

**The Returned & Services League of Australia
(New South Wales Branch)**

**Notice of 2021 Annual Congress &
Annual General Meeting**



RSL

NSW

“The Price of Liberty is Eternal Vigilance”

ANZAC House
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SYDNEY NSW 2000
ABN 78 368 138 161

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Agenda

The Annual Congress and Annual General Meeting will be held at ANZAC House over two days on Monday, 6 December and Tuesday, 7 December 2021 by teleconference, commencing at 9am.

DAY 1 - ANNUAL CONGRESS/AGM	DAY 2 – ANNUAL CONGRESS
<p>President’s Welcome Ray James OAM, GAICD, JP</p> <ul style="list-style-type: none">• Acknowledgment of Country• Pledge of Allegiance <p>Act of Remembrance</p> <ul style="list-style-type: none">• Wreath laying ceremony• The Ode• Last Post• Minute’s Silence• Rouse <p>ADF JOSS Ceremonial Presentation</p> <p>Annual General Meeting 2021 President’s Report Financial and Audit Report Motions</p> <ul style="list-style-type: none">• Minutes from 2021 Annual State Congress• Register of Motions• Financials• Annual Report• Membership Fee Split• Venue for next Annual State Congress & AGM• Badges• Veteran Policy Motions• Anzac House Motions• Constitution Motions <p>Patron Address and Awards Presentation Her Excellency the Honourable Margaret Beazley AC, QC Governor of New South Wales</p> <p>Close</p>	<p>President’s Welcome Ray James OAM, GAICD, JP</p> <p>ANZAC House Report – Part 1</p> <p>National President Address Mr Greg Melick AO RFD FANZCN SC</p> <p>NSW Minister for Sport, Multiculturalism, Seniors and Veterans The Honourable Natalie Ward MLC</p> <p>Department of Veterans’ Affairs Presentation Elizabeth Cosson AM, CSC</p> <p>Chief of the Defence Force Address General Angus Campbell AO, DSC</p> <p>ANZAC House Report – Part 2</p> <p>Close</p>

Notice of Annual Congress & Annual General Meeting

Pursuant to Clause 8.11 of the RSL NSW Constitution, the Board gives notice that the Annual Congress and Annual General Meeting of The Returned & Services League of Australia (New South Wales Branch) will be held at ANZAC House using remote technology on Monday, 6 December and Tuesday, 7 December 2021.

It is important for Members to be involved in setting the future direction of the Returned & Services League of Australia (New South Wales Branch). Have your say by attending your sub-Branch's next general meeting and let your sub-Branch Delegate know your thoughts on the resolutions set out in this Notice of Annual General Meeting.

There are a number of items of business for consideration by Delegates. These include the approval of an amended Constitution to help refine the Constitution adopted by Members at the 2019 Annual Congress, motions submitted by sub-Branches and District Councils (including motions from the 2020 AGM that could not be debated) and the adoption of the financial statements and reports for the year ended 30 June 2021.

The Returning Officer appointed for the Annual General Meeting is Mr Jeff O'Brien State Secretary.

For the purpose of Appendix C, clause 7(e) of the RSL NSW Constitution, Delegates have the right to appoint a proxy to vote on their behalf. The closing date for the appointment of proxies is Monday 29 November 2021. Information about the process for appointing proxies and the persons eligible to be appointed proxies can be accessed by clicking the **[proxy nomination link](#)** on the RSL NSW website rslnsw.org.au/members-suite/congress/.

Items of Business

1. To consider and, if thought fit, to pass the proposed resolutions set out in Annexure A to the Notice of Meeting; and
2. To receive and consider the Financial Statements of RSL NSW and the reports of the Board and the Auditors in respect of financial year end 30 June 2021 set out in the Annual Report at Annexure B to the Notice of Meeting.

ANNEXURE A -RESOLUTIONS FOR CONSIDERATION

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 residents 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.

APPENDIX A

[Minutes of 2020 AGM]

RETURNED & SERVICES LEAGUE OF AUSTRALIA

Minutes of a meeting of the 2020 Annual General Meeting of the Returned & Services League of Australia (New South Wales Branch) held by Teleconference, Level 5, 341 George Street, Sydney on Monday, 7 December 2020 at 9.40 am



DIRECTORS PRESENT: Mr R James (Acting President)
Ms S Ray (Chair) *(by teleconference)*
Mr D Bell *(by teleconference)*
Mr P Bridie *(by teleconference)*
Mr P Chin *(by teleconference)*
Mr J Hutcheson *(by teleconference)*
Ms S Lambkin *(by teleconference)*
Mr B Slattery *(by teleconference)*
Mr J Tuckfield *(by teleconference)*

DELEGATES PRESENT See Annexure A

APOLOGY:

IN ATTENDANCE: Mr J Black (Chief Executive Officer)
Ms V Jurkiw (Head of Legal & Company Secretary)
Ms N Hasrouni (Chief Financial Officer)^
Mr D Cunningham (Audit Partner, Ernst & Young)^

^ part of meeting only

OPENING: The meeting was declared open at 9:35 am.

A SILENT TRIBUTE WAS OBSERVED IN MEMORY OF DEPARTED COMRADES

ACTING PRESIDENT'S REPORT: Mr James looked at the events of the past year, noting the devastating impact of both bushfires and Covid-19 on members and their families, and the largest call out of the Reserves ever during the bushfires.

He noted the impact of the pandemic on the ability of sub-Branches to meet and the tough decision to cancel the ANZAC Day Marches across Sydney and NSW. Mr James noted the success of the 'Light up the Dawn' initiative. He noted that sub-Branches continued to communicate with members by phone and house calls, fulfilling the charitable purpose to the veteran community, while ANZAC House worked with Government to enable smaller ceremonies to be held.

Mr James acknowledged the expectation on him and the other directors entrusted to lead the League, respecting the past and looking to the future, and thanked the over a quarter of the membership who voted in the recent elections.

He noted the impact on fundraising by both the sub-Branches and RSL NSW Auxiliaries.

Mr James noted it was the first year of a new Constitution and the continuing work to strengthen the governance across the League. He noted the consultation with members and the visiting of over 100 sub-Branches for the development and now approved Strategic Plan for the next five years, and the reinforcement of the core purpose of helping and supporting veterans and their families, and the leadership sub-Branches will have in implementing the Plan.

Mr James discussed the financial impact of Covid-19, the cutting of costs at ANZAC House and the support received from several sub-Branches. He noted that the financial year to 30 June 2020 had seen a strong report with an unqualified audit report from Ernst & Young, auditors. Mr James acknowledged the extraordinary commitment and resilience of Peter Gamblin and staff that the Hyde Park Inn.

The strategic decision to move RSL DefenceCare to the new Veteran Services Division of RSL LifeCare on the winding up of the WBI Trust was noted with both RSL DefenceCare and Veterans Sports Australia moving to the RSL NSW owned RSL LifeCare. Mr James noted the challenge to ensure the charitable fundraising and contributions from sub-Branched continue to flow to RSL DefenceCare to ensure the continuing of quality services being provided to veterans.

As sole member of RSL LifeCare, RSL NSW has ensured through the new RSL LifeCare Constitution that it is able to better reflect the important role the business has in supporting the veteran community. He noted that with the assistance of RSL NSW in submitting a successful business case to Department of Veterans Affairs, RSL LifeCare would be the lead proponent in a consortium to build and operate a new Veterans Well-being Centre in Nowra, with the potential for other centres to follow.

Mr James reconfirmed the decision at last year's Congress that RSL NSW would remain a member-based organisation, and in the Strategic Plan it is envisaged that sub-Branched would become a referral hub for services.

He noted the formation of a Joint Transition Authority by the Government, with RSL working towards being the lead coordinating ESO, and the importance of the sub-Branch network. Also noted was the signing of a Memorandum of Understanding with Concord Hospital to enable the first RSL NSW Liaison Officer to be located at the National Centre for Veterans Health.

Mr James acknowledged the members who had passed away during the year and those members who were lost to suicide, and the need for sub-Branched to go further to support veterans and veteran families in crisis and doing it tough. He noted the veteran owned businesses and companies and the formation of the Veteran Community Business Chamber as a hub for new and established businesses.

Mr James noted the initiatives of the Board and the increase in information that is available on the website to ensure better transparency and greater dissemination of information. He noted the open communication channel with the District Presidents Council and the active role of the DPC in reviewing policies and procedures.

Mr James discussed the re-establishment of the RSL Tribunal and a Review Panel and the important task it has to ensure sub-Branched understand their obligations and duties.

Mr James noted the recent IGADF report and the allegations made in it, while noting the vast majority of those who served in the Special Operations Task Group did so with pride, distinction and honour. He reiterated the need to await further investigations, while the RSL is ready to provide assistance to all veterans and families in this complex situation.

Mr James thanked the CEO and the staff at ANZAC House for their hard work over the past 12 months, noting that a restructure had been undertaken.

He thanked all the Directors for the hard work and time commitment necessary to be a Director. He noted that Sandra Lambkin, Bryan Slattery and Jonathan Tuckfield were leaving the Board and the contribution they had made.

FINANCIALS & AUDIT REPORT:

Ms Hasrouni and Mr Cunningham joined the meeting.

Ms Hasrouni noted that the financial statements to 30 June 2020 were special purpose financial statements as RSL NSW is not a reporting entity. She noted the statements were prepared in accordance with the requirements of the Australian

Charities and Not-for-Profits Commission Act and in accordance with Australian Accounting standards.

Ms Hasrouni noted the new accounting standards adopted on 1 July 2019, AASB 16 – Leases – requiring leases to be taken up at the full value of the lease at its present value as both an asset and liability. She noted AASB 15 and AASB 1058 did not have a significant impact on revenue recognition as RSL NSW had previously recognised hotel and grant income according to the new standards.

She noted an increase in total revenue of 28%, including fee for service for RSL DefenceCare and VSA programs. Hyde Park Inn had performed well and occupancy remained high compared to its competitors with expenses below budget, which was a credit to Peter Gamblin and his team in challenging times.

Ms Hasrouni noted that the Trustees of WBI expressed its intention to settle the Trust. WBI partly funded programs with RSL DefenceCare and VSA, and a service agreement was put in place with WBI to fund the ex-serving portion of these programs until funds were used. After a due diligence was undertaken with RSL LifeCare, the RSL DefenceCare program was transferred in August 2020.

The donations received from the top 20 sub-Branches and the use of all donations was noted.

Ms Hasrouni noted the expenditure for the year, noting a reduction in expenditure program commenced in October 2019 which was monitored by the Audit & Risk Committee. She noted that there were no RSL National capitation fees paid during the financial year.

The restructure implemented in June 2020 and the transfer of 23 DefenceCare and VSA team members will see a reduction in employee benefits in the new year.

Ms Hasrouni noted the increase in direct payments made to support veterans in need and the categories supported.

Ms Hasrouni noted the Statement of Cash Flows, Impairment & Other Comprehensive Income, Related Party Transactions and the movement in Key Management Personnel during the period.

In summing up, Ms Hasrouni noted the challenging year with the effects on revenue of the pandemic and also noting the positive impacts of the consultation with sub-Branches and the transparency in reporting. She introduced Mr Cunningham, Audit Partner, Ernst & Young.

Mr Cunningham noted that the financial statements had been given an unqualified opinion. He noted the additional paragraph in his opinion to reflect the treatment of property valuations.

Ms Hasrouni and Mr Cunningham left the meeting.

TESTING OF ONLINE VOTING:

Mr James explained the electronic voting system and a 'dummy' vote was undertaken.

MOTIONS:

Minutes from 2019 Annual General Meeting

FOR - 97.73%

AGAINST – 2.27%

The Minutes of the Annual General Meeting held on 28 October 2019 in Albury were approved for signing as a true and correct record of the proceedings of the meeting.

Proposer: Newtown sub-Branch

Secunder: Barham sub-Branch

Register of Motions 2019 (for Noting)

The Members noted the status of the Register of Motions passed at the 2019 Congress/ AGM and their implementation.

The Members further noted that in accordance with the resolution passed by Members at the 2019 Congress, that an updated Register will be provided to Members within two (2) calendar months of the conclusion of the 2020 AGM.

Financials and Annual Report

FOR – 100%

AGAINST – 0%

The Members adopted the Financial Statements and Auditor's Report for RSL NSW for the Financial Year ended 30 June 2020, and noted that the Financial Statements and Annual Report of RSL NSW for the year ended 30 June 2020 will be lodged with the Minister following the AGM.

The Members noted the Annual Report for RSL NSW for the year ended 30 June 2020, which will now be lodged with the Minister.

Proposer: Queanbeyan sub-Branch Seconder: Newtown sub-Branch

Membership Fees

FOR – 75.18%

AGAINST – 24.82%

The Members noted that in accordance with Clause 11 of Appendix B of the RSL NSW Constitution the annual membership fee of \$35 was to be allocated with \$20 Capitation Fees to RSL National (57% of the total Membership Fee) and the sub-Branches retaining \$15 (43% of the total Membership Fee).

Members further noted the proposal to retain fees as determined by members at Congress 2019 and allocate the \$5.00 not contemplated by the RSL NSW Board at its meeting to sub-Branch retention, which is in the spirit of the Board's determination in June 2020.

Proposer: Queanbeyan sub-Branch Seconder: Kiama-Jamberoo sub-Branch

Venue for next Annual State Congress & AGM

FOR – 99.28%

AGAINST – 0.72%

Members noted that the proposed venue for the next Congress / AGM (or Extraordinary General Meeting) be the Newcastle Exhibition & Convention Centre, 309 King Street, Newcastle West, but will be subject to Covid-19 restrictions and determined by the Board.

Proposer: Albury sub-Branch Seconder: Ourimbah-Lisarow sub-Branch

The meeting was declared closed at 11:13 AM.

CONFIRMED:

CHAIR:

DATE:

Appendix B Motions Register (from Congress 2017, 2018 and 2019)

Title Update on Actions from previous Congresses

Date 21 October 2021

Sponsors Jeff O'Brien

Key Points

Action is being undertaken on all outstanding motions from the 2017, 2018 and 2019 Annual Congress. The following motions are open and actions being taken.

Motion	Action	Status
Motion 8 (2019)		
"That RSL NSW approach the Department of Veterans' Affairs to lobby that the Medical fraternity and its associated bodies be allowed to receive the same rate of compensation for services rendered to veterans who either possess a White Card or Gold Card as they would for persons treated under the Government's Workcover agreement"	Raise issue of DVA fee schedules with Australian Medical Association (AMA)	Completed
	AMA confirmation fee schedule issue	Completed
	Raise issue of DVA fee schedules with NVAC, to then be passed to ESORT	Ongoing
	Update raising sub-Branch	Not started
Motion 9 (2019)		
"That RSL NSW investigate excessive waiting time for veterans seeking psychiatric appointments"	Contact Ben Folino at Royal Australia and New Zealand College of Psychiatrists (RANZCP) re. waiting times and DVA fee schedules	Completed
	Raise issue of DVA fee schedules with NVAC, to then be passed to ESORT	Ongoing
	Raise issue of DVA fee schedules with DVA via Deputy Commissioner's Forum	Ongoing
	Update raising sub-Branch	Not started
Motion 11 (2019)		
"That RSL NSW take action to address with Government the issue of Defence pensions being included in the calculation of the gross value of ex-Defence members Self-Managed Super Funds and the imposition thereof of tax at 15% for any values above the newly set cap"	Contact ATO re. the calculation of the gross value of ex-Defence members' Self-Managed Super Funds	Completed
	Form partnership with Australian Defence Force Retirees Association (ADFRA)	Completed
	Chase ATO advice	Ongoing
	Respond to ATO	Not started
	Update raising sub-Branch	Not started
Motion 20 (2019)		
"That the Returned and Services League of Australia calls on The Hon Scott Morrison MP, Prime Minister of Australia, to transfer responsibility for the identification, protection and interpretation, of our wartime heritage along the Kokoda Trail from the Department of Foreign Affairs and Trade (DFAT) to the Department of Veterans Affairs (DVA)"	Draft letter to Prime Minister and Foreign Minister on the issue.	Completed
	Await response from PM and FM on the issue	Ongoing
	Update raising sub-Branch	Not started

Motion 22 (2019)		
“That RSL NSW makes representations to the Law Society of NSW to approve Volunteer category practicing certificates for lawyers working pro bono with accredited veterans' advocacy centres and not just with community legal centres”	Draft letter for NSW Office of Veterans' Affairs (OVA)/Law Society NSW regarding the issue	Completed
	Await response from OVA	Ongoing
	Next steps TBC	Not started
Motion 35 (2018)		
“That RSL NSW make representations to the Australian Government to include former Citizen Military Forces (CMF) together with current and former Reservists in Non-Liability Health Care provisions (as detailed in Factsheet HSV109 Non-Liability Health Care).”	Contact DVA – find out what the justification for current policy is	Completed
	Contact raising SB	Ongoing
	TBC	Not started

The next steps in following up 35 (2018) motion are yet to be determined. Options include:

- Contacting the raising sub-Branch, and discussing next steps
- Contacting Defence for the information required, then pursuing the required changes through the Budget process
- Pursuing the change requested in the Motion without the information from Defence, through NVAC, ESORT and advocacy obo RSL National

Summary

There were 19 motions requiring action following the 2019 Annual Congress. Of these, 14 have been completed, with five requiring additional action before resolution.

A list of motions from the 2019 Congress is available at:

<https://assets.rslnsw.org.au/wp-content/uploads/2019/09/17082630/Motions-Annexure-A-RSL-NSW-AGM-Agenda-2019.pdf>

APPENDIX C – 2022 DRAFT CONSTITUTION

**The Returned and Services League of Australia (New South Wales Branch)
ABN 78 368 138 161**



RSL
NSW

CONSTITUTION

“The Price of Liberty is Eternal Vigilance”

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APPENDIX A – DEFINITIONS AND INTERPRETATION

APPENDIX B – MEMBERSHIP

APPENDIX C – MEMBERS' MEETINGS CONDUCT AND VOTING PROCEDURE

APPENDIX D – DISPUTE RESOLUTION AND DISCIPLINARY PROCEDURES

~~[deleted 2021]-PREAMBLE~~

~~For more than a hundred years the Returned and Services League of Australia has cared for veterans of the Australian Defence Force and their families and perpetuated the memory of those who have fought, suffered and died in service of the Commonwealth of Australia.~~

~~Formed in 1916 as the Returned Sailors and Soldiers Imperial League of Australia (RSSILA), the League's name subsequently evolved to the Returned Sailors Soldiers and Airman's Imperial League of Australia (1941), the~~

~~Returned Services League of Australia (1965) and the Returned and Services League of Australia (1990). Membership of the League is for those who have served in the Australian Defence Force.~~

~~The League's NSW branch was formed in 1916, became part of the federal RSSILA in 1917, and has maintained its association with the Returned and Services League of Australia for more than a century. The Returned and Services League of Australia (NSW Branch) was incorporated as a statutory corporation by the Parliament of NSW in 1935 and has been an advocate on behalf of veterans and their families since its founding. RSL NSW members commit to continuing the camaraderie of military service, serving each other and serving veterans and their families in need — to ensuring that veterans and their families are respected, supported and remembered.~~

~~The League is a grassroots organisation, led by its volunteers. The strong connections between sub-Branchedes and their local communities underpin every aspect of the League's work for veterans and their families.~~

~~Since its foundation the League has been a non-partisan and non-sectarian institution, dedicated to the highest patriotic ideals. League members are committed to advancing Australia's interests, upholding the Australian Constitution, ensuring Australia's national security and promoting the good name and standing of the members of the Australian Defence Force and their families. The League binds Australians to the promise of never forgetting the service and sacrifice of those who have served before us. The price of liberty is eternal vigilance.~~

1. RSL NSW

- 1.1 The Returned and Services League of Australia (New South Wales Branch) is a corporation constituted under the RSL NSW Act and is called The Returned and Services League of Australia (New South Wales Branch) or RSL NSW.
- 1.2 RSL NSW is a not-for-profit statutory corporation ~~which was established, and continues to operate,~~ as a charity.
- 1.3 RSL NSW is ~~entitled to be and to remain~~ a member of RSL National, and a part of the League as defined in the constitution of RSL National.
- 1.4 RSL NSW is a grassroots charitable organisation, led by its volunteers. The core of RSL NSW is its network of sub-Branches.
- 1.5 This Constitution replaces the Previous Constitution.

2. DEFINITIONS

- 2.1 Defined terms used in this Constitution have the meaning set out in Appendix A.

3. CHARITABLE PURPOSE

RSL NSW's Charitable Purpose is:

- 3.1 providing assistance, care and relief for ~~Veterans current and former members of the Australian Defence Force~~ and their families who are suffering from physical or mental ill health, social disadvantage and isolation, distress, poverty, homelessness or destitution including without limitation those who are elderly;
- 3.2 providing support and assistance for ~~Veterans current and former members of the Australian Defence Force~~ and their families including without limitation to obtain compensation, benefits and assistance to which they are entitled and in relation to all aspects of transitioning from military service to civilian life, particularly where the member has been detrimentally affected by their service;
- 3.3 providing validation of service and sacrifice by commemorating those who have served and preserving the memory of those who have suffered and died;
- 3.4 promoting and facilitating the prevention of social isolation as a cause of Veteran ill health by fostering and enabling community engagement, social connection and camaraderie by and between ~~Veterans former and current members of the Australian Defence Force~~ and their families; and
- 3.5 doing all other things necessary, ancillary or incidental to pursuing and implementing its benevolent charitable purpose including without limitation:
 - (a) establishing, maintaining and regulating the operation of RSL NSW sub-Branches in New South Wales;
 - (b) researching, promoting and publicly advocating for the interests of ~~Veterans former and current members of the Australian Defence Force~~ and their families on matters of public policy;
 - (c) establishing and maintaining literary, social, educational and benevolent activities for the benefit, promotion and advancement of ~~Veterans former and current members of~~

~~the Australian Defence Force~~ and their families particularly where the ~~member~~ Veteran has been detrimentally affected by their service; and

- (d) promoting the defence of the Commonwealth of Australia and guarding the good name, interests and standing of serving members of the Australian Defence Force;
- (e) maximising the use of available resources through affiliation with like-minded Veterans' organisations;
- (f) encouraging all Australians to maintain a sense of service and loyalty to the Nation; and;
- (g) perpetuating the ties of friendship with the forces of nations traditionally allied with Australia.

4. RSL NSW POWERS

4.1 RSL NSW has all the powers:

- (a) of an individual;
- (b) of a corporation;
- (c) granted under this Constitution; and
- (d) granted to it under the RSL NSW Act,

all of which must only be used to carry out the Charitable Purpose.

5. APPLICATION OF INCOME AND PROPERTY

5.1 RSL NSW is a not-for-profit entity and its income and assets:

- (a) must only be used to pursue the Charitable Purpose and to do all things necessary, ancillary or incidental to carry out the Charitable Purpose; and
- (b) must not be distributed, paid or transferred, directly or indirectly, by way of profit to any RSL NSW Member.

5.2 Clause 5.1 does not prevent RSL NSW from making payments in good faith to any person including a person who is an RSL NSW Member if the payment is:

- (a) a payment to an RSL NSW Member or a sub-Branch for the purpose of carrying out, supporting or maintaining RSL NSW's Charitable Purpose;
- (b) for goods or services supplied or provided to RSL NSW in the ordinary course of business;
- (c) a commercial rent for property used by RSL NSW which has the prior approval of the Board;
- (d) reimbursement for out of pocket expenses incurred as a Director, an RSL NSW Member, an employee or contractor of RSL NSW in connection with RSL NSW business and activities in accordance with any approved expenditure policy issued under this Constitution;
- (e) a payment made to any RSL NSW Officer under the indemnity provisions in clause 18;
- (f) a premium for insurance cover to indemnify an RSL NSW Officer; or

- (g) remuneration for services as a Director or employee of RSL NSW provided that any remuneration to a Director may only be paid in accordance with the provisions of clause 10.

5.3 Without limiting clause 5.2, clause 5.1 does not prevent RSL NSW from making payments or providing benefits to an RSL NSW Member where that payment or benefit is made or provided in pursuing and implementing its Charitable Purpose.

5.4 The audited financial statements of RSL NSW must be distributed to sub-Branches and District Councils not later than three months after the end of each financial year.

6. LIMITED LIABILITY

6.1 The liability of RSL NSW Members is limited to an amount not exceeding \$10 which each RSL NSW Member must contribute to the property of RSL NSW if RSL NSW is wound up. This contribution will be used to pay:

- (a) any debts and liabilities of RSL NSW; and/or
- (b) the costs associated with the winding up.

7. AMENDMENTS TO CONSTITUTION

7.1 This Constitution, and any provision in this Constitution may only be amended, repealed or replaced by a Special Resolution of Congress Delegates (or Alternate Delegates as appropriate) present and entitled to vote at a General Meeting.

