

Annexure A – Motions for Consideration

1. MINUTES OF 2020 ANNUAL GENERAL MEETING

That Members adopt the minutes of the 2020 Annual General Meeting contained within Appendix A.

2. REGISTER OF MOTIONS

That Members note:

- a) the Summary Register of Motions passed at the 2017, 2018 and 2019 Annual Congress and the status of their implementation (contained within Appendix B); and, that
- b) in accordance with the resolution passed by Members at the 2019 Annual Congress, that an updated Register of Motions will be provided to Members within two (2) calendar months of the conclusion of the 2021 AGM.

3. STRATEGIC PLAN REPORT

That Members note the progress report published on the RSL NSW website for Member consideration on 1 December (following the Board Meeting on 27 November) which will be formally presented to Delegates on Day 2 of the Annual Congress/AGM.

4. ANNUAL REPORT, FINANCIAL STATEMENTS AND AUDITOR'S REPORTS

That Members:

- a) adopt the Financial Statements and Auditor's Report for RSL NSW for the financial year ended 30 June 2021; and
- b) note the Annual Report of RSL NSW for the year ended 30 June 2021 and that the Annual Report will be lodged with the Minister for Sport, Multiculturalism, Seniors and Veterans following the 2021 AGM.

5. STANDING MOTION – MEMBERSHIP FEE

That Members note, that in accordance with the Strategic Plan 2021-26, no annual Membership fee is payable in 2022 and that accordingly no capitation fee allocation is to be determined pursuant to Appendix B, clause 11 of the RSL NSW Constitution.

State Branch Comment: See motions 9.2.14 and 9.2.15 proposed by FWMDC regarding the treatment of membership fees in the RSL NSW Constitution.

6. VENUE FOR NEXT ANNUAL CONGRESS/AGM

That the venue for the next Annual Congress/Annual General Meeting (and where possible any extraordinary general meeting) to be conducted by way of in person attendance, COVID-19 restrictions permitting will be **Newcastle Exhibition & Convention Centre, 309 King Street, Newcastle West**. The Board will determine whether or not such next meeting will be held by way of in person attendance or by remote technology in its discretion.

Supporting Argument

At the 2019 Annual Congress, Members delegated to the RSL NSW Board the authority to determine a venue for the 2020 Annual Congress/AGM and advise Members in due course of such venue. The Board resolved at its meeting in April 2020 to hold the 2020 Annual Congress/AGM at Newcastle Exhibition & Convention Centre, 309 King Street, Newcastle West. The 2020 Annual Congress/AGM could not be held at the venue and was held instead by remote technology at ANZAC House because of the impact of the COVID-19 pandemic. A cancellation was again required for the 2021 Annual Congress/AGM as COVID-19 pandemic restrictions continued. At its meeting on 30 July 2021, the Board resolved to retain the venue for the 2022 Annual Congress/AGM (subject to COVID-19 pandemic restrictions). Given the time and research already invested into the appropriateness of the facilities, and the willingness of the facility to waive cancellation fees and accommodate the needs of RSL NSW it is proposed that the facility remain the appointed venue for the next in person Annual Congress/AGM or (where possible) any extraordinary general meeting.

7. VETERAN POLICY MOTIONS

7.1 Support to Veterans admitted to Hospital

Proposer – Wingham

Wellbeing Support Officers to Support Veterans Admitted to NSW Public Hospitals

To consider and, if thought fit, to pass the following resolution:

That RSL NSW liaises with NSW Health and other relevant departments to enable RSL NSW sub-Branch wellbeing support officers to support veterans admitted to NSW public hospitals through:

- (a) being informed that a veteran has been admitted to hospital;*
- (b) being informed that a veteran is willing to be contacted by an RSL NSW wellbeing support officer through:
 - (i) using a check box on the admission form to record the veteran's wishes; and*
 - (ii) the hospital alerting an RSL NSW Wellbeing Support Officer via a designated telephone number; and**
- (c) clearance to visit the veteran during their stay in hospital using NSW Health protocols; and*
- (d) assisting the veteran to connect to local support or services they need.*

Supporting Argument

Currently the exact number of Australian veterans is unknown. Data is available for current serving ADF personnel and DVA clients and estimates are available for the veteran population (see Australian Institute of Health and Welfare – A Profile of Australia's veterans 2018). Data from this document

suggests there are:

- 58,200 serving ADF personnel'
- 165,000 veterans as DVA clients;
- 127,000 partners, widowers or children of veterans;
- A total estimated 641,000 veterans; and
- An estimated 417,000 veterans unknown to DVA.

The Census 2021 will attempt to determine where some of the unknown veterans are located. While it is assumed that many of these 417,000 veterans are healthy and do not require wellbeing support, it is also evident that many do not know that they may be entitled to DVA support.

The purpose of RSL NSW (as stated in the RSL NSW Strategic Plan 2021-26) is to “support veterans and their families by connecting them to services to improve their wellbeing and to assist former Australian and allied veterans and families by connecting them to their local community through camaraderie, mateship, recreation and commemorating service”. The ever-enduring goal of RSL NSW since its inception has been to provide health and financial wellbeing to veterans and their families.

Goal 1.7 of the RSL NSW Strategic Plan 2021-26 identifies that the RSL NSW sub-Branch Wellbeing Support Officer is responsible to “connect veterans to services and maintain relationships to ensure the desired outcome”. This can only be achieved through the identification of veterans in their time of need.

The NSW Office for Veterans' Affairs is the lead for NSW responses to veterans. As well as leading heritage and many commemoration activities, OVA provide targeted programs and grants that support veterans to access employment and education activities critical for long term wellbeing and works with other government departments and bodies to shape these programs.

The flagship NSW Government's Veterans' Strategy 2021-24 states (Focus point 4, Support): “Veterans with additional needs receive the support and services they require. Providing the right supports can require a flexible approach that reflects the diversity of veterans, their families and their needs”. The strategy also indicates that there are “an estimated 200,000+ ex ADF Members living across NSW. Of those almost 56,000 veterans and 30,000 family members of veterans are current clients of DVA. Almost 60% of them live in regional NSW. Every year around 1,200 service Members leave the ADF to live in NSW. Around 40% of these veterans move to Sydney and almost 50% move to regional coastal areas.”

7.2 Tax Free TPI Pension

Proposer – Old Bar Beach

Tax Free TPI Pension

To consider and, if thought fit, to pass the following:

That RSL NSW ask the Federal Government to consider the proposal from the Australian Army Training Team Vietnam Association (AATTVA) TPI WA Branch that a non means tested, tax free service pension for all TPI recipients, regardless of age be implemented and that the disparity between widower pensions and the current TPI payment, should be addressed by increasing the payment to the full TPI

amount.

Supporting Argument

The Foreign Affairs Defence and Trade references committee submitted a recommendation to the senate entitled TPI payment special rate disability pension dated July 2021. The recommendation read:

1.87: The Committee recommends that the Australian Government consider an increase in the TPI Pension.

On page 33 of this committee document the AATTVA WA Branch disagreed that the TPI Federations formulation of a proposed increase needs to be followed and instead submitted:

“We want to see a benchmark figure for the TPI payment set against male total average weekly earnings including indexation measures at a level that is agreeable and acceptable to all parties concerned. The set benchmark figure is to be legislated as a figure that cannot decrease below the current rate but may increase with agreement between those affected by such changes, i.e., TPIs. Our association is not prepared to offer a satisfactory benchmark figure above the current level and leaves it to the Senate Inquiry to satisfy themselves that such an increase is warranted.

Old Bar Beach strongly support this proposal.

