



## **CONSTITUTION OF LEGACY AUSTRALIA INCORPORATED**

Version 11: 22 October 2025

Incorporating changes adopted at the Legacy Australia Inc. AGM on 22 October 2025

## VERSION HISTORY

Date	Description of Change	Version
15 October 2014	Initial Release for tabling at National Conference 29 November 2014 and Legacy Australia Council Inc. AGM 29 November 2014	1
29 November 2014	Adopted at Legacy Australia AGM 29 November 2014	1
11 November 2015	<p>Incorporating changes adopted at Legacy Australia Inc. AGM 22/23 October 2015</p> <p>Replacements and amendments: 2(a), 46.2, 49.2, 47.1(d), 73.4, first sentence Appendix A</p> <p>Additions: 35.1(d), 47.1(e), 31A Power to Move and Second Motions and Speak to Motions 35A Proxy Voting at General Meetings</p>	2
4 November 2016	<p>Incorporating changes adopted at the Legacy Australia Inc. AGM on 20 October 2016</p> <p>Replacements and amendments: Rule 2, 4, 19, 31.1(a) and Appendix B</p> <p>Additions: 8A Associate Members</p>	3
24 March 2017	Editorial changes to Rule 5.2 (n)	3
25 October 2017	<p>Incorporating changes adopted at the Legacy Australia Inc. AGM on 18 October 2017</p> <p>Deletion of Rule 42.6</p> <p>Amendment to Annex A to the Code of Legacy by deleting the definition of 'deceased' and inserting the definition of 'Incapacitated' and amending the definition of 'Veteran'.</p> <p>Deletion and replacement of Annex B to the Code of Legacy</p>	4
16 November 2018	<p>Incorporating changes adopted at the Legacy Australia Inc. AGM on 31 October 2018.</p> <p>Amendment to Rule 50</p> <p>Amendment to Annex A to the Code of Legacy by deleting and replacing the definition of 'incapacitated'</p> <p>Deletions and replacements: Rule 47 and Appendix B</p>	5
16 November 2018	<p>Editorial Changes to Appendix B</p> <p>'Port Macquarie to Port Macquarie Hastings</p>	5

29 October 2019	Incorporating changes adopted at the Legacy Australia Inc. AGM on 18 October 2019.  Amendment to Rules 12 and 63  Amendment to Annex B to the Code of Legacy  Amendment to Appendix B	6
18 February 2021	Incorporating changes adopted at the Legacy Australia Inc. AGM Part A. on 22 October 2020.  Amendment to Appendix B	7
18 February 2021	Incorporating changes adopted at the Legacy Australia Inc. AGM Part B. on 18 February 2021.  Amendment to Rules 28 and 41  Amendment to Annex D to the Code of Legacy	7
25 October 2021	Incorporating changes adopted at the Legacy Australia Inc. AGM on 25 October 2021  Amendments to Annex A and B to the Code of Legacy  Amendment to Rules 13.1(c), 32.1, 43 and 63	8
19 October 2022	Incorporating changes adopted at the Legacy Australia Inc. AGM on 19 October 2022  Amendments to Annex A and C to the Code of Legacy  Amendments to Appendix C to the Code of Legacy  Amendment to Rules 4, 36, 43 and 48.1	9
15 October 2023	Incorporating changes adopted at the Legacy Australia Inc. AGM on 15 October 2023.  Amendment to Appendix B	10
22 October 2025	Incorporating changes adopted at the Legacy Australia Inc. AGM on 22 October 2025.  Amendments to Appendix C including Annexes A-D  Amendments to Appendix A  Amendment to Appendix B  Amendments to Rules 17, 31.1, 50.1	11

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# CONSTITUTION OF LEGACY AUSTRALIA INCORPORATED

## PART 1—PRELIMINARY

### 1 NAME

The name of the incorporated association is "Legacy Australia Incorporated" (Legacy Australia Inc.)

### 2 PURPOSES

1 The primary purposes of Legacy Australia Inc. are:

- (a) the care of dependants of those who served their country; namely, veterans who gave their lives or health on operational service or subsequently, and Australian Defence Force members who die in service or as a result of their service; and
- (b) to provide a caring service, not limited to financial support to the dependants, including by way of personal endeavour by Legatees.

2 Other purposes are:

- (a) to protect the good name and reputation of Legacy; and
- (b) to act as the national coordinating body for Legacy Clubs including representations and/or promotion of Legacy Purposes, Ideals and Interests at a national level.

### 3 FINANCIAL YEAR

The Financial Year of Legacy Australia Inc. is each period of 12 months ending on 30 June.

### 4 DEFINITIONS

In this Constitution:

**Associated Entity** means an entity established to support a Legacy club or clubs.

**Chairman**, of a General Meeting or a Board Meeting, means the person chairing the meeting as required under Rule 43;

**Board** means the Board having management of the business of Legacy Australia Inc;

**Board Meeting** means a meeting of the Board held in accordance with this Constitution;

**Charter** means a Charter issued to a Legacy Club pursuant to Rule 8;

**Constitution** means this Constitution;

**Delegate** means a Legatee appointed to speak and vote at General Meetings on behalf of the Member Club pursuant to Rule 13.1(c);

**Director** means a person elected or appointed to the Board under Division 3 of Part 5;

**Disciplinary Committee** means the Committee appointed under Rule 18;

**General Meeting** means a general meeting of the Member Clubs (i.e. Legacy Clubs) of Legacy Australia Inc. convened in accordance with Part 4 and includes an Annual General Meeting and a Special General Meeting;

**Legacy** means the Legacy Clubs and Legacy Australia Inc.;

**Legacy Beneficiary** means an enrolled person who is entitled to receive Legacy benefits;

**Legacy Club** (also referred to as Member Club) means a Legacy Club that holds a Charter and which is a member of Legacy Australia Inc.;

**Legatee** means a person who has been inducted as a member of a Legacy Club, and whose membership is current;

**Legacy Foundation** means a Fund or Institution formed by Legacy Clubs to further the aims and interests of Legacy;

**Majority of Votes** means greater than 50% of the Member Clubs present and voting at a General Meeting;

**Member Club** (also referred to as a Legacy Club) means a member of Legacy Australia Inc.;

**Purposes** means the purposes as defined in Rule 2;

**Rule** means the numbered clause or paragraph in this Constitution;

**Special Resolution** means a resolution that requires not less than 75% of votes cast by the Member Clubs voting on a Special Resolution at a General Meeting, to vote in favour of the resolution for the resolution to be passed;

**Subrule** means the numbered sub-component of a Rule;

The **Act** means the Victorian **Associations Incorporation Reform Act 2012** and includes any regulations made under that Act;

The **Registrar** means the Registrar of Incorporated Associations of the State of Victoria.