7.2 Any amendment to, or repeal or replacement of, any provision under this Constitution will take effect:

- (a) from the close of the General Meeting at which a resolution amending, repealing or replacing a provision of the Constitution is passed; or
- (b) from a later date specified in this Constitution or in the resolution passing the amendment, repeal or replacement of a provision; and

subject to any condition or requirement imposed by a resolution or under this Constitution being met.

7.3 If this Constitution is amended, repealed or replaced, a copy of the amended or replacement Constitution certified under the seal of RSL NSW must be registered by the New South Wales Registrar-General and provided to the ACNC and any other requisite regulatory body from time to time.

8. MEMBERS

8.1 All matters concerning membership of RSL NSW will be governed and regulated by the Board.

Membership

8.2 RSL NSW has the following classes of membership:

- (a) Service Member;
- (b) Affiliate Member; and
- (c) Auxiliary Member.

8.3 Provisions and procedures relating to the following membership matters are set out in Appendix B and in the Standard Operating Procedures:

- (a) eligibility criteria for each class of membership;
- (b) the procedure for membership applications and renewals;
- (c) membership awards;
- (d) membership fees (if any); and
- (e) termination, cessation and cancellation of membership.

Membership Register

8.4 RSL NSW will establish and maintain a Membership Register.

Continuity of Membership

8.5 ~~[deleted 2021] This Constitution does not affect the continuity of membership of any person who was a current member at the Commencement Date.~~

Member Obligations

8.6 By ~~continuing to be being~~ an RSL NSW Member ~~from the Commencement Date, or upon becoming an RSL NSW Member after the Commencement Date~~, an RSL NSW Member:

- (a) acknowledges that this Constitution has effect as a contract between:
 - (i) RSL NSW and an RSL NSW Member;
 - (ii) an RSL NSW Member and a sub-Branch to which an RSL NSW Member is attached; and
 - (iii) each RSL NSW Member.
- (b) agrees to be bound by, and to comply with this Constitution, any Policies, Standard Operating Procedures, Member Code of Conduct and any resolution of the Board, or any request or notice issued by RSL NSW or the Board under this Constitution; and
- (c) without limiting clause 8.6(b), agrees to support, maintain, uphold and pursue the Charitable Purpose.

Member Voting Rights

8.7 RSL NSW Members have the following voting rights:

- (a) each Service Member has the right to one vote:
 - (i) in an election for Elected Directors, including the President, held in accordance with the ~~Election~~applicable Standard Operating Procedures; and
 - (ii) on a ~~resolution~~ motion for the removal of an Elected Director,
- (b) each Service Member and Affiliate Member has the right to one vote:
 - (i) in an election for sub-Branch Officers at the sub-Branch to which they are attached held in accordance with the ~~Election~~applicable Standard Operating Procedures; and

- (ii) in an ordinary or extra-ordinary ballot held at the sub-Branch to which they are attached;
- (c) subject to clauses 15.48 -15.52, all other voting entitlements applying to RSL NSW Members will be set out in the Standard Operating Procedures.

Members' General Meetings

- 8.8 An Annual General Meeting must be held at least once ~~in a each~~ calendar year ~~and will take place~~ on a date and at a time determined by the Board, and at a venue agreed chosen by the ~~majority vote~~ of Congress Delegates (or Alternate Delegates as appropriate) at the immediately preceding Annual General Meeting, ~~failing which or, if no such venue was chosen, at a venue determined by the Board shall determine the venue.~~
- 8.9 At least six months' notice of the venue, date and time of the Annual General Meeting must be given to sub-Branches.
- 8.10 In addition to the Annual General Meeting, General Meetings may be called by the Board by giving at least three months' notice to sub-Branches of the date, time and place of the meeting.
- 8.11 A formal notice of meeting, including an agenda and notice of any proposed resolutions must be provided to sub-Branches or Service Members by email or by post as appropriate at least ~~four (4)~~ eight (8) weeks before an Annual General Meeting or a General Meeting.
- 8.12 A sub-Branch may submit proposed resolutions to its District Council for endorsement and if endorsed, may submit the proposed resolution to the Board for inclusion on the Annual General Meeting agenda provided that any proposed resolution must be submitted to the State Secretary no later than 10 weeks prior to the date of Annual General Meeting. Any proposed resolutions from a District Council or the Board must also be submitted to the State Secretary no later than 10 weeks prior to the date of Annual General Meeting.
- 8.13 A General Meeting must be called by the Board if the Board receives a written request from:
 - (a) the District Presidents' Council (supported by a Special Resolution of the District Presidents' Council);
 - (b) at least 10% of Service Members; or
 - (c) at least 75 sub-Branches.
- 8.14 A request under clause 8.13 must be signed (and may be signed in multiple counterparts) by each person or body comprising the specified required percentage or number making the request and be accompanied by the proposed resolution.
- 8.15 The Board must give notice of a General Meeting validly requested under clause 8.13:
 - (a) to sub-Branches; and
 - (b) Service Members, if the request is accompanied by a ~~resolution~~ motion proposing the removal of a Director,within one month of receiving the written and signed request.
- 8.16 The General Meeting referred to in clause 8.13 must be held within two months of the notice being given under clause 8.15.
- 8.17 The persons or body making a request under clause 8.13 may call a General Meeting if the Board fails to do so following a valid request.

- 8.18 Notice of a General Meeting called under clause 8.17 must be given to:
- (a) the Board;
 - (b) sub-Branches; and
 - (c) Service Members, if the meeting involves a ~~resolution~~ motion proposing the removal of a Director,

within one month of the Board failing to give notice under clause 8.15 and the General Meeting must be held within two months of notice being given under this clause 8.18.

Members' Meeting Conduct and Voting Procedures

- 8.19 Procedures for the conduct of and voting at, the Annual General Meeting, General Meetings and Annual Congress and a General Meeting are set out in ~~the~~ Appendix C. Procedures for meetings of sub-Branch Members, District Councils and the District President's Council are set out in Standard Operating Procedures.

Annual Congress

- 8.20 An Annual Congress will be held in conjunction with each Annual General Meeting, immediately before or immediately after the commencement or conclusion respectively of the Annual General Meeting.
- 8.21 An Annual Congress will include a wreath laying ceremony, pledges of allegiances, awards (if any) and may include presentations, addresses, education and training seminars and strategic planning sessions.

9. RSL NSW BOARD OF DIRECTORS

The Board

- 9.1 RSL NSW is governed by a board of not less than seven and not more than ten directors. The Board may, in its discretion, prescribe the number of directors within this range from time to time, failing which the prescribed number of directors will be deemed to be ten.
- 9.2 At least one but no more than two directors must be an Independent Director.
- 9.3 An Independent Director will be appointed by the Board in accordance with clause 9.15.
- 9.4 In addition to Independent Directors, the remainder of the Board will comprise:
- (a) a President who will be elected by Service Members as an Elected Director to hold the position of President in accordance with the Standard Operating Procedures; and
 - (b) Elected Directors elected in accordance with the Standard Operating Procedures.
- 9.5 The Board may appoint one Director to be deputy president.
- 9.6 The Board ~~may will~~ also appoint one Director, who may be the President or any other Director, to be the Chair.
- 9.7 ~~[deleted 2021] This section is to be read in conjunction with the provisions in clause 23.~~

Eligibility to be an Elected Director

- 9.8 To accept and continue to hold office as an Elected Director, a person must:
- (a) be a Service Member of at least 18 years of age;

- (b) within six months of being elected, successfully complete a governance training course or a governance training refresher course as the Board considers appropriate and as prescribed by the Board;
- (c) possess and demonstrate a level of appropriate training, study, skills or experience relevant to the position of Elected Director; and
- (d) be a Suitable Fit and Proper Person.

9.9 To accept and continue to hold office as an Elected Director, a person must not:

- (a) be a sub-Branch Executive, Trustee, District Council President, District Council Executive or a District Council Delegate;
- (b) be an employee of RSL NSW;
- (c) subject to clause 9.10, have previously held office as a State Councillor or Director for ~~an aggregate total~~~~cumulative-n~~ aggregate total period of more than nine years ~~(either continuously or in separate periods)~~ after the person's first date of election as a State Councillor or Director;
- (d) have had their RSL NSW membership, RSL membership in any other ~~s~~State or Territory or their RSL National membership cancelled for disciplinary reasons at any time;
- (e) have been removed from holding any office within:
 - (i) RSL NSW, a sub-Branch or a District Council,
 - (ii) ~~any~~ RSL in any other Sstate or Territory; or
 - (iii) RSL National,
 at any time;
- (f) be bankrupt, insolvent or have ever been convicted of an indictable offence;
- (g) have been disqualified by any means from managing a corporation under the Corporations or the ASIC Act, suspended, removed or disqualified as a responsible person under the ACNC Act or fined, convicted or found by the Minister not to be a fit and proper person under the Charitable Fundraising Act or other applicable charitable fundraising legislation ~~which may be~~ in force from time to time.

9.10 An Elected Director who has previously held office as a State Councillor or Director for a cumulative period of nine years or more (either continuously or in separate periods) after their first date of election, is eligible, notwithstanding clause 9.9(c):

- (a) to stand and be elected as a Director if a continuous period of at least five years has lapsed from the date they last ceased to hold office; and
- (b) to be nominated be elected to the position of President, however that person must not hold office as President for an aggregate total period of more than nine years after their first date of election as President.

Election of Elected Directors

9.11 An election for Elected Directors ~~will~~must be held in accordance with the Standard Operating Procedures ~~in the three months prior to the Annual General Meeting in an Election Year.~~

Eligibility to be an Independent Director

- 9.12 To be appointed and continue to hold office as an Independent Director, a person must:
- (a) if the Board in its discretion considers it necessary and appropriate, within six months of being appointed, successfully complete a governance training course or governance training refresher course prescribed by the Board;
 - (b) possess and demonstrate a level of appropriate professional qualifications, training, skills and experience as the Board considers necessary and desirable;
 - (c) be a Suitable Fit and Proper Person; and
 - (d) consent in writing to be appointed as an Independent Director.
- 9.13 To be appointed and continue to hold office as an Independent Director, a person must not:
- (a) currently be an RSL NSW Member;
 - (b) have been an RSL NSW Member, or a member of any RSL body in another State or Territory or a member of RSL National at any time in the five years preceding an appointment;
 - (c) be an employee of RSL NSW;
 - (d) subject to clause 9.14, have previously held office as a Director for an aggregate total cumulative period of more than nine years (~~either continuously or in separate periods~~) after the person's date of first appointment as a Director;
 - (e) have had RSL NSW membership, RSL membership in any other sState or Territory or their RSL National membership cancelled at any time for disciplinary reasons;
 - (f) have been removed from holding any office within:
 - (i) RSL NSW, a sub-Branch or a District Council,
 - (ii) any RSL in any other sState or Territory; or
 - (iii) RSL National,at any time;
 - (g) be bankrupt, insolvent or have ever been convicted of an indictable offence;
 - (h) have been previously removed as a Director under this Constitution; or
 - (i) have been disqualified by any means from managing a corporation under the Corporations Act or the ASIC Act, suspended, removed or disqualified as a responsible person under the ACNC Act or fined, convicted, or found by the Minister not to be a fit and proper person under the Charitable Fundraising Act or other applicable charitable fundraising legislation which may be in force from time to time.
- 9.14 An Independent Director who has previously held office as a State Councillor or Director for an aggregate total period of nine years or more (~~either continuously or in separate periods~~) after their first date of appointment or election, is eligible, notwithstanding clause 9.13(d), to ~~stand and be appointed~~ elect if a continuous period of at least five years has lapsed from the date they last ceased to hold office.

Appointment of Independent Director

- 9.15 The Board will appoint an Independent Director (at least one but no more than two) from a shortlist of candidates compiled by a committee of the Board based on consultation with, and recommendations from, an independent executive recruitment agency.
- 9.16 Prior to the appointment of an Independent Director in accordance with clause 9.15, the proposed appointment must be approved by majority resolution of the District Presidents' Council.
- 9.17 The District Presidents' Council must inform the Board whether or not it approves the appointment of a person selected by the Board to be appointed as an Independent Director ~~as soon as practicable after the Board requests approval and in any event~~ within 14 days of receiving a request for approval, failing which the appointment will be deemed to be approved.

Term of Office

- 9.18 An Elected Director will hold office until the earlier of:
- (a) the close of the third Annual General Meeting after the Elected Director was elected;
 - (b) their death, incapacity or them becoming of unsound mind;
 - (c) their resignation as a Director;
 - (d) the Elected Director ceasing to fulfil the eligibility criteria in clauses 9.8-9.10 including but not limited to them no longer being a Service Member; or
 - (e) their removal as a Director under this Constitution.
- 9.19 An Independent Director will hold office from the date of appointment agreed in writing with the Board, until the earlier of:
- (a) the expiration of the fixed term for which they are appointed (which term must not be longer than three years);
 - (b) their death, incapacity or them becoming of unsound mind;
 - (c) their resignation as a Director;
 - (d) the Independent Director ceasing to fulfil the eligibility criteria in clauses 9.12-9.14; or
 - (e) their removal as a Director under this Constitution.

9.19A [formerly clause 23.4] The number of years already served by a Director holding office as at 1 December 2019 the Commencement Date will be counted towards the total term that each Director can serve pursuant to clauses 9.9(c) and 9.13(d).

Resignation of Directors

- 9.20 A Director may resign by giving ~~a~~ written notice ~~of resignation~~ to the Company Secretary. The resignation will take effect from the date specified in the ~~written~~ notice or, in the absence of a specified date, the date of receipt of the notice by the Company Secretary ~~of the resignation~~.

Removal of Directors

- 9.21 A Director may be removed by:

- (a) a resolution of a 75% majority of a joint meeting of the Board and the District Presidents' Council called and convened by either the Board or the District Presidents' Council; or
- (b) a Special Resolution of Service Members entitled to vote at a General Meeting on a motion for removal of a Director.

Elected Director Vacancy

9.22 If an Elected Director:

- (a) ceases to hold office on any of the grounds set out in clauses 9.18 (b)-(e),
- (b) is absent from meetings of the Board for a continuous period of three months without prior consent of the Board; or
- (c) resigns in accordance with clause 9.20,

causing the number of directors to fall below the number prescribed by the Board in accordance with clause 9.1, their position will become vacant and a casual vacancy will be created.

9.23 The Board may fill a vacancy created under clause 9.22 by appointing any person who is eligible to be an Elected Director under clauses 9.8 to 9.10. The person appointed to fill the casual vacancy will hold office until the expiry of the term of the Elected Director creating the vacancy. The appointment must be approved by majority resolution of a meeting of the District Presidents' Council prior to being made.

9.24 The District Presidents' Council must inform the Board whether or not it approves the appointment of a person selected by the Board to fill a casual vacancy ~~as soon as practicable after the Board requests approval and in any event~~ within 14 days of receiving a request for approval, failing which the appointment will be deemed to be approved.

Independent Director Vacancy

9.25 If an Independent Director:

- (a) ceases to hold office on any of the grounds set out in clauses 9.19 (b)-(e);
- (b) is absent from meetings of the Board for a continuous period of three months without prior consent of the Board; or
- (c) resigns in accordance with clause 9.20,

their position will become vacant and the Board must, as soon as practicable, if it is necessary to ensure that there remains at least one Independent Director, appoint a new Independent Director in accordance with the procedure set out in clauses 9.15 to 9.17.

Directors' additional power of appointment

9.26 In addition to the powers to fill vacancies in clauses 9.23 and 9.25 above, if the number of Directors falls below the minimum number required for a quorum as prescribed in clause 9.36, the remaining Directors may act to take any steps necessary to increase the number of Directors to the number required to constitute a quorum, to fill the vacancies and/or for calling a General Meeting, but for no other purpose.

Powers of the Board

9.27 Subject to the RSL NSW Act, any other act applicable from time to time and this Constitution, the Board has the power to manage, control and direct the affairs and conduct of RSL NSW

and may exercise all the powers granted to RSL NSW by this Constitution or any applicable law, except any power which the RSL NSW Act, any other applicable act or this Constitution expressly provide must be exercised by Service Members or Congress Delegates (or Alternate Delegates).

9.28 Without limiting clause 9.27, the Board has the express power to:

- (a) do all things necessary for carrying out the Charitable Purpose, and all things ancillary or incidental to carrying out the Charitable Purpose;
- (b) ~~govern and regulate the functions of supervise compliance by~~ sub-Branches with the procedures established for, ~~and~~ the application, management and use of property, funds, income and assets held by sub-Branches, ~~to the extent permitted by law,~~ to ensure that sub-Branches are applying sub-Branch Property to further the Charitable Purpose;
- (c) without limiting clause 9.28(b) and, subject to the provisions of clause 5, require sub-Branches to apply property, funds, income and assets in a particular manner to further and fulfil the Charitable Purpose;
- (d) make decisions and issue directions to ensure the responsible financial management of RSL NSW;
- (e) govern and regulate all matters relating to membership including admission, refusal to admit, renewal, refusal to renew, imposing conditions, waiver of conditions, eligibility, transfer, suspension, revocation and cancellation;
- (f) govern and regulate the rights and obligations of RSL NSW Members, Directors, District Council Delegates, District Councils, District Council Executives, sub-Branches and sub-Branch Executives and Trustees under this Constitution including by dealing with matters relating to Disputes between any and each of them; and
- (g) regulate and determine the rights of RSL NSW Members, Directors, District Council Delegates, District Councils, District Council Executives, sub-Branches and sub-Branch Executives and Trustees in accordance with the disciplinary powers in clause 17.2.

9.29 In giving effect to the powers and functions in clause 9.28 and without limiting the general powers in clause 9.27 the Board may issue Policies and Standard Operating Procedures, notices or requests to sub-Branches.

9.30 At any time and for any reason, the Board may request or direct a sub-Branch (including any of the sub-Branch Executives or Trustees) to provide to the Board, or as directed by the Board, within a reasonable time, Documents and any other information within a reasonable time to be specified by the Board.

Delegation Powers

9.31 Except as provided in clause 9.33, the Board may delegate any of its powers to:

- (a) a committee or committees comprising:
 - (i) Directors;
 - (ii) at least one Director and any other person; or
 - (iii) employees of RSL NSW;

- (b) a single Director;
- (c) the Chief Executive Officer;
- (d) any employee/s of RSL NSW;
- (e) District Councils and/or District Council Executives; and/or
- (f) the District Presidents' Council.

9.32 A delegation under clause 9.31 must:

- (a) be given by a Board resolution;
- (b) be in writing;
- (c) expressly specify the power and function delegated, and any limitations, restrictions and conditions on any delegation, including the time for which the delegation will be in force.

9.33 The Board may not delegate the power to delegate.

9.34 The Board may also establish advisory bodies or working parties consisting of any person it thinks fit, but an advisory body or working party must not be given any delegated power.

Directors' Meetings

9.35 Subject to the provisions of this Constitution, the Board will meet as and when it considers necessary and appropriate.

9.36 Unless the Board resolves otherwise, the quorum for a Directors' meeting is a majority (more than 50%) of Directors entitled to receive notice of the meeting (which excludes only those Directors currently on a leave of absence previously granted or Directors overseas) provided that the quorum must not be less than four.

9.37 A quorum must be present when a vote is taken.

9.38 A Directors' meeting may be called by:

- (a) the President or the Chair on causing reasonable notice to be given to each Director;
or
- (b) any other Director requesting the Company Secretary to convene a Directors' meeting in which case the Company Secretary must convene a meeting at a time and place convenient to the majority of Directors.

9.39 Notice of a meeting may be given by any reasonable means of communication to each Director (provided however that the failure to give notice will not invalidate any decision or resolution made at the meeting).

9.40 At each Directors' meeting, the Chair will chair the meeting. This appointment may be a standing (ongoing) one.

9.41 Each Director has one vote and matters for decision by the Board will be determined by resolution passed by a majority of votes cast at the meeting. If the votes cast are equal, the Chair will have a second and casting vote.

- 9.42 The Board may hold its meetings by using any technology (such as video or teleconferencing) that has previously been agreed to by all the Directors, which agreement may be a standing (ongoing) one.
- 9.43 A Director may only withdraw the consent given pursuant to clause 9.42 within a reasonable period before the meeting and in any event no later than seven days before a meeting.
- 9.44 The Board may pass a written resolution without a meeting being held.
- 9.45 All directors entitled to receive notice of a meeting (which excludes only those Directors currently on a leave of absence previously granted or Directors overseas) must be given notice of the proposed written resolution and to vote on a written resolution, a Director may sign:
- (a) a single document setting out the resolution and containing a statement that they agree to the resolution; or
 - (b) separate copies of that document, if the wording of the resolution is identical in each copy.
- 9.46 The Company Secretary may send a resolution by email or other electronic means to the Directors and the Directors may vote on, or abstain from voting on, the resolution by sending a reply email or electronic communication indicating their vote or abstention.
- 9.47 A written resolution is passed when the majority (more than 50%) of Directors entitled to receive notice and vote sign or otherwise agree to the resolution in the manner set out in clauses 9.45 and 9.46 (provided that the number of Directors constituting this majority is not less than the minimum quorum required in clause 9.36 of this Constitution).

Conflicts of Interest

- 9.48 A Director must disclose to the Board any pecuniary or other material interest in a matter that is being considered at a meeting of Directors (or that is proposed in a circular resolution) which raises, or may appear to raise, an actual or perceived conflict of interest.
- 9.49 A Director's disclosure may be a standing (ongoing) one.
- 9.50 If all the Directors have the same conflict of interest, the Directors must disclose the nature of the actual or perceived conflict of interest to Delegates at the next Annual General Meeting, or at an earlier time if reasonable to do so.
- 9.51 The disclosure of a conflict of interest by a Director and the particulars of the disclosure must be recorded in the minutes of the meeting at which the disclosure is given.
- 9.52 A Director who has disclosed the nature of an interest in any matter, must not, unless the Board otherwise determines:
- (a) be present during any deliberation of the Board with respect to the matter; or
 - (b) take part in any decision of the Board with respect to the matter.
- 9.53 Whilst the Board is making a determination under clause 9.52, a Director who has disclosed an interest in a matter must not:
- (a) be present during any deliberation of the Board for the purpose of making the determination, or
 - (b) take part in the making of the determination by the Board.
- 9.54 A contravention of this section does not invalidate any decision of the Board.

Director Code of Conduct

9.55 The Board must adopt and adhere to a Director Code of Conduct ~~for Directors~~ which must be made publicly available.

Directors' Access to documents

9.56 A Director has a right of access at all reasonable times to the financial reports or financial records of RSL NSW however compiled, recorded or stored and working papers and other Documents needed to explain the methods by which the financial statements are made up and any adjustments to be made in preparing the financial statements.

9.57 RSL NSW must give a Director or former Director access to all such Documents at reasonable times for the purpose of a legal proceeding:

- (a) to which the Director or former Director is a party;
- (b) that the Director or former Director in good faith proposes to bring; and/or
- (c) that the Director or former Director has reason to believe will be brought against them.

9.58 A person authorised to have access to and inspect such documents under clause 9.57 for the purposes of a legal proceeding may make copies of the documents for the purpose of those proceedings.

9.59 The right to inspect documents under clause 9.56 continues for a period of seven years after the person ceases to be a Director.

9.60 Any request by a Director or former Director for access to documents will be addressed to the Company Secretary or the Chief Executive Officer.

9.61 The Board may resolve to enter into a deed with a Director giving effect to the rights of access to documents in accordance with clause 9.56 and clause 9.57 or such other documents as the Board may decide.

10. DIRECTORS' REMUNERATION

10.1 Subject to the provisions of clauses 10.2 and 10.3 and the RSL NSW Act, the Directors may receive remuneration for their services as a Director.

10.2 The Directors may only receive remuneration if the ~~sub-Branch-Congress~~ Delegates (or Alternate Delegates as appropriate) at an Annual General Meeting pass a resolution to that effect.

10.3 The aggregate amount of remuneration, if any, which may be paid to Directors pursuant to a resolution of ~~sub-Branch-Congress~~ Delegates (or Alternate Delegates as appropriate) is also to be determined by a resolution of ~~sub-Branch-Congress~~ Delegates (or Alternate Delegates as appropriate) at an Annual General Meeting.

11. CHIEF EXECUTIVE OFFICER

11.1 The Board may appoint a person, other than a Director, to be the Chief Executive Officer of RSL NSW for the period and on terms, including as to remuneration, performance and functions as the Board determines.

11.2 The Chief Executive Officer need not be an RSL NSW Member. If the Chief Executive Officer is an RSL NSW Member, he or she is not entitled to exercise the voting rights of an RSL NSW Member whilst holding the position as Chief Executive Officer ~~and may be required by the~~

~~Board to suspend RSL NSW membership without loss of membership continuity recognition, if held, for the period of employment of Chief Executive Officer.~~

- 11.3 The Chief Executive Officer is accountable to the Board and the Directors may, subject to the provisions of any contract between the person and RSL NSW:
- (a) define the Chief Executive Officer's powers, fix their remuneration and duties and from time to time, vary any of the powers conferred; and/or
 - (b) revoke that person's appointment as Chief Executive Officer and appoint another person to that position.
- 11.4 The Directors may delegate to the Chief Executive Officer the power to conduct the day-to-day management and control of the business and affairs of RSL NSW.
- 11.5 The Chief Executive Officer ~~may~~will attend Board meetings ~~at the invitation of~~unless otherwise determined by the Board.