7.3 Qualifying Service Medal

Proposer – Moree

Vietnam Service Medal to be provided to all Vietnam Veterans

To consider and, if thought fit, to pass the following:

That RSL NSW support the issuing of a second Vietnam Service medal, currently reserved for those veterans who served at least 180 days in country, to all Vietnam veterans, irrespective of time in country.

Supporting Argument

Many veterans were unable to complete the required 180 days in country due to circumstances beyond their control. We cannot judge an individual veterans' contribution to the struggle based purely on length of service. Many of those that served shorter periods could have and no doubt did contribute more and subsequently suffered more during their time in country and on their return as other Members. We cannot sit in judgment of those service personnel who sadly are referred to as short timers. All those that served did so willingly and to the best of their ability.

8. ANZAC HOUSE MOTIONS

8.1 Museum of Contemporary Art – Maritime Services Board Memorial

Proposer – Maritime Services Board

Constitution Clause Number: Appendix C

To consider and, if thought fit, to pass the following resolution:

That RSL NSW consult with the Premier of New South Wales to have the War Memorial situation on the marble wall in the entrance to the former Maritime Services Board building returned to its former glory by arranging the removal of a multi panelled painting which conceals the War Memorial.

Supporting Argument

Maritime Services Board states that Lyndon Raymond Dadswell served as an infantryman with the Australian Imperial Forces in the Second World War and became an Australian War artist. He was commissioned by the Maritime Services Board to commemorate the Australian Service men and women who served in the First and Second World Wars.

Dedicated on 10 December 1952, the memorial took the form of an abstracted map of Europe, Africa, Asia and Australia; the continents in which the world wars were fought and traced in wrought aluminium rod. It appears to hover slightly, creating a shadow that acts as a second image. It covers approximately 21 square metres on the wall.

The inscription on the marble wall reads: The Maritime Services Board of NSW in honoured memory of those who gave their lives for their country and in recognition of those who served in the defence of Australia and the Empire: 1914-1918... 1939-1945.

The Maritime Services Board moved to larger premises in 1989 and the NSW Government granted a long-term lease to the University of Sydney to house the Museum of Contemporary Art. The museum commissioned Imants Tillers who created a synthetic polymer paint on canvas boards to acknowledge the founding donors to the museum. This painting hangs over the war memorial.

Despite efforts by the Maritime Services Board sub-Branch and others, including a local MP, nothing has been achieved. Indeed a comment was made that the war memorial had been deregistered. That is not the case as the memorial is still listed in the NSW War Memorials Register.

The War Memorial deserves to be seen for what it is.

8.2 Report on AGM Motions

Proposer – Northern Metropolitan District Council

Register of Motions at RSL NSW Annual Congress AGM

To consider and, if thought fit, to pass the following:

That future RSL NSW Congress includes a formal presentation providing a report and review of previous Congress/AGM motions with an update on the progress, resolution or otherwise of each

motion.

Supporting Argument

The current corporate governance guidelines require both public and private companies to report actions arising from motions approved at their previous AGM. Historically, RSL NSW has not included such reporting at the Annual General Meeting and its omission has led to a lack of accountability and measurable outcomes.

RSL NSW sub-Branches and district council spend a considerable time and effort generating and then refining and approving motions prior to their submission and to achieve having a motion presented to the General Meeting/Annual General Meeting is significant.

Actively monitoring and reporting on motions reinforces both the fundamental process of reform within RSL NSW for which the motion process is intended to represent and promotes the confidence of its Membership in the transparency and conduct of RSL matters by its leadership.

State Branch Comment: If passed, this reporting would occur at Congress as opposed to at the AGM to ensure the AGM has sufficient time to consider motions.

8.3 Recruiting Program

Proposer – Castle Hill and District sub-Branch and Queanbeyan sub-Branch Recruitment

To consider and, if thought fit, to pass the following:

That RSL NSW develops a plan to facilitate recruiting in NSW for new Members.

Supporting Argument

Recruiting is vital if the RSL is to survive and, importantly, recruiting sufficient younger Members who can fill the executive positions that will manage the RSL at all levels for the next twenty-five years is a must for the future.

State Branch Comment: A recruitment strategy has been included in the RSL NSW Strategic Plan (see Goal 3 Initiative 3.3). Preliminary activity (e.g. instant Membership via on-line application) is underway, and early results are encouraging (a progress report will be presented at Congress under ANZAC House Report).

8.4 Virtual Membership within Current Membership Categories

Proposer – Byron Bay Virtual Membership

To consider and, if thought fit, to pass the following:

That virtual Membership be adopted as an additional recruitment tool for RSL NSW.

Supporting Argument

Byron Bay states that virtual Membership was part of a National RSL campaign but was not a success because of the issues of privacy as perceived by the individual Veteran and pressure being placed upon them without consideration of their needs and conditions of service.

They argue that virtual Membership is essential if a new generation of Members are to be successfully recruited. In their argument, Byron Bay sub-Branch proposed a detailed procedure as to how virtual Membership could be achieved but state that virtual Membership was not the same as full Membership and that a virtual member could only become a service member after lodging a full application to RSL NSW.

They highlight the importance of respecting the virtual member's privacy by collecting information about them sensitively (with information requested being optional wherever possible) and also the opportunity in having a communication avenue with veterans who may become full Members in the future.

State Branch Comment: Recruitment initiatives per the Strategic Plan such as free membership and on-line instant Membership allows sub-Branches to recruit what is akin to 'Virtual Members' should they choose. This system establishes them as full Members it does not make Membership optional. 'Virtual Members' do not have to be attached to a sub-Branch – if they choose, they are simply Members of RSL NSW, and have the potential to get involved at any time with sub-Branch activity, especially those ex-service personnel who are working full-time, but who want to proudly join the RSL movement and be part of what it stands for.

8.5 Expansion of Charitable Purpose to Broaden Definition of Veteran

Proposer – FWMDC Constitution Clause Number: Appendix A

To consider and if thought fit, to pass the following:

That RSL NSW approach RSL National for the purposes of RSL National expanding the Charitable Purpose to include persons:

- (a) who are veterans with the definition in the Australian Veterans' Recognition (Putting Veterans and their Families First) Act 2019; and*
- (b) who have served or are serving as a member of the Armed Forces of:*

- (i) any country presently or formerly a member of the British Commonwealth;
 - (ii) any country or place presently or formerly a Crown Colony of the United Kingdom;
 - (iii) the United States of America; or
- (c) to whom (a) or (b) does not apply but who is an Australian citizen or permanent resident and who in a theatre of conflict:
- (i) either served with, supported or was otherwise engaged with the Australian Defence Force or the Armed Forces of those countries or places referred to in paragraph (b) above; or
 - (ii) served as a member of the Armed Forces of another country or place which, during that time of conflict, was an ally of the Commonwealth.

Supporting Argument

FWMDC proposes that limiting the definition of Veteran in the *Australian Veterans' Recognition (Putting Veterans and their Families First) Act 2019* is short sighted because it does not include citizens or permanent veterans who were allies. They state that allied veterans should be a part of the charitable purpose and that without allies, Australia would never have won a war. FWMDC state that there are many allied servicemen who have served the RSL and have been awarded life Membership.

FWMDC states that while ADF Members have DVA to fall back on, allied veterans have nothing to fall back on as DVA does not cover them. The RSL should be inclusive to those who risked their lives beside ADF and help them with a cup of tea and a fruit basket when they are in hospital. It is proposed that it was not intentional to strip allied veterans of any assistance through our charitable purpose.