## **PART 2—POWERS OF LEGACY AUSTRALIA INC.**

### **5 POWERS OF LEGACY AUSTRALIA INC.**

- 1 Subject to the Act, Legacy Australia Inc. has power to do all things incidental or conducive to achieve its Purposes.
- 2 Without limiting Rule 5.1, Legacy Australia Inc. may:
  - (a) grant Charters on such terms and conditions as are provided for in this Constitution;
  - (b) remove Charters from Member Clubs in accordance with the provisions of this Constitution;
  - (c) accept the surrender of Charters of Member Clubs where the Member Club has applied for a Statement of Substantial Fulfilment of Charter;
  - (d) seek the views of Member Clubs on any subject affecting the general policy or activities of Legacy;
  - (e) solicit, receive and disburse monies and other property;
  - (f) issue a Foundation Charter to a Legacy Foundation which meets the requirements decided by a General Meeting of Legacy Australia Inc.;
  - (g) withdraw a Foundation Charter from a Legacy Foundation which does not meet the requirements decided by a General Meeting of Legacy Australia Inc., or where a Foundation requests that its Charter be withdrawn and cancelled;
  - (h) open and operate accounts with financial institutions;
  - (i) invest its money in any security in which trust monies may lawfully be invested;
  - (j) raise and borrow money on any terms and in any manner as it thinks fit;
  - (k) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
  - (l) appoint agents to transact business on its behalf;
  - (m) enter into any other contract it considers necessary or desirable; and
  - (n) make and amend Bylaws for the better governance of Legacy Australia Inc. in accordance with Rule 73.

- 3 Legacy Australia Inc. may only exercise its powers and use its income and assets (including any surplus) for its Purposes.

**6 NOT FOR PROFIT ORGANISATION**

- 1 Legacy Australia Inc. must not distribute any surplus, income or assets directly or indirectly to its Member Clubs.
- 2 Rule 6.1 does not prevent Legacy Australia Inc. from paying a Member Club:
  - (a) reimbursement for expenses properly incurred by the Member Club;  
or
  - (b) for goods or services provided by the Member Club if this is done in good faith on terms no more favourable than if the Member Club was not a Member Club;
  - (c) by way of distribution of funds to Member Clubs and Associated Entities to assist them to carry out their welfare activities in fulfilment of their charitable purposes.

## **PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES**

### **DIVISION 1—MEMBERSHIP**

#### **7 MINIMUM NUMBER OF MEMBERS**

Legacy Australia Inc. must have at least five (5) members.

#### **8 WHO IS ELIGIBLE TO BE A MEMBER**

- 1 The members shall be Legacy Clubs that hold a Charter, referred to herein as Member Clubs.
- 2 Legacy Australia Inc. shall from time to time issue Charters in the form set out in Appendix A to this Constitution. Appendix A can be amended from time to time by Legacy Australia Inc. in General Meeting, by way of a Special Resolution.
- 3 That the Charters shall be deemed to have been amended from the time of the passing of the Special Resolution referred to in Rule 8.2.

#### **8A ASSOCIATE MEMBERS**

- 1 A Legacy Foundation holding a Charter is an Associate Member of Legacy Australia Inc.
- 2 An Associated Entity may apply for Associate Membership of Legacy Australia Inc. in accordance with procedures determined by the Board from time to time.
- 3 An Associate Member may be invited to attend General Meetings and Conferences of Legacy Australia Inc. but may not vote.

#### **9 APPLICATION FOR MEMBERSHIP**

- 1 A group of persons seeking to become a Legacy Club and receive a Charter shall make an application to Legacy Australia Inc. to become a Legacy Club, be issued with a Charter and become a member of Legacy Australia Inc. The form of such application and the material to be supplied shall be in accordance with the procedures determined by the Board from time to time. In the event of a new Legacy Club being formed and granted a Charter, it will become a Member Club of Legacy Australia Inc. and all Member Clubs of Legacy Australia Inc. shall be advised of the formation of the new Member Club as soon as practicable.
- 2 There shall be no joining fee to become a Member Club of Legacy Australia Inc.
- 3 Member Clubs shall make annual subscription payments to Legacy Australia Inc. and shall pay other levies as determined by the Member Clubs from time to time in accordance with Rule 12.

**10 CONSIDERATION OF APPLICATION**

- 1 As soon as practicable after an application for membership is received, the Board must decide by resolution whether to accept or reject the application.
- 2 The Board must notify the applicant in writing of its decision as soon as practicable after the decision is made.

**11 NEW MEMBERSHIP**

- 1 If an application for membership is approved by the Board:
  - (a) the resolution to accept the membership must be recorded in the minutes of the Board Meeting;
  - (b) the Secretary must, as soon as practicable, enter the name and address of the new Member Club, and the date of becoming a member, in the Register of Member Clubs; and
  - (c) a new Member Club shall be entitled to exercise its rights when it has been issued with a Charter.
- 2 The new Member Club shall be placed in the appropriate zone in Appendix B as resolved by the Board and Appendix B shall be amended to implement the Board's decision.
- 3 Where two or more Member Clubs merge or amalgamate, the newly formed Member Club shall be established in accordance with Rules 11.1 and 11.2.

**12 ANNUAL SUBSCRIPTION AND LEVIES**

- 1 The annual subscription, being the same for each voting Member Club, shall be considered by the Board and fixed by a majority vote of members present at the Annual General Meeting.
- 2 Any levy imposed on Member Clubs and full details of such levy shall be considered by the Board and determined by a majority vote of members present at the Annual General Meeting.
- 3 The rights, including the right to vote, of a Member Club that has not paid the annual subscription or any levies by the due date may be suspended until the payment is made.

**13 GENERAL RIGHTS OF MEMBER CLUBS**

- 1 A Member Club of Legacy Australia Inc. has the right to:
  - (a) receive notice of General Meetings and of proposed Special Resolutions in the manner and time prescribed by this Constitution;
  - (b) submit items of business for consideration at a General Meeting;

- (c) appoint in writing, a Legatee of the Member Club as Delegate to speak and vote on behalf of the Member Club at General Meetings. A notice of the relevant appointment shall be provided to the Secretary not less than 48 hours prior to a General Meeting;
- (d) by its Delegate, attend and be heard at General Meetings
- (e) by its Delegate, vote at a General Meeting;
- (f) have access to the minutes of General Meetings and other documents of Legacy Australia Inc. as provided under Rule 70; and
- (g) inspect the Register of Member Clubs as provided under Rule 16.1(b).

#### **14 RIGHTS NOT TRANSFERABLE**

The rights of a Member Club are not transferable and end when membership ceases.

#### **15 CEASING LEGACY AUSTRALIA INC. MEMBERSHIP**

- 1 A Member Club shall cease membership of Legacy Australia Inc. upon dissolution of the Member Club by the endorsement of the Charter of the Member Club with a Statement of Substantial Fulfilment, or by cancellation of the Charter of a Member Club pursuant to the disciplinary provisions of this Constitution.
- 2 Upon a Member Club ceasing to be a member of Legacy Australia Inc., the Secretary must, as soon as practicable, enter the date on which the Member Club ceased to be a member in the Register of Member Clubs.
- 3 Upon a Member Club ceasing to be a member of Legacy Australia Inc., the Member Club must take the following steps:
  - (a) return its Charter to Legacy Australia Inc.;
  - (b) remove the word "Legacy" from its name;
  - (c) not use the name "Legacy" or any other Intellectual Property belonging to Legacy Australia Inc.; and
  - (d) make all appropriate arrangements to transfer its Legacy Beneficiaries to other Member Clubs as directed by the Board.