11A. STATE BRANCH

11A.1 The State Branch is responsible under the direction of the Chief Executive Officer to assist the Board with the administration of RSL NSW. These non-exclusive responsibilities of State Branch in order of priority are:

- (a) support of sub-Branches;
- (b) recruiting;
- (c) advertising;
- (d) advocacy for Veterans' affairs with NSW Government and other ex-service organisations;
- (e) financial (budgeting and reporting); and
- (f) administering the governance of RSL NSW on behalf of the Board.

12. STATE SECRETARY

- 12.1 The Board may appoint a Service Member who is both sufficiently qualified in the discretion of the Board and willing to be appointed, to be the State Secretary, for the period and on terms, including as to remuneration, performance and functions as the Board determines.
- 12.2 If there is no Service Member who is both qualified and willing to be appointed as State Secretary, the Board may, in its discretion appoint some other person.
- 12.3 The Board shall have power to terminate the employment of the State Secretary.
- 12.4 The State Secretary ~~may~~will attend Board meetings at the invitation of the Board.

13. DISTRICT COUNCILS

- 13.1 Unless otherwise determined in accordance with this Constitution, the sub-Branch network will be divided into Districts as defined from time to time in the Standard Operating Procedures.
- 13.2 The Board ~~may~~will establish a District Council of the sub-Branches in each District. Each District Council ~~will be governed by and operate subject to the direction of the Board and must report to the Board in accordance with~~this bound by this Constitution and must operate in accordance with the Standard Operating Procedures.

Composition of District Councils

- 13.3 Each District Council will consist of two District Council Delegates elected by each sub-Branch within the relevant District.
- 13.4 Each sub-Branch ~~may~~will elect two District Council Delegates and may also elect two alternate District Council Delegates (to act only in the event that ~~the one or both District Council Delegates~~ are unable or unwilling to act) in the manner set out in the Standard Operating Procedures.
- 13.5 ~~The District Council Delegate and any alternate District Council Delegates must be Service Members attached to the sub-Branch. If there are insufficient Service Members in a sub-Branch willing to be elected to fill the District Council Delegate or any alternate District Council Delegate positions, the sub-Branch may elect an Affiliate Member to fill such a position, subject to the agreement and approval of the District Council. Any Affiliate Member who is so elected has no voting rights at the District Council and is not eligible to serve on a District Council Executive.~~

District Council Executives

- 13.6 Each District Council will elect (in accordance with the Standard Operating Procedures) from the current District Council Delegates, a committee comprising the following district council executives:
- (a) a District Council President;
 - (b) one or more District Council Vice-President(s);
 - (c) a District Council Secretary, and
 - (d) a District Council Treasurer,
- provided that one person may, if the District Council decides, be ~~elected~~appointed as both Secretary and Treasurer.
- 13.7 To hold office as a District Council Executive, a person must be a Service Member and be an elected sub-Branch Delegate of at least 18 years of age.
- 13.8 To accept and continue to hold office as a District Council Executive, a person must not:
- (a) be a Director or an employee of RSL NSW;
 - (b) subject to clauses 13.15A and 13.1B, have previously held office on the District Council Executive as a District Council President for a cumulative period of more than nine years (either continuously or in separate periods) after their first date of election to the District Council Executive as a District Council President, if that person is to hold office as a District Council President;
 - (c) have had their RSL NSW membership, RSL membership in any other state State or Territory or their RSL National membership suspended or cancelled at any time for disciplinary reasons or have been removed from holding any office within RSL NSW at any time;
 - (d) be bankrupt, insolvent or have ever been convicted of an indictable offence; or
 - (e) have been disqualified ~~by any means~~ from managing a corporation under the Corporations Act or the ASIC Act, suspended, removed or disqualified as a responsible

person under the ACNC Act or fined, convicted or found not to be a fit and proper person under the Charitable Fundraising Act.

Term of Office of District Council Executives

- 13.9 A District Council Executive will hold office until the earlier of:
- (a) the end of the third calendar year after being elected;
 - (b) their death, incapacity or them becoming of unsound mind;
 - (c) their resignation as a District Council Delegate or a District Council Executive;
 - (d) the District Council Delegate no longer fulfilling the eligibility criteria in clause 13.7 and clause 13.8 including but not limited to them ceasing for any reason to be a Service Member;
 - (e) their removal as a District Council Delegate by their sub-Branch;
 - (f) their removal as a District Council Executive in accordance with clause 13.14; or
 - (g) their removal otherwise under this Constitution.
- 13.10 A District Council Executive (other than a District Council President) who remains eligible to hold office in accordance with clauses 13.7 and 13.8 is eligible to stand for re-election and may be re-elected for a further term or terms.
- 13.11 ~~[revised in 2021 and now clause 13.15A] A District Council President who remains eligible to hold office in accordance with clauses 13.7 and 13.8 is eligible to stand for re-election and may be re-elected as District Council President for further terms of three years provided that a District Council President must not hold the position of District Council President for a period exceeding nine years in total.~~
- 13.12 ~~[revised in 2021 and now clause 13.15B] A District Council President who has previously held office as a District Council President for a cumulative period of nine years or more (either continuously or in separate periods) after their first date of election, is eligible, notwithstanding clause 13.11 to stand and be elected for a further cumulative period of nine years if a continuous period of at least six years has lapsed from the date they last ceased to hold office.~~
- 13.13 A District Council Executive may resign by giving a written notice of resignation to the Board and to the remaining District Council Executives. The resignation will take effect from the date specified in the written notice or, in the absence of a specified date, the date of receipt of the written notice by the Board or its representative.
- 13.14 A District Council Executive may be removed from holding that position by a majority resolution of the Board in accordance with the Disciplinary Procedures.
- 13.15 ~~[deleted 2021] This section is to be read in conjunction with the provisions in clause 23.~~

District Council President's tenure and Eligibility Criteria

13.15A.[formerly clause 3.11] A person who has held office on the District Council Executive in a position other than District Council President, for an aggregate total period of nine years or more after their first date of election, remains eligible, notwithstanding clause 13.8(b), to hold office as District Council President, however that person must not hold office as District Council President for an aggregate total period of more than nine years after their first date of election as District Council President.~~A District Council President who remains eligible to hold office in accordance with clauses 13.8 and 13.8 is eligible to hold office in accordance~~

~~with clauses 13.7 and 13.8 is eligible to stand for re-election and may be re-elected as District Council President for further terms of three years provided that a District Council President must not hold the position of District Council President for a period exceeding nine years in total.~~

~~13.15B. [formerly clause 3.12] A District Council President who has previously held office as a the District Council President for a cumulative aggregate total period of nine years or more (either continuously or in separate periods) after their first date of election, is eligible, notwithstanding clause 13.15A-13.11 to stand and be elected to be nominated for election and to hold office for a further cumulative aggregate total period of nine years if a continuous period of at least six-five years has lapsed from the date they last ceased to hold office as a the District Council President.~~

~~13.15C. [formerly clause 23.6] The number of years already served by a District Council President holding office at the Commencement Date as at 1 December 2019 will prior to that date is not be counted towards the total aggregate term that each current District Council President can serve as a District Council President pursuant to under clause 13.8(b).~~

District Council Executive vacancy

13.16 If a District Council Executive ceases to hold office for any of the reasons in clauses 13.9(b) – (g) or resigns in accordance with clause 13.13 during the term of their appointment, then the District Council may elect to either:

(a) — fill the vacancy created by the District Council Executive at a special meeting of the District Council convened for that purpose; or

(b) — ~~(unless the District Council Delegate was removed by resolution pursuant to the Disciplinary Procedures in Appendix D) allow the District Council Executive to continue in the position until the next election with no right to vote.~~

13.17 Any vacancy in the office of a District Council Executive must be filled by a resolution of the District Council passed by the majority of District Council Delegates present and voting at the meeting and the person appointed to fill the vacancy will hold office until the end of the term of the District Council Executive they are replacing.

District Council Meetings

13.18 District Councils will meet as and when they consider necessary and appropriate, provided that they will meet not less than twice a year at six monthly intervals at a time and place to be agreed by the District Council.

13.19 District Council meetings ~~are to~~ **must** be conducted in accordance with the Standard Operating Procedures. An agenda ~~Agendas for meetings each District Council meeting must be provided to the sub-Branches in that District at least seven days before each the meeting.~~

13.20 ~~[2021 amendment refer SOP] Each District Council must provide to the Board a schedule of when and where meetings will be held.~~

13.21 ~~[2021 amendment refer SOP] A District Council meeting may be called by:~~

(a) — ~~the District Council President on giving reasonable notice to each District Council Delegate; or~~

(b) — ~~a majority of District Council Delegates requesting the President to convene a District Council meeting in which case the President must convene a meeting at a time and place convenient to the majority of District Council Delegates.~~

- 13.22 ~~[2021 amendment refer SOP] Notice of a meeting may be given by any reasonable means of communication to each District Council Delegate.~~
- 13.23 ~~[2021 amendment refer SOP] Each District Council Delegate has one vote and matters for decision by the District Council will be determined by resolution passed by a majority of votes cast at the meeting.~~
- 13.24 ~~[2021 amendment refer SOP] The quorum for a District Council meeting is a majority of District Council Delegates, excluding those who have been granted a leave of absence.~~
- 13.25 ~~[2021 amendment refer SOP] The District Council may hold its meetings by using any technology (such as video or teleconferencing) that has previously been agreed to by all of the District Council Delegates, which agreement may be a standing (ongoing) one.~~
- 13.26 ~~[2021 amendment refer SOP] A District Council Delegate may only withdraw the consent given pursuant to clause 13.25 within a reasonable period before the meeting and in any event no later than seven days before the meeting.~~
- 13.27 ~~[2021 amendment refer SOP] The District Council may pass a written resolution without a meeting being held.~~
- 13.28 ~~[2021 amendment refer SOP] All District Council Delegates entitled to receive notice of a meeting must be given notice of the proposed written resolution and to vote on a written resolution, a District Council Delegate may sign:~~
- ~~(a) — a single document setting out the resolution and containing a statement that they agree to the resolution; or~~
 - ~~(b) — separate copies of that document, if the wording of the resolution is identical in each copy.~~
- 13.29 ~~[2021 amendment refer SOP] The chair may send a resolution by email or other electronic means to the District Council Delegates and the District Council Delegates may vote on or abstain from voting on the resolution by sending a reply email indicating their vote or abstention.~~
- 13.30 ~~[2021 amendment refer SOP] A written resolution is passed when a majority (more than 50%) of District Council Delegates entitled to receive notice and vote, sign or otherwise agree to the resolution in the manner set out in clauses 13.28 or 13.29.~~
- 13.31 District Councils must adopt and apply the same conflict of interest principles as apply to the Directors in this Constitution ~~clauses 9.48 to 9.54 above.~~

Board attendance at District Council Meetings

- 13.32 The Board, its nominated Director/s or representatives of RSL NSW management, may attend District Council meetings upon the giving of reasonable notice to the District Council President or Secretary.

Powers, Responsibilities and functions of District Councils

- 13.33 Each District Council will ~~represent~~ provide support to sub-Branchees in its own District by:
- (a) consulting with, and representing the interests of RSL NSW Members and sub-Branchees within their District;
 - (b) escalating matters concerning a sub-Branch or its members in their District to the District Presidents' Council;

- (c) providing support and encouragement to the sub-Branches in the District and encouraging participation by the sub-Branches in District events and meetings;
- (d) assisting sub-branches to engage the community within the District and enhancing the standing of RSL NSW within the local community;
- (e) ~~generally~~ acting as a means of communication between sub-Branches and the District Presidents' Council on all matters;
- (f) assisting with the implementation of approved RSL NSW Strategic Plans by sub-Branches;
- (g) promoting and support recruiting initiatives by sub-Branches;
- (h) assisting sub-Branches to comply with their legal obligations, the Constitution, by-laws and Standard Operating Procedures;
- (i) assisting sub-Branches to develop succession plans;
- (j) ~~[deleted 2021] formulating motions to be proposed for inclusion at an Annual General Meeting on topical or urgent matters presented by District Council Delegates on behalf of a sub Branch (including any amendments to this Constitution proposed by a sub Branch);~~
- (k) receiving, considering, consulting with sub-Branches on proposed sub-Branch resolutions and determining whether to endorse proposed resolutions for submission to RSL NSW for determination at an RSL NSW Annual General Meeting or General Meeting;
- (l) formulating motions to be proposed for inclusion at an Annual General Meeting or General Meeting on matters:
 - (i) ~~on matters~~ that may arise out of a report from the Board;
 - (ii) ~~on matters~~ that may arise out of RSL NSW communications; ~~and~~
 - (iii) ~~on matters~~ concerning amendments to this Constitution; and
 - (iv) that are otherwise considered to be topical or urgent.

13.34 To assist in fulfilling its functions, a District Council:

- (a) may appoint or engage other RSL NSW Members to assist with the management and operations of RSL NSW activities in its District if deemed necessary to properly perform the functions and responsibilities of the District Council; and
- (b) must elect a District Council Congress Delegate by resolution passed at a District Council Meeting;
- (c) may coordinate RSL NSW related activities within their District.

13.35 Each District Council must provide a copy of the minutes of each District Council meeting to the Board, ~~and to~~ the District Presidents' Council and each of District's sub-Branches in a format to be determined ~~and prescribed~~ by agreement between the Board ~~in consultation with all and the~~ District Presidents' Councils.

Delegated Powers

- 13.36 The Board may delegate other powers to a District Council as required or may delegate any of its powers to a District Council, on such terms as required, from time to time, under its delegation powers in this Constitution.
- 13.37 District Councils must carry out any powers of the Board which the Board has, by written notice, delegated to District Council.

District Council Funding and reporting requirements

- 13.38 In addition to any funding which a District Council receives from its constituent sub-Branches, the District Councils may be allocated funds by RSL NSW to facilitate the performance of their powers, responsibilities and functions. The amount of funds available to a District Council will be determined by RSL NSW in consultation with the District Council based upon an annual budget which must be submitted to RSL NSW by the District Council for approval by 31 October each year on an annual basis in conjunction with RSL NSW's financial year and approved by the Board. The District Council Treasurer must prepare and provide periodic reports at least quarterly, and more frequently if requested by sub-Branches or the Board, to each sub-Branch Treasurer of its constituent sub-Branches and to the Board, accounting for all income and expenditure within the reporting period.

14. DISTRICT PRESIDENTS' COUNCIL

- 14.1 The District Presidents' Council will consist of each of the District Council Presidents holding office ~~from time to time~~, one of whom will be ~~elected~~ appointed by the District Presidents' Council as the chair.

14.1A The District Presidents' Council:

- (a) may elect a deputy chair from within the District Presidents' Council members; and
- (b) must elect a secretary who may be a District Presidents' Council member or a suitably qualified Service Member,
- in accordance with the Standard Operating Procedures.

- 14.2 A District Council President will hold their position on the District Presidents' Council in an ex officio capacity and not in a personal capacity.

Role of the District Presidents' Council

- 14.3 The District Presidents' Council will represent sub-Branches and District Councils and will exercise the following functions and powers:
- (a) making submissions, proposals and recommendations and providing reports, guidance and feedback to the Board on matters regarding matters of sub-Branch and District Council governance, RSL NSW membership and sub-Branch issues and concerns;
 - (b) making representations to the Board on matters of public policy;
 - (c) giving approval to the Board's proposed appointments for Independent Directors and any proposed appointments for the filling of vacancies on the Board;
 - (d) periodically reviewing the Standard Operating Procedures and proposing amendments and/or approving amendments in consultation with the Board to the Standard Operating Procedures; and

- (e) any other functions which the Board and the District Presidents' Council may ~~from time to time~~ determine.

14.4 The District Presidents' Council must provide a copy of the minutes of each District President's Council meeting to the Board in a format to be determined and prescribed by the Board.

14.5 The Board must consider all submissions, reports, policy proposals, recommendations and representations made by the District Presidents' Council and consult, provide feedback and provide a written report or response to the District Presidents' Council within a reasonable time on all matters raised.

Delegated Powers

14.6 The Board may delegate powers to the District Presidents' Council in consultation with the District Presidents' Council.

Dispute Resolution functions

14.7 The District Presidents' Council will be responsible for the performance of the dispute resolution functions assigned to it in the Dispute Resolution provisions in Appendix D.

Power to Call General Meeting

14.8 The District Presidents' Council by Special Resolution may resolve to make a request under clause 8.13 that the Board call a ~~g~~General ~~m~~Meeting:

- (a) of Congress Delegates (and Alternate Delegates) ~~including~~ in relation to constitutional amendments; and
- (b) of Service Members, in relation to a resolution proposing the removal of a Director.

14.9 A request made under clause 14.8 must:

- (a) be made in writing; and
- (b) be accompanied by the resolution to be proposed at the meeting; and
- (c) be signed (and may be signed in multiple counterparts) by not less than two-thirds of the District Presidents' Council.

District Presidents' Council Meetings

14.10 The District Presidents' Council will meet ~~as and when it considers necessary and appropriate, provided that it will meet~~ not less than quarterly at a time and place to be agreed by the District Presidents' Council. Special Meetings may be called as required at a time and place to be agreed by the District Presidents' Council.

14.11 The District Presidents' Council must provide to the Board a schedule of when and where meetings will be held.

14.12 A District Presidents' Council meeting may be called by:

- (a) the District Presidents' Council chair as appointed under clause 14.1 on giving reasonable notice to each member of the District Presidents' Council; or
- (b) any other member of the District Presidents' Council requesting the District Presidents' Council chair to convene a meeting of the District Presidents' Council in which case the District Presidents' Council chair must convene a meeting at a time and place convenient to the majority of the members of the District Presidents' Council.

- 14.13 Notice of a meeting may be given by any reasonable means of communication to each member of the District Presidents' Council.
- 14.14 Each member of the District Presidents' Council has one vote and matters for decision by the District Presidents' Council will be determined by resolution passed by a majority of votes cast at the meeting.
- 14.15 The quorum for a meeting of the District Presidents' Council is a majority of its members, excluding those who have been granted a leave of absence.
- 14.16 The District Presidents' Council may hold its meetings by using any technology (such as video or teleconferencing) that has previously been agreed to by all of the District Presidents' Council, which agreement may be a standing (ongoing) one.
- 14.17 A member of the District Presidents' Council may only withdraw the consent given pursuant to clause 14.16 within a reasonable period before the meeting and in any event by not less than seven days.
- 14.18 The District Presidents' Council may pass a written resolution (other than a Special Resolution) without a meeting being held.
- 14.19 All members of the District Presidents' Council entitled to receive notice of a meeting and to vote on the resolution receive notice of the resolution must be given notice of the proposed written resolution and to vote on a written resolution, a member of the District Presidents' Council may sign:
- (a) a single document setting out the resolution and containing a statement that they agree to the resolution; or
 - (b) separate copies of that document, if the wording of the resolution is identical in each copy.
- 14.20 The chair may send a resolution by email or other electronic means to the members of the District Presidents' Council and the members of the District Presidents' Council may vote on or abstain from voting on the resolution by sending a reply email indicating their vote or abstention.
- 14.21 A written resolution (other than a Special Resolution) is passed when a majority (more than 50%) of members of the District Presidents' Council entitled to receive notice and to vote sign or otherwise agrees to the resolution in the manner set out in clauses 14.19 or 14.20.
- 14.22 The District Presidents' Council must adopt and apply the same conflict of interest principles as apply to the Directors in this Constitution-are set out in clauses 9.48 to 9.54 above.

Board Meetings with District Presidents' Council

- 14.23 The Board, or its-any Director(s) nominated Directors by the Board, may attend meetings of the District Presidents' Council, subject to having given upon the giving of not less than 14fourteen days' prior-notice to the District Presidents' Council chair or secretary.
- 14.24 The Board and the District Presidents' Council must hold no fewer than two joint meetings in a calendar year, one of which will be held at the time of the Annual Congress. An agenda will be mutually agreed between the Board and the District Presidents' Council and minutes will be kept.

Board's obligation to District Presidents' Council

14.25 The Board must consider all submissions, reports, policy proposals, recommendations and representations made by the District Presidents' Council and consult, provide feedback and provide a written report or response to the District Presidents' Council within a reasonable time on all matters raised.

Funding for District Presidents' Council

14.26 The District Presidents' Council will be allocated funds by RSL NSW to facilitate the performance of its powers, responsibilities and functions. The amount of funds available to the District Presidents' Council will be determined by RSL NSW in consultation with the District Presidents' Council based upon an annual budget which must be submitted to RSL NSW by the District Presidents' Council ~~by 31 October each financial year on an annual basis in conjunction with RSL NSW's financial year and approved for approval~~ by the Board. The District Presidents' Council ~~will must prepare and~~ provide ~~periodic~~ reports to the Board at least quarterly, and more frequently if the Board requests, accounting for all income and expenditure within the reporting period. These periodic reports must also be made available ~~on request~~ to District Councils and, through the District Councils, to sub-Branches.

15. SUB-BRANCHES

Establishment of a sub-Branch

- 15.1 RSL NSW may establish a sub-Branch by issuing a Charter in accordance with this Constitution.
- 15.2 Any incorporated or unincorporated body or entity formed by and consisting of persons eligible to be RSL NSW Members may apply to the Board to become a sub-Branch.
- 15.3 Upon approval of an application to become a sub-Branch, the Board will issue a Charter to the new sub-Branch which will record:
- (a) the name of the sub-Branch which will be as close as possible to the name of the District or area in which the sub-Branch is to be established;
 - (b) the boundaries of the sub-Branch within the District or area; and
 - (c) to which District Council the sub-Branch will belong.
- 15.4 To be eligible to be approved as an RSL NSW sub-Branch, a sub-Branch must:
- (a) form a sub-Branch executive committee comprising:
 - (i) a President who must be a Service Member; and
 - (ii) a Treasurer and a Secretary each of whom must be a Service Member or Affiliate Member (provided that one person may, if the sub-Branch decides, be appointed as both Treasurer and Secretary); and
 - (iii) ~~at in~~ the sub-Branch's discretion, at least one Vice-President who must be a Service Member,
 - (b) initially have at least ten Service Members which may include the sub-Branch Executives provided however that the Board may in its absolute discretion consent to a sub-Branch ~~already holding a Charter~~ having fewer than ten Service Members from time to time;

- (c) demonstrate to the satisfaction of the Board that it is capable of complying with the requirements and obligations set out in this Constitution including the Standard Operating Procedures, and of operating as a sub-Branch for the purposes of carrying out the functions necessary to support and fulfil the Charitable Purpose.

15.5 If a sub-Branch is an incorporated body or becomes incorporated, the board or management committee of the incorporated entity ~~as the case may be~~, must also hold the sub-Branch executive positions set out in clause 15.4.

Obligations of a sub-Branch

15.6 By accepting a new Charter and/or by continuing to operate under an existing Charter and representing itself as a sub-Branch, a sub-Branch expressly acknowledges and agrees that:

- (a) this Constitution applies as a contract between RSL NSW and a sub-Branch;
- (b) it is bound by, and will comply with the provisions of this Constitution;
- (c) it is not to distribute, pay or transfer, directly or indirectly, any income or assets to an RSL NSW Member provided that this does not prevent the sub-Branch from making payments in good faith to any person including a person who is an RSL NSW Member if the payment is:
 - (i) for goods or services supplied or provided to the sub-Branch in the ordinary course of business;
 - (ii) reimbursement for out of pocket expenses incurred as a sub-Branch Executive or sub-Branch committee member or RSL NSW Member in connection with sub-Branch business and activities in pursuit of the Charitable Purpose and in accordance with any approved expenditure policy of the sub-Branch;
 - (iii) a payment made to any person under the indemnity provisions in clause 18; or
 - (iv) a premium for insurance cover to indemnify a member of the sub-Branch Executive or a Trustee;
- (d) it will comply with any direction, notice or request issued by the Board under this Constitution and any Policies and Standard Operating Procedures issued from time to time; and
- (e) without limiting the provisions of clause 15.6(d) a sub-Branch must comply with any request or direction issued by the Board to provide to the Board or as directed by the Board all Documents and any other information.

Sub-Branch Property applied to the RSL NSW Charitable Purpose

15.7 Without limiting clause 15.6, a sub-Branch:

- (a) must ensure that all sub-Branch Property is applied to further the Charitable Purpose, and
- (b) must conduct and manage sub-Branch activities and financial operations solely to support, maintain and pursue the Charitable Purpose,

and agrees at all times to do so.