State Branch Comment: RSL NSW has a contractual obligation under the RSL National Constitution to ensure that the RSL NSW Constitution is consistent with the RSL National Constitution as far as possible. This includes in relation to the charitable purpose. The RSL National Constitution limits the charitable purpose to Members of the ADF and their families and does not contemplate a broader definition of Veteran.

To implement this change would require lobbying of RSL National as to whether the RSL as a whole would like to incorporate a broader statutory or policy-based definition. Members should note that the definition of Veteran in the *Veterans' Entitlements Act 1986 (Cth)* includes allied veterans, and allied mariners and persons serving in a Commonwealth Country for the purposes of some entitlement classes.

Before RSL NSW can broaden its charitable purpose, it must consult with RSL National. If this motion is passed it is proposed to commence consultation in 2022.

8.6 Review of RSL Badge

Proposer – Forestville RSL Badge

To consider and if thought fit, to pass the following:

That the RSL Badge be reviewed and the following recommendations in relation to the RSL Badge be

forwarded to RSL National for consideration:

- (a) the rose, leek, thistle and shamrock be removed from the badge and replaced by rosemary and poppies to symbolise the RSL's important role in community commemorations, especially ANZAC Day and Remembrance Day;*
- (b) the four central figures of the badge are reviewed in terms of dress, gender and ethnic mix to be more representative of the service and ex service community; and*
- (c) that the shape of the badge be reviewed.*

Supporting Argument

Forestville sub-Branch submitted detailed argument in favour of the redesign of the badge. Forestville stated that an organisation's badge or logo has a powerful role in projecting its image in the community. They stated that this is particularly true in relation to an organisation such as the RSL whose future is dependent on its relevance to today's service and ex service community. Forestville propose that the badge is no longer relevant to many in the wider community and a review of the design is necessary. The proposal is sensitive to and acknowledges the care of the design and the symbolism inherent in the badge.

State Branch Comment: If the motion is passed, RSL NSW will raise the proposal with RSL National.

9. CONSTITUTION MOTIONS

Treatment of Constitution Motions

Motions relating to the Constitution have been organised into three sets:

- Set 1** a motion to adopt the amended Constitution effective from 1 January 2022 (motion 9.1) **(Amended Constitution)**;
- Set 2** motions received in response to the release of the draft proposed Amended Constitution in July 2021. Any Set 2 motions passed, will be incorporated into either the Amended Constitution or existing Constitution effective from 1 January 2022 (motions 9.2.1 to 9.2.22) with an appropriately amended Constitution instrument to be circulated to Members not later than 3 months prior to the 2022 AGM;
- Set 3** motions which require member consultation and a structural review of the Constitution. Any Set 3 motions passed will form the basis for consultation and review in 2022 to take effect in 2023 and formal adoption at the 2023 AGM (motions 9.3.1 to 9.3.3).

A flowchart illustrating the above and how Members will be asked to treat Constitution motions is attached at Annexure C to this Notice of Meeting.

Background

The existing Constitution was adopted by Members in 2019. As the existing Constitution was, in effect, a complete rewrite, it was adopted on the understanding that Members could propose refinements for consideration by RSL NSW in accordance with that Constitution. Proposed refinements were developed and submitted by Members to the Board in anticipation of an in person 2020 AGM.

The COVID 19 pandemic necessarily restricted the format of the 2020 AGM and prevented debate and discussion of the proposed refinements. In order to accommodate the intent of Members to refine the Constitution, following the 2020 AGM, the Board established a Steering Committee for the purpose of processing the proposed refinements to the Constitution.

The Steering Committee comprised (DPC) Representatives (Derek Leslie and David Ingram), RSL NSW Board Representatives (Ray James and John Hutcheson) and an independent Steering Committee chair, RAAF veteran and barrister Greg Drew. The Steering Committee carefully considered all of the motions proposing amendments to the Constitution, resulting in each of the proposed amendments being categorised as follows:

- Category A:** amendment to be accepted;
- Category B:** amendment to be considered and later categorised as A or C;
- Category C:** amendment to be rejected on the basis that it was inconsistent with the RSL NSW Act, Charities legislation, RSL NSW Enforceable Undertaking, the RSL National Constitution or because it was otherwise unworkable.

A table of how each proposed amendment was considered by the Steering Committee is set out in the Explanatory Notes to the amended Constitution.

In addition, the Steering Committee considered amendments proposed by the Executive of RSL NSW which have arisen from its experience with the new Constitution and which the Steering Committee is of the opinion would correct minor errors, improve the functioning of RSL NSW and work towards RSL NSW's obligation to harmonize its Constitution with RSL National's Constitution. Finally, contributions by Members who responded to a request from RSL NSW in March 2020 for any further amendments were also included in the Steering Committee's consideration.

A copy of the preliminary draft Amended Constitution and Explanatory Notes was released to Members on 23 July 2021. This draft has since been further revised following Member feedback and legal review. A copy of the Explanatory Notes accompanies the Amended Constitution at Appendix D. In the Set 1 motion, Members are asked to consider and adopt the Amended Constitution as presented.

Some motions can be incorporated into either the Amended Constitution or the existing Constitution. These have been grouped into Set 2. To enable full consideration of those motions by Members at the 2021 AGM, any of those motions that are successful will be incorporated into either the Amended Constitution or existing Constitution and will be effective from 1 January 2022.

Finally, in Set 3, there are motions which are complex and require structural review of the Constitution. Therefore, they cannot be proposed for incorporation into the Constitution amended at this AGM. Any Set 3 motions passed by Members will be carefully considered in 2022 in consultation with Members (including at the 2022 AGM) with a view to preparing a further draft Constitution for adoption by Members at the 2023 AGM.

9.1 Set 1: Adopt Amended Constitution

Proposer - RSL NSW Board

To consider and, if thought fit, to pass the following resolution as a Special Resolution (constitutional majority of two thirds present):

THAT:

- (a) the Amended Constitution annexed to and circulated with this Notice of Meeting as Appendix C be adopted as the Constitution of RSL NSW in place of the existing Constitution with effect from 1 January 2022; and that*
- (b) the Board of RSL NSW register a sealed copy of the Constitution of RSL NSW with the Registrar-General pursuant to section 15 of the RSL NSW Act 2018 (NSW).*

Supporting Argument

These amendments finetune and improve the otherwise recently adopted 2019 RSL NSW Constitution. They have come about mainly due to experience with the practicalities of the operation of that Constitution in the last few years. They follow Member consultation and incorporate changes proposed by the RSL NSW executive. All amendments have been endorsed by the Steering Committee formed for the purposes of constitution review.

9.2 Set 2: Motions to take effect from 1 January 2022 if passed

9.2.1 President Cannot Be Trustee

Proposer – RSL NSW Board

Constitution Clause Number: 16.3

To consider and, if thought fit, to pass the following resolution as a Special Resolution (constitutional majority of two thirds present):

THAT:

- (a) the RSL NSW Constitution be amended to provide that the President of a sub-Branch cannot act as Trustee and that any President of a sub-Branch already appointed as a Trustee must cease to hold dual roles by no later than 1 July 2022; and that*
- (b) the Board of RSL NSW arrange for the wording of the Constitution to be so amended and for the relevant amended Constitution instrument to be circulated to Members by no later than 3 months prior to the 2022 AGM.*

Supporting Argument

The representative role of the sub- Branch President is not always compatible with the legal obligations that come with being a Trustee. Feedback received from Members during Constitutional Review highlighted that Members are aware of the inherent conflict of interest that exists where a sub-Branch President is also appointed as a Trustee but have divided opinions about the issue.