#### **16 REGISTER OF MEMBER CLUBS**

- 1 The Secretary must keep and maintain a Register of Member Clubs that includes:
  - (a) for each Member Club –
    - (i) the name of the Member Club;

- (ii) the address for notices for the Member Club;
  - (iii) the date on which the Member Club received a Charter; and
  - (iv) any other information determined by the Board from time to time;
- (b) for each former Member Club, the date on which the Member Club ceased to be a member of Legacy Australia Inc.
- 2 Any Member Club may, at a reasonable time and free of charge, inspect the Register of Member Clubs.

## **17 INTELLECTUAL PROPERTY**

Legacy Australia Inc. shall establish and maintain an Intellectual Property Agreement between Legacy Australia Inc, Member Clubs and Associated Members, for use in the management and administration of Legacy intellectual property including the use of the word 'Legacy' and the use of the Legacy Badge.

## **DIVISION 2—DISCIPLINARY ACTION**

### **18 DISCIPLINARY COMMITTEE**

- 1 The Board shall establish a Disciplinary Committee consisting of a Chairman and four (4) persons.
- 2 The Chairman of the Disciplinary Committee shall be a person who is or was registered as an Australian Legal Practitioner. Such Chairman shall not be required to be a Legatee.
- 3 The four (4) persons shall be Legatees and shall not be Directors of the Board.
- 4 A Disciplinary Committee for the hearing of a matter shall consist of the Chairman and at least two (2) other persons from the Disciplinary Committee. The Chairman shall determine the composition of the Disciplinary Committee, who shall conduct the hearing of any matter.
- 5 The Disciplinary Committee shall consider matters that are referred to it by the Board.

### **19 GROUNDS FOR TAKING DISCIPLINARY ACTION**

The Board. may refer a matter to the Disciplinary Committee for disciplinary action against a Legacy Club which is a Member Club in accordance with this division where it is determined that there is a prima facie allegation or circumstances that a Legacy Club, by itself or its agent or Associated Entity:

- (a) has failed or is failing to carry out the Purposes of Legacy as contained in the Charter; and/or
- (b) has engaged in or is engaging in conduct that is prejudicial to Legacy Australia Inc., Legacy Clubs or Legacy's reputation; and/or
- (c) has engaged in or is engaging in conduct that is likely to bring Legacy Australia Inc., Legacy Clubs or Legacy's reputation into disrepute.

## **20 NOTICE TO A MEMBER CLUB**

- 1 In the event of a matter being referred to the Disciplinary Committee by the Board, the Disciplinary Committee must give notice in writing to the Member Club:
- (a) stating that a complaint has been referred to the Disciplinary Committee by the Board; and
  - (b) stating the nature of the grounds of the complaint that is to be the subject of the proposed disciplinary hearing; and
  - (c) specifying the date, place and time for the meeting of the Disciplinary Committee that intends to hear the disciplinary action; and
  - (d) advising the Member Club that it may –
    - (i) attend the disciplinary hearing and address the Disciplinary Committee at that hearing; and
    - (ii) give a written statement to the Disciplinary Committee at any time before the disciplinary hearing; and
  - (e) providing such other information and material as the Chairman of the Disciplinary Committee shall consider to be appropriate and in accordance with the provisions of natural justice.
- 2 A Member Club shall, with the consent of the Disciplinary Committee which will not unreasonably be withheld, be entitled to be represented or assisted at the Disciplinary Committee by a legal advisor.

## **21 CONDUCT OF DISCIPLINARY COMMITTEE**

- 1 The Disciplinary Committee must:
- (a) give the Member Club an opportunity to be heard and to call witnesses and produce material;
  - (b) consider any written statements submitted by the Member Club; and
  - (c) conduct the hearing in accordance with the principles of natural justice.

- 2 The Disciplinary Committee shall give each decision in writing together with reasons and provide a copy to the Member Club and to the Board.
- 3 The Disciplinary Committee may order:
  - (a) No further action against the Member Club.
  - (b) That the Member Club be reprimanded.
  - (c) That the Member Club be expelled from Legacy Australia Inc. and that its Charter be cancelled.
- 4 The expulsion of a Member Club by the Disciplinary Committee under Rule 21.3.(c), shall take effect from a date determined by the Disciplinary Committee taking into account the existing obligations of the Member Club to the Legacy Beneficiaries in its care and any other relevant factors.

## **22 APPEAL RIGHTS**

- 1 A Member Club may appeal the decision of the Disciplinary Committee to the Board by giving a notice in accordance with Rule 22.2.
- 2 The notice of appeal must:
  - (a) be in writing;
  - (b) set out the grounds for appeal; and
  - (c) be given in writing to the Secretary of Legacy Australia Inc. within ten (10) days of the Member Club being notified of the decision of the Disciplinary Committee.
- 3 A meeting of the Board to hear the appeal shall be called not less than seven (7) days and not more than twenty-eight (28) days after the lodgement of the notice of appeal.
- 4 The Member Club shall be advised in writing as to the time and place of the Board Meeting for the consideration of the appeal.
- 5 At a Board Meeting, the hearing shall be conducted in a similar manner to the Disciplinary Committee hearing as set out in Clause 21. The Board shall have the power to allow or dismiss the appeal or to vary the penalty imposed by the Disciplinary Committee.
- 6 That the Board Meeting hearing the appeal shall decide the appeal by a Majority of Votes. The Directors hearing the appeal shall not abstain from voting as to the outcome of the appeal.
- 7 The Board's decision and its reasons shall be in writing. The decision of the Board shall be final and binding on the Member Club and Legacy Australia Inc.

## DIVISION 3—GRIEVANCE PROCEDURE

### 23 APPLICATION

- 1 The grievance procedure set out in this Division applies to disputes under this Constitution between:
  - (a) a Member Club and another Member Club;
  - (b) a Member Club and the Board;
  - (c) a Member Club and Legacy Australia Inc.
- 2 A Member Club must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

### 24 PARTIES MUST ATTEMPT TO RESOLVE THE DISPUTE

The parties to a dispute must attempt to resolve the dispute between themselves within fourteen (14) days of the dispute coming to the attention of each party.