Sub- Branch Executive

- 15.8 The functions, duties and obligations of a sub-Branch are controlled and managed by the sub-Branch Executives and in the case of an incorporated sub-Branch the Board or management committee as the case may be who will:
- (a) be responsible for the management of the operations of the sub-Branch;
 - (b) have the power to manage, control and direct the affairs and conduct of the sub-Branch;
 - (c) be responsible for ensuring that the sub-Branch complies with its obligations under this Constitution including but not limited to ensuring that sub-Branch Property is applied to further the Charitable Purpose; and
 - (d) have the power to act on behalf of the sub-Branch and to bind the sub-Branch.
- 15.9 The sub-Branch President and any Vice President must be a Service Member, and all other sub-Branch Executives may be Service or Affiliate Members of, RSL NSW Members attached to the sub-Branch. The sub-Branch Executives are to be elected by the sub-Branch Members in accordance with the procedures set out in the Standard Operating Procedures.
- 15.10 A Service Member or Affiliate Member who has previously been the subject of a Disciplinary Resolution under clause 24(a) Appendix D or who was a sub-Branch Executive at the time that sub-Branch was the subject of a Disciplinary Resolution that resulted in a resolution against that member or against that sub-Branch may not hold office as a sub-Branch Executive unless approval is given by the Board.
- 15.11 A sub-Branch Executive will hold office until the earlier of the following:
- (a) the closing of the third sub-Branch annual general meeting to be held after the election of the sub-Branch Executives (at which time the position will become vacant and elections will be held in accordance with the Standard Operating Procedures);
 - (b) their resignation as a sub-Branch Executive (notice of which may be given in writing to any other sub-Branch Executive or, if none, the State Secretary of RSL NSW, to be effective immediately);
 - (c) their death, or incapacity or them becoming of unsound mind;
 - (d) their ceasing for any reason to be an RSL NSW Member;
 - (e) their transfer of their RSL NSW Membership to another sub-Branch; ~~or~~
 - (f) their removal by the Board as a sub-Branch Executive; or
 - (g) their removal by a Special Resolution passed at a general meeting of the members of the sub-Branch.
- 15.12 If a sub-Branch Executive ceases to hold office on any of the grounds set out in clause 15.11(b)-(fg) or is absent for a continuous period of three months without prior consent of the sub-Branch Executives, a casual vacancy is created. The casual vacancy must be filled by a person eligible to be a sub-Branch Executive by a resolution of sub-Branch members at the next general meeting of the sub-Branch. The person filling the casual vacancy will hold the position until the expiration of the term of office of the previous sub-Branch Executive creating the vacancy.
- 15.13 A disqualification, defect or vacancy in appointment of any member of a sub-Branch Executive will not invalidate any otherwise valid act of the sub-Branch Executive or any sub-Branch

committee formed by the sub-Branch Executives ~~which occurred prior to discovery of the error in appointment~~disqualification, defect or vacancy.

Sub-Branch Committees

15.14 A sub-Branch may also form sub-Branch committees. The sub-Branch Executives can jointly delegate powers to a sub-Branch committee. The sub-Branch committee must provide a report to the sub-Branch Executives and the sub-Branch Members at a general meeting or by other means and at other intervals as the sub-Branch Executives may direct.

Sub-Branch Meetings

- 15.15 The sub-Branch Executives may meet as and when it considers necessary and appropriate. A meeting may be called by the President on giving reasonable notice to the other members of the sub-Branch Executives.
- 15.16 The sub-Branch Executives may call sub-Branch general meetings as and when required in accordance with ~~the applicable Standard Operating Procedures Appendix C~~ provided that they must call sub-Branch general meetings at least quarterly one of which must be an annual general meeting.
- 15.17 All meetings held by a sub-Branch must be conducted in accordance with the relevant provisions of ~~the Standard Operating Procedures Appendix C~~.
- 15.18 A sub-Branch must not associate, attend or take part in any sectarian or political gathering or meeting. The chair of any sub-Branch meeting may refuse to hear any issue or matter which the chair reasonably considers to be sectarian or political in nature.
- 15.19 Any sub-Branch committee may meet as and when the members of the committee deem fit and in accordance with any terms of reference imposed by the sub-Branch Executives.

Conflicts of Interest

15.20 The sub-Branch Executives must adopt and apply the same conflict of interest principles as ~~apply to the Directors in this Constitution are set out in clauses 9.48 to 9.54 above~~.

Amalgamation of sub-Branches

- 15.21 Subject to fulfilling all relevant legal requirements, this Constitution and the prior written consent of the Board, a sub-Branch may by special resolution at a general meeting of the sub-Branch, resolve:
- (a) to amalgamate with another sub-Branch with the consent and agreement of that other sub-Branch and form a new amalgamated sub-Branch; and
 - (b) that the legal and beneficial ownership of all sub-Branch Property be transferred to the amalgamated sub-Branch.
- 15.22 Following the resolution to amalgamate, confirmation that all legal requirements have been undertaken and notification of the granting of consent by the Board:
- (a) the Charter issued to each sub-Branch will be deemed to have been revoked by RSL NSW;
 - (b) RSL NSW will issue a new Charter to the amalgamated sub-Branch; and

- (c) each member of a former sub-Branch will no longer be attached to the former sub-Branch but will become attached to the amalgamated sub-Branch and the Membership Register will be updated by RSL NSW accordingly.

15.23 The newly amalgamated sub-Branch will elect sub-Branch Executives in accordance with the procedure in clause 15.9.

Establishment of a Chapter

15.24 A sub-Branch may establish a Chapter in consultation with RSL NSW and with the prior approval of the Board in a neighbouring area that does not have a sub-Branch in accordance with the Standard Operating Procedures.

Sub-Branch Incorporation

15.25 Subject to clause 15.26, nothing in this Constitution precludes a sub-Branch from forming and becoming an incorporated body and requesting that RSL NSW transfer its Charter to the newly incorporated body.

15.26 A sub-Branch may apply to the Board for approval to have its sub-Branch Charter transferred to an incorporated body ~~once the following steps have occurred~~. Subject to that approval, the sub-Branch may transfer its Charter to an incorporated body once the steps prescribed by the Standard Operating Procedures have been complied with.

- ~~(a) a majority special resolution of the sub-Branch Service Members having been passed resolving that the sub-Branch incorporate;~~
- ~~(b) the sub-Branch complying with all legal and regulatory requirements necessary to effect the winding up of the existing unincorporated sub-Branch body and the formation of an incorporated body;~~
- ~~(c) the adoption by the incorporated body of the Model sub-Branch Constitution;~~
- ~~(d) the provision to the Board of the certificate of incorporation and registered Model sub-Branch Constitution;~~
- ~~(e) all sub-Branch Property having been transferred by the Trustees to the incorporated sub-Branch body and the Board having received confirmation of this transfer having been completed;~~
- ~~(f) the incorporated sub-Branch body having been registered as a charity with the ACNC; and~~
- ~~(g) the sub-Branch having complied with any reasonable directions or conditions imposed by the Board in relation to the incorporation.~~

15.27 Transfer of a sub-Branch charter to a newly incorporated sub-Branch will be completed upon the Board being satisfied that all the requirements in ~~clause 15.26~~ the Standard Operating Procedures have been met, following which it will ~~confirm its consent to the incorporation in writing and~~ effect the transfer of the Charter.

15.28 An incorporated sub-Branch must at all times comply with the Model sub-Branch Constitution and not amend or vary the Model sub-Branch Constitution without the prior written consent of the Board.

Sub-Branch accounts and financial management

- 15.29 Each sub-Branch must maintain proper accounts of all sub-Branch Property including but not limited to all money received and expended by the sub-Branch, all assets and liabilities of the sub-Branch, and details of all sub-Branch Property transactions including any mortgages, leases, charges or securities affecting its property and must ensure that it does so in accordance with its legal obligations.
- 15.30 The sub-Branch Executives must ensure that the sub-Branch complies with all financial accounting, record keeping, and reporting obligations prescribed under the ACNC Act and the ACNC Regulation.
- 15.31 If a sub-Branch undertakes fundraising activities it must comply with all financial accounting and reporting obligations under the Charitable Fundraising Act, the Charitable Fundraising Regulation, the conditions of any charitable fundraising authority the sub-Branch holds and any other financial accounting and reporting obligations arising as a result of any other legislation and regulations which may apply from time to time.
- 15.32 The sub-Branch at a general meeting must ratify the payment by the sub-Branch of any administrative and operating costs owed by the sub-Branch.
- 15.33 A sub-Branch must not incur any debt for services or goods unless authorised in writing by the sub-Branch Executives.

Sub-Branch audit

- 15.34 The sub-Branch Executives must ensure that the sub-Branch complies with any financial audit and/or financial review obligations it has under the ACNC Act, the ACNC Regulation, the Charitable Fundraising Act, the Charitable Fundraising Regulation, the conditions of any charitable fundraising authority the sub-Branch holds, all relevant accounting and auditing standards and all other legislation and regulations which may apply from time to time.
- 15.35 If a sub-Branch is required to have its annual financial statements and reports audited or reviewed as a result of an obligation referred to in clause 15.34, a sub-Branch must at the annual general meeting of the sub-Branch appoint an independent auditor or reviewer who meets the prescribed requirements in the ACNC Act from time to time.
- 15.36 The sub-Branch must give the auditor or reviewer access at all times to the books, accounts, receipts and vouchers of the sub-Branch.
- 15.37 The sub-Branch auditor or reviewer appointed in accordance with clause 15.35 must not be a member of the sub-Branch.
- 15.38 In circumstances where a sub-Branch is not required to have its financial statements audited as a result of an obligation referred to in clause 15.34, the sub-Branch members may resolve that the financial statements be audited in any event and appoint an auditor in accordance with clause 15.35. If the members of the sub-Branch resolve that the financial statements be audited, the sub-Branch Executives must ensure that audited financial statements are prepared.

Sub-Branch annual returns to RSL NSW

- 15.39 Each sub-Branch must, and will be in default of its obligation to comply with this Constitution if it does not, by ~~31 March each 90 days after the close of each financial~~ year (unless agreed otherwise in writing by RSL NSW):

- (a) lodge with RSL NSW in the prescribed form, all financial or other returns as may be requested from time to time by the Board including but not limited to copies of any annual financial returns and statements and auditor's or reviewer's reports which the sub-Branch is required to provide as a result of an obligation referred to in clause 15.34 from time to time;
- (b) pay any fees or moneys owing to RSL NSW; and
- (c) pay any affiliation fees due to the District Council of the sub-Branch.

15.40 RSL NSW must provide written notice to a sub-Branch in default of its obligations under clause 15.39, requesting that the sub-Branch comply with its obligations within 28 days of the date of the notice.

15.41 If a sub-Branch fails to comply with the notice provided under clause 15.40, the sub-Branch will remain in default under clause 15.39 and will not be eligible to:

- (a) have a District Council Delegate attend meetings of its District Council; or
- (b) have a **Congress** Delegate or Alternate Delegate attend and/or vote at the Annual General Meeting, Congress or any General Meeting.

Sub-Branch termination by resolution

15.42 A sub-Branch may resolve, by Special Resolution of all sub-Branch Members:

- (a) to cease to be a sub-Branch and to return its Charter to RSL NSW;
- (b) to terminate its operation as a sub-Branch, to return its Charter to RSL NSW and to apply to RSL NSW to be issued with a new Charter which will allow the terminating sub-Branch to operate as a Chapter within its current boundaries; or
- (c) to amalgamate with another sub-Branch in accordance with the provisions of clause 15.21 above.

Termination or revocation of Charter

15.43 The Board may revoke the Charter of any sub-Branch:

- (a) on any of the grounds set out in clause 17.2, including but not limited to a failure to comply with any of the provisions of this Constitution; or
- (b) if the sub-Branch entity is wound up for any reason other than in circumstances where the sub-Branch proposes to incorporate under clause 15.25 and has requested that the Charter be transferred.

Consequences of termination or revocation

15.44 Upon the termination, revocation or surrender of a Charter in accordance with clause 15.42 or clause 15.43, the Charter will be terminated and:

- (a) a sub-Branch must cease operating and holding itself out as an RSL NSW sub-Branch including to cease using the RSL NSW name and logo;
- (b) all sub-Branch Property held legally or beneficially by the sub-Branch, and/or by the Trustees for the sub-Branch at the date of termination, revocation or surrender must be transferred, after payment of any debts and liabilities of the sub-Branch, to RSL NSW or as it may direct; and

- (c) the sub-Branch, the sub-Branch Executives and Trustees must do all things necessary to effect the transfer referred to in clause 15.44(b).

15.45 All property and assets transferred to RSL NSW, or other person or entity as directed by RSL NSW, by a sub-Branch upon termination, revocation or surrender of a Charter must be applied by RSL NSW to further the Charitable Purpose.

15.46 Upon the termination of a Charter, any remaining RSL NSW Members attached to the sub-Branch will be transferred to a sub-Branch nominated by the RSL NSW Member or if no sub-Branch is nominated, to State Branch-ANZAC House.

Sub-Branch indemnity

15.47 A sub-Branch may indemnify its sub-Branch Executives, any sub-Branch committee members and Trustees on terms identical to the RSL NSW Board indemnity provisions in clause 18 and must provide to RSL NSW, upon request, a copy of a resolution by the sub-Branch adopting the provisions of this clause.

Sub-Branch voting rights

15.48 A sub-Branch, provided it has complied with all its obligations, duties and responsibilities under this Constitution, is entitled to appoint one Congress Delegate and one Alternate Delegate to attend the Annual General Meeting, Annual Congress and any General Meeting.

15.49 Subject to clause 15.50 each Congress Delegate or (in the Congress Delegate's absence from an Annual General Meeting or General Meeting) Alternate Delegate is entitled to one vote on all resolutions, including constitutional resolutions.

15.50 A Congress Delegate is not entitled to vote in their capacity as Congress Delegate:

- (a) in an election for Elected Directors; or
- (b) at an Annual General Meeting or General Meeting on a resolution for the removal of a Director pursuant to clause 9.21(b).

15.51 A sub-Branch may appoint a Congress Delegate and Alternate Delegate in accordance with the process set out in the Standard Operating Procedures.

15.52 A sub-Branch unable whose Congress Delegate and Alternate Delegate are not available to attend the Annual General Meeting or any General Meeting may submit a postal vote on resolutions ~~appoint a proxy~~ in accordance with the provisions ~~set out~~ in Appendix C.

Sub-Branch Property dealings

15.53 Subject to clause 15.55, a sub-Branch whether incorporated or unincorporated, or a Trustee holding sub-Branch Property must not:

- (a) deal with any sub-Branch Property or interest in any sub-Branch Property; or
- (b) acquire any new property or interest in property on behalf of the sub-Branch, without having obtained the prior written consent of the Board.

15.54 The power of a sub-Branch or Trustee to sell, dispose, alienate, gift, lease, mortgage, charge, create a security interest over or otherwise deal with any sub-Branch property must be exercised pursuant to the consent requirement in clause 15.53 above.

15.55 Clause 15.53 will not apply to dealings in sub-Branch Property that have a market value of less than \$10,000-\$5,000.

15.56 The Trustees and sub-Branches must not:

- (a) make a donation or gift of ~~\$10,000-\$5,000~~ or more and may not make donations or gifts totalling ~~\$100,000-\$50,000~~ or more in any one calendar year;
- (b) incur an expense of ~~\$50,000-\$20,000~~ or more on any single item, activity or event and may not incur expenses totalling ~~\$100,000-\$50,000~~ or more in any one calendar year;
- (c) lend to any person or body or invest money totalling ~~\$10,000-\$5,000~~ or more in any one calendar year (except in investments authorised by the terms of any trust deed relating to such money),

without the prior written consent or approval of the Board or its ~~Delegated~~ delegate.

15.57 Where the Board has provided written consent to an investment exceeding the sum of ~~\$10,000 \$5,000~~, the sum may be re-invested with the same investee without further consent being obtained.

15.58 Sub-Branch Executives and Trustees must ensure:

- (a) that the sub-Branch receives fair and reasonable market rent or other fees in respect to any sub-Branch property which is used by any third party, unless otherwise approved by the Board;
- (b) that on any sale of sub-Branch property the sub-Branch receives a fair and reasonable price based upon a fair market value; and
- (c) that the sub-Branch receives fair and reasonable investment returns in respect to any sub-Branch investments.

15.59 The Board must have regard to ensuring that the sub-Branch and Trustees have taken into account and complied with the matters set out in clause 15.58 in considering a request that it consent to any dealing or transaction by the Trustees.

15.60 Sub-branch Executives and Trustees may, provided that they have received the prior written consent of the Board, guarantee, indemnify or act as surety for the payment of moneys or performance of contractual obligations (whether of pecuniary nature or not) of any person or body.

16. TRUSTEES

Appointment of Trustees

16.1 Each unincorporated sub-Branch must elect and at all times have either:

- (a) three Service Members;
- (b) RSL Custodian; or
- (c) two Service Members and RSL Custodian,

as trustees of the sub-Branch to hold and receive sub-Branch Property on behalf of the sub-Branch, and to act in this regard strictly in accordance with the sub-Branch's duties and obligations as a sub-Branch under this Constitution.

16.2 The President of the sub-Branch will be the appointor and must formally appoint sub-Branch trustees as elected by a majority resolution of the sub-Branch Members at a general meeting.

16.3 Any sub-Branch Executive may be appointed to hold the position of, and act as a Trustee.

- 16.4 A sub-Branch may, at a general meeting of the sub-Branch nominate RSL Custodian as a Trustee or as the sole Trustee of sub-Branch property and the President as appointor may appoint RSL Custodian provided that RSL Custodian consents to being appointed.
- 16.5 A Trustee will continue to be trustee of the sub-Branch until their death, resignation, transfer to another sub-Branch, mental incapacity, bankruptcy, removal from office as a trustee by a sub-Branch or the Board in accordance with this Constitution or expulsion or suspension, cancellation or cessation of RSL NSW Membership.
- 16.6 A Trustee must not, directly or indirectly, receive any commission, remuneration or profit from their role as Trustee.
- 16.7 The requirement to appoint Trustees and for all sub-Branch Property to be held by Trustees does not apply to sub-Branches which are or become incorporated.
- 16.8 The terms upon which the Trustees appointed in accordance with clause 16.2 will hold sub-Branch Property are the terms set out in this Constitution.

Declaration of Trust

- 16.9 Each Trustee must make a declaration of trust in respect to all sub-Branch property that they hold on trust for the sub-Branch.
- 16.10 The Trustees making a declaration must, if the declaration relates to:
- (a) land or interest in land under the Torrens Title system, or
 - (b) other land or interests in other land,
- lodge the declaration with the Registrar-General in accordance with the provisions of section 82 of Real Property Act.
- 16.11 The terms set out in the declaration of trust referred to in clause 16.10, read together with the terms of this Constitution constitute the terms upon which the Trustees hold sub-Branch Property.

Duties, Powers and Obligations of a trustee

- 16.12 Trustees will hold sub-Branch Property on trust as joint tenants for the sub-Branch for the express purpose of pursuing the Charitable Purpose and must act at all times in the best interests of the sub-Branch.
- 16.13 Without limiting clause 16.12, the sub-Branch trustees must at all times deal with sub-Branch Property:
- (a) in the best interests of the sub-Branch and in accordance with and in a manner consistent with the sub-Branch's obligation to ensure that all sub-Branch Property is used only to further, support and pursue the Charitable Purpose and to apply sub-Branch Property to the Charitable Purpose;
 - (b) in accordance with any resolution, instruction or direction made by the sub-Branch in all matters relating to the Trust including, without limitation, the management and control of the Trust; and
 - (c) with the prior written approval of the Board where required under this Constitution.
- 16.14 The Trustees may in their capacity as Trustees:

- (a) sell, mortgage, lease (including to grant leases for terms which may exceed five years) and otherwise dispose of the sub-Branch Property in Trust in accordance with the Constitution;
 - (b) take, maintain or defend any legal action necessary to protect the sub-Branch Property.
- 16.15 Trustees must keep the sub-Branch Executives regularly and fully informed on all matters regarding sub-Branch Property held on trust and must attend at least ~~three-quarters~~75% of the general meetings ~~held~~ including the annual general meeting convened and held by the sub-Branch in a calendar year. The appointment of an RSL NSW Member as a Trustee will not otherwise affect their rights and obligations as an RSL NSW Member.
- 16.16 The Trustees must not deal with sub-Branch Property other than in accordance with the rights and obligations of a sub-Branch under this Constitution and it is a term of their appointment that the Trustees must act in their capacity as trustees in accordance with the direction of the sub-Branch provided that any direction of the sub-Branch must be in accordance with and comply with the obligations of the sub-Branch under this Constitution.
- 16.17 Each Trustee must ensure that:
- (a) detailed records of all transactions relating to any sub-Branch Property under their control are kept by the sub-Branch;
 - (b) all records including title documents, securities, mortgages, charges, leases, licences, agreements and all other records relating to sub-Branch Property are provided to the sub-Branch Executives;
 - (c) they provide all information requested by any auditor or reviewer appointed by the sub-Branch; and
 - (d) they attend any meeting of the sub-Branch to answer questions if requested by the sub-Branch Executives to do so.
- 16.18 The Trustees are entitled to be given access upon request to all Documents, records and information kept by the sub-Branch relating to any sub-Branch Property under their control.
- 16.19 Immediately upon ceasing to be a Trustee, the Trustee must:
- (a) sign all documents and do all things necessary to transfer all sub-Branch Property; and
 - (b) ~~to~~ provide, produce and hand over all Documents and other information, documents of title, accounts, books or records held by the Trustee,
to the remaining or incoming Trustees (as applicable), or as otherwise directed by the sub-Branch, or to RSL NSW if the sub-Branch Charter has been terminated, revoked or surrendered and take all necessary and reasonable steps to ensure this occurs as soon as practicable.
- 16.20 In the event that a sub-Branch becomes an incorporated body, the Trustees must transfer all sub-Branch Property and hand over all documents of title, accounts, books or records held by the Trustee to the newly incorporated body upon confirmation of the transfer of the sub-Branch Charter to the newly incorporated body.
- 16.21 The duties and obligations of a Trustee under this Constitution and at law continue to apply in relation to all sub-Branch Property held on trust until the obligations in clause 16.20 are fulfilled.

Conflict of Interest

16.22 The Trustees must adopt and apply the same conflict of interest principles as apply to the Directors under this Constitution ~~are set out in clauses 9.48 to 9.54 above.~~

Removal of Trustees

- 16.23 ~~[deleted 2021] The Trustees jointly and severally recognise the right of the President as appointor, the sub-Branch by Special Resolution and/or the Board to remove the Trustees (or any of them) from office at any time in accordance with the Constitution, and each of them agree to cooperate and act in accordance with any lawful or reasonable direction by the Board in the event of such removal.~~
- 16.24 A Trustee may at any time be removed as Trustee by the President acting upon a majority resolution of the sub-Branch at a general meeting of the sub-Branch.
- 16.25 A Trustee may also be removed by a resolution of the Board upon their ~~the~~ suspension or expulsion from office or upon the ~~dissolution or termination or cessation~~ revocation of the Charter of the sub-Branch in accordance with the disciplinary procedures set out in clause 17.2.
- 16.26 A Trustee will be deemed to have resigned as Trustee at the end of a calendar year, if the Trustee fails to attend at least ~~three quarters~~ 75% of the general meetings including the annual general meeting, of the sub-Branch within that calendar year.
- 16.27 A Trustee may also be removed in accordance with the terms of any other document appointing the Trustee.
- 16.28 The Trustees agree, upon their removal from or other cessation of office:
- (a) to do all things necessary to deal with any sub-Branch property in accordance with the provisions of clause 16.19; and
 - (b) to execute all such documents and to perform and to attend to all such matters and things as the President or Secretary of the sub-Branch or any new trustee or trustees may reasonably require to enable vesting of the trust property in such new trustee or trustees.

Action against Trustees by RSL NSW

16.29 Subject to Division 3 of Part 3 the Trustee Act 1925 (NSW). ~~A~~ any Trustee who is in breach of his or her obligations as a Trustee under this Constitution or under any other trust instrument appointing the Trustee or at law will be liable for the loss suffered by the sub-Branch. RSL NSW may take action including legal proceedings against any Trustee on behalf of the sub-Branch seeking to recover any loss or damage suffered or incurred by the sub-Branch.

17. DISPUTE RESOLUTION AND DISCIPLINARY PROCEDURES

Dispute Resolution

- 17.1 Disputes about any matter arising in connection with or relating directly or indirectly to this Constitution between any one or more of:
- (a) a Member;
 - (b) a Director;
 - (c) a sub-Branch;

- (d) a sub-Branch Executive;
- (e) a Trustee;
- (f) a District Council Delegate;
- (g) a District Council Executive;
- (h) a District Council;
- (i) the District Presidents' Council; and/or
- (j) RSL NSW;

will be subject to the dispute resolution provisions contained in the Dispute Resolution and Disciplinary Procedures at Appendix D.

Disciplinary Procedures

17.2 The Board has the power to:

- (a) warn or suspend an RSL NSW Member;
- (b) cancel or revoke membership;
- (c) warn or suspend a sub-Branch Executive or Trustee,
- (d) warn or suspend a District Council President or other District Council Executive;
- (e) remove any sub-Branch Executive or Trustee or District Council President or District Council Executive from office; and/or
- (f) revoke a Charter issued to a sub-Branch.