The Steering Committee acknowledged that it would have preferred to incorporate the amendment into the Amended Constitution, but that Member opinion was sufficiently varied on the matter for it to be submitted for consideration by Members as a separate motion at 2021 AGM.

9.2.2 Treasurer Cannot be Trustee

Proposer – RSL NSW Board

Constitution Clause Number: 16.3

To consider and, if thought fit, to pass the following resolution as a Special Resolution (constitutional majority of two thirds present):

THAT:

- (a) the RSL NSW Constitution be amended to provide that the Treasurer of a sub-Branch cannot act as Trustee and that any Treasurer of a sub-Branch already appointed as a Trustee must cease to hold dual roles by no later than 1 July 2022; and that*
- (b) the Board of RSL NSW arrange for the wording of the Constitution to be so amended and for the relevant amended Constitution instrument to be circulated to Members by no later than 3 months prior to the 2022 AGM.*

Supporting Argument

Feedback received from Members during Constitutional Review highlighted that Members are aware of the inherent conflict of interest that exists where a Trustee also holds the position of Treasurer (particularly in relation to responsibility associated with management of money and accounting representations) but that they have different opinions about the issue.

The Steering Committee acknowledged that it would have preferred to incorporate the amendment into the Amended Constitution, but that opinion was sufficiently varied on the matter for it to be submitted for consideration by Members as a separate motion at 2021 Annual General Meeting.

9.2.3 RSL NSW Deputy President to be a Service Member/Elected Director

Proposer – Bateman’s Bay & FWMDC

Constitution Clause Numbers: 9.5

To consider and, if thought fit, to pass the following resolution as a Special Resolution (constitutional majority of two thirds present):

THAT:

- (a) the RSL NSW Constitution be amended to require the RSL NSW Deputy President to be a Director fulfilling the eligibility criteria for an Elected Director; and that*
- (b) the Board of RSL NSW arrange for the wording of the Constitution to be so amended and for the relevant amended Constitution instrument to be circulated to Members by no later than 3 months prior to the 2022 AGM.*

Supporting Argument:

Bateman’s Bay sub-Branch has proposed that these changes will return the control of the RSL back to its Members so that Members are represented by Service Members.

State Branch Comment: The role of the Deputy President only takes effect in circumstances where the President is unable to perform their functions as President. The nature of the Deputy President role means that it is appropriate for the Board to determine who would be the best qualified person for that role if the relevant circumstances arose. However, it is appreciated that the relevant criteria for the President would be of importance in the appointment of any Deputy President.

9.2.4 Chair of RSL NSW Board to be a Service Member/Elected Director

Proposers – Bateman’s Bay and FWMDC

Constitution Clause Numbers: 9.6

To consider and, if thought fit, to pass the following resolution as a Special Resolution (constitutional majority of two thirds present):

THAT:

- (a) the RSL NSW Constitution be amended to require the RSL NSW Chair to be a Director fulfilling the eligibility criteria for an Elected Director; and that*
- (b) the Board of RSL NSW arrange for the wording of the Constitution to be so amended and for the relevant amended Constitution instrument to be circulated to Members by no later than 3 months prior to the 2022 AGM.*

Supporting Argument:

Bateman’s Bay sub-Branch has proposed that these changes will return the control of the RSL back to its Members so that Members are represented by Service Members.

FWMDC also separately proposed this motion. FWMDC states in their supporting argument that as a grassroots charitable organisation led by its volunteers, it was not considered that the Board would not have adequately talented and experienced elected Directors to fill the role of Chair of the Board. Without any reflection on the integrity, experience and value of the current Chair, FWMDC believes that the Chair should be a Service Member/Elected Director of RSL NSW.

State Branch Comment: The role of the Chair can be distinguished from the role of President. The President represents Members, but the Chair is responsible for facilitating the business of the Board and often requires finely tuned skills to ensure board effectiveness. The Chair should be comfortable and experienced with Board operations and governance processes.

It is important for the position of Chair to be held by the Director who is best qualified for the position. It is appropriate and standard corporate procedure for Directors to elect the Chair whom they believe to be most suitable and experienced (whether that person is an Elected Director or an Independent Director).

9.2.5 Membership Register Update following Amalgamation

Proposer – Intra Mural

Constitution Clause Number: 15.22(c)

To consider and, if thought fit, to pass the following resolution as a Special Resolution (constitutional majority of two thirds present):

THAT:

- (a) *the RSL NSW Constitution is amended to prescribe that following amalgamation, the Membership Register will be updated by the sub-Branch which has amalgamated; and that*
- (b) *the Board of RSL NSW arrange for the wording of the Constitution to be so amended and for the relevant amended Constitution instrument to be circulated to Members by no later than 3 months prior to the 2022 AGM.*

Supporting Argument

Intra Mural sub-Branch proposes to change the responsible agency for updating the details of Members attached to the sub-Branch on the Membership Portal from RSL NSW to sub-Branches.

State Branch Comment: sub-Branches should note that passing this resolution may increase administration for sub-Branches and that support from State Branch is available as the administrative body responsible in accordance with the current terms of the Constitution.

9.2.6 Validity of Decision Making if Board Meeting Notice Improperly Served

Proposer – Intra Mural

Constitution Clause Numbers: 9.39

To consider and, if thought fit, to pass the following resolution as a Special Resolution (constitutional majority of two thirds present):

THAT:

- (a) *clause 9.39 of the RSL NSW Constitution is amended as follows “**Notice of a meeting may be given by any reasonable means of communication to each director as provided (however that the failure to give notice will not invalidate any decision or resolution made at the meeting).**”;*
and that
- (b) *the Board of RSL NSW arrange for the Constitution to be so amended and for the relevant amended Constitution instrument to be circulated to Members by no later than 3 months prior to the 2022 AGM.*

Supporting Argument

Intra Mural sub-Branch proposes that if a notice of meeting is not properly served to Directors any decision or resolution passed at that meeting should be invalid.

State Branch Comment: Members should note that passing this resolution with the resulting deletion of the words in the Constitution as set out in the motion removes a provision that is standard in corporate Constitutions. The wording in the clause as presently drafted simply facilitates decision making in circumstances where time is of the essence or if notice has not been formally given because of clerical error.

9.2.7 Invalidity of Decision Making where Director Conflict of Interest

Proposer – Intra Mural

Constitution Clause Numbers: 9.54

To consider and, if thought fit, to pass the following resolution as a Special Resolution (constitutional majority of two thirds present):

THAT:

- (a) *clause 9.54 of the RSL NSW Constitution is deleted as follows “~~A contravention of this section does not invalidate any decision of the Board.~~”; and that*
- (b) *the Board of RSL NSW arrange for the Constitution to be so amended and for the relevant amended Constitution instrument to be circulated to Members by no later than 3 months prior to the 2022 AGM.*

Supporting Argument

Intra Mural sub-Branch proposes that any decisions made by the Board in the context of a contravention of the Board’s Conflicts of Interest disclosure obligations should be invalid.

State Branch Comment: Members should note that deletion of the clause will remove a provision that is standard in Constitutions. The clause is there to protect Directors (and RSL NSW) in the event that a resolution is passed, and action is taken on the basis of the resolution before the failure to manage conflict of interest comes to light. It means that if a contract is entered into or other action is performed on the basis of the resolution, RSL NSW minimises the risks associated with any third-party claim that the contract or other action is invalid because of an administrative oversight or one Director’s failure to disclose.

Members should also note that Directors already have a duty to the organisation to act in the best interests of the organisation (and its Members) which duty includes an obligation to avoid conflicts of interest and to properly manage them. Any Director that fails to do so would be in breach of that duty and exposed to an action against them personally.