### 25 APPOINTMENT OF MEDIATOR

- 1 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 24, the parties must within ten (10) days:
  - (a) notify the Board of the dispute; and
  - (b) agree to or request the appointment of a mediator; and
  - (c) attempt in good faith to settle the dispute by mediation.
- 2 The mediator must be:
  - (a) a suitably qualified and/or experienced person chosen by agreement between the parties; or
  - (b) in the absence of agreement –
    - (i) if the dispute is between a Member Club and another Member Club, a person appointed by the Board; or
    - (ii) if the dispute is between a Member Club and the Board of Legacy Australia Inc., the Chairman of the Disciplinary Committee or a person appointed by the Chairman of the Disciplinary Committee.
- 3 A mediator appointed by the Board may be a Legatee or former Legatee but in any case must not be a person who:
  - (a) has a personal interest in the dispute; or

- (b) is biased in favour of or against any party.

## **26 MEDIATION PROCESS**

- 1 The mediator to the dispute, in conducting the mediation, must:
  - (a) give each party every opportunity to be heard; and
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- 2 The mediator must not determine the dispute.
- 3 The parties to mediation shall pay their own costs associated with mediation and shall share equally to the costs of the mediator and the mediation process.

## **27 FAILURE TO RESOLVE DISPUTE BY MEDIATION**

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **PART 4—GENERAL MEETINGS OF LEGACY AUSTRALIA INC.**

### **28 ANNUAL GENERAL MEETINGS**

- 1 The Board must convene an Annual General Meeting of Legacy Australia Inc. to be held within five (5) months after the end of each financial year.
- 2 Legacy Australia Inc. shall each second year convene a National Conference to be run by a host Member Club. In the years that a National Conference is conducted, the Annual General Meeting shall be held in conjunction with the National Conference.
- 3 The Board may determine the date, time and place of the Annual General Meeting.
- 4 The ordinary business of the Annual General Meeting is to:
  - (a) confirm the minutes of the previous Annual General Meeting and of any Special General Meeting held since then;
  - (b) receive and consider –
    - (i) the annual report of the Board on the activities of Legacy Australia Inc. during the preceding financial year; and
    - (ii) the financial statements of Legacy Australia Inc. for the preceding financial year submitted by the Board in accordance with Part 7 of the Act;
  - (c) confirm or vary the amounts and/or formula for the annual subscription and/or levies recommended by the Board under Rule 12; and
  - (d) allow time for Member Clubs to ask questions and receive answers.
- 5 The Annual General Meeting may also conduct any other business of which notice has been given in accordance with this Constitution.

### **29 SPECIAL GENERAL MEETINGS**

- 1 Any General Meeting of Legacy Australia Inc., other than an Annual General Meeting is a Special General Meeting.
- 2 The Board may convene a Special General Meeting whenever it thinks fit.
- 3 No business other than that set out in the notice under Rule 31 may be conducted at the meeting.

**30 SPECIAL GENERAL MEETING HELD AT REQUEST OF MEMBERS**

- 1 The Board must convene a Special General Meeting if a request to do so is made in accordance with Rule 30.2 by at least 20% of the total number of Member Clubs.
- 2 A request for a Special General Meeting must:
  - (a) be in writing; and
  - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
  - (c) include the names and copies of the resolution of Member Clubs formally requesting the meeting; and
  - (d) be lodged to the Secretary.
- 3 If the Board does not convene a Special General Meeting within one month after the date on which the request is made, the Member Clubs making the request (or any of them) may convene the Special General Meeting.
- 4 A Special General Meeting convened by Member Clubs under Rule 30.3:
  - (a) must be held within three (3) months after the date on which the original request was made; and
  - (b) may only consider the business stated in that request.
- 5 Legacy Australia Inc. must reimburse all reasonable expenses incurred by the Member Clubs convening a Special General Meeting under Rule 30.3.

**31 NOTICE OF GENERAL MEETINGS**

- 1 The Secretary (or, in the case of a Special General Meeting convened under Rule 30.3, the Member Clubs convening the meeting) must give to each Member Club of Legacy Australia Inc. at least forty-two (42) days' notice of a General Meeting if a Special Resolution is to be proposed at the meeting.
- 2 The notice must:
  - (a) specify the date, time and place of the meeting; and
  - (b) indicate the general nature of each item of business to be considered at the meeting; and
  - (c) if a Special Resolution is to be proposed –
    - (i) state in full the proposed resolution; and

- (ii) state the intention to propose the resolution as a Special Resolution.

**31A POWER TO MOVE AND SECOND MOTIONS AND SPEAK TO MOTIONS**

- 1 Member Clubs, and the Board of Legacy Australia Inc. shall be entitled to move or second motions at a General Meeting and to speak to motions.

**32 USE OF TECHNOLOGY**

- 1 Member Clubs and the Directors of the Board of Legacy Australia Inc are permitted to participate in a General Meeting and be deemed to be present by the use of technology that allows all participating to clearly and simultaneously communicate with each other.
- 2 For the purposes of this Part 4, a Member Club participating in a General Meeting as permitted under Rule 32.1 is taken to be present at the meeting and, if the Member Club votes at the meeting, is taken to have voted as if present at the meeting.

**33 QUORUM AT GENERAL MEETINGS**

- 1 No business may be conducted at a General Meeting unless a quorum of Member Clubs is present.
- 2 The quorum for a General Meeting is the presence of 50% of the Member Clubs entitled to vote.
- 3 If a quorum is not present within thirty (30) minutes after the notified commencement time of a General Meeting:
  - (a) in the case of a meeting convened by, or at the request of, Member Clubs under Rule 30.3, the meeting must be dissolved;
  - (b) in any other case –
    - (i) the meeting must be adjourned to a date not more than twenty-one (21) days after the adjournment; and
    - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all Member Clubs as soon as practicable after the meeting.

- 4 If a quorum is not present within thirty (30) minutes after the time to which a General Meeting has been adjourned under Rule 33.3.(b), the Member Clubs present at the meeting (if not fewer than three (3)) may proceed with the business of the meeting as if a quorum were present.

### **34 ADJOURNMENT OF GENERAL MEETING**

- 1 The Chairman of a General Meeting at which a quorum is present may, with the consent of a majority of Member Clubs present at the meeting, adjourn the meeting to another time at the same place or at another place.
- 2 Without limiting Rule 34.1, a meeting may be adjourned:
- (a) if there is insufficient time to deal with the business at hand; or
  - (b) to give the Member Clubs more time to consider an item of business.
- 3 No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- 4 Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for fourteen (14) days or more, in which case notice of the meeting must be given in accordance with Rule 31.

### **35 VOTING AT GENERAL MEETING**

- 1 On any motion arising at a General Meeting:
- (a) subject to Rule 35.3, each Member Club who is entitled to vote has one vote; and
  - (b) subject to Rule 32, Member Clubs must be present to vote; and
  - (c) except in the case of a Special Resolution, the motion shall be decided on a Majority of Votes;
  - (d) the Board of Legacy Australia Inc. shall not have a power to vote on a motion.
- 2 If votes are divided equally on a motion, the motion is to be declared as lost.
- 3 If the motion is whether or not to confirm the minutes of a previous meeting, only Delegates whose Member Club was present at that meeting may vote.