17.3 The procedures which must be adopted by the Board in exercising these powers are set out in the Dispute Resolution and Disciplinary Procedures at Appendix D.

18. INDEMNITY AND INSURANCE

18.1 Subject to clause 18.2 and clause 18.3, RSL NSW indemnifies each RSL NSW Officer out of the assets of RSL NSW against all losses and liabilities (including costs, expenses and charges) incurred by that person as an RSL NSW Officer.

18.2 The indemnity in clause 18.1 does not apply to indemnify any RSL NSW Officer to the extent that RSL NSW is precluded by law from giving such an indemnity, including but not limited to circumstances where:

- (a) a liability is owed to RSL NSW or a Related Body Corporate;
- (b) a liability arises as a result of a pecuniary penalty order;
- (c) any loss or liability owed to someone other than RSL NSW or a Related Body Corporate did not arise out of conduct in good faith;
- (d) the RSL NSW Officer has incurred legal costs in defending an action for a liability incurred in the capacity as an RSL NSW Officer if the costs are incurred:
 - (i) in defending or resisting proceedings in which the RSL NSW Officer is found to have a liability for which they cannot be indemnified pursuant to sub-clauses 18.2(a)-(c);

- (ii) in defending or resisting criminal proceedings in which the RSL NSW Officer is found guilty;
 - (iii) in defending or resisting proceedings brought by any regulator or a liquidator for a court order if the grounds for making the order are found by the court to have been established; or
 - (iv) in connection with proceedings for relief to the RSL NSW Officer in which the court denies the relief.
- 18.3 The indemnity in clause 18.1 does not apply to indemnify any RSL NSW Officer for any amount which the RSL NSW Officer is otherwise entitled to be indemnified and is indemnified by another person (including an insurer under any insurance policy).
- 18.4 Notwithstanding the provisions in clause 18.2 and clause 18.3, RSL NSW may:
- (a) indemnify an RSL NSW Officer for the costs of responding to an investigation by a regulator before any proceedings are, or may be, commenced; or
 - (b) pay legal costs to an RSL NSW Officer in advance of any finding of guilt, wrongdoing, lack of bad faith, denial of relief or confirmation of indemnity from a third party provided that any advancement will be conditional upon the RSL NSW Officer agreeing in writing to repay any amount paid if indemnity is ultimately not payable in accordance with the provisions of clauses 18.2 or 18.3.
- 18.5 The provision of the indemnity in this clause will continue and is enforceable by an RSL NSW Officer even though that person is no longer an RSL NSW Officer.
- 18.6 RSL NSW may enter a deed with any RSL NSW Officer on terms confirming and reflecting the indemnity provisions in clauses 18.1 to 18.5.
- 18.7 To the extent permitted by law, RSL NSW may pay or agree to pay a premium for a contract insuring an RSL NSW Officer against any losses and liabilities (including costs, expenses and charges) incurred by that person as an RSL NSW Officer.

19. EXECUTION OF DOCUMENTS

- 19.1 RSL NSW may execute a document without using the common seal if the document is signed by:
- (a) two Directors; or
 - (b) one Director and an employee of RSL NSW authorised by the Board to do so.

20. WINDING UP AND DISSOLUTION

- 20.1 If RSL NSW is wound up, any surplus property or assets remaining after payment of any debts and liabilities must not be paid or distributed to RSL NSW Members or former RSL NSW Members unless that RSL NSW Member or former RSL NSW Member is a charity which meets the criteria set out in clause 20.2 and/or clause 20.3 as applicable.
- 20.2 Subject to any applicable Act or court order, any surplus property or assets remaining after payment of any debts and liabilities must be distributed to one or more charitable bodies:
- (a) with charitable purposes similar to, or inclusive of, those of RSL NSW as set out in clause 3;

- (b) which have governing rules which also prohibit the distribution of any surplus assets to its members on winding up in the same manner or to the same extent as the prohibition in clause 20.1; and
 - (c) which, if RSL NSW holds Deductible Gift Recipient (DGR) status, also has or have DGR status.
- 20.3 The RSL NSW Members will determine by majority resolution the charity or charities to which any surplus assets shall be given on winding up and failing this RSL NSW may apply to the Supreme Court.

21. RSL NSW POLICIES AND STANDARD OPERATING PROCEDURES

- 21.1 The Board may from time to time pass a resolution adopting or amending Policies, and Standard Operating Procedures and any Member Code of Conduct, provided however any adoption and any amendments to Standard Operating Procedures will be done in consultation with ~~and approved agreed to by~~ the District Presidents' Council ~~after consultation with the District Councils and in turn their sub-Branches~~.
- 21.2 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 Policies and Standard Operating Procedures made under this Constitution as if they were part of this Constitution.
- 21.3 RSL NSW will publish all Policies and Standard Operating Procedures as soon as practicable after they are made or adopted.
- 21.4 If any part of the Policies and Standard Operating Procedures are inconsistent with this Constitution the terms of this Constitution prevail.
- 21.5 ~~[deleted 2021] The District Presidents' Council will review the Standard Operating Procedures periodically and recommend to the Board that any changes they recommend are made.~~

22. NOTICES

- 22.1 Where any notice must be given under this Constitution, it may be given in writing either by email or by post.

23. SAVINGS, TRANSITIONAL AND CONTINUING PROVISIONS

- 23.1 ~~[deleted 2021] This Constitution supersedes the Previous Constitution.~~

By-laws and regulations repealed

- 23.2 ~~[deleted 2021] All RSL NSW by-laws and regulations in existence prior to the Commencement Date are repealed and no longer have any force or effect.~~

Board to Continue

- 23.3 ~~[deleted 2021] The Directors in office immediately before the Commencement Date will continue to hold office from the Commencement Date and will be deemed the Directors comprising the Board until their existing terms of office expire or they otherwise cease to hold office in accordance with this Constitution.~~
- 23.4 ~~[now clause 9.19A] The number of years already served by a Director holding office the Commencement Date will be counted towards the total term that each Director can serve pursuant to clauses 9.9(c) and 9.13(d).~~

District Council Executive

- 23.5 ~~[deleted 2021]~~ The District Council Executives in office immediately before the Commencement Date will continue to hold office from the Commencement Date and will be deemed the District Council Executives until their existing terms of office expire or they otherwise cease to hold office in accordance with this Constitution.
- 23.6 ~~[now clause 13.15CD]~~ The number of years already served by a District Council President holding office at the Commencement Date will not be counted towards the total term that each current District Council President can serve as a District Council President pursuant to clause 13.8(b).

Disciplinary Powers

- 23.7 ~~[deleted 2021]~~ All disciplinary powers under this Constitution from the Commencement Date are vested in the Board and the disciplinary powers previously vested in any other RSL NSW body are revoked. All pending disciplinary issues commenced under the provisions of the Previous Constitution or by laws or regulations will be finalised, including any appeal, under the previously applicable process.

Auxiliary Members

- 23.8 ~~[now Appendix B, paragraph 16A]~~ This Constitution will not affect the continuity of accrued rights of any Auxiliary Member. Any person who was a member of an RSL Auxiliary immediately prior to the Commencement Date is an Auxiliary Member and will automatically retain all rights, entitlements, awards and recognition held at the Commencement Date.

Sub-Branch Associate

- 23.9 ~~[deleted 2021]~~ RSL NSW Members who are sub Branches Associates at the Commencement Date may continue to hold that association after the Commencement Date by remaining attached to more than one sub Branch but will only have voting and other member rights with the Primary sub Branch.

Sub-Branches

- 23.10 ~~[deleted 2021]~~ All sub Branches holding a Charter at the Commencement Date will continue to hold that Charter and to be a sub Branch in accordance with the existing Charter and the terms and conditions attached to that Charter as amended by this Constitution.
- 23.11 ~~[deleted 2021]~~ By continuing to operate under its Charter from the Commencement Date, a sub Branch agrees to be bound by this Constitution and the amended terms and to comply with the terms of this Constitution including for the avoidance of doubt:
- ~~(a) to make sure that the sub Branch's income and assets are only used to further the Charitable Purpose;~~
 - ~~(b) not to distribute, pay or transfer, directly or indirectly, any income or assets to an RSL NSW Member unless as specified in this Constitution; and~~
 - ~~(c) to comply with this Constitution, any direction, notice or request issued by the Board under this Constitution and any Policies and Standard Operating Procedures issued from time to time.~~

Sub-Branch Executives

- 23.12 ~~[deleted 2021]~~ All sub Branch Executives holding office immediately prior to the Commencement Date will continue to hold office until the expiration of their current term.

~~23.13 [deleted 2021] Any sub-Branch committees in existence immediately prior to the Commencement Date will continue to exist for the duration of their term of appointment.~~

Trustees

~~23.14 [deleted 2021] Trustees holding that position at the Commencement Date will continue to hold the position of trustee until they are removed under the trust deed appointing them and this Constitution and will continue to hold sub-Branch Property in accordance with the terms of this Constitution as amended and any Declaration.~~

~~23.15 [deleted 2021] Without limiting clause 23.14, Trustees must continue to hold and deal with sub-Branch Property and assets:~~

- ~~(a) in the best interests of the sub-Branch;~~
- ~~(b) subject to the requirement that the Trustees must deal with sub-Branch Property and assets in accordance with the direction of the sub-Branch pursuant to resolutions of the sub-Branch members;~~
- ~~(c) in accordance with the sub-Branch's obligation to ensure that all sub-Branch Property is used only to further, support and pursue the Charitable Purpose and to apply sub-Branch Property to the Charitable Purpose; and~~
- ~~(d) with the prior written approval of the Board where required under this Constitution.~~

APPENDIX A – DEFINITIONS AND INTERPRETATION

In this Constitution the following terms mean:

ACNC means the Australian Charities and Not-for-profits Commission.

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

ACNC Regulation means the *Australian Charities and Not-for-profits Commission Regulation 2013* (Cth)

Affiliate Member means a person who satisfies the eligibility criteria set out in Appendix B and who has been admitted as an affiliate member of RSL NSW in accordance with this Constitution ~~and/or a person who was a current affiliate member at the Commencement Date and who continues as an affiliate member after the Commencement Date.~~

Alternate Delegate means an alternate ~~RSL NSW~~ Service Member elected or appointed by a sub-Branch to attend and vote at an ~~RSL NSW~~ Annual General Meeting or General Meeting in circumstances where the **Congress Delegate** is not in attendance.

Annual Congress means the gathering of ~~sub-Branch Congress~~ Delegates (and Alternate Delegates) and District Council Congress Delegates held in conjunction with the Annual General Meeting.

Annual General Meeting means the annual general meeting of RSL NSW.

~~**ANZAC House** means the business premises of, and the head office function for RSL NSW from time to time.~~

Armed Forces means the armed forces, military power or armed services.

ASIC Act means the *Australian Securities and Investments Commission Act 2001* (Cth).

Associate Member means a Service Member of another sub-Branch or from another Branch who has been admitted by a receiving sub-Branch pursuant to paragraph 14A of Appendix B.

Australian Defence Force ~~has means~~ the ~~military service responsible for the defence of Australia, constituted under~~ same meaning as in the *Defence Act 1903* (Cth).

Auxiliary Member means ~~any~~ any person who ~~was a member of an RSL Auxiliary immediately before the Commencement Date and any person has been~~ admitted by a sub-Branch as an auxiliary member ~~after the Commencement Date.~~

Board means the board of directors of RSL NSW.

Cadets means any member of the Australian Defence Force ~~cadets~~ Cadets referred to in section 62 of the Defence Act 1903 (Cth).

Chair means the Director appointed by the Board to hold that position. .

Chapter means a chapter of RSL NSW formed in accordance with this Constitution.

Charitable Fundraising Act means the *Charitable Fundraising Act 1991* (NSW).

Charitable Fundraising Regulation means the *Charitable Fundraising Regulation 2015* (NSW).

Charitable Purpose means the charitable purpose of RSL NSW set out in clause 3.

Charter means a document charter issued by RSL NSW to a sub-Branch which confirms that the sub-Branch is entitled to operate and represent that it is a sub-Branch on the terms set out in this Constitution.

Chief Executive Officer means the person appointed to that position by RSL NSW from time to time under clause 11.

~~**Code of Conduct** means the code of conduct for Directors adopted from time to time under clause 9.55.~~

~~**Commencement Date** means 1 December 2019 being the date on which this Constitution will come into effect.~~

~~**Committee** means a committee of State Branch RSL NSW, or a sub-Branch, or a Subsidiary.~~

Company Secretary means a person employed by RSL NSW from time to time in the role of company secretary.

Congress Delegate means the Service Member elected or appointed by a sub-Branch to attend and vote at an Annual General Meeting or General Meeting.

Constitution means this document and its appendices.

Corporations Act means the *Corporations Act 2001* (Cth).

~~**Chair** means the Director appointed by the Board to be the Chair of the Board.~~

~~**Delegate** means the RSL NSW Service Member elected or appointed by a sub-Branch to attend and vote at an Annual General Meeting or General Meeting.~~

Director means an Elected Director or an Independent Director of RSL NSW.

~~**Director Code of Conduct** means the Code of Conduct setting the standard of behaviour expected from RSL NSW required of Directors prescribed by the Board pursuant to under clause 9.55.~~

Disciplinary Meeting means a meeting of the RSL NSW Tribunal under the Disciplinary Procedures in Appendix D at which a disciplinary matter is to be considered.

Dispute means a disagreement, grievance or complaint ~~in relation to~~ about any matters arising ~~out of~~ in connection with, or relating directly or indirectly to, this Constitution or the functions, activities or interests of RSL NSW.

Districts means the districts of RSL NSW defined by the Board.

District Council means the District Council of the sub-Branches within each District formed in accordance with this Constitution.

~~**District Council Congress Delegate** means a Service Member elected from any a District Council who may speak to represent the District Council at an Annual General Meeting or a General Meeting with but has no voting rights attached to ~~the~~ that position.~~

District Council Delegate means the representatives elected or appointed by each sub-Branch to represent the sub-Branch on the District Council.

~~**District Council Executives** means the officeholders elected in accordance with clause 13.6 ~~or holding these District Council positions immediately before the Commencement Date.~~~~

District Council President means a person elected to that position by a District Council.

District Presidents' Council means the body comprised of each District Council President.

Document means any record of information, including without limitation books, files, drawings, messages, financial accounts and statements, financial working papers, minutes of meetings, Member records, receipts, invoices, photographs, transcripts, audio-visual recordings, materials or data, whether or not stored or recorded electronically.

Elected Director means a Service Member elected as a director of RSL NSW in accordance with the provisions of this Constitution.

Election Year means 2020 and every successive third year after 2020.

~~**Fit and Proper Person** means a person having the attributes of good character, diligence, honesty, integrity and judgement which can reasonably be expected of an RSL NSW Member or of any position of office held under this Constitution.~~

General Meeting means a general meeting of RSL NSW.

Honorary Member means a person who has been awarded an honorary membership of the RSL by the Board of RSL National on the recommendation of the Board.

Independent Director means a director appointed to the Board in accordance with this Constitution.

League has the same meaning as in the National Constitution.

Life Member means a Service Member who has been awarded a life membership of the RSL by the Board of RSL National on the recommendation of the Board.

Life Subscriber means a Service Member who has paid all of their life membership fees in accordance with the scale of fees set by RSL NSW.

Model sub-Branch Constitution means one of the model sub-Branch constitutions approved and issued by the Board from time to time which must be adopted by a sub-Branch which incorporates.

Membership Register means the register of all RSL NSW Members established and kept by RSL NSW.

~~**Member Code of Conduct** means the Code of Conduct setting the standard of behaviour expected from required of RSL NSW Members as prescribed by the Board pursuant to under clause 21.1.~~

~~**Minister** means the Minister responsible for the administration of the *Charitable Fundraising Act 1991 (NSW)* or other applicable charitable fundraising legislation which may be in force from time to time.~~

~~**National Constitution** means the constitution, by-laws and Standing Policy of RSL National, which governs the operations of RSL National adopted by National Congress and amended from time to time.~~

~~**Policies and Standard Operating Procedures** means policies and/or procedures issued published by the Board from time to time applicable to sub-Branches under clause 21.3.~~

~~**Previous Constitution** means the constitution of RSL NSW which that was effective from 1 December 2019 until 6 December 2021 as amended on 23 May 2018.~~

Primary sub-Branch means the sub-Branch to which an RSL NSW Member's voting rights attach in circumstances where that member is attached to more than one sub-Branch.

Real Property Act means the *Real Property Act 1900 (NSW)*.

Related Body Corporate means a related body corporate as defined in section 50 of the Corporations Act.

RSL Auxiliary means a committee or auxiliary comprising Auxiliary Members formed in accordance with the applicable Standard Operating Procedures.

RSL Custodian means RSL Custodian Pty Limited ACN 003 041 610.

RSL National means The Returned & Services League of Australia Limited.

RSL NSW means the Returned and Services League of Australia (New South Wales Branch) incorporated under the RSL NSW Act and, except where the context otherwise requires, includes without limitation sub-Branches and RSL NSW Members.

RSL NSW Act means the *RSL NSW Act 2018* (NSW).

RSL NSW Tribunal means the tribunal formed by the Board for the purposes of implementing the Disciplinary Procedures.

RSL NSW Member means a person admitted in a category of membership set out in clause 8.2 and/or a person who was a current member at the Commencement Date and who continues as a member after the Commencement Date in clause 8.2.

RSL NSW Officer means a Director and any other officer, employee, former officer, former employee of RSL NSW or a sub-Branch as the Board in the relevant case may determine.

Service Member means a person who satisfies the eligibility criteria set out in Appendix B and who has been admitted as a service member of RSL NSW in accordance with this Constitution and/or a person who was a current service member as at 1 December 2019 at the Commencement Date and who continues as a service member after the Commencement Date, for the avoidance of doubt includes a Service Member who has been made a Life Member and or is a Life Subscriber.

Special Resolution means a resolution passed by a greater than two-thirds majority of persons present (voting whether in person or by proxy) and entitled to vote post.

Standard Operating Procedures or SOPs means the documents setting out the procedures which supplement this Constitution in governing the operations of RSL NSW, sub-Branches, District Councils and any other relevant body from time to time.

State Branch means the administration headquarters of RSL NSW referred to in clause 11.

State Councillor means a Service Member elected as a state councillor of RSL NSW.

State Secretary means the person holding the position of State Secretary and appointed under clause 12 of this Constitution.

sub-Branch means a sub-Branch of RSL NSW holding a Charter.

sub-Branch Associate ~~means a person who was an associate of a sub-Branch as at the Commencement Date.~~

sub-Branch Executives means the officeholders elected in accordance with appointed under clause 15.4 or holding these sub-Branch positions immediately before the Commencement Date subsequently elected at a sub-Branch general meeting.

sub-Branch Member means the RSL NSW Members attached to a sub-Branch.

sub-Branch Property means all real and personal property, income, assets, money and funds of a sub-Branch.

Fit and Proper Suitable Person means a person having the attributes of good character, diligence, honesty, integrity and judgement ~~which can~~that is reasonably ~~be~~-expected of an RSL NSW Member or the holder of ~~any position of an~~ office ~~held~~ under this Constitution.

Trustee means a Service Member or RSL Custodian Pty Limited, appointed by a sub-Branch in accordance with this Constitution as a trustee of sub-Branch Property.

Veteran ~~means a 'veteran' within the~~has the same meaning as in of the Australian Veterans' Recognition (Putting Veterans and Their Families First) Act 2019 (Cth).

Interpretation

In this Constitution, unless the context otherwise requires:

- (a) words importing the singular include the plural and vice versa;
- (b) words importing a gender include any gender;
- (c) headings used in this Constitution do not form part of or affect the construction or interpretation of this Constitution;
- (d) a reference to a person is a reference to a natural person;
- (e) where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of a word or phrase defined in this Constitution have a corresponding meaning;
- (f) a reference to a document (including this Constitution) includes a reference to all amendments or supplements to, or replacements or novation of, that document;
- (g) "including", "for example" or "such as" when introducing an example, does not limit the meaning of the words to which the example relates to that example or examples of a similar kind;
- (h) "law" includes legislation, the rules of the general law, including common law and equity, and any judgment order or decree, declaration or ruling of a court of competent jurisdiction or governmental agency binding on a person or the assets of that person;
- (i) "body" includes any company, trust, partnership, joint venture, association, corporation or other body corporate and any government agency;
- (j) a President, Vice President, Chair, Vice Chair, Treasurer, Secretary or CEO means the person holding that office of RSL National, RSL NSW, a District Council, District Presidents' Council or a sub-Branch, as the case may be;
- (k) an officer means a member of the RSL NSW Board, a President, Vice President, Chair, Vice Chair, Treasurer or Secretary or CEO of RSL NSW, a District Council, District Presidents' Council or a sub-Branch as the case may be.

APPENDIX B – MEMBERSHIP

Application for membership

1. A person may apply to be an RSL NSW Member in accordance with the applicable provisions of the Standard Operating Procedure 2 (SOP 2) Procedures.by:
 - (a) ~~submitting an application to a sub-Branch or ANZAC House in the form prescribed by RSL NSW (as amended from time to time) which can be obtained from the sub-Branch or the RSL NSW website; and~~
 - (b) ~~providing all necessary documents to the sub-Branch or ANZAC House to establish eligibility for membership in the particular class of membership in which membership is sought as set out in clause 8.2 of the Constitution.~~
2. ~~[2021 amendment refer SOP 2] Upon receipt of a membership application, the sub-Branch or ANZAC House must assess the application against the membership eligibility criteria and determine if the applicant is eligible for RSL NSW membership.~~
3. ~~[2021 amendment refer SOP 2] Successful applicants will be notified by either the sub-Branch or ANZAC House in writing (depending to whom the application was made) that the application has been accepted, subject to:~~
 - (a) ~~payment of the annual membership fee amount (if any); and~~
 - (b) ~~confirmation of acceptance of membership by RSL NSW, in the case of an application made to a sub-Branch,~~

~~at which time the applicant will be requested to pay the current annual membership fee amount.~~
4. ~~[2021 amendment refer SOP 2] Upon receipt of the membership fee, the sub-Branch or ANZAC House will enter the applicant's details directly into the RSL NSW membership database, following which RSL NSW will as soon as practicable confirm acceptance to the sub-Branch of the new membership and issue a membership badge to the sub-Branch for presentation to the new Member, or alternatively confirm an ANZAC House applicant.~~
5. ~~[2021 amendment refer SOP 2] RSL NSW may decline to confirm acceptance of a new membership if, in its discretion, the applicant does not satisfy the membership criteria but will not do so without first consulting with the sub-Branch.~~
6. ~~[2021 amendment refer SOP 2] New members will be admitted and entered into the Membership Register by RSL NSW and recorded as being attached to the sub-Branch through which the application was made and accepted, or to ANZAC House where the application was made to ANZAC House with a request to be admitted as a member attached to ANZAC House.~~
7. ~~[deleted 2021] An RSL NSW Member may be, with the Board's approval, attached to more than one sub-Branch (including being attached to State Branch ANZAC House) but will only have one vote as an RSL NSW Member and will only have voting rights attached to the first named or Primary sub-Branch or ANZAC House. An attached member of one sub-Branch or State Branch will only have voting rights that sub-Branch or State Branch. An attached member of more than one sub-Branch is only entitled to hold office, note and speak at a meeting of one sub-Branch and the attached member must:~~
 - (a) ~~elect in writing to RSL NSW, the sub-Branch in which they wish to be eligible to hold office, vote and speak; and~~

~~(b) within seven days of the Board's decision, RSL NSW must notify all sub-Branches to which the attachment decision applies.~~

~~Any election made under this paragraph cannot be revoked during the calendar year in which the election was made.~~

~~For the avoidance of doubt, this paragraph does not preclude the member voting on sub-Branch matters at the sub-Branch to which they are attached.~~

8. A sub-Branch may decide, in its discretion, not to accept Affiliate Members or Auxiliary Members to its sub-Branch

Discretionary criteria

9. Despite an applicant meeting the eligibility criteria ~~set out~~ in clauses 13 to 16 of this Appendix B, the Board in its discretion may decline to accept a sub-Branch's application for the person's membership in circumstances where:
- (a) it does not agree that the applicant person meets the eligibility criteria;
 - (b) athe person has previously received-receiving a warning from, or had their RSL NSW membership suspended or cancelled by, RSL NSW;
 - (c) athe person is, in the opinion of the Board, not a Suitable Fit and Proper Person; or
 - (d) in the opinion of the Board it would be prejudicial to the interests or reputation of RSL NSW to admit the person as an RSL NSW Member.
10. The Board will provide written reasons to the sub-Branch and to the memberapplicant for declining a membership application for any of the reasons set out above.