9.2.8 Board Attendance at District Council Meetings

Proposer – Intra Mural

2021 Draft Constitution Clause Number: 13.32

To consider and, if thought fit, to pass the following resolution as a Special Resolution (constitutional majority of two thirds present):

THAT:

- (a) *clause 13.32 of the Constitution is amended as follows “**The Board, its nominated Director/s or representatives of RSL NSW management may attend District Council meetings ~~upon the giving of reasonable notice~~ “subject to having given not less than fourteen days prior notice” to the District Council President or Secretary.**”; and that*
- (b) *the Board of RSL NSW arrange for the wording of the Constitution to be so amended and for the relevant amended Constitution instrument to be circulated to Members by no later than 3 months prior to the 2022 AGM.*

Supporting Argument

Intra Mural sub-Branch proposed that the motion should be passed to provide the same notice for Board attendance at District Council Meetings as that given to the DPC in clause 14.23 of the draft Amended Constitution. It removes any conflicting interpretation of the word “reasonable”.

State Branch Comment: None

9.2.9 Number of Directors on Board

Proposer – Enfield Croydon Park

Constitution Clause Number: 9.4, 9.22 and 9.23

To consider and, if thought fit, to pass the following resolution as a Special Resolution (constitutional majority of two thirds present):

THAT:

- (a) *the RSL NSW Constitution is amended so that:*
 - (i) *RSL NSW is governed by a Board of not less than nine and not more than ten Directors; and that*
 - (ii) *at least one (but no more than two) of the Directors are Independent Directors; and that*
 - (iii) *at least eight Directors (including the President) are Elected Directors; and that*
 - (iv) *if a casual vacancy is created from amongst the Elected Directors the Board must fill the casual vacancy in accordance with the Constitution if the next Board Election is more than 12 months away; and that*
- (b) *the Board of RSL NSW arrange for the wording of the Constitution to be so amended and for the relevant amended Constitution instrument to be circulated to Members by no later than 3*

months prior to the 2022 AGM.

Supporting Argument

Enfield Croydon Park sub-Branch proposes to amend the composition of the Board by increasing the minimum number of directors to nine (from seven) with at least eight (including the President) being Elected Directors. The amendment also removes the discretionary power for the Board to fill or not fill Elected Director vacancies with Enfield Croydon Park stating that “there is no valid reason for the Board to have discretion”.

State Branch Comment: Members should be aware that the RSL NSW Act 2018 (NSW) provides that the RSL NSW Board may have from three to ten directors, up to two of which must be Independent Directors. Whilst Enfield Croydon Park’s motion is within the operation of the Act, it provides little to no latitude for Board numbers to be maintained in accordance with the Constitution should there be a number of resignations on the Board in any period due to ill health or other reasons. Current Board numbers (no less than seven and not more than ten) were intentionally set in the 2019 Constitution to ensure that there were more Elected Directors than Independent Directors on the Board. The number of Directors prescribed in the 2019 Constitution also means that casual vacancies can be filled thoughtfully and with consideration to matters such as skills composition and availability of suitable candidates.

Members should have confidence that the Board they elect would exercise their discretion with care and diligence noting that the Board has a legal obligation to act in the best interests of RSL NSW as a whole (which necessarily includes its Members).

9.2.10 Elected Director Eligibility Criteria

Proposer – FWMDC

Constitution Clause Number: 9.8(a)

To consider and, if thought fit, to pass the following resolution as a Special Resolution (constitutional majority of two thirds present):

THAT:

- (a) the RSL NSW Constitution be amended to provide that the eligibility criteria for an Elected Director includes a provision that to serve as an Elected Director, a person must be a Service Member with at least five years’ service Membership within the RSL, noting for clarity that if passed, this special resolution will not affect the eligibility of any Director currently serving on the Board of RSL NSW; and that*
- (b) the Board of RSL NSW arrange for the wording of the Constitution to be so amended and for the relevant amended Constitution instrument to be circulated to Members by no later than 3 months prior to the 2022 AGM.*

Supporting Argument

FWMDC proposes that as a grassroots charitable organisation led by its volunteers, the motion recognises the importance of Board members to understand the ethos and processes in RSL NSW

and that it is not an unreasonable expectation that Elected Board members have some experience in the organisation. FWMDC state that five years allows a member to fully experience the RSL's services and commemorations. The motion also proposes to remove the requirement for an age minimum for Directors as it would be impossible for a Service Member with five years' experience to be under 18 years of age.

State Branch Comment: As the RSL NSW Membership ages, it will become important for opportunities to be available for younger, yet suitably qualified Directors to be elected. The provision restricts the pool of talent to longer serving Members. It is understood that FWMDC proposed the amendment to restrict the Board's ability to fill future casual vacancies with persons eligible to be Service Members who may join RSL NSW only for the purposes of serving on the Board. Introducing this provision means that RSL NSW risks missing out on energetic, experienced capable veteran talent (whether elected by Members or appointed by the Board to fill a casual vacancy with the approval of the DPC).

Members should also consider that the Board is, except for a maximum of two Independent Directors, elected by Members in accordance with the Constitution and Members should have confidence in their Board to fill casual vacancies with the best talent available, working closely with the DPC for this purpose.

If passed this resolution will not affect the tenure of the two Directors (only recent Service Members) who are filling casual vacancies.

9.2.11 Standard Operating Procedures (SOPs)

Proposer – Gundagai

Constitution Clause Number: 2.21 and Definition SOPs

To consider and, if thought fit, to pass the following resolution as a Special Resolution (constitutional majority of two thirds present):

THAT:

- (a) *the RSL NSW Constitution is amended to:*
 - (i) *define SOPs as **guidelines** setting out best practices to follow this Constitution in governing the operations of the RSL NSW, sub-Branches, District Councils, and any relevant body; and*
 - (ii) *provide that Directors, District Council Delegates, District Councils, District Council Executives, the District Presidents' Council, RSL NSW Members, sub-Branches, sub-Branch Executives and Trustees must comply with any Policy made under the Constitution and may utilise SOPs to meet legislative and Constitutional requirements; and that*
- (b) *the Board of RSL NSW arrange for the wording of the Constitution to be so amended and for the relevant amended Constitution instrument to be circulated to Members by no later than 3 months prior to the 2022 AGM.*

Supporting Argument

Gundagai RSL sub-Branch claims that contrary to the information located on the RSL NSW webpage, SOPs were not developed to replace existing By-Laws and Regulations. By-Laws and Regulations were amortised within the rewrite of the Constitution. The sub-Branch claims that SOPs were developed on a “best practice” basis and should be by necessity, flexible to meet the differing circumstances of each sub-Branch.

State Branch Comment: The supporting argument submitted by Gundagai RSL sub-Branch fails to recognise that the RSL NSW website clearly states that SOPs are guides that are prescriptive where necessary and flexible where possible. The SOPs state when any action is mandatory and when sub-Branches have discretion. Accordingly, they operate as both a rule book and a guidebook depending on the subject matter.

The SOPs must be drafted in this way if the Board is to discharge its responsibility to act in the best interests of RSL NSW as a whole in accordance with the Constitution. If the provision is amended, the Board will need to implement policies outside of the SOPs to direct Member actions.