### **35 A PROXY VOTING AT GENERAL MEETINGS**

- 1 Each Club having a voting right may assign the use of that right to another Club for use at a General Meeting.
- 2 Notice of proxy assignment must be in writing to the secretary of Legacy Australia Incorporated naming the proxy Club at least forty-eight hours prior to the meeting.
- 3 No Club is permitted to carry more than one proxy vote.

### **36 SPECIAL RESOLUTIONS**

A Special Resolution is passed if not less than 75% of votes cast by Member Clubs present and voting on a Special Resolution at a General Meeting vote in favour of the resolution.

### **37 DETERMINING WHETHER RESOLUTION CARRIED**

- 1 Subject to Rule 37.2, the Chairman of a General Meeting may, on the basis of a show of hands, declare that a resolution has been:
  - (a) carried; or
  - (b) carried unanimously; or
  - (c) carried by a particular majority; or
  - (d) lostand an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- 2 If a poll (where votes are cast in writing) is demanded by five (5) or more Member Clubs on any motion:
  - (a) the poll must be taken at the meeting in the manner determined by the Chairman of the meeting; and
  - (b) the Chairman must declare the result of the resolution on the basis of the poll.
- 3 A poll demanded on the motion of an adjournment must be taken immediately.
- 4 A poll demanded on any other motion must be taken before the close of the meeting at a time determined by the Chairman.

**38 MINUTES OF GENERAL MEETING**

- 1 The Board must ensure that minutes are taken and kept of each General Meeting.
- 2 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 3 In addition, the minutes of each Annual General Meeting must include:
  - (a) the names of the Member Clubs attending the meeting and the Delegate/s representing each Member Club; and
  - (b) the financial statements submitted to the Member Clubs in accordance with Rule 28.4.(b).(ii); and
  - (c) the certificate signed by two Directors certifying that the financial statements give a true and fair view of the financial position and performance of Legacy Australia Inc.; and
  - (d) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

## **PART 5—BOARD AND OFFICE BEARERS**

### **DIVISION 1—POWERS OF THE BOARD AND OFFICE BEARERS**

#### **39 ROLE AND POWERS**

- 1 The activities of Legacy Australia Inc. shall be managed by or under the direction of the Board.
- 2 The Board may exercise all the powers of Legacy Australia Inc. except those powers that this Constitution or the Act requires to be exercised by General Meetings of the Member Clubs of Legacy Australia Inc.
- 3 The Board may:
  - (a) appoint and remove staff;
  - (b) establish committees of Legacy Australia Inc. with terms of reference it considers appropriate.

#### **40 DELEGATION**

- 1 Subject to Rule 39, the Board may delegate to a committee or to a Director or to staff, any of its powers and functions other than:
  - (a) this power of delegation; or
  - (b) a duty imposed on the Board by the Act or by any other law.
- 2 The delegation must be in writing and must be subject to the conditions and limitations the Board considers appropriate.
- 3 The Board may in writing revoke a delegation wholly or in part.

### **DIVISION 2—COMPOSITION OF BOARD AND DUTIES OF DIRECTORS**

#### **41 COMPOSITION OF BOARD**

The Board shall consist of:

- (a) a Chairman; and
- (b) a Vice Chairman; and
- (c) a Secretary; and
- (d) a Treasurer; and
- (e) seven (7) other Directors and one (1) Appointed Director if so appointed pursuant to Rule 49.

**42 GENERAL DUTIES**

- 1 As soon as practicable after being elected or appointed to the Board, each Director must become familiar with this Constitution and the Act.
- 2 The Board is collectively responsible for ensuring that Legacy Australia Inc. complies with the Act and that individual Directors of the Board comply with this Constitution.
- 3 Directors must exercise their powers and discharge their duties with reasonable care and diligence.
- 4 Directors must exercise their powers and discharge their duties:
  - (a) in good faith in the best interests of Legacy Australia Inc.; and
  - (b) for a proper purpose.
- 5 Directors and former Directors must not make improper use of:
  - (a) their position; or
  - (b) information acquired by virtue of holding their position
 so as to gain an advantage for themselves or any other person or to cause detriment to Legacy Australia Inc.

**43 CHAIRMAN**

- 1 Subject to Rule 43.2, the Chairman or, in the Chairman's absence, the Vice Chairman shall be the Chairman of any General Meetings and of any Board Meetings.
- 2 If the Chairman and the Vice-Chairman are both absent, or are unable to preside, the Chairman of a meeting shall:
  - (a) in the case of a General Meeting, be a Director nominated by the Board; or
  - (b) in the case of a Board Meeting, shall be a Director elected by the other Directors present.

**44 SECRETARY**

- 1 The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- 2 The Secretary must:
  - (a) maintain the Register of Member Clubs in accordance with Rule 16; and
  - (b) keep custody of the common seal (if any) of Legacy Australia Inc. and, except for the financial records referred to in Rule 65.3, all books, documents and securities of Legacy Australia Inc. in accordance with Rules 67 and 70; and

- (c) subject to the Act and this Constitution, provide Member Clubs with access to the Register of Member Clubs, the minutes of General Meetings and other books and documents; and
  - (d) perform any other duty or function imposed on the Secretary by this Constitution.
- 3 The Secretary must give to the Registrar notice of his or her appointment within fourteen (14) days after the appointment.

#### **45 TREASURER**

- 1 The Treasurer must:
- (a) receive all moneys paid to or received by Legacy Australia Inc. and issue receipts for those moneys in the name of Legacy Australia Inc.; and
  - (b) ensure that all moneys received are paid into the account of Legacy Australia Inc. within five (5) working days after receipt; and
  - (c) make any payments authorised by the Board or by a General Meeting of Legacy Australia Inc. from Legacy Australia Inc.'s funds; and
  - (d) ensure that the cheques and electronic transfers are signed/authorised by two (2) persons, one (1) of whom shall be a Director.
- 2 The Treasurer must:
- (a) ensure that the financial records of Legacy Australia Inc. are kept in accordance with the Act; and
  - (b) coordinate the preparation of the financial statements of Legacy Australia Inc. and their certification by the Board prior to their submission to the Annual General Meeting of Legacy Australia Inc.
- 3 The Treasurer must ensure that at least one (1) other Director has access to the accounts and financial records of Legacy Australia Inc.

**DIVISION 3—ELECTION OF DIRECTORS AND TENURE OF OFFICE****46 WHO IS ELIGIBLE TO BE A DIRECTOR**

- 1 A Director must be aged eighteen (18) years or over.
- 2 A person who is a Legatee shall be eligible to be elected or appointed to the Board of Legacy Australia Inc. if the person fulfils the following requirements:
  - (a) that the person is a Legatee; and
  - (b) that the person shall have two (2) or more years being a member of a committee or board of a Member Club, or is at the time of the election or appointment a Director of Legacy Australia Inc.