Membership Fees and renewal

11. All RSL NSW Members must pay annual membership fees prescribed by the Board, ~~-(if any),~~ to the sub-Branch to which they are attached, or in relation to members attached to State Branch ANZAC House, to RSL NSW. The percentage amount of that fee to be submitted to RSL NSW will be an amount to be determined each year at the Annual General Meeting. The balance of the membership fee is to be retained by the sub-Branch.
12. Membership renewal fees will be submitted to the sub-Branch to which a member is attached, or in the case of members attached to State Branch ANZAC House, to RSL NSW.

Membership Eligibility

Service Member

13. The following persons are eligible to be admitted as a Service Member:
- (a) ~~any Veteran person who, for a period of not less than six months, has been a member of the Australian Defence Force;~~
 - (b) ~~a person who was a current service member as at 1 December 2019 and who has continued as a service member since that date; a person who was a member of the Australian Defence Force for a period of less than six months and was discharged for medical reasons;~~
 - (c) ~~[deleted 2021] a person who was a member of the Australian Defence Force for a period of less than six months and was discharged for any reason if the Board in their discretion determines the person should be admitted as a Service Member;~~

- (d) a person who was, for a period of not less than six months, 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; or
 - (iii) the United States of America.
- (e) subject to providing proof of service and with the specific prior approval of the Board, a person to whom clause 13(d) of this Appendix 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 clause 13(d) 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.
- (f) a person who has completed an aggregate of 10 years of ~~aggregate~~ service as an Officer of Cadets or Instructors of Cadets;
- (g) a person who was a member of the Armed Forces of the places referred to in clause 7(c) but was discharged for medical reasons or for reasons outside the person's control;
- (h) a person who was a member of a SEATO Surgical and Medical Team in Vietnam during the conflict there;
- (i) a person who is an Australian Citizen or permanent resident and:
 - (i) served for at least six months in the Armed Forces of any other place not specified in this clause; and
 - (ii) at no time during the service, the Armed Forces of that place was in conflict against a member of the British Commonwealth or the United States of America; and
- (j) a person who was for not less than six months a member of a philanthropic organisation formally accredited to and administered by the Australian Defence Force for that period.

14. To be eligible to be a Service Member in any of the categories in clause 13 , a person must be at least 18 years of age.

Associate Member

14A. A Service Member from one sub-Branch or from another Branch (eg., interstate) may request to be admitted an Associate Member of a different sub-Branch to participate in the activities of the receiving sub-Branch, subject to any annual fee that may be payable to the receiving sub-Branch.

14B. The applicant must nominate their pPrimary sub-Branch for the purpose of voting. For the avoidance of doubt, an Associate Member cannot hold office at, or vote at meetings of, the receiving sub-Branch while retaining voting rights at their nominated pPrimary sub-Branch.

- 14C. Any annual fees associated with Associate Membership must be determined by the receiving sub-Branch. Associate Membership records of membership and fees paid are to be maintained by the receiving sub-Branch without advice to RSL NSW.
- 14D. Associate Membership for an individual may be cancelled at any time by the receiving sub-Branch without reference to RSL NSW.
- 14E. On transfer, the sub-Branch must notify RSL NSW and the member's other sub-Branch of the member's choice of nominated Primary voting sub-Branch.

Affiliate Member

15. The following persons are eligible to be admitted as an Affiliate Member:
- (a) a person over at least 18-years of age who is any relative of a person (living or deceased) who is or was eligible to be a Service Member;
 - (b) a person who has received an award for giving valuable service to the League;
 - (c) an Officer of Cadets with less than ten years' service and/or a Cadet and/or Officer of Cadets over at least 18-17 years of age;
 - (d) anya person deemed-declared by the Board to have provided significant service to the League.

Auxiliary Member

16. Any person may apply to a sub-Branch to become an Auxiliary Member and be admitted as an Auxiliary Member of RSL NSW in accordance with the Standard Operating Procedures issued from time to time in relation to Auxiliaries.
- 16A. [previously clause 23.8] This Constitution will not affect the continuity of accrued rights of any Auxiliary Member. Any person who was a member of an RSL Auxiliary immediately prior to 1 December 2019 became an Auxiliary Member as at that date and automatically retained all rights, entitlements, awards and recognition held at 1-December-2019that date.

Membership Awards

Life Member

17. A Service Member who has in the opinion of the Board, given long, continued and outstanding service to RSL NSW and the League, may, at the discretion of the Board of RSL National be appointed as a Life Member.
18. A Life Member will no longer be required to pay any annual membership fees.
19. A sub-Branch or the District Council may propose to the Board that a Service Member be granted Life Membership if the person has been a Service Member for at least 15 continuous years and has rendered not less than 10 years' outstanding service to the League, and the nominating entity agrees to pay any fee prescribed.
20. The Board may in its sole discretion recommend that RSL National grant Life Membership to a person who is properly proposed has been proposed under clause 20 of Appendix B.
21. If the person proposed dies before the Board considers the proposal, the Board may still resolve to request that RSL National grant Life Membership to that person. Any badge and certificate will be given to the person's next of kin.

Honorary Member

22. The Board may, in its discretion, recommend to the Board of RSL National that it grant Honorary Memberships.

Membership Badges

23. Each RSL NSW Member will receive a membership badge reflecting their class of membership which must be worn only whilst being an RSL NSW Member.
24. The unauthorised wearing of an RSL NSW membership badge may constitute an offence under the *Discharged Servicemen's Badges Act 1964* [\(NSW\)](#).

Cessation or Cancellation of Membership

25. A member may resign as an RSL NSW Member by giving notice in writing to RSL NSW.
26. The Board may cancel a Membership:
 - ~~(a) — if the RSL NSW Member fails to pay any annual membership fees by the due date;~~
 - ~~(b) — in exercising its powers under clause 17.2.~~
27. In the event of the death of an RSL NSW Member, the membership will automatically cease from the date of the member's death.

APPENDIX C – ~~MEMBERS’ GENERAL AND ANNUAL GENERAL MEETING CONDUCT AND VOTING PROCEDURE~~

1. ~~For the purposes The provisions of this Appendix C the provisions for apply to~~ a General Meeting ~~apply to and~~ an Annual General Meeting ~~and State Congress~~.

Motions for General Meeting

2. A sub-Branch ~~and~~/or a District Council may submit ~~any~~ motion it wishes to propose at a General Meeting by providing it, together with a brief supporting ~~argument~~explanation, to State Branch ANZAC House not less than 10 weeks before date of the General Meeting.
3. Motions ~~will~~must be reviewed by the Board, its nominated delegate or committee and may be:
 - (a) approved and accepted for inclusion on the agenda of the General Meeting;
 - (b) revised in form by the Board and approved as amended provided the revision does not change the substance or intent of the proposed motion;
 - (c) rejected and returned to the sub-Branch or District Council, identifying the basis for rejection, if the proposed motion, in the discretion of the Board, its delegate or committee:
 - (i) is inconsistent with or irrelevant to the Charitable Purpose or RSL NSW’s charitable obligations;
 - (ii) ~~[deleted 2021] does not comply with the Constitution in form or substance;~~
 - (iii) conflicts with any statutory, regulatory or other legally binding provisions that regulate the activities, operations and conduct of RSL NSW; or
 - (iv) is not within the scope of power or authority of RSL NSW.
4. ~~Motions rejected by the Board may be resubmitted after correcting issues identified by the Board. A resubmitted motion must still meet the time requirement in clause 2 of Appendix C. Motions approved under clause 3 of this Appendix C will be included in the agenda for the General Meeting and the sub-Branch or District Council will be notified accordingly.~~
- 4A. ~~Motions approved under clause 3 of Appendix C must be included in the agenda for the General Meeting and the sub-Branch or District Council must be notified accordingly.~~

Returning Officer

5. Before ~~sending~~issuing the Notice of a General Meeting, the Board ~~will~~must appoint a Returning Officer, whose name must be supplied to sub-Branches and District Councils delegates at the time the Notice of General Meeting is issued.

Notice of **Annual** General Meeting

6. ~~[deleted 2021] A notice of General Meeting must be sent to sub-Branches and, if elections for Directors will be conducted at the meeting, to Service Members, via email or post by no later than four weeks before the General Meeting. [deleted 2021]~~
7. The notice of General Meeting ~~specified in clause 8.11~~ must:
 - (a) confirm the date, time and place for the General Meeting;
 - (b) include an agenda;

- (c) set out all items of business and all motions and proposed resolutions;
- (d) include any information and material in support of motions and proposed resolutions.
- (e) ~~[deleted 2021] include a statement that the Delegates have the right to appoint either the Chair, another Director or their District Council Delegate as a proxy, the procedure for doing so and the closing date for the receipt of proxies.~~

Holding a General Meeting at two or more places

- 8. RSL NSW may hold a General Meeting ~~at two or more places~~ using any technology ~~which that~~ gives ~~the Congress~~ Delegates, Alternate Delegates and District Council Congress Delegates as a whole whether physically present at the place where the meeting is held or located remotely, a reasonable ~~an~~ opportunity to participate in the meeting.
- 9. The technology used to hold a meeting ~~in two or more places~~ must allow:
 - (a) every Congress Delegate, Alternate Delegate and District Council Congress Delegate attending the meeting to address the meeting and to hear each other person who addresses the meeting;
 - (b) every person who addresses the meeting to simultaneously address each of the Members attending the meeting; and
 - (c) the Chair to be aware of the proceedings in the other places at which the Chair is not present.
- 10. If a meeting is held in two or more places using technology, a quorum is taken to be present if the minimum number of ~~d~~ delegates required to form a quorum specified in clause 25 of this Appendix C is present in aggregate in all of the places at which the meeting is held.
- 11. A meeting held in two or more places using technology is taken to be held at the place at which the Chair is present.
- 12. If, either before or during the meeting, any technical difficulty causes one or more of the matters set out in clause 9 of this Appendix C to be not satisfied,
 - (a) the Chair may:
 - (i) adjourn the meeting until the difficulty is remedied; or
 - (ii) continue to hold the meeting and transact business in the place where the Chair is present (and any other place which is linked under clause 9); and
 - (b) no Member may object to the meeting being adjourned, being held or continuing.

Close of the Membership Register

- 13. The Board will determine the date and time of the close of the Membership Register.

Conduct of the General Meeting

- 14. The President, ~~or Chair of the Board, if present must~~ will preside as chair of every General Meeting.
- 15. The Directors present may choose another Elected Director as chair if ~~neither~~ the President ~~nor the Chair~~ is not present within 15 minutes after the time appointed for the meeting to start.

16. ~~[deleted 2021] If the Directors do not choose a chair under clause 15 of this Appendix C or if all of the Directors' present decline to act as chair, then the Delegates present in person or by proxy, must choose a Service Member present in person to be chair.~~
17. The chair will not have a casting vote.
18. Subject to the ~~specific~~ matters prescribed in ~~this~~ Appendix C, the chair is responsible for the conduct of the General Meeting which must be conducted, so far as reasonably practicable, in accordance with the Standard Operating Procedures and may in their absolute discretion determine the procedures to be adopted at the meeting.
19. The chair may require the adoption of any procedure which is, in the chair's opinion, necessary or desirable to:
 - (a) give Congress Delegates, Alternate Delegates and District Council Congress Delegates a reasonable opportunity to make comments and ask questions;
 - (b) allow proper and orderly debate or discussion – including limiting the time that a Congress Delegate, Alternate Delegates or District Council Congress Delegate may speak on a motion or other item of business before the meeting; and
 - (c) allow proper and orderly voting at the meeting – whether on a show of hands or on a poll.
20. The chair may terminate discussion or debate on any matter whenever the chair considers it necessary or desirable to do so for the proper conduct of the meeting.
21. The chair may refuse to allow debate or discussion on any matter which is not within the business in the notice of meeting.
22. The chair may refuse to allow any amendment to be moved to a resolution of which notice has been given.
23. The General Meeting must include:
 - (a) a report by the President; and
 - (b) debate and voting on all resolutions proposed and approved in accordance with this Constitution.
24. In addition to the requirements of a General Meeting, an Annual General Meeting must include:
 - (a) a presentation of the financial statements for the previous financial year and a report by the Board in relation to the financial statements; and
 - (b) a presentation of an auditor's report.
25. The quorum for a General Meeting is 50 Congress Delegates, or in the absence of a Congress Delegate the relevant Alternate Delegates who must beremain present at all times during the meeting.

Voting

26. Each Congress Delegate, or in the absence of the Congress Delegate, the Alternate Delegate, is entitled to one vote on resolutions proposed at a General Meeting. District Council Congress Delegates are not entitled to a vote on resolutions proposed at a General Meeting.
- 26A. Sub-branches whethat are unable to send a Congress Delegate or Alternate Delegate to the General Meeting, may vote on a resolution by completing an approved ballot paper and

sending it by registered post to the Returning Officer of the General Meeting appointed in accordance with clause 5 of Annexure C.

- 26B. A postal vote is not valid and will not be counted unless it is received by the Returning Officer by not later than 4pm on the day immediately preceding the day on which the General Meeting is held.
27. Voting on resolutions will take place at the meeting by either:
- (a) a show of hands;
 - (b) a poll; or
 - (c) through electronic voting mechanisms,
- at the chair's discretion.
28. The chair must inform the meeting before any vote is taken whether any ~~proxy postal~~ votes have been received by the ~~chair Returning Officer, a Director or a District Council Delegate~~ and, if so, how the proxy votes will be cast. If any postal votes have been received, then the chair must call for a poll prior to the disclosure of the postal votes.
29. On a vote by show of hands, the decision of the chair will determine the result.
30. The chair does not need to state the number or proportion of the votes recorded for or against on a show of hands.
31. A poll may be demanded on any resolution instead of or after a vote by a show of hands by:
- (a) at least five ~~Delegates-delegates~~ present; or
 - (b) the chair.
32. A poll in such case must be taken in the manner directed by the chair.

Delegate Responsibilities

- 32A. Each District Council Congress Delegate, Congress Delegate or Alternate Delegate must ensure that any views expressed by them are reflective of the views of the District Council or sub-Branch that they represent, conveyed by resolution at a general meeting of the District Council or the sub-Branch, and that those views are conveyed to the General Meeting irrespective of the delegate's personal opinion.
- 32B. A sub-Branch may, however, pass a resolution at a general meeting of the sub-Branch empowering a Congress Delegate or Alternate Delegate to change their vote. A Congress Delegate, or in the absence of the Congress Delegate, the Alternate Delegate, must vote on each motion at a General Meeting in accordance with the direction of the sub-Branch they are representing excepting if the debate on the motion is such that a Congress Delegate or Alternate Delegate, acting in good faith, genuinely considers it is in the best interest of their sub-Branch to cast a vote contrary to the direction they have been given.
- 32C. Congress Delegates or Alternate Delegates who under clause 32B of Appendix C, cast a vote contrary to their sub-Branch's direction must provide the sub-Branch Secretary with written reasons for doing so within seven days after the General Meeting and must explain their reasons to the sub-Branch at the next general meeting of the sub-Branch.

~~[deleted 2021]~~ Proxies

- ~~33. A Delegate eligible but unable for any reason to attend a General Meeting, may appoint the chair, a Director or their District Council Delegate as a proxy to vote on their behalf.~~
- ~~34. An appointment of proxy (proxy form) must be signed by the Delegate and one other representative of the Delegate's sub-Branch and must:~~
- ~~(a) confirm the appointment of the chair, or if not appointing the chair, name the Director or District Council Delegate appointed as proxy; and~~
 - ~~(b) identify the appointor Delegate and the Delegate's sub-Branch.~~
- ~~35. Proxy forms must be submitted in writing by post or email to the Returning Officer and must be received no later than five business days before the General Meeting.~~
- ~~36. Unless the Returning Officer receives written notice before the start or resumption of the General Meeting for which a proxy is given, a vote cast under the proxy is valid even if, before the proxy votes, the Delegate:~~
- ~~(a) dies;~~
 - ~~(b) is mentally incapacitated; or~~
 - ~~(c) revokes the proxy's appointment.~~
- ~~37. A proxy appointment may specify the way the chair, Director or District Council Delegate must vote on a particular resolution.~~
- ~~38. A proxy vote must not be cast on a show of hands.~~
- ~~39. When a poll is held, a proxy vote:~~
- ~~(a) does not need to be cast, unless the proxy form specifies the way the proxy must vote; and~~
 - ~~(b) if the way the proxy must vote is specified on the proxy form, the proxy must be cast that way.~~
- ~~40. The chair is taken to be appointed as the proxy of a Delegate (regardless of anything to the contrary in the proxy form) to vote on the Delegate's behalf and in accordance with the Delegate's direction if the Director or District Council Delegate nominated in the proxy form is absent from the General Meeting.~~

APPENDIX D – DISPUTE RESOLUTION AND DISCIPLINARY PROCEDURES

DISPUTE RESOLUTION

1. This Appendix sets out the procedure which applies in relation to Disputes referred to in clause 17.1 of this Constitution.
2. No person may start any dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure outlined in this Appendix D until that procedure has been concluded.
3. If a Dispute arises the parties to the Dispute must try to resolve the Dispute within 30 days of one party requesting the other or others to do so.

Mediation by District Council or District Presidents' Council

4. If the Dispute is not resolved in accordance with clause 3 of this Appendix D:
 - (a) if the Dispute is between RSL NSW Members, or an RSL NSW Member and a sub-Branch, the parties to the Dispute or either of them may refer the Dispute to the District Council, which will appoint one or more District Council Executives to work with the parties to try and resolve the Dispute including by acting as a mediator to assist the parties in resolving the Dispute;
 - (b) if the Dispute is between an RSL NSW Member or a sub-Branch on the one hand and any of a District Council Executives, District Council, RSL NSW or a Director, the parties to the Dispute or either of them may refer the Dispute to the District Presidents' Council who will work with the parties to try and resolve the Dispute including by acting as a mediator to assist the parties in resolving the Dispute.
5. If the parties seek to have the Dispute mediated in accordance with clause 4, the District Council Executives or District Council President seeking to mediate:
 - (a) must not have a personal interest in the Dispute, and
 - (b) must not ~~be biased have any bias, either actual or apprehended towards or against anyone involved in the Dispute.~~
6. The District Council Executives or District Council President/s assisting the parties in mediating a Dispute must:
 - (a) allow those involved a reasonable chance to be heard;
 - (b) allow those involved a reasonable chance to review any written statements;
 - (c) ensure that those involved are afforded procedural fairness;
 - (d) not make a decision on the Dispute; and
 - (e) issue a report to the parties on the outcome of the mediation.

External Mediation

7. If a Dispute is not resolved with the assistance of District Council Executives or District Council President/s, either party may agree or request that an external mediator be appointed and must attempt in good faith to settle the dispute by external mediation.

8. The external mediator must be:
- (a) chosen by agreement between the parties to the Dispute, or
 - (b) where the parties do not agree, a person nominated at the request of either party by the President of the Law Society of New South Wales.

DISCIPLINARY PROCEDURES

9. This applies to the exercise of the Board's powers referred to in clause 17.2 of this Constitution.

Referral to RSL NSW Tribunal

10. Before making any resolution, decision or determination about a matter under clause 17.2, the Board must refer the matter to the RSL NSW Tribunal.
11. Before referring a matter to the RSL NSW Tribunal, the Board must inform ~~an~~ the relevant RSL NSW Member, sub-Branch, Trustee, sub-Branch Executive, District Council or the District Council Executive as the case may be (**the Respondent**) that the matter is being referred to the RSL NSW Tribunal and include the nature of the allegation/(s) the subject of the referral .

11A. The RSL NSW Tribunal will hear, determine and adjudicate the matter and make a recommendation to the Board in accordance with the provisions of clause 22 of this Appendix (**Disciplinary Recommendation**).

Composition of RSL NSW Tribunal

12. The RSL NSW Tribunal ~~will be made up~~ must consist of ~~between three five and~~ to eight members, of which ~~will comprise a majority of five~~ must be Service Members and the remainder may ~~also~~ comprise independent persons who are not RSL NSW Members but who the Board determines have the requisite qualifications, skills and experience. RSL NSW employees must not be appointed to the RSL NSW Tribunal.

12A. The Board may establish and from time to time vary a list (or panel) of independent persons whom it considers to be eligible-suitable for appointment as members of the RSL NSW Tribunal.

13. A member of the RSL NSW Tribunal must not hear or determine any matter which involves a sub-Branch or District Council or a member of a sub-Branch or District Council of which the RSL NSW Tribunal Member is himself or herself a member.

13A. The RSL NSW Tribunal must appoint from amongst themselves, a chair to preside over any disciplinary matter being considered (**Disciplinary Meeting**).

Function and powers of RSL NSW Tribunal

14. In exercising the power to hear and adjudicate matters referred to it by the Board and making a Disciplinary Recommendation, the RSL NSW Tribunal may determine whether a Respondent:
- (a) is in breach of this Constitution;
 - (b) has failed to comply with any notice or request issued by RSL NSW under this Constitution;
 - (c) has failed to comply with any Policies and Standard Operating Procedures from time to time;

- (d) has done anything which is not in support or pursuance of the Charitable Purpose, or has not complied with all relevant statutory and regulatory requirements;
 - (e) has applied sub-Branch Property or any of its income or assets in a manner which is inconsistent with the furtherance or pursuance of the Charitable Purpose;
 - (f) has done anything which is prejudicial to, or which may cause damage to the reputation of RSL NSW;
 - (g) is no longer a Fit and Proper Suitable Person;
 - (h) has done anything which causes a sub-Branch to do, or contributes to a sub-Branch:
 - (i) breaching this Constitution;
 - (ii) in the case of an incorporated sub-Branch, doing anything in breach of the applicable Model sub-Branch Constitution;
 - (iii) failing to comply with any notice ~~or request~~ issued by RSL NSW to an RSL NSW branch;
 - (iv) failing to comply with any Policies and Standard Operating Procedures;
 - (v) doing anything which is prejudicial to, or which may cause harm or damage to the reputation of RSL NSW;
 - (vi) doing anything which is not in support or pursuance of the Charitable Purpose, or does not comply with all relevant statutory and regulatory requirements;
 - (vii) having applied sub-Branch Property or any of its income or assets in a manner which is inconsistent with the furtherance or pursuance of the Charitable Purpose.
15. In considering a matter and before making a Disciplinary Recommendation, the RSL NSW Tribunal must ensure that it carries out its functions and procedures fairly.
16. At least 28 days before convening a meeting of the RSL NSW Tribunal at any Disciplinary Meeting which a disciplinary matter is to be considered (the Disciplinary Meeting), the RSL NSW Tribunal must notify the Respondent in writing:
- (a) that the Board has referred a matter to the RSL NSW Tribunal, seeking a recommendation on whether the Board should exercise any of its powers under clause 17.2 of the Constitution,
 - (b) that the matter will be considered at the Disciplinary Meeting;
 - (c) the date of the Disciplinary Meeting;
 - (d) details of the alleged matter, act or omission giving rise to the referral to the RSL NSW Tribunal, including providing all documents, information, materials and allegations, written and oral which have been provided to the RSL NSW Tribunal by the Board and upon which the referral is based; and
 - (e) the nature and details of the Disciplinary Recommendation which the RSL NSW Tribunal may make.
17. The Respondent must also be notified that he or she is entitled to present information, written arguments and submissions, documents, materials and oral argument to the RSL NSW Tribunal by:

- (a) sending them to RSL NSW Tribunal before the Disciplinary Meeting, and
 - (b) attending and speaking at the Disciplinary Meeting.
18. If a Respondent wishes to be accompanied or represented by another person at the Disciplinary Meeting, the Respondent must notify the RSL NSW Tribunal ~~or its nominee~~ in writing prior to the Disciplinary Meeting, ~~by providing~~ and provide the name of any the proposed representative and whether they are an RSL NSW Member. A Respondent may ~~only~~ be accompanied or represented by only one other person at the Disciplinary Meeting and ~~this that~~ person must not be a legal practitioner except with the prior approval of the chair of the Disciplinary Meeting in his or her absolute discretion.
19. If the Respondent is a sub-Branch, it may be represented at the Disciplinary Meeting by any two of its President, Vice-President, Secretary, or Treasurer.
- 19A. 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.
20. A transcript of the Disciplinary Meeting must be taken and, upon request, provided to the Board and the Respondent within a reasonable time after a Disciplinary Meeting, and prior to the issuing of a Disciplinary Recommendation ~~(see below)~~ under clause 21 of Appendix D.
21. After considering any materials, submissions and explanations provided by the Respondent in writing and/or orally at the Disciplinary Meeting, the RSL NSW Tribunal may determine to recommend to the Board (Disciplinary Recommendation) that ~~the Board~~ resolve to do any of the following:
- (a) take no further action;
 - (b) warn the Respondent;
 - (c) suspend an RSL NSW Member for a period of no more than 12 months; or
 - (d) cancel the RSL NSW Member's membership;
 - (e) if the Respondent is a sub-Branch, revoke the Charter;
 - (f) if the Respondent holds office as a Trustee, a sub-Branch Executive or a District Council Executive, direct that the Respondent cease to hold that office; or
 - (g) refer any Disciplinary Recommendation to the next ~~general meeting~~ General Meeting or Annual General Meeting to be voted on by Congress Delegates (or Alternate Delegates).
- which recommendation must be accompanied by written reasons.
22. The RSL NSW Tribunal will simultaneously provide a copy of the Disciplinary Recommendation to the Board and the Respondent.

