeting or
    - ii. in attending a general meeting; or
    - iii. in otherwise in connection with the RSLWA business.

**Minutes of Board of Directors meetings:**

- 14.34
- a. The Board of Directors must ensure that minutes are taken and kept of each Board of Directors meeting.
  - b. The minutes must record the following –
    - i. the names of the Board of Directors members present at the meeting;
    - ii. the name of any person who attends the meeting as an invited person;
    - iii. the business considered at the meeting;
    - iv. any motion on which a vote is taken at the meeting and the result of the vote.



- c. The minutes of a Board of Directors meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- d. The chairperson must ensure that the minutes of a Board of Directors meeting are reviewed and signed as correct by –
  - i. the chairperson of the meeting; or
  - ii. the chairperson of the next committee meeting.
- e. When the minutes of a Board of Directors meeting have been signed as correct they are, until the contrary is proved, evidence that –
  - i. the meeting to which the minutes related was duly convened and held; and
  - ii. the matters recorded as having taken place at the meeting took place as recorded; and
  - iii. any appointment purportedly made at the meeting was validly made.

#### **15. DECISION BY MAJORITY VOTE**

- 15.1 All questions arising at any meeting of the State Congress or Board of Directors shall, unless otherwise expressly provided by these Rules, be decided by a majority of the votes of the members present and voting, including the Chairman and, in the case of an equality of votes, the Chairman shall have a casting vote.

#### **16. CHIEF EXECUTIVE OFFICER**

- 16.1 The Board of Directors shall appoint a Chief Executive Officer (CEO) as a paid employee on such remuneration, terms and conditions as it considers fit. He shall be responsible to the Board of Directors in the discharge of his duties.
- 16.2 The Chief Executive Officer of The Returned & Services League of Australia WA Branch Incorporated shall be the Public Executive Officer for the purposes of the *Associations Incorporation Act 2015*.
- 16.3 The CEO shall have all relevant documentation prepared and attend all meetings of the State Congress and Board of Directors, but may not vote at such meetings.
- 16.4 The Board of Directors shall have power to suspend or remove the CEO.
- 16.5 The Board of Directors may vest in the CEO such powers, duties and authorities as it from time to time may determine and the CEO shall exercise all such powers and authorities subject at all times to the control of the Board of Directors.

#### **17. FINANCE COMMITTEE**

- 17.1 A Board Member of RSLWA shall Chair a Committee to exercise oversight of the financial management, finances and accounts of RSLWA on behalf of the Board of Directors.
- 17.2 He shall produce appropriate statements of accounts at meetings of the State Congress and Board of Directors and provide a general report on the financial management of RSLWA as required.

17.3 At all meetings of the Board of Directors he shall submit a statement of all cash transactions and cash received since the submission of the previous financial statement to the preceding meeting of the Board of Directors.

17.4 At the close of each financial year he shall cause to be prepared a balance sheet containing a summary of the assets and liabilities of RSLWA and a statement of the income and expenditure of RSLWA during the preceding year. The balance sheet shall be audited in accord with Rule 9.11, and not less than two months, prior to State Congress, a copy shall be posted by the CEO to each Sub-Branch not later than one calendar month prior to the date fixed for notices of consideration for State Congress.

## **18. THE STATE TRUSTEES**

18.1 There shall be such number of State Trustees of RSLWA, as the Board of Directors shall from time to time determine.

18.2 The State Trustees shall be appointed by the State Congress on the recommendation of the Board of Directors for a period of three years, and may be reappointed for further periods of three years. They shall carry out such duties and have such powers and functions as are from time to time determined in law and may be removed from office by a resolution of the State Congress.

18.3 A State Trustee shall be entitled to notice of a State Congress, and notice of meetings of the Board of Directors. A Trustee shall be entitled to attend but shall not be entitled to be heard (except with the permission of the Congress, Board of Directors, as the case may be) nor vote.

## **19. REFERENDUM**

19.1. The State Congress or the Board of Directors may by a special resolution refer any relevant matter to Sub-Branches or members by way of referendum. In any such case, the Board of Directors shall reduce the matter in question, or the resolution or amendment, to writing in such form as, in its opinion, will be convenient. Voting papers, embodying the question, amendment or resolution shall, within 14 days after the meeting directing the referendum, be sent to Sub-Branches or members entitled to vote. Voting papers shall be returned within such period, but not less than 21 days, as the meeting directing the referendum shall determine. Such meeting shall appoint a Returning Officer and two scrutineers who shall open the voting papers, count the votes and report the result of the voting to the Board of Directors. Board of Directors shall then promulgate the results, which will be binding on RSLWA, to Sub-Branches.

## **20. PUBLICATIONS AND PRESS**

### **Communications**

20.1 No officer, except the State President or, in his absence, State Vice-President or other duly appointed officer authorised by the State President, shall communicate with the media, speak publicly on behalf of RSLWA or in any way attempt to commit RSLWA on any question of the policy of the League.

20.2 The President of a Sub-Branch, or duly appointed Officer authorised by the Sub-Branch President, may speak publically, including to the media, on matters relevant to and pertaining to that Sub-Branch.

**21. COMMON SEAL**

21.1 RSLWA shall possess a seal, which shall always be kept at the office of the CEO and not be used without the authority of the Board of Directors and then only in the presence, and accompanied by the signatures of the State President or State Vice-President and the CEO.

21.2 Use of the Common Seal is to be tabled at the Board of Directors.

**22. INDEMNITY**

22.1 Every officer, State Trustee, auditor or agent of the League shall be indemnified out of the property of the League against any liability incurred by him in his capacity as officer, trustee, auditor or agent in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted, or in connection with any application in relation to any such proceedings in which relief is granted to him by a court of law.

**23. AMENDMENT OF THESE RULES**

23.1 These Rules shall only be amended by a special resolution passed at a meeting of RSLWA, either a State Congress or Extraordinary General Meeting, by at least 75 percent of the votes cast by members entitled to vote on the resolution.

**24. BY-LAWS**

The Board of Directors may make By-Laws prescribing all matters and things that by these Rules are required or permitted to be prescribed or that are necessary or convenient to be prescribed for giving effect to these Rules.