**47 POSITIONS TO BE DECLARED VACANT**

For the purposes of the election of Directors, the Member Clubs shall be divided into the Member Club groupings, regions and zones set out in Appendix B attached to this Constitution and the Board shall be elected in the following manner:

- 1 In odd-numbered years:
  - (a) as to the Member Clubs as set out in Zone A1 of Appendix B, each Member, Club shall elect a person to the Board;
  - (b) as to the Regions or grouping of Member Clubs set out in Zone B1 of Appendix B, each Region shall elect a person to the Board.
- 2 In even-numbered years:
  - (a) as to the Member Clubs as set out in Zone A2 of Appendix B, each Member Club or grouping of Member Clubs shall elect a person to the Board;
  - (b) as to the Regions or grouping of Member Clubs set out in Zone B2 of Appendix B, each Region shall elect a person to the Board.
- 3 In odd numbered years:
  - (a) as to the Regions or grouping of Member Clubs in Zone C1 of Appendix B, the Member Clubs in each Region shall agree on a person to be the Board nominee from that region. In default of agreement, a person nominated by the Hobart Legacy Club in relation to the Tasmanian Region or the South Australia and Broken Hill Legacy Club in relation to the South Australian/Northern Territory Region shall be the Board nominee from those Regions.

- 4 In even numbered years:
- (a) as to the Region or grouping of Member Clubs in Zone C2 of Appendix B, the Member Clubs in the Region shall agree on a person to be the Board nominee from that region. In default of agreement, a person nominated by the Western Australia Legacy Club shall be the Board nominee from the Western Australian Region.
- 5 The election shall be conducted by Legacy Australia Inc. in the following manner:
- (a) that not more than ninety (90) days before nor less than sixty (60) days before the date of the Annual General Meeting, nominations shall be called from the Member Clubs of each Region for a person to be elected from that Region to the Board
  - (b) that in the event of there being more than one (1) such person nominated, there shall be a ballot of Member Clubs for the relevant Region and that postal ballot shall be conducted not more than forty-five (45) days and not less than fifteen (15) days before the Annual General Meeting
  - (c) that the Member Clubs within a particular Region shall be entitled to cast a vote in the election for the representative to be nominated by that Region;
- 6 The Directors shall take office at the conclusion of the last Board Meeting of the outgoing Board in November or December following the Annual General Meeting and the new Board shall hold its first Board Meeting as soon as practicable after taking office and shall elect or confirm the office bearers of Legacy Australia Inc for the following year.

#### **48 ELECTION OF OFFICE BEARERS**

- 1 The Board, at its first meeting, shall from among its Directors elect a:
- (a) Chairman where that position is vacant pursuant to the operation of these rules, noting that the Chairman's term of office is two (2) years;
  - (b) Vice Chairman;
  - (c) Secretary; and
  - (d) Treasurer.
- 2 These persons shall be the Office Bearers of the Board.
- 3 The Chairman shall hold office for two (2) years. The other Office Bearers shall hold office for one (1) year.

- 4 The Chairman shall be eligible to serve as Chairman for a period of two (2) terms of two (2) years.
- 5 Other Office Bearers shall be eligible to be elected to a particular position for up to four (4) terms of one (1) year.

#### **49 APPOINTED DIRECTOR**

- 1 The Board may at its discretion at any time appoint a Director with special skills that would be deemed to be of assistance to Legacy Australia Inc., known as "the Appointed Director". That Director shall not be required to be a Legatee and shall be appointed for a period of not more than two (2) years but shall be available for reappointment and shall have full voting and speaking rights at the Board.
- 2 An Appointed Director shall, if he/she also meets the eligibility requirements stated in Rule 46, be eligible to be an Office Bearer of Legacy Australia Inc.

#### **50 TERMS OF OFFICE**

- 1 Directors shall be appointed or elected for a period of two (2) years (excluding any term of office held in filling a casual vacancy).
- 2 A person shall only be a Director for a period of four (4) terms being eight (8) years.

#### **51 VACATION OF OFFICE**

- 1 A Director may resign from the Board by written notice addressed to the Board.
- 2 A person ceases to be a Director if the Director:
- (a) save and except for the Appointed Director, ceases to be a Legatee; or
  - (b) fails to attend three (3) consecutive Board Meetings (other than special or urgent Board Meetings) without leave of absence; or
  - (c) otherwise ceases to be a Director by operation of Section 78 of the Act.

#### **52 FILLING CASUAL VACANCIES**

- 1 The Board may appoint an eligible person to fill a position on the Board that has become vacant by operation of Rule 51. The Board shall appoint a person who is a Legatee of a Member Club in the Region that appointed the retired Director and shall consult with Member Clubs in the Region prior to making the appointment. The appointment shall be for the balance of the term of the Director who has ceased to be a Director.
- 2 If the position of Secretary, or any other Office Bearer, becomes vacant, the Board

must appoint a Director to the vacant position within fourteen (14) days after the vacancy arises.

- 3 The Board may continue to act despite any vacancy in its membership.

## **DIVISION 4—MEETINGS OF BOARD**

### **53 MEETINGS OF BOARD**

- 1 The Board must meet at least six (6) times in each year at the dates, times and places determined by the Board.
- 2 The date, time and place of the first Board Meeting must be determined by the Directors as soon as practicable after the Annual General Meeting of Legacy Australia Inc.
- 3 A special Board Meeting may be convened by the Chairman or by any four (4) Directors.

### **54 NOTICE OF MEETINGS**

- 1 Notice of each Board Meeting must be given to each Director no later than seven (7) days before the date of the meeting.
- 2 Notice may be given of more than one (1) Board Meeting at the same time.
- 3 The notice must state the date, time and place of the meeting.
- 4 If a special Board Meeting is convened, the notice must include the general nature of the business to be conducted.

### **55 URGENT MEETINGS**

- 1 In cases of urgency, a meeting can be held without notice being given in accordance with Rule 54 provided that as much notice as practicable is given to each Director by the quickest means practicable.
- 2 The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

### **56 PROCEDURE AND ORDER OF BUSINESS**

- 1 The procedure to be followed at a meeting of the Board must be determined from time to time by the Board.
- 2 The order of business may be determined by the Directors present at the meeting.

**57 USE OF TECHNOLOGY**

- 1 A Director who is not physically present at a Board Meeting may participate in the meeting by the use of technology that allows that Director and the Directors present at the meeting to clearly and simultaneously communicate with each other.
- 2 For the purposes of this Part, a Director participating in a Board Meeting as permitted under Rule 57.1 is taken to be present at the meeting and, if the Director votes at the meeting, is taken to have voted in person.

**58 QUORUM**

- 1 No business may be conducted at a Board Meeting unless a quorum is present.
- 2 The quorum for a Board Meeting is the presence (in person or as allowed under Rule 57) of a majority of the Directors holding office.
- 3 If a quorum is not present within thirty (30) minutes after the notified commencement time of a Board Meeting:
  - (a) in the case of a special Board Meeting, the meeting lapses;
  - (b) in any other case, the meeting must be adjourned to a date no later than fourteen (14) days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with Rule 54.