9.2.12 SOP Review, Amendment Proposal and Amendment Approval by DPC

Proposer – FWMDC

Constitution Clause Number: 14.3(d) and 21.1

To consider and, if thought fit, to pass the following resolution as a Special Resolution (constitutional majority of two thirds present):

THAT:

- (a) *the RSL NSW Constitution is amended:*

 - (i) *to provide that any review or adoption of a SOPs must be conducted in consultation with and approved by the DPC; and that*
 - (ii) *all SOPs must be endorsed by the DPC and then forwarded to the Board for final approval; and that*
 - (iii) *if there is a conflict/difference a joint meeting of the Board and DPC must be held to resolve the conflict or difference; and that*

- (b) *the Board of RSL NSW arrange for the wording of the Constitution to be so amended and for the relevant amended Constitution instrument to be circulated to Members by no later than 3 months prior to the 2022 AGM.*

Supporting Argument

FWMDC proposes that the DPC approval of SOPs was intentionally put into the Constitution to ensure that the State Board could not adopt SOPs without input from Members and that this concept was crucial in the acceptance of the 2019 Constitution. FWMDC state that that this was key as in the 2019 amended Constitution, regional representation on the State Board was removed and the DPC was formed to take over that role. FWMDC states that it recognises the authority of the Board to approve SOPs, but the Membership needs a voice and that voice was intentionally given to the DPC.

FWMDC also propose that the argument that DPC approval violates governance as the DPC could be

considered shadow directors does not stack up because the concept of shadow directors only applies to individuals.

State Branch Comment: The Constitutional Review Committee recognised the importance of consulting with the DPC in the development of SOPs or policies concerning Members but determined that because Directors are ultimately accountable for the operation of RSL NSW, that the approval right of SOPs should be the Board's.

FWMDC's proposal fails to recognise that while the DPC as a whole could not be deemed a shadow director, the DPC could be found to be operating as a defacto Board of RSL NSW with each DPC Member potentially being a shadow director. This is true especially if the DPC exerts influence and control over the Board of RSL NSW to the extent the Board acts upon the instructions of the DPC Members on an ongoing basis. This becomes very problematic for the DPC Members who become exposed to the risk of personal liability as a shadow director.

Members would be aware that the role of the DPC is to provide a member voice to the Board, not to act as a de facto board. Members directly elect the majority of Directors to the Board and those elected Directors appoint Independent Directors and they are then empowered collectively as the Board under the Constitution to finalise the SOPs. Members may lobby for amendments to the SOPs. Furthermore all Directors are responsible for the content of any SOP including its legal validity.

The DPC is only one in a number of opportunities available for Members to have their say including through voting in Board Elections and participating in sub-Branch meetings particularly where Members are being asked to consider League wide questions such as where resolutions are proposed for the Annual General Meeting.

9.2.13 Affiliate Members – Eligibility to hold sub-Branch Office

Proposer – FWMDC

Constitution Clause Number: 15.9

To consider and, if thought fit, to pass the following resolution as a Special Resolution (constitutional majority of two thirds present):

THAT:

- (a) *the RSL NSW Constitution is amended to provide that sub-Branch Presidents **AND Vice Presidents** must be Service Members with other officeholders able to be either Service or Affiliate Members of the sub-Branch; and that*
- (b) *the Board of RSL NSW arrange for the wording of the Constitution to be so amended and for the relevant amended Constitution instrument to be circulated to Members by no later than 3 months prior to the 2022 AGM.*

Supporting Argument

FWMDC proposes that the Vice President should be a Service Member as the Vice President may be required to step into the duties of the President. Under the terms of the Constitution, the President should be a Service Member representative.

State Branch Comment: Consideration should also be given to a sub-Branch's ability to fill roles within the sub-Branch from willing persons attached to that sub-Branch.

9.2.14 Membership Fees

Proposer – FWMDC

Constitution Clause Number: Appendix B Clause 11

To consider and, if thought fit, to pass the following resolution as a Special Resolution (constitutional majority of two thirds present):

THAT:

- (a) the clauses in the Constitution relating to RSL NSW Membership fees being prescribed by the Board and the Membership fee split (being the amount payable to ANZAC House and the amount to be retained by the sub-Branch) being determined at any annual general meeting be deleted; and that*
- (b) the Board of RSL NSW arrange for the wording of the Constitution to be so amended and for the relevant amended Constitution instrument to be circulated to Members by no later than 3 months prior to the 2022 AGM.*

Supporting Argument

FWMDC proposes that the change to Membership fees was proposed for consideration by way of motion at the 2019 Annual Congress and was not deemed urgent enough to raise at that AGM. The motion will remove the Board's discretion to set Membership fees and the discretion for Members to determine the percentage of fees to be retained by a sub-Branch at the AGM.

State Branch Comment: The RSL NSW Strategic Plan contemplates no Membership Fees to be payable from 2022 and a policy is being developed to help sub-Branches manage the operational costs of running a sub-Branch with the implementation of a Member Levy to be retained by the sub-Branch.

The Board's discretion to introduce Membership Fees later should remain in the Constitution to enable the Board (and Members) to respond to the strategic needs of the organisation. For instance, if the no fees policy does not achieve its intended purpose.

9.2.15 Membership Fees to be set at \$5.00

Proposer – FWMDC

Constitution Clause Number: Appendix B Clause 5

To consider and, if thought fit, to pass the following resolution as a Special Resolution (constitutional majority of two thirds present):

THAT:

- (a) the RSL NSW Constitution be amended to prescribe that all RSL NSW Members must pay annual Membership fees of five dollars to the sub-Branch to which they are attached or in relation to Members attached to ANZAC House, to RSL NSW; and that*
- (b) the Board of RSL NSW arrange for the wording of the Constitution to be so amended and for the relevant amended Constitution instrument to be circulated to Members by no later than 3*

months prior to the 2022 AGM.

Supporting Argument

FWMDC proposes that the change to Membership fees was proposed as a motion to the 2019 Congress and was not deemed urgent enough to raise. FWMDC also claims that it will solve the issue of subsidised Membership fees by some sub-Branches as all Members will pay the same fee (except life Members and life subscribers). The issue over having a fee allows each sub-Branch to update their Membership every year. If there were no fees, it would be difficult to maintain accurate Membership records. Without supplementation many of our fixed income pensioners may find it difficult to pay the higher fee. The five dollars will cover national capitation fees. The funds raised through Membership is not significant as Membership continues to dwindle.

State Branch Comment: The RSL NSW Strategic Plan contemplates no Membership Fees to be payable by 2022 (and a policy is being developed to help sub-Branches manage the operational costs of running a sub-Branch with the implementation of a voluntary Levy to be retained by the sub-Branch.

Neither the Levy nor Membership fees should be used by sub-Branches to manage Members – sub-Branches should be in ongoing contact with RSL NSW Members attached to their sub-Branch, encouraging them to be active and participate in sub-Branch activities, fundraising and advocacy for veterans. The sub-Branch Portal was developed on request of sub-Branches to assist in Membership management. Sub-Branches should not subsidise payments due to them or RSL NSW without a needs assessment being conducted for the persons in question as there is a risk that the executive of the sub-Branch would be found to be failing in their legal obligations under the ACNCs Governance Standards which ties expenditure to the charitable purpose.