Board Resolution

23. The Board must notify the Respondent that the Board has received the Disciplinary Recommendation and inform the Respondent of the date on which the Board will consider the Disciplinary Recommendation which will be a date no earlier than 28 days after the date of such notice being given to the Respondent.
24. On considering the Disciplinary Recommendation, the Board may resolve:
 - (a) ~~pass a resolution giving to give~~ effect to the Disciplinary Recommendation (**Disciplinary Resolution**); or
 - (b) take no further action in response to the Disciplinary Recommendation; or
 - (c) to refer the Disciplinary Recommendation back to the RSL NSW Tribunal for reconsideration in respect of such matters as the Board sees fit, subject to the Board being limited to a single referral under this sub-clause 24(c).
25. Upon passing a Disciplinary Resolution or otherwise under clause 24 the Board must ~~inform promptly notify~~ the Respondent in writing.
26. The RSL NSW Tribunal cannot recommend and the Board cannot resolve to fine or issue a monetary penalty to a Respondent.

Review of Disciplinary Recommendation

27. A Respondent may notify the Board in writing within 14 days of receiving a copy of a Disciplinary Recommendation that it requires a review of the Disciplinary Recommendation (**Disciplinary Review**).
28. If a Disciplinary Review is requested, the Board must convene a disciplinary review panel of three persons from the panel described in clause 30 of this Appendix D, at least two of whom must be RSL NSW Members and at least one of which must have formal legal qualifications and will preferably be a legal practitioner currently admitted to practice in any state or federal jurisdiction in Australia (**Discipline Review Panel**).
29. The ~~Disciplinary Discipline~~ Review Panel will be convened from a standing panel of persons who are eligible and available to be appointed by the Board as a member of the Discipline Review Panel from time to time to conduct a Review. The standing panel will comprise eligible persons who have been selected and recommended to the Board by the District Presidents' Council. A person appointed to the Discipline Review Panel must not be a member of the RSL NSW Tribunal or have been a member of the RSL NSW Tribunal at the time when the Disciplinary Recommendation the subject of the Disciplinary Review was made.
30. The Board must refer a matter the subject of a Disciplinary Review application to the Discipline Review Panel and must ensure that the Discipline Review Panel is provided with all material that was provided to the RSL NSW Tribunal, including by formally requesting in writing that the RSL NSW Tribunal provide all material in its possession to the Discipline Review Panel including the transcript of the Disciplinary Meeting.
31. The Respondent and the Board may provide written submissions to the Discipline Review Panel before the Discipline Review Panel makes a determination.

Powers of Discipline Review Panel Tribunal

32. The Discipline Review Tribunal Panel can only review the Disciplinary Recommendation for the purpose of considering and determining whether:
- (a) the procedural provisions prescribed in this Appendix D have been followed;
 - (b) there was sufficient material before the RSL NSW Tribunal to justify the Disciplinary Recommendation;
 - (c) the RSL NSW Tribunal has correctly interpreted and applied the provisions of the Constitution; and/or
 - (d) the recommended action in the Disciplinary Recommendation is reasonable in the circumstances.
33. The Discipline Review Panel can affirm or overturn the Disciplinary Recommendation or refer the matter back to the RSL NSW Tribunal for reconsideration (**Review Determination**). The Discipline Review Panel must give written reasons for reaching its Review Determination. A copy of the Review Determination must also be forthwith promptly provided to the Respondent.
34. The Board must notify the Respondent that the Board has received the Review Determination and inform the Respondent of the date on which the Board will consider the Review Determination.
35. On considering the Review Determination, the Board must pass a resolution giving effect to the substance of the Review Determination.
36. If the Review Determination requires the Board to refer the matter back to the RSL NSW Tribunal for reconsideration, the Board and the RSL NSW Tribunal must follow the relevant procedures set out in this Appendix D.
37. Subject to clause 38 of this Appendix D, the Review Determination, or where applicable, a Disciplinary Recommendation made following the matter being referred back and reconsidered by the RSL NSW Tribunal, will be final.
38. If a National Tribunal exists on the date that a Review Determination or a Disciplinary Recommendation referred to in clause 37 of this Appendix D is made, a Respondent may exercise any appeal rights available under the RSL National Constitution and By-Laws in effect at that time.

APPENDIX D – EXPLANATORY NOTES

The Returned and Services League of Australia (NSW Branch) Constitution 2021

Explanatory Note

This explanatory note relates to the Constitution of the Returned and Services League of Australia and recommended amendments.

Overview

When members adopted the Constitution in 2019, it was done so on the basis that refinements could be made by Members once they had an opportunity to engage with the new Constitution. In 2020, Members submitted motions proposing a number of amendments to the Constitution in preparation for that year's AGM, however, the format of the AGM was restricted due to the COVID-19 pandemic. The necessarily restricted format of that AGM did not enable Delegate debate and discussion of the motions proposing amendments to the Constitution as would ordinarily occur.

A Steering Committee was established by the Board in order to process the proposed amendments to the Constitution that would have been raised at the 2020 AGM for consideration by Members but for the restricted format. The Steering Committee comprised District Presidents' Council Representatives (Derek Leslie and David Ingram), RSL NSW Board Representatives (Ray James and John Hutcheson) and an independent Steering Committee chair, air force veteran and barrister Greg Drew. The Steering Committee carefully considered all of the proposed 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 or because it was otherwise unworkable.

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 considerations.

An explanation of each amendment is set out below. Each explanation is intended as a guide to assist Members in their consideration of the proposed amendments in preparation for the 2021 AGM. A table of the 2020 motions referred to above and how they were categorized and/or incorporated in the proposed amended Constitution are also included in Annexure A to this Explanatory Note.

The Board and RSL NSW acknowledge the efforts of the Steering Committee and most importantly, the contribution of Members in relation to the proposed amendments to the Constitution in this process and look forward to the review of the Constitution by all of us, as one RSL at the 2021 AGM.

Outline of Provisions

Preamble

Preamble to be deleted on basis that historic information better placed elsewhere in RSL information.

Clause 1 – RSL NSW

Clause 1.2: Deletion of “which was “and “continues to operate” to tidy up verbiage.

Clause 1.3: Deletion of “entitled to be and to remain” and replacement of the words “constitution of RSL National” with RSL National Constitution for simplicity.

Clause 1.4: New clause following removal of preamble. The removal of the preamble invites a positive statement in the Constitution confirming how RSL NSW is broadly organized and that it is a charity.

Clause 1.5: New clause 1.5 following removal of transitional provisions (clause 23). Confirms that the Constitution as amended replaces all previous versions of the Constitution.

Clause 2 – Definitions

No Amendments

Clause 3 – Charitable Purpose

Clause 3: Capital “V” for Veteran and deletion of the words “of the Australian Defence Force” throughout this clause to incorporate a new definition of veteran as proposed by the *Australian Veterans’ Recognition (Putting Veterans and their Families First) Act 2019 (Cth)*. This definition will ensure that RSL NSW’s Charitable Purpose is aligned with the Australian legal definition of veteran. It captures current and former serving veterans and also members of the Reserves. It also ensures that assistance can be given to families of Veterans.

Clause 3.5 (e): The inclusion of the words “maximizing the use of available resources through affiliation with likeminded ex-Services Organisations” broadens the Charitable Purpose to facilitate collaboration with other ESOs.

Clause 3.5(f): The inclusion of the words “encouraging all Australians to maintain a sense of service and loyalty to the Nation” supports the service-oriented ideals of the Australian Defence Force.

Clause 3.5(g): The inclusion of the words “perpetuating the ties of friendship with the forces of nations traditionally allied with Australia” recognizes the contribution of allied forces, which is consistent with Allies being eligible to be Service Members under the RSL NSW Constitution.

Clause 4 – RSL NSW Powers

No Amendments

Clause 5 – Application of Income and Property

Clause 5.4: insertion of an obligation on RSL NSW Board to ensure that Financial Reporting to members is completed within 3 months of the end of any financial year.

Clause 6 – Limited Liability

No Amendments

Clause 7 – Amendments to Constitution

Clause 7.1: Consequential amendment to the capture new definition of Congress Delegate, ensure Alternate Delegates are included and capitalizing General Meeting as it is a defined term.

Clause 7.2: Capital Letters for General Meeting as it is a defined term.

Clause 8 – Members

Clause 8.5: Continuity of membership clause deleted as unnecessary as members continuing to enjoy membership in their membership class is a given.

Clause 8.6: deletion of verbiage. Introduction of the concept of a “Member Code of Conduct” which will set out the values and standards of behaviour expected of RSL NSW Members.

Clause 8.7: the amendment recognizes the distinction in voting rights of individual Service Members in an election for the RSL NSW Board or removal of the RSL NSW Board and voting entitlements attached to sub-Branch decision making held by Affiliate Members and Service Members. The clause also ensures that all other voting entitlements and mechanisms are set out in an SOP.

Clause 8.8: Introduction of “Congress” Delegate (see definitions) to ensure that a sub-Branch can appoint a District Council representative not attached to the sub-Branch as their delegate at Congress/AGM. Incidental tidy up of language.

Clause 8.11: Amendment to clause to tidy duplication in now deleted clause in 6 of Appendix C. Clause amended to provide that Notice of Meeting may be issued by post or email (as appropriate), eight weeks prior to a meeting.

Clause 8.15(b): replace resolution with motion.

Clause 8.18(c): replace resolution with motion.

Heading above clause 8.19: Change from “Members’ Meeting Conduct” to “AGM/State Congress Conduct and Voting Procedures” in recognition of the need to distinguish between different categories of meetings held across the League and to clarify that this clause refers to a meeting of Members from all sub-Branches of RSL NSW as opposed to within individual sub-Branches.

Clause 8.19: This Amendment ensures that the Constitution’s consideration of detail such as conduct of meetings is limited to meetings of the Board and District Presidents’ Council (for transparency to Members) and the conduct of the RSL NSW Annual General Meeting and General Meeting. Procedures of meetings of sub-Branches and District Councils will be developed in Standard Operating Procedures.

Clause 9 – RSL NSW Board of Directors

Clause 9.6: Removal of “may” to provide certainty in relation to the appointment of a chair.

Clause 9.7: This section is deleted in response to the deletion of the transitional provision in clause 23.

Clause 9.8: The review amended the reference to “Fit and Proper” person to “Suitable” person to better reflect the contribution of volunteers to RSL NSW and to address the impact that the legal definition of “Fit and Proper” person may have on the life of RSL NSW Members leaving the League as a result of Disciplinary or other matters.

Clause 9.9(c): amendment to improve clarity of expression following legal review. Aggregate has been used in lieu of Cumulative throughout the Constitution.

Clause 9.9(d): clarification that cancellation of membership can only affect eligibility criteria to serve as an Elected Director where cancellation for disciplinary reasons (as opposed to for administrative reasons). Also see amendment explanation to clause 9.9(e)(ii).

Clause 9.9(e)(ii): Correction to capitalise “State” and ensure RSLs in Territories are also included. This amendment has been carried through the document following legal review.

Clause 9.9(g): Inclusion of ASIC Act 2001 (Cth) following legal review. The ASIC Act supports the Corporations Act 2001 (Cth) in relation to holding directors to account. This change has been made throughout the Constitution.

Clause 9.10: New subclause (a) and inclusion of the words “as a Director” for clarity and the inclusion of the words “and” to introduce subclause (b).

Clause 9.10(b): new subclause (b) to allow for a Director who serves on the Board for their term of 9 years, to be elected by Members as President and serve as President for a further cumulative period of 9 years.

Clause 9.11: Amend Election provision to remove the time period for simplicity and provide for the procedures to be enshrined solely in the Standard Operating Procedures.

Clause 9.12: See explanation above regarding clause 9.8.

Clause 9.13(b): See explanation above regarding clause 9.9(d).

Clause 9.13(d): See explanation above regarding clause 9.9(c).

Clause 9.13(e): See explanation above regarding clause 9.9(d) and 9.9(e)(ii).

Clause 9.13 (f): See explanation above regarding clause 9.9(e)(ii).

Clause 9.13(i): See explanation above regarding clause 9.9(g).

Clause 9.14: See explanation above regarding clause 9.9(c).

Clause 9.17: removal of verbiage.

Clause 9.19A: New clause 9.19A to accommodate the transitional provision providing that a Director who served as a Director (or as then known, a State Councillor) prior to 1 December 2019, will have their service tenure counted under this Constitution. The Transitional Provisions were removed under recommendation from FWMDC.

Clause 9.20: Minor correction to language.

Clause 9.24: removal of verbiage.

Clause 9.27: Inclusion of Congress Delegate – see comments at 8.8 above.

Clause 9.28 (b): remove words “govern and regulate” and replace with “supervise compliance” and include a reference to “procedures established” for this purpose to ensure that while the Board oversees the operation of sub-Branches through the powers in the RSL NSW Constitution, the Board does not govern and regulate sub-Branches as Members as a whole are empowered to set the rules of RSL NSW (within the parameters of the law and the requirements of the RSL National Constitution).

Clause 9.55: Heading change and clause change to clarify that the Director Code of Conduct is separate to the Member Code of Conduct given the duties of Directors of the Board of RSL NSW are governed not only by the RSL NSW values, but also legal obligations derived from statute and the common law.

Clause 10 – Director Remuneration

Clauses 10.2 & 10.3: Inclusion of Congress Delegates and Alternate Delegates as per note 8.8 above.

Clause 11 – Chief Executive Officer

Clause 11.2: deletion of words providing the Board with the discretion to suspend any RSL NSW Membership held by the CEO.

Clause 11.5: amendments confirming the CEO will attend Board meetings unless the Board otherwise determines in place of the CEO’s attendance being by invitation.

Clause 11A – State Branch

Clause 11A.1: Inclusion of State Branch responsibilities in the Constitution to provide clarity to members as to some of the matters that State Branch is responsible for. Following the DPC meeting on 19 July, a further amendment made to subclause 11A.1(f) to clarify that State Branch is responsible for administering the governance function on behalf of the Board.

Clause 12 – State Secretary

Clause 12.4: replacement of “may” with “will” requiring the State Secretary to attend Board meetings at the Board’s invitation.

Clause 13 - District Councils

Clause 13.2: replacement of “may” with “will” requiring the Board to establish District Councils in each District. Deletion of words to clarify that District Councils are governed by the Constitution and must operate in accordance with the Standard Operating Procedures.

Clause 13.4: replacement of “may” with “will” requiring sub-Branches to elect two District Council Delegates and clarification that if the sub-Branch elects two alternate District Council Delegates that they act only in the event that the two District Council Delegates are unwilling or unable to act.

Clause 13.5: deletion of requirement that District Council Delegates must be Service Members attached to the sub-Branch and allowing Affiliate Members to be representatives, subject to the District Council’s approval and providing that District Council Delegates who are Affiliate Members may not vote at District Council Meetings and are not eligible to serve on the District Council Executive.

Clause 13.6: minor drafting correction confirming that District Council Executives are “elected” as opposed to “appointed” from “current” District Council Delegates.

Clause 13.7: removal of age restriction and replacement with words “sub-Branch Delegate” to clarify eligibility noting that a sub-Branch Delegate would not be less than 18 years of age because of the definition of Service Member.

Clause 13.8(b): drafting amendments enabling a District Council Executive to serve on the executive for a period of not more than 9 years, unless they are Elected District Council President in which case, they can serve on the District Council Executive for up to 18 years.

Clause 13.8(c): drafting amendments confirming that eligibility to serve on the District Council Executive is only affected where membership is cancelled or suspended for disciplinary purposes. Inclusion of RSL National or RSL Membership in any other State and Territories to align eligibility criteria with those applying to the Board in clause 9.9.

Clause 13.8(e): See explanation above regarding clause 9.9(d).

Clause 13.11: has been moved to clause 13.15A to ensure District Council President tenure provisions appear together. Consequential amendments made to language after legal review (see explanation at 9.9(c)).

Clause 13.12: has been moved to clause 13.15B to ensure District Council President tenure provisions appear together.

Clause 13.15: has been deleted as it is extraneous given deletion of transitional provisions.

New Heading above Clause 13.15A – District Council President’s Tenure and Eligibility criteria

Clause 13.15A: clause moved from 13.11 and amended to allow District Council Presidents to serve a separate tenure of 9 years to District Council Executives, meaning that if a person is on the District Council Executive, and they are elected District Council President they can serve on the District Council for an aggregate total of nine years on the General Executive and nine years as President (total 18 years). Consequential clauses to language (see explanation at 9.9(c)).

Clauses 13.15B: clauses moved here from clauses 13.12 and 23.6 to ensure District Council President Tenure provisions appear together. Consequential clauses to language.

Clause 13.15C: moved from former clause 23.6 following deletion of clause 23, Transitional Provisions, again, to ensure that District Council President Provisions appear together. Removal of reference to Commencement Date to explicitly state 1 December 2019 as the date this Constitution took effect and inclusion of cross reference to clause 13.8(b) for clarity.

Clause 13.16: Deletion of clause 13.16(b) to the effect that if the District Council Executive ceases to hold office, then a casual vacancy must be filled, and the District Council Executive can no longer serve in the position until the next election with no right to vote.

Clause 13.19: minor drafting change District Council meetings “are to” be conducted in accordance with Standard Operating Procedures in lieu of “must”. Inclusion of requirement for Agendas to be provided to sub-Branches at least 7 days before each meeting.

Clause 13.20 -13.30: District Council meetings are to be conducted in accordance with relevant SOPS. Accordingly, these provisions have been deleted.

Clause 13.31: Amendment confirms that District Councils are bound by the same conflict of interest provisions as bind Directors on the RSL NSW Board in the Constitution.

Clause 13.33 and (f) – (l): Heading and clause change to highlight that District Councils support sub-Branches but also clarifies specific functions that sub-Branches can expect from them.

Clause 13.34(b): new sub-clause requiring District Councils to elect a District Council Congress Delegate.

Clause 13.35: Amendments put a positive obligation on District Councils to provide meeting minutes to sub-branches in the District. Also, amendments result in format of District Council minutes to be developed in consultation with RSL NSW Board and District Presidents' Council as opposed to prescription of form of reporting by RSL NSW Board.

Clause 13.38: Amendments to this clause provide a hard date, 31 October each year, for the District Council to submit a budget to RSL NSW.

Clause 14 - District Presidents' Council

Clause 14.1: amendment removes verbiage and confirms that District Presidents' Council Chair is elected as opposed to appointed.

Clause 14.1A: new clause confirming that the District Presidents' Council may elect a deputy chair from within its members and a secretary from either within its members or who is a qualified Service Member in accordance with the Standard Operating Procedures.

Clause 14.3(d): Amendment clarifies the role of the District Presidents' Council, requires the Board to consult with the District Presidents' Council in relation to Standard Operating Procedures. However, the Board has ultimate accountability for the form of the Standard Operating Procedures and RSL NSW operations.

Clause 14.3(e): deletion of verbiage "from time to time".

Clause 14.8(a): inclusion of Congress Delegate to clarify nature of delegate as per explanation in clause 8.8 above. Removal of "including" for clarity of drafting.

Clause 14.10: amendment simplifies drafting. IT clarifies that District Presidents' Council must meet not less than quarterly and that Special Meetings can be called on an as needs basis as agreed.

Clause 14.18: amendment recognises the unique nature of a special resolution, which can only be passed with a meeting being held.

Clause 14.22: Amendment confirms that District Presidents' Council is bound by the same conflict of interest provisions as bind Directors on the RSL NSW Board in the Constitution.

Clause 14.23: amendment requires the Board or Director attending meetings of the District Presidents' Council to only do so with 14 days' prior notice given to the District Presidents' Council Chair or Secretary.

Clause 14.26: Amendments to this clause provide a hard date, 31 October each year, for the District Presidents' Council to submit a budget to RSL NSW.

Clause 15 - sub-Branch

Clause 15.4(a)(iii): minor correction "at" in lieu of "in".

Clause 15.4(b): deletion of “already holding a Charter” because a sub-Branch can’t be one in the absence of a Charter, there are no restrictions on a sub-Branch needing to maintain 10 Service Members in order to hold a Charter and there may be cases where it may be appropriate for the Board to approve small sub-Branches with less than 10 Service Members to be formed on application to the Board.

Clause 15.5: amendment to clause to tidy up verbiage in drafting, deletion of “as the case may be”.

Clause 15.9: this amendment confirms that only the sub-Branch President or Vice Presidents must be Service Members. All other Executives may be Service Members or Affiliate Members.

Clause 15.10: amendment clarifying that members who have Disciplinary Resolution may not hold office where that resolution is an adverse Disciplinary Resolution.

Clause 15.11(g): new clause allowing for removal of sub-Branch executive by special resolution passed at a general meeting of members of a sub-Branch to reflect the Board provisions (in clause 9.21) allowing for a Director’s removal.

Clause 15.12: consequential amendment to include new clause 15.11(g).

Clause 15.13: clarification that any decision made by a sub-Branch executive or Committee where there was an error in appointment, disqualification or defect (etc) will not be invalidated prior to the discovery of the error.

Clause 15.16: sub-Branch meeting procedures will be set out in a Standard Operating Procedure in recognition of the fact that Annexure C drafting does not allow it to be easily applied to meetings that are not meetings of Annual General Meetings or General Meetings of RSL NSW members.

Clause 15.17: as for clause 15.16.

Clause 15.20: amendment confirms that sub-Branch Executives are bound by the same conflict of interest provisions as bind Directors on the RSL NSW Board in the Constitution.

Clause 15.24: confirms that detailed procedure will be captured in a Standard Operating Procedure.

Clause 15.26: amendments simplify the approval process to be undertaken for incorporation of sub-Branches.

Clause 15.27: clarification of the point at which a Charter can be transferred once a sub-Branch incorporates.

Clause 15.39: amendment brings sub-Branch reporting in-line with Financial Year Reporting obligations.

Clause 15.41: inclusion of “Congress” delegate as per clause 8.8 explanation above.

Clause 15.45: inclusion of ability for Board to direct transfer of assets to a third-party entity if a sub-Branch has its Charter terminated or revoked or if the sub-Branch surrenders its Charter.

Clause 15.46: Anzac House replaced with State Branch (as per definitions).

Clause 15.48: inclusion of “Congress” delegate as per clause 8.8 explanation above.

Clause 15.49: inclusion of “Congress” delegate as per clause 8.8 explanation above.

Clause 15.50: inclusion of “Congress” delegate as per clause 8.8 explanation above.

Clause 15.50(b): ensures that it is clear that a Congress Delegate can't vote on the removal of a Director of the Board pursuant to clause 9.21(b) in their capacity as a Congress Delegate.

Clause 15.51: inclusion of "Congress" delegate as per clause 8.8 explanation above.

Clause 15.52: amendment recognizes replacement of proxies with postal votes in relation to Annual General Meetings and General Meetings of RSL NSW Members in Appendix C.

Clauses 15.55- 15.57: increase in the dollar values of property requiring approval by the RSL NSW Board prior to a dealing being made by a sub-Branch.

Clause 15.56: drafting clarification stating that consent or approval must be obtained from the Board or board delegate prior to an expense being incurred or investment being made.

Clause 16 - Trustees

Clause 16.15: provisions confirm minimum requirement for Trustees to attend meetings of the sub-Branch to ensure their active engagement with sub-Branch dealings. The minimum requirement is provided as a fraction (as opposed to a number) to accommodate sub-branches who choose to hold general meetings more frequently/less frequently.

Clause 16.19: minor drafting correction (deletion of "to").

Clause 16.22: amendment confirms that sub-Branch Executives are bound by the same conflict of interest provisions as bind Directors on the RSL NSW Board in the Constitution.

Clause 16.23: clause relating to how Trustees can be removed by President and sub-Branch deleted as inconsistent with clause 16.24.

Clause 16.25: clarification as to how a Trustee can be removed by the Board where a Trustee has been removed from office or if the Charter has been revoked in accordance with the disciplinary procedures in clause 17.2.

Clause 16.26: amended to reflect change to 16.15.

Clause 16.29: Clarification that Trustee Act applies in considerations relating to a Trustee being in breach of their obligations and liable for any loss suffered by a sub-Branch.

Clause 17 - Dispute Resolution and Disciplinary Procedures

No amendments.

Clause 18 - Indemnity and Insurance

No amendments.

Clause 19 - Execution of Documents

No amendments.

Clause 20 - Winding Up and Dissolution

No amendments.

Clause 21 - RSL NSW Policies and Standard Operating Procedures

Clause 21.1: amendment confirms the Board’s role in the adoption of any Member Code of Conduct and that the District Presidents’ Council must be consulted. The District Presidents’ Council does not have an approval right.

Clause 21.5: clause removed as duplicate with clause 14.3(d).

Clause 22 - Notices

No amendments

Clause 23 - Savings, Transitional and Continuing Provisions

Clauses Deleted except for clause 23.4 (moved to clause 9.19A), clause 23.6 (now clause 13.15D), clause 23.8 (now Appendix B, paragraph 16A).