**59 VOTING**

- 1 On any motion arising at a Board Meeting, each Director present at the meeting has one vote.
- 2 A motion is carried if a majority of Directors present at the meeting vote in favour of the motion.
- 3 If votes are divided equally on a motion, the Chairman of the meeting has a second or casting vote.
- 4 Voting by proxy is not permitted.

**60 CONFLICT OF INTEREST**

- 1 A Director who has a material personal interest in a matter being considered at a Board Meeting must disclose the nature and extent of that interest to the Board.
- 2 The Director who has a material personal interest in the matter:
  - (a) must not be present while the matter is being considered at the meeting; and
  - (b) must not vote on the matter.

- 3 This rule does not apply to a material personal interest:
- (a) that exists only because the Director belongs to a class of persons for whose benefit Legacy Australia Inc. is established; or
  - (b) that the Director has in common with all, or a substantial proportion of Legatees.

**61 MINUTES OF MEETING**

- 1 The Board must ensure that minutes are taken and kept of each Board Meeting.
- 2 The minutes must record the following:
- (a) the names of the Directors in attendance at the meeting;
  - (b) the business considered at the meeting;
  - (c) any resolution on which a vote is taken and the result of the vote;
  - (d) any material personal interest disclosed under Rule 60.

**62 LEAVE OF ABSENCE**

- 1 The Board may grant a Director leave of absence from Board Meetings for a period not exceeding three (3) meetings.
- 2 The Board must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Director to seek the leave in advance.

## **PART 6—FINANCIAL MATTERS**

### **63 SOURCE AND DISTRIBUTION OF FUNDS**

- 1 The funds of Legacy Australia Inc. may be derived from annual subscriptions and levies from Member Clubs (subject to Rule 12), donations, fund-raising activities, bequests, grants, interest and any other sources approved by a General Meeting or the Board.
- 2 The Board shall distribute to the Member Clubs funds to assist the Legacy Clubs to carry out their welfare activities in furtherance of their purposes.
- 3 The distributions made by Legacy Australia Inc. shall take into account the financial requirements of Legacy Australia Inc. including the fulfilment of Legacy Australia Inc.'s charitable Purposes.

### **64 MANAGEMENT OF FUNDS**

- 1 Legacy Australia Inc. must open accounts with financial institutions from which all expenditure of Legacy Australia Inc. is made and into which all of Legacy Australia Inc.'s revenue is deposited.
- 2 The Board may authorise the Treasurer to expend funds on behalf of Legacy Australia Inc. (including by electronic funds transfer) up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- 3 All cheques, electronic funds' transfers, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two (2) persons, one (1) of whom shall be a Director.
- 4 All funds of Legacy Australia Inc. must be deposited into the financial accounts of Legacy Australia Inc. no later than five (5) working days after receipt.
- 5 With the approval of the Board, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

### **65 FINANCIAL RECORDS**

- 1 Legacy Australia Inc. must keep financial records that:
  - (a) correctly record and explain its transactions, financial position and performance; and
  - (b) enable financial statements to be prepared as required by the Act.
- 2 Legacy Australia Inc. must retain the financial records for seven (7) years after the transactions covered by the records are completed.

- 3 The Treasurer must keep in his or her custody, or under his or her control:
- (a) the financial records for the current financial year; and
  - (b) any other financial records as authorised by the Board.

**66 FINANCIAL STATEMENTS**

- 1 For each financial year, the Board must ensure that the requirements under the Act relating to the financial statements of Legacy Australia Inc. are met.
- 2 Without limiting Rule 66.1, those requirements include:
- (a) the preparation of the financial statements;
  - (b) the auditing of the financial statements;
  - (c) the certification of the financial statements by the Board;
  - (d) the submission of the financial statements to the Annual General Meeting of Legacy Australia Inc.;
  - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

## PART 7—GENERAL MATTERS

### 67 COMMON SEAL

- 1 Legacy Australia Inc. may have a common seal.
- 2 If Legacy Australia Inc. has a common seal:
  - (a) the name of Legacy Australia Inc. must appear in legible characters on the common seal;
  - (b) a document may only be sealed with the common seal by the authority of the Board and the sealing must be witnessed by the signatures of two Directors;
  - (c) the common seal must be kept in the custody of the Secretary.

### 68 REGISTERED ADDRESS

The registered address of Legacy Australia Inc. is:

- (a) the address determined from time to time by resolution of the Board; or
- (b) if the Board has not determined an address to be the registered address, the postal address of the Secretary.

### 69 NOTICE REQUIREMENTS

- 1 Any notice required to be given to a Member Club or a Director under this Constitution may be given:
  - (a) by handing the notice personally to the Secretary of the Member Club; or a Director; or
  - (b) by sending it by post to the Member Club or a Director at the address recorded; or
  - (c) by email or facsimile transmission.
- 2 Rule 69.1 does not apply to notice given under Rule 55.
- 3 Any notice required to be given to Legacy Australia Inc. or the Board may be given:
  - (a) by handing the notice to a Director; or
  - (b) by sending the notice by post to the registered address; or
  - (c) by leaving the notice at the registered address; or
  - (d) if the Board determines that it is appropriate in the circumstances –

- (i) by email to the email address of Legacy Australia Inc. or the Secretary; or
- (ii) by facsimile transmission to the facsimile number of Legacy Australia Inc.

## 70 CUSTODY AND INSPECTION OF BOOKS AND RECORDS

- 1 Member Clubs may on request inspect free of charge:
  - (a) the Register of Member Clubs;
  - (b) the minutes of General Meetings;
  - (c) subject to Rule 70.2, the financial records, books, securities and any other **relevant document** of Legacy Australia Inc., including minutes of Board Meetings.
- 2 The Board may refuse to permit a Member Club to inspect records of Legacy Australia Inc. that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of Legacy Australia Inc.
- 3 The Board must on request make copies of these rules available to Member Clubs and applicants for membership free of charge.
- 4 Subject to Rule 70.2, a Member Club may make a copy of any of the other records of Legacy Australia Inc. referred to in this rule and Legacy Australia Inc. may charge a reasonable fee for provision of a copy of such a record.
- 5 For purposes of this rule **relevant documents** means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of Legacy Australia Inc. and includes the following:
  - (a) its membership records;
  - (b) its financial statements;
  - (c) its financial records;
  - (d) records and documents relating to transactions, dealings, business or property of Legacy Australia Inc.

## 71 WINDING UP AND CANCELLATION

- 1 If Legacy Australia Inc. is wound up or its endorsement as a Deductible Gift Recipient ("DGR") is revoked, whichever occurs first, and there remains after satisfaction of all of Legacy Australia Inc.'s debts and liabilities any property whatsoever, this shall be transferred to another organisation or organisations including Member Clubs of this Legacy Australia Inc., with similar Purposes to

Legacy Australia Inc. and holding the income tax status of DGR or its then equivalent status, and which prohibits the distribution of funds to their members. Such distributions shall be as decided by the Member Clubs of Legacy Australia Inc. by Special Resolution in General Meeting and in default of a decision being made in General Meeting by a Judge of the Supreme Court of Victoria.