9.2.16 Annual General Meeting and General Meetings Delegate Responsibilities

Proposer – FWMDC

Constitution Clause Number: Appendix C

To consider and, if thought fit, to pass the following resolution as a Special Resolution (constitutional majority of two thirds present):

THAT:

- (a) *the Constitution be amended to provide that:*
- (i) *each District Council and sub-Branch Delegate (or Alternate) at a general meeting or annual general meeting must familiarise themselves with the Constitution prior to the meeting; and that*
 - (ii) *the Delegate is to ensure that any views expressed by the District Council or sub-Branch which he/she represents are conveyed to the meeting irrespective of their personal opinion; and that*
 - (iii) *Delegates must vote in accordance with the direction of the sub-Branch provided at a general meeting of the sub-Branch which direction may include a right for the Delegate to be influenced by the debate at the annual general meeting or the general meeting and amend their vote subject to their doing so in good faith, in the best interests of the sub-*

- Branch and reporting back to the sub-Branch; and that*
- (b) *the Board of RSL NSW arrange for the wording of the Constitution to be so amended and for the relevant amended Constitution instrument to be circulated to Members by no later than 3 months prior to the 2022 AGM.*

Supporting Argument

FWMDC proposes that the responsibility of the AGM/Congress Delegates does not exist in the Constitution or SOP and that guidance must be provided to Delegates so they can prepare for their duties. FWMDC have stated that their understanding is that this is to be added to an SOP but because the SOP has not been amended it should be added to the Constitution until the SOP is in place.

State Branch Comment: The Amended Constitution includes a provision that unless a sub-Branch expressly directs otherwise by passing a resolution at a general meeting of the sub-Branch, Delegates are required to come to the meeting with a direction to vote. If a sub-Branch permits a Delegate to change their vote because they are influenced by debate, they must only do so in good faith and report back to the sub-Branch. This was approved by the Steering Committee in the 2021 Constitutional Review.

RSL NSW does not agree with FWMDC that this provision is best placed in an SOP because it deals with Delegate duties to Members (as opposed to prescribing procedures to be followed by Delegates).

9.2.17 Conduct of Annual General Meeting – Role of the Chair

Proposer – FWMDC

Constitution Clause Number: Appendix C

To consider and, if thought fit, to pass the following resolution as a Special Resolution (constitutional majority of two thirds present):

THAT:

- (a) *the RSL NSW Constitution be amended to provide that:*
- (i) *the President will preside as chair of an Annual General Meeting or General Meeting; and that*
 - (ii) *if the President is not present, the Directors must choose another Elected Director as chair; and that*
 - (iii) *the chair is responsible for the conduct of the meeting in accordance with this Annexure C and the SOPs.*
- (b) *the Board of RSL NSW arrange for the wording of the Constitution to be so amended and for the relevant amended Constitution instrument to be circulated to Members by no later than 3 months prior to the 2022 AGM.*

Supporting Argument

FWMDC states that the President and the Chair of the Board should be one and the same. The President is elected to lead RSL NSW and should preside at the AGM/General Meeting. FWMDC also included provisions setting out the rules for the conduct of meetings on the basis that they

understood this process is to be added to an SOP but that because the SOP has not been amended it should be added to the Constitution until the SOP is in place.

State Branch Comment: The Amended Constitution provides that any Annual General Meeting or General Meeting must be chaired by the President. The provisions in the motion proposed by FWMDC setting out meeting procedure have been removed as the Constitution is not the place for these procedures and they should be included in the relevant SOP.

9.2.18 Conduct of Annual General Meeting – Content of Annual General Meeting

Proposer – FWMDC

Constitution Clause Number: Appendix C

To consider and, if thought fit, to pass the following resolution as a Special Resolution (constitutional majority of two thirds present):

THAT:

- (a) *the RSL NSW Constitution be amended to provide that the Annual General Meeting of RSL NSW must include:*
 - (i) *a report by the President;*
 - (ii) *debate and voting on all resolutions and motions proposed and approved in accordance with the Constitution;*
 - (iii) *presentation of the financial statements from the previous financial year and a report by the Board in relation to financial statements;*
 - (iv) *a presentation of an auditor's report;*
 - (v) *a comprehensive annual report.*

- (b) *the Board of RSL NSW arrange for the wording of the Constitution to be so amended and for the relevant amended Constitution instrument to be circulated to Members by no later than 3 months prior to the 2022 AGM.*

Supporting Argument

FWMDC proposes that without an SOP on the conduct of the AGM or General Meeting some rules need to be put in place to ensure an orderly meeting is held. This motion provides those rules to control the meeting. FWMDC states that they understand this is to be added to an SOP however as the SOP has not been amended it should be added to the Constitution until the SOP is in place.

State Branch Comment: The Annual General Meeting is the forum for RSL NSW to discharge its obligation of accountability to Members as required by Governance Standard Two in the Australian Charities and Not for Profit Commission legislation. This obligation would not be satisfied without formal presentation of financial statements and annual reports at the meeting. Specifying the content of the meeting is unnecessary for the purposes of the Constitution but could be included in the relevant SOP.

The Constitution is not the appropriate place for setting out detailed meeting procedure. Matters

best placed to be included in SOPs should not be included in the Constitution. SOPs are currently under review.

9.2.19 Adjourning Meetings where Technical Difficulties

Proposer – FWMDC

Constitution Clause Number: Appendix C Clause 12

To consider and, if thought fit, to pass the following resolution as a Special Resolution (constitutional majority of two thirds present):

THAT:

- (a) the RSL NSW Constitution is amended to provide that if there is a technical difficulty at an Annual General Meeting or General Meeting and that meeting is being held by teleconference or remotely, the meeting must be adjourned as opposed to the current position where the chair has the discretion to continue the meeting in the place where the chair is present; and*
- (b) the Board of RSL NSW arrange for the wording of the Constitution to be so amended and for the relevant amended Constitution instrument to be circulated to Members by no later than 3 months prior to the 2022 AGM.*

Supporting Argument

FWMDC proposes that the change will result in Delegates not present missing out on debate. If technical difficulties arise, FWMDC recommends that the meeting should be adjourned. Delegates are present to report the business of the meeting to their sub-Branches and all information at an annual general meeting or a general meeting should be reported to sub-Branches. FWMDC states that there should never be a time when Members may not object to a decision by the chair. If this is the case, then we should not allow meetings at different locations.

State Branch Comment: The Chair must have full discretion to ensure that the meeting runs smoothly and efficiently and is procedural fair. This extends to determining the appropriateness or otherwise of adjourning or continuing a meeting in the event of technical difficulties.

9.2.20 Tribunal Notification

Proposer – FWMDC

Constitution Clause Number: Appendix D Clause 11

To consider and, if thought fit, to pass the following resolution as a Special Resolution (constitutional majority of two thirds present):

THAT:

- (a) the Constitution be amended to expressly state that where a matter is being referred to the RSL NSW Tribunal, the Board must provide the person or party being referred with full details of the allegations supporting the referral; and that*
- (b) the Board of RSL NSW arrange for the wording of the Constitution to be so amended and for the relevant amended Constitution instrument to be circulated to Members by no later than 3*

months prior to the 2022 AGM.

Supporting Argument

FWMDC proposes that referral to the Tribunal creates anxiety in those Members referred and by informing them what the allegations are at the start of the process, some of their anxiety will be relieved. It also provides transparency to the Tribunal process.

State Branch Comment: This process is already being followed by the appropriate body, being the RSL NSW Tribunal. Under the Constitution and as set out in Appendix D to the Constitution the Tribunal must afford procedural fairness to any member referred to the Tribunal and this includes setting out the particulars of any allegation made against the Member (see clause 15, Appendix D and see also clause 16 (d) of Appendix D). **Accordingly, this proposed amendment is unnecessary.**

9.2.21 Tribunal Limitation

Proposer – FWMDC

Constitution Clause Number: Appendix D Clause 14

To consider and, if thought fit, to pass the following resolution as a Special Resolution (constitutional majority of two thirds present):

THAT:

- (a) the Constitution be amended to expressly state that the RSL NSW Tribunal may only consider the matter referred to it by the RSL NSW Board as it relates to clause 17.3 of the Constitution; and that*
- (b) the Board of RSL NSW arrange for the wording of the Constitution to be so amended and for the relevant amended Constitution instrument to be circulated to Members by no later than 3 months prior to the 2022 AGM.*

Supporting Argument

FWMDC states that as we have no documentation on protocols for the Tribunal, this ensures the Tribunal does not go on a witch hunt.