- 2 If Legacy Australia Inc. shall establish or maintain a gift fund, in accordance with the *Income Tax Assessment Act 1997*, which is wound up or the DGR status of Legacy Australia Inc. is revoked any surplus assets of the gift fund remaining after the payment of liabilities attributable to it shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made and which is a company fund, authority or institution having purposes similar to the Purposes of Legacy Australia Inc.

## **72 ALTERATION OF THIS CONSTITUTION**

Subject to Rule 11.2, this Constitution including Appendices A, B and C can only be altered by Special Resolution of a General Meeting of Legacy Australia Inc.

## **73 BYLAWS**

Bylaws can only be established or altered by a Majority of Votes of the Member Clubs at a General Meeting of Legacy Australia Inc.

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# **APPENDIX A: THE CHARTER AND BADGE OF LEGACY**

## **THE CHARTER OF LEGACY IS:**

"THE SPIRIT OF LEGACY IS SERVICE"

The care of family members of those who served their country; namely, veterans of the Australian Defence Force and Allied Veterans, who have given their life or their health as a result of their service, affords a field for service.

Safeguarding the interests of family members, especially children, is a service worth rendering.

Personal effort is the main essential.

Inasmuch as these are the activities of Legacy, it is our privilege to accept the legacy of the fallen and incapacitated.

## **THE BADGE OF LEGACY**

The Badge of Legacy symbolises in its torch the undying flame of service and sacrifice handed to us by our comrades in War who have passed on. In its wreath of Laurel, with its points inverted in remembrance, is the guerdon of honour; that is recognition for those who gave their lives for their country.

## **APPENDIX B: REPRESENTATION GROUPINGS OF LEGACY CLUBS FOR ZONES**

### **ZONE A1**

Brisbane  
Melbourne

### **ZONE A2**

Canberra and London  
Sydney

### **ZONE B1**

#### **Rural Queensland Region**

Bundaberg, Far North Queensland, Gold Coast, Ipswich, Mackay, Toowoomba, Northern Queensland

#### **Rural Victoria Region**

Albury, Ararat, Ballarat, Bendigo, Colac, Geelong, Hamilton and District, Mildura, Mornington Peninsula, Shepparton, Warrnambool

### **ZONE B2**

#### **Rural NSW – Northern Region**

Armidale, Coffs Coast, Central Coast (NSW), Far North Coast, Grafton, Hunter, Inverell, Newcastle, Port Macquarie Hastings, Tamworth, Taree

#### **Rural NSW – Southern Region**

Goulburn, Lachlan, Central West (NSW), Queanbeyan–Eden-Monaro, Wagga Wagga, Wollongong and South Coast

### **ZONE C1**

#### **Tasmania Region**

Hobart, Launceston

#### **South Australia and Broken Hill, and Northern Territory Region**

South Australia and Broken Hill, Northern Territory

### **ZONE C2**

#### **Western Australia Region**

Western Australia



## **APPENDIX C: THE CODE OF LEGACY**

Version 11 of the Constitution of Legacy Australia Inc.

Incorporating changes adopted at the Legacy Australia Inc. AGM on 22 October 2025

## **APPENDIX C: THE CODE OF LEGACY**

### **1 THE CODE OF LEGACY**

- 1.1 The Charter of Legacy and the Code of Legacy are the foundation documents of Legacy, which comprises all Legacy Clubs and Legacy Australia Inc.
- 1.2. The Code of Legacy is binding for all Clubs, their respective Legatees and Legacy Australia Inc.
- 1.3. The spirit of Legacy is service.
- 1.4 The Code of Legacy states the reasons for being a Legatee, why we are here, what we do, who we are, and to whom we are accountable.

### **2 LEGACY'S MISSION**

- 2.1 To serve the families of deceased and incapacitated veterans, striving to ensure they face no undue financial or social disadvantage due to their loss.

### **3 LEGACY VALUES**

- 3.1 Personal service: Exhibiting a personal commitment to prioritising the needs of our beneficiaries above our own.
- 3.2 Empathy: The capacity to comprehend and share the emotions of our beneficiaries and colleagues.
- 3.3 Understanding: The ability to recognise and address the needs of our beneficiaries and colleagues.
- 3.4 Commitment: Demonstrating unwavering dedication to our mission.

### **4 WHY WE ARE HERE**

- 4.1 Legacy in Australia was founded upon the need to provide support to the families of veterans who had given their life or their health in the time of war. This has subsequently been expanded to include all those that have served as a member of the Australian Defence Forces and Allied Veterans whether they have served one day or many decades regardless of the nature of service.

4.2 Legacy recognises that the impact of service doesn't end when a conflict does, and we support the families of veterans who may have died or suffered ill health after serving our nation.

## **5 WHAT WE DO**

5.1 Legacy provides the essential financial, material, social, educational and developmental support that families depend upon each day.

5.2 Legacy is there in times of hardship, providing support, and ensuring everyday needs are met.

5.3 Legacy is there in times of loss and grief, providing ongoing social support to ensure the emotional health and wellbeing of those we serve.

5.4 Legacy is there for the long term, providing for the educational opportunities and development goals of our beneficiaries to ensure they grow and thrive in the face of adversity.

5.5 Legacy is there to safeguard the rights of veterans' families, to advocate on their behalf to ensure their access to rightful entitlements.

## **6 WHO WE ARE**

6.1 Legacy comprises Legacy Australia Inc. and autonomous member Legacy Clubs across Australia, and one Club in London, who hold a Legacy Charter operated by volunteers and sworn members known as Legatees, and a small pool of paid staff. They all work collaboratively, united by our shared values in the delivery of support for veterans' families.

6.2 All member clubs are equal and no matter the size of the club each member club has the same vote and the same right to be heard.

## **7 WHO WE ARE ACCOUNTABLE TO**

7.1 Legacy Australia Inc and the member Clubs are accountable first and foremost to our beneficiaries to whom we provide support. Secondly, we are accountable to our Legatees, staff, our local communities, fellow ex-service organisations, the Australian Defence Force, the Department of Veterans Affairs and our sponsors.

## **8 APPLICATION OF THE CODE**

8.1 Except where specific discretion is granted by Legacy Australia Inc., the requirements of the Code are binding and obligatory on all Legacy Clubs.

8.2 The method of implementing this Code shall be as decided from time to time by Legacy Clubs at General Meetings of Legacy Australia Inc. and as promulgated in the Bylaws to the Constitution.

## **9 ALTERATIONS TO THE CODE**

9.1 The Code shall not be altered or repealed, nor shall any new clause be added, unless notice of intention of a Special Resolution to such effect shall have been given in accordance with the rules of the Constitution at least four (4) months prior to a General Meeting.