State Branch Comment: As the Constitution clearly states, the RSL NSW Tribunal must carry out its functions and procedures fairly (see Annexure D) so it is already bound by the rules of procedural fairness. This proposed amendment serves no practical purpose and could only cause potential confusion.

9.2.22 CEO Representation at Tribunal

Proposer – FWMDC

2021 Draft Constitution Clause Number: Appendix D Clause 19A

To consider and, if thought fit, to pass the following resolution as a Special Resolution (constitutional majority of two thirds present):

THAT:

(a) *the Constitution be amended to provide:*

(i) *that the CEO will forward evidence collected by State Branch staff on matters referred to the RSL NSW Tribunal by the RSL NSW Board; and that*

(ii) *any evidence and submissions must be provided to the RSL NSW Tribunal and the Respondent not less than seven days prior to the Disciplinary Meeting; and that*

(b) *the Board of RSL NSW arrange for the wording of the Constitution to be so amended and for the relevant amended Constitution instrument to be circulated to Members by no later than 3 months prior to the 2022 AGM.*

Supporting Argument

FWMDC Provides that this amendment would delete the following clause from the Amended Constitution delivered in the 2021 Constitution Review:

The Chief Executive Officer is entitled to make submissions to the RSL NSW Tribunal either in writing or orally at the Disciplinary Meeting. Any written submissions must be provided to the RSL NSW Tribunal and the Respondent not less than seven days before the Disciplinary Meeting. The Chief Executive Officer may be represented at the Disciplinary Meeting by an authorised officer of RSL NSW who must not have:

(a) *a personal interest in the matter; or*

(b) *any bias, either actual or apprehended, against the Respondent.*

FMDC states that it is recognised that there was no provision in the Constitution that provides how evidence would be provided to the Tribunal. The evidence collected by ANZAC House staff is vital to ensure that all evidence is presented to the Tribunal on matters referred to it by the RSL NSW Board. The CEO in forwarding such evidence should not have an input to the evidence as he is privy to the Board discussions on referred matters. The CEO also should not be able to address the Tribunal as the CEO is neither a witness nor a respondent to the matter before the Tribunal.

Clause 19a was not a motion submitted for the 2020 AGM and was a matter identified for improvement by the RSL NSW Board since the RSL NSW Constitution took effect on 1 December 2019. As this extends the influence that the CEO may have on the proceedings of the Tribunal it should not be included without debate at the AGM.

State Branch Comment: This change is impractical as it does not enable the Tribunal to properly consider the matters before it and would be a denial of procedural fairness to RSL NSW itself (including Members not before the Tribunal) as in the circumstances of a particular case, the Tribunal may require further information from any of the parties for it to make its determination.

9.3 Set 3: Motions Requiring Further Review

9.3.1 Renumber Constitution

Proposer – FWMDC

Constitution Clause Number: All

To consider and, if thought fit, to pass the following ordinary resolution (not being a special resolution):

THAT the Board will:

- (a) consult with Members in relation to the proposed amendment to the Constitution set out below;*
- (b) arrange for that proposed amendment to be discussed at the 2022 AGM; and then*
- (c) arrange for that proposed amendment to be considered in accordance with the Constitution for the purposes of the 2023 AGM.*

Proposed Amendment:

To renumber the RSL NSW Constitution in public service numbering style as follows:

1. Title

SubTitle (if needed)

1.1 SubClause

1.1.1 sub-sub-clause

1.1.1.1 sub-sub-sub-clause

1.1.1.1.1 sub-sub-sub-sub-clause

Supporting Argument

FWMDC proposes that standardised numbering allows simpler identification of subject area reference.

State Branch Comment: This is a significant task requiring close revision to ensure cross referencing and formatting is conducted properly. There is no urgency to this motion and reformatting brings a high risk of error. Accordingly the review should be conducted as part of the next round of Constitutional change proposed for 2023.

9.3.2 One Member One Vote at Annual General Meeting/General Meeting

Proposer – Castle Hill & District RSL sub-Branch via FWMDC

Constitution Clause Number: Appendix C

To consider and, if thought fit, to pass the following ordinary resolution (not being a special resolution):

THAT the Board will:

- (a) consult with Members in relation to the proposed amendment to the Constitution set out below;*

- (b) *arrange for that proposed amendment to be discussed at the 2022 AGM; and then*
- (c) *arrange for that proposed amendment to be considered in accordance with the Constitution for the purposes of the 2023 AGM.*

Proposed Amendment

To amend the RSL NSW Constitution to introduce a one vote one member regime for all voting on motions at Annual General Meetings and General Meetings.

Supporting Argument

Castle Hill RSL sub-Branch proposes that current voting on motions at either the AGM or General Meetings is based on one sub-Branch one vote. The sub-Branch states that such a voting system is undemocratic in that it doesn't allow for individual sub-Branch Members to vote and because the RSL is a grass roots organisation, Members have the right for their votes to be counted. One vote per member will bring about equality and allow for this democratic right to be achieved.

The system proposed by Castle Hill is such that to allow for this system of voting to work, motions for AGMS and General meetings called by the Board need to be in sub-branches two clear months prior to the meeting to which the motions relate. Sub-branches present the motions to their Members at a General Meeting with votes being cast at the next general meeting. The sub-Branch Congress delegate in writing advises State Branch at either the AGM or General Meeting called by the Board of their sub-Branches voting on each motion.

At either an AGM or General Meeting called by the Board motions are put and discussed. The CEO announces the for and against vote on a motion once debate is concluded. The concept for voting equality should be presented to the AGM Congress 2021 for approval and fully implemented for the AGM 2022.

In addition to addressing the inequality of the current system the one vote one member system will result in a significant amount of time being freed up at Congress for workshops and group discussions.

State Branch Comment: As presented, the proposal does not allow for discussion and debate to influence voting for or against motions at a general meeting and could also result in larger sub-Branches influencing the direction of the vote on any motion. If this motion is passed, careful consideration would need to be given as to how the system would work fairly. It would require a significant review of the RSL NSW Constitution.

9.3.3 Sub-Branch with Less than 10 Service Members

Proposer – RSL NSW Board

Constitution Clause Number: Clause 15.4, 15.21 – 15.24

To consider and, if thought fit, to pass the following ordinary resolution (not being a special resolution):

THAT the Board will:

- (a) *consult with Members in relation to the proposed amendment to the Constitution set out below;*

- (b) arrange for that proposed amendment to be discussed at the 2022 AGM; and then*
- (c) arrange for that proposed amendment to be considered in accordance with the Constitution for the purposes of the 2023 AGM.*

Proposed Amendment

That if the number of Service Members attached to a sub-Branch falls below ten at any time, the sub-Branch must consult with RSL NSW to either:

- a) establish a Chapter of another sub-Branch or amalgamate with another sub-Branch; or*
- b) if a sub-Branch is unable to establish a Chapter or to amalgamate cease to be a sub-Branch and return its Charter to RSL NSW.*

Supporting Argument

The administration required to run a sub-Branch is not insignificant. Sub-Branches with less than ten Service Members often struggle to fill executive and trustee positions and complete the reporting and administrative tasks required to meet their obligations as an RSL NSW sub-Branch.