Appendix A – Definitions and Interpretation

Amendments to Definitions

Affiliate Member: removal of transitional provisions in recognition of continuity of membership.

Alternate Delegate: inclusion of “Congress” Delegate as per clause 8.8 above.

Annual Congress: inclusion of “Congress” Delegate as per clause 8.8 above.

ANZAC HOUSE: deleted as no longer used.

ASIC Act: included as a defined term to reflect changes to clause 9.9(g), 9.13(i) and 13.8(e).

Associate Member: new definition of Associate Member included in Appendix B reinstating Associate Memberships as per Constitution prior to 1 December 2019.

Australian Defence Force: amendment to clarify alignment with the Defence Act 1903(Cth).

Auxiliary Member: amended definition of Auxiliary Member recognizing continuity of membership.

Cadets: amendment to clarify alignment with the Defence Act 1903(Cth).

Code of Conduct: deletion of definition as replaced with Member Code of Conduct and Director Code of Conduct.

Commencement Date: deletion on the basis that verbiage.

Committee: new definition to recognize that Committees may be formed by State Branch and sub-Branched as required.

Congress Delegate: new definition being the Service Member elected or appointed by a sub-Branch to attend and vote at an Annual General Meeting or General Meeting.

Chair: deleted to correct duplication.

Delegate: deleted on basis that delegates can now be Congress Delegates, District Council Congress Delegates, Alternate Delegates and District Council Delegates and that they are always referred to specifically unless the context is clear.

Director Code of Conduct: definition to accommodate the standards of behaviour binding the Board pursuant to clause 9.55.

Dispute: refinement of definition of Dispute following legal review.

District Council Congress Delegate: confirms the standing of a District Council Delegate representing District Council at an Annual General Meeting or a General Meeting.

District Council Executives: removal of verbiage.

Fit and Proper Person: deleted and replaced with definition of Suitable Person.

League: inclusion of definition of League to reflect the definition in the National Constitution.

Life Subscriber: recognition of this category of membership with a definition.

Member Code of Conduct: definition to accommodate the standards of behaviour binding Members prescribed by the Board pursuant to new clause 21.1 of the Constitution and in accordance with the values set out in the RSL NSW Strategic Plan.

Minister: removal of verbiage.

National Constitution: new definition to recognize that the National Constitution impacts the RSL NSW Constitution (new clause 1.3).

Policies and Standard Operating Procedures: removal of reference to Standard Operating Procedures as they have their own definition.

Previous Constitution: definition included for simplicity to accommodate new clause 1.5.

RSL NSW: new definition recognizing that RSL NSW is not only the entity incorporated under the RSL NSW Act but also constitutes RSL NSW Members and sub-Branches.

RSL NSW Member: removal of verbiage following deletion of transitional provisions.

Service Member: definition amended to recognize continuity of membership and includes Life Subscribers and Life Members. Removal of verbiage following deletion of transitional provisions.

Special Resolution: amend to remove proxy and replace with postal in recognition of amendments to Annexure C.

Standard Operating Procedures: amendment to include that they are referred to in the short form from time to time as SOPs.

State Branch: new definition in response to new clause 11A.

sub-Branch Associate: deleted and replaced with definition of Associate Member.

sub-Branch Executive: confirms how sub-Branch Executive is elected after first appointment.

Suitable Person: replaces definition of Fit and Proper Person in recognition of the role of volunteers within RSL NSW and the impact that the use of Fit and Proper Person within RSL NSW may have on a person in their life outside of the League.

Veteran: new definition to align with the definition prescribed in the *Australian Veterans' Recognition (Putting Veterans and Their Families First) Act 2019 (Cth)*.

Interpretation provisions: minor correction to sub-clause (f) and new sub-clauses (j) and (k) clarifying references to the varying contexts in which persons may hold office under the Constitution.

Appendix B – Membership

General: Appendix simplified to recognize duplication with Standard Operating Procedure 2 and to move administrative matters that are not currently into Standard Operating Procedure 2 into it.

Appendix B, 9 & 10 Discretionary Criteria: replacement of applicant with person and replacement of Fit and Proper Person with Suitable Person (see definitions and interpretation section above).

Appendix B, 11 & 12 Membership Fees and Renewal: replacement of Anzac House with State Branch (see definition of State Branch and new clause 11A).

Appendix B, 13 Service Member: broadens the definition of Service Member to include Veterans as defined but also to include persons qualifying for Service member Status pursuant to the RSL National Constitution.

Appendix B, 14A – 14E Associate Member: clarifies the entitlements of an Associate Member. Members should note that an Associate Membership is not a class of membership as Associate Members already hold membership in a class.

Appendix B, 15 Affiliate Member: confirms affiliates must be over the age of 18, corrects the eligibility of involvement of Officer of Cadets and Cadets.

Appendix B, 16A Auxiliary Member: confirmation of continuity of accrued rights of any Auxiliary Member after 1 December 2019.

Appendix B, 21 Life Member: amendment clarifying the clause under which Life Membership is proposed (Appendix B, clause 19).

Appendix B, 26 Membership Cancellation: amendment of clause to remove membership cancellation in the event membership fees are not paid by the due date.

Appendix C – AGM/State Congress Conduct and Voting Procedure

Appendix C, 1: Self explanatory minor amendments. Note change to heading.

Appendix C, 2 Motions for General Meeting: replace Anzac House with State Branch given new definition and new clause 11A.

Appendix C, 3(c) Motions for General Meeting: amendment confirming that if a motion is rejected the basis of the rejection must be identified.

Appendix C, 3(c)(ii) Motions for General Meeting: deletion of inconsistency with the Constitution as a basis for rejecting a motion because this would preclude motions amending the Constitution to be submitted. IN light of the removal of clause 3(c)(ii), reliance will be placed on clause 3(c)(iii) which states that a motion can be rejected if it conflicts with a statutory, regulatory or other legally binding provision that regulate the activities, operations and conduct of RSL NSW.

Appendix C, 4 Motions for General Meeting: the amendment allows for motions to be resubmitted after correction, as long as they are submitted 10 weeks prior to the General Meeting.

Appendix C, 4A Motions for General Meeting: amendment clearly stating that motions approved will be included in the Agenda for the General Meeting and the sub-Branch or District Council will be notified accordingly.

Appendix C, 5 Returning Officer: The Returning Officer's name will be supplied to sub-Branches and District Councils at the time the notice of General Meeting is issued.

Heading- Notice of Annual General Meeting: amended to General Meeting a

Appendix C, 6 Notice of General Meeting: deleted and moved to clause 8.11 as duplication.

Appendix C, 7(e) Notice of General Meeting: requirements of notice of General Meeting no longer provides for Proxy appointment given postal voting will replace proxies.

Appendix C, 8 Holding a General Meeting at two or more places: amendment ensuring that General Meeting enables all delegates to participate, following deletion of the definition of Delegate and replacing it with Congress/Alternate and District Council Congress Delegate. Cross reference back to Notice of Meeting clause 8.11 in body of Constitution for readability and useability.

Appendix C, 9 Holding a General Meeting at two or more places: as for Appendix C, clause 8 in relation to meetings held by technology.

Appendix C, 10 Holding a General Meeting at two or more places: small "d" for delegate.

Appendix C, 14 Conduct of General Meeting: amendment prescribes the appointment of the RSL NSW President as chair of a General Meeting.

Appendix C, 15 Conduct of General Meeting: consequential amendment to reflect amendment to Appendix C, 14.

Appendix C, 16 Conduct of General Meeting: deleted as it is not likely that there would not be a Director of RSL NSW unwilling to chair a General Meeting.

Appendix C, 18 Conduct of General Meeting: amendment balances the Chair's discretion with processes set out in Standard Operating Procedures.

Appendix C, 19 Conduct of General Meeting: amendment ensures that General Meeting enables Congress/Alternate and District Council Congress Delegate can participate in debate and discussion.

Appendix C, 25 Conduct of General Meeting: ensures that Alternate Delegates are included in the definition of quorum if any Congress Delegate is not in attendance.

Appendix C, 26 Voting: confirms voting rights of Congress and Alternate Delegates and the absence of voting rights for District Council Congress Delegates.

Appendix C, 26A and 26B Voting: these provisions set out the mechanisms for postal voting.

Appendix C, 28 Voting: amendments prescribe process for managing postal votes in a transparent and orderly way by the Chair at a general meeting.

Appendix C, 31 (a): small "D" delegates as not a defined term.

New Heading – Delegate Responsibilities

Appendix C, 32A Delegate Responsibilities: confirmation that the views expressed by District Council Congress Delegates, Congress Delegates or Alternate Delegates must be reflective of the sub-Branch or District Council represented.

Appendix C, 32B and 32C Delegate Responsibilities: these new clauses specify the manner in which Congress Delegates and Alternate Delegates may change the way in which they vote at a General

Meeting to allow them to be responsive to the benefit of discussion and debate. The flexibility provided to Congress Delegates and Alternate Delegates recognises the trusted position that they are in when nominated by their sub-Branches. It requires Congress Delegates and Alternate Delegates to be accountable to their sub-Branches and provide written reasons for their decision within 7 days of a General Meeting and also requires them to present their reasons to the sub-Branch at the next general meeting of the sub-Branch.

Appendix C, 33-40: deletion of Proxies.

Appendix D – Dispute Resolution and Disciplinary Provisions

Appendix D, 5 Mediation by District Council or District Presidents ‘Council: amendment reflecting amended clause 19A (below) following legal review to clarify the importance of the District Council Executives not having a bias (actual or apprehended) in relation to the dispute.

Appendix D, 11 Referral to RSL NSW Tribunal: requirement to include details of the allegation the subject of referral with the notification of the referral.

Appendix D, 11A Referral to RSL NSW Tribunal: numbering correction.

Appendix D, 12 and 12A Composition of RSL NSW Tribunal: clarification that any matter will be heard by between 3 to 8 Tribunal members (the majority of which must be Service Members) and that they will come from a panel of persons the Board considers to be eligible for appointment to the RSL NSW Tribunal.

Appendix D, 13A Composition of RSL NSW Tribunal: positive obligation for a chair to be appointed to preside over any Disciplinary Meeting (the definition of which has been moved from Appendix D, 16).

Appendix D, 14(g) Functions and Powers of RSL NSW Tribunal: replacement of Fit and Proper with “Suitable” person for the reasons set out in the definitions above.

Appendix D, 14(h)(iii) Functions and Powers of RSL NSW Tribunal: removes “or request” as a request should not be grounds for Disciplinary Proceedings being triggered.

Appendix D, 16 Functions and Powers of RSL NSW Tribunal: Definition of Disciplinary Meeting moved up to Appendix D, 13A above.

Appendix D, 16(a) Functions and Powers of RSL NSW Tribunal: correction of typo and includes “to”.

Appendix D, 18 Functions and Powers of RSL NSW Tribunal: representation is available by a legal practitioner in circumstances where the chair of the Disciplinary Meeting so determines.

Appendix D, 19A Functions and Powers of RSL NSW Tribunal: RSL NSW CEO or delegate can make submissions to the Tribunal in writing or orally according to the process set out in Appendix D, 19A, to ensure that clear responsibility is attributed to State Branch representation. The amendment also clarifies the importance of there not being any bias, either actual or apprehended against the Respondent.

Appendix D, 20 Functions and Powers of RSL NSW Tribunal: Transcripts only provided on request.

Appendix D, 21 Functions and Powers of RSL NSW Tribunal: amendment requires that a Disciplinary Recommendation is supported by written reasons. Consequential amendments to ensure that the term delegate captures Congress Delegates and a General Meeting of RSL NSW.

Appendix D, 24 Board Resolution: the amendment incorporates a mechanism for the Board's options if it doesn't agree with a Disciplinary Recommendation. The Board may refer the matter back to the Tribunal for a single reconsideration, to match the right of the Respondent to seek Disciplinary Review.

Appendix D, 25 Board Resolution: The change to clause 24 is carried into the Board's obligation to inform the Respondent of the Board's determination in relation to a Disciplinary Recommendation.

Appendix D, 28 – 33 Review of Disciplinary Recommendation/Powers of Discipline Review Panel: Amendment to reference to Review Panel after legal review to clarify that it is a Discipline Review Panel.

Appendix D, 33 Powers of Discipline Review Panel: This change confirms the obligation for a copy of the Review Determination to be given to the Respondent.

ANNUAL GENERAL MEETING 2020 MOTIONS TALLY

Sub-Branch/ District Council	Motion	(Y/N)	New Const Ref and Comments
FWMDC	Amend Clause 1.2 to include wording about sectarianism and patriotism from preamble	N	RSL NSW is a charity with a clear purpose. This purpose (in clause 3) should be the focus.
FWMDC	Add clause 1.4: RSL NSW is a grass roots organisation led by its volunteers. The core of RSL NSW is its network of sub-branches and District Councils.	Y	Clause 1.4 amended as written but for removal of District Councils.
FWMDC	Amend Clause 3.1, 3.4 sub-clauses 3.5(b) & (c): Include All RSL Members	N	Not included on basis that members cannot lawfully be the focus of the charitable purpose and that members can only be beneficiaries if they are part of the broader class – veterans and their family in need
FWMDC	Combine Clause 3.1 and 3.2	N	3.1 and 3.2 address different concepts within the charitable purpose and different functions
FWMDC	Additional clauses 3.1.5 (e)-(g)	Y	Change made
East Maitland	Various Amendments to Clause 8	Y	Many changes included as part of broader clause 8 review. Motion to take the place of resolution where appropriate
FWMDC	Clause 8.2(a): Inclusion of membership classes Life Member and Life Subscriber	Y	Change not included in clause 8.2(a) but definition of Service Member has been amended to include Life Members and Life Subscribers
FWMDC	Clause 8.2(b): Inclusion of Associate Member	Y	Change Made
FWMDC	Clause 8.7: new sub-clause 8.7(b) and (c)	Y	Change made
FWMDC	Clause 8.8: members meetings heading change to General Meetings	Y	Change made
Enfield Croydon Park	Clause 9.1 no less than 9 directors and no more than 10	N	This is unworkable. The RSL NSW Act provides that there should be no less than 3 and no more than 10. Having 9 directors as the bottom limit risks non compliance with the Act in the event of casual vacancies being created.
Moruya	Clause 9.4 and 9.4(a): remove 's and include provision requiring regionally based directors, a president and a treasurer	N	The RSL NSW Act allows for all service members to have one vote in the election of directors. To add eligibility criteria requiring district representation is not workable in the modern context, particularly where it may be difficult to source eligible candidates.
Enfield Croydon Park	Clause 9.4(b): include 7 elected directors	N	This motion is derived from the proposed amendment to clause 9.1 and is not workable.
FWMDC	Clause 9.8(b): Governance Training	N	The standard of training is not unreasonable and is reflective of the Enforceable

			Undertaking entered into by RSL NSW with the ACNC following the Bergin Enquiry
FWMDC	Clause 9.9(d): Clarification that eligibility criteria only extends to membership cancellation for disciplinary reasons	Y	Change made
FWMDC	Clause 9.12(a): inclusion of “next available” to ensure timeliness of training	N	This is implicit -the 6 month period is sufficient
FWMDC	Clause 9.13(e): Clarification that eligibility criteria only extends to membership cancellation for disciplinary reasons	Y	Change made
Enfield Croydon Park	Clause 9.22: remove words by the Board to confirm Board cannot prescribe the number of Directors on the Board	N	This motion is derived from the proposed amendment to clause 9.1 and is not workable.
FWMDC	Clause 9.23: ratification of person filling casual vacancy at State Congress	N	DPC must approve any person filling a casual vacancy. This should be sufficient given the DPC’s role within the organisation
Enfield Croydon Park	Clause 9.23: remove Board’s discretion to fill casual vacancy	N	Board must already keep a Board at “full strength” at no less than 7 members. The discretion to determine whether or not a vacancy is filled, particularly if skills appropriate candidates are unavailable should not be fettered.
FWMDC	Clause 9.28(b): audit the functions of sub-Branches	In part	The Board supervises compliance – any “audit” obligation should be derived from this responsibility
FWMDC	New Clause 9.28(e): Audited financial statements of RSL NSW issued within 3 months of FY close	Y	See new clause 5.4
FWMDC	Clause 9.41 (correction)	N	Clause should remain as drafted – correction not grammatical
FWMDC	Clause 9.55: Board Code of Conduct	N	Code of Conduct is not a matter for the SOPS. The Director and Member Code of Conduct is being developed as part of the Strategic Plan initiatives.
FWMDC	Clause 11.2: remove requirement for Board discretion to suspend CEO membership of RSL NSW	Y	Change made
FWMDC	Clause 11.3-11.6: prescription of CEO’s duties	N	CEO’s function is standard in business and well known. The responsibilities of the CEO must be broad and not prescriptive. Change to Board attendance has been agreed.
FWMDC	Clause 12: State Branch	Y	New clause 11A. Following the DPC meeting on 19 July, a further amendment made to subclause 11A.1(f) to clarify that State Branch is responsible for administering the governance function on behalf of the Board.
FWMDC	Clause 13.2: removal of provision that District Councils subject to direction of Board and	Y	Amendment tweaked to clarify that District Councils are governed by the Constitution and must operate in accordance with SOPs

	positive obligation on Board to establish a District Council		
FWMDC	Clause 13.4: replace “may” with “will”	Y	Change made
FWMDC	Clause 13.5: allow for Affiliate Members to be District Council Delegates with approval of the District Council	Y	Change made subject to the Affiliate not having voting rights
FWMDC	Clause 13.6: Secretary and Treasurer elected, not appointed	Y	Change made
FWMDC	Clause 13.7: removal of age restriction as already in definition of Service Member and inclusion of words “sub-branch delegate”	Y	Change made
FWMDC	Delete clause 17.7, move clause 13.11, 23.6 and 13.12. Amend clause 13.21.	Y	Change made
FWMDC	Clause 13.8(b): term limit for District Council President, but not for District Council Executive	Y	Change made, subject to the District Council Executive not becoming District Council President.
FWMDC	Clause 13.16 (b) deletion: removal of ability for District Council Executive to continue in a position after a vacancy is created	Y	Change made
FWMDC	Clause 13.19: District Council Meetings to be conducted in accordance with SOPs and provision of Agendas	Y	Change made
FWMDC	Clause 13.31: Conflict of Interest cross reference for District Councils	Y	Change made subject to confirmation of the standard to which the District Councils will be held
FWMDC	Clause 13.33: District Council Powers Responsibilities and Functions	Y	With some minor drafting amendment
FWMDC	Clause 13.35: Copies of minutes	Y	Change made
FWMDC	Clause 13.38: clarification of timing of District Council budget submission statement that budget to be approved by Board and removal of obligation to provide reporting directly to sub-Branch Treasurers and obligation to provide reporting more frequently if requested by sub-Branches and Board	In part	Included provision that budgets to be submitted by 31 October. Provision regarding approval of budget by Board not included as this is not part of the Board’s function. Obligation to provide reporting more frequently must remain to ensure ongoing accountability regarding expenditure or the form of reporting.
FWMDC	Cluse 14.3: election of Deputy Chair and Secretary at DPC	Y	New cluse 14.1A
FWMDC	Clause 14.4: Term of Office DPC	N	DPC is comprised of District Presidents elected and holding office pursuant to clauses 13.8-13.15
FWMDC	Clause 14.10: DPC meeting Frequency	Y	Change made
FWMDC	Clause 14.26: clarification of timing of DPC budget submission statement that budget to be approved by Board and removal of obligation to provide reporting directly to sub-Branch Treasurers and obligation to provide reporting more frequently if requested by sub-Branches and Board	Y	Change made. Obligation to provide reporting more frequently must remain to ensure ongoing accountability regarding expenditure or the form of reporting.
FWMDC	Clause 15.4(a)(iii): replace “in” with “at”	Y	Change made

FWMDC	Clause 15.9: Secretary and Treasurer can be Affiliate Members of the sub-branch. Vice President must be a Service Member	Y	Change made
FWMDC	Clause 15.10: inclusion of Affiliate member and clarification that Disciplinary Resolution must result in a resolution against the member or sub-Branch	Y	Change made
FWMDC	Clause 15.13: clarification that validity of act relates to acts occurring prior to discovery of the error	Y	Change made
FWMDC	Clause 15.24: Chapter to be established in accordance with the SOPS	Y	Change made
FWMDC	Clause 15.26(a): incorporation subject to a special resolution of the Service Members	N	Incorporation provision amended to move process into SOPs
FWMDC	Clause 15.39: Annual return timing changed to 90 days after financial year end	Y	Change made
FWMDC	Clause 15.45: inclusion of “other entity” for asset transfer after Charter revocation, termination or surrender	Y	Subject to inclusion of “other person” and “as directed by RSL NSW”
FWMDC	Clause 15.50(b): remove at an Annual General Meeting or General meeting	Y	Change made. Inclusion of cross reference to clause 9.21(b)
FWMDC Enfield Croydon Park	Spending Limits Increase 15.55 and 15.56: increase to amounts that can be spent by a sub-Branch without obtaining Board approval.	Y	New amounts included as recommended. A consequential increase of \$5,000 also included in clause 15.57
FWMDC	Clause 15.56: approval of budgets mechanism by Board	N	RSL NSW does not preapprove expenditure overall by approving sub-Branch budgets.
FWMDC	New clause 15.58 State Branch Funding: State Branch may not request funds from an individual sub-Branch without approval of a joint sitting of the Board and the DPC	N	This provision adds levels of administration that are unworkable. State Branch openly conducts any request for funds and recognises the contribution of sub-Branches who provide funds for the administration of RSL NSW.
FWMDC	Clause 16.3: sub-Branch President and Treasurers cannot be Trustees	N	This will be a motion submitted separately for debate and consideration by members
FWMDC	New clause 16.15: replace “three” with “75% of the”	Y	Change made as “three quarters”
FWMDC	Clause 16.29: Add “subject to division 3 of Trustee Act 1925”	Y	Change made
FWMDC	Delete Clause 23. Move previous 23.1 to new 1.5.	Y	Change made
FWMDC	Appendix A: Associate Member definition inclusion	Y	Change Made - drafting variation
FWMDC	Appendix A: Auxiliary Member definition amendments	Y	Change Made
FWMDC	Appendix A: Badge definition inclusion	N	Not required. Context of use of the term “Badge” self explanatory
FWMDC	Appendix A: Board of Enquiry definition inclusion	N	Does not appear in the draft proposed

FWMDC	Appendix A: Board Member definition inclusion	N	Does not appear in the draft proposed
FWMDC	Appendix A: Branch definition inclusion	N	Does not Appear in the draft proposed
FWMDC	Appendix A: Committee definition inclusion	Y	Change Made
FWMDC	Appendix A: Dependant definition inclusion	N	Does not Appear in the draft proposed
FWMDC	Appendix A: National Constitution definition inclusion	N	Change Made
FWMDC	Appendix A: Service Member definition amendments	Y	Change Made
Kirribilli	Appendix A: Definition of Veteran	Y	Change made but subject to definition provided by the <i>Australian Veterans' Recognition (Putting Veterans and Their Families First) Act 2019 (Cth)</i>
FWMDC	Appendix A: Interpretation new subclauses (j) and (k)	Y	Change Made
FWMDC	Appendix B, Clause 7: Associate Member voting rights	Y	Clarified in new provision 14B
Ballina	Appendix B, Clause 7: Associate Member	Y in part	Please see new provision clause 14B. The reference to cancellation of membership in a calendar year has not be included to allow for the receiving sub-Branches discretion to be preserved. Transfer/confirmation of receiving sub-Branch by RSL NSW is required, but not within a time period.
FWMDC	Appendix B: Associate	Y	Changes made and Associate Members included at clauses 14A-14E of Appendix B
FWMDC	Appendix B, Clause 9(b): receiving to received	Y	Change Made
FWMDC	Appendix B, Clause 15(a): a person over the age of 18	Y	Change Made
FWMDC	Appendix B, Clause 15(c): a person over the age of 18 years	Y	Change Made
FWMDC	Membership Fees (Appendix B, Clause 11) Removal of membership fee provision in the Constitution	N	No change to Constitution required. Membership fees can be provided for within the Board's discretion. Currently they are set as \$0. The discretion to set membership fees should be retained. This should be a motion submitted separately for debate and consideration by members at the 2021 AGM
FWMDC	Membership Fees (Appendix, Clause 11) Annual Membership Fees to sub-Branch attached of \$5	N	Members in need should be assessed as part of the sub-Branch's formal charitable assessment of veterans in need. If members, who are veterans or members of a veteran's family, and they are genuinely in necessitous circumstances, membership fees can be covered This should be a motion submitted separately for debate and consideration by members at the 2021 AGM

FWMDC	Cancellation of Membership Fees (Appendix B, Clause 11)	N	This has been done as part of the Strategic Plan. This should be a motion submitted separately for debate and consideration by members at the 2021 AGM
FWMDC	Appendix 26 (a): remove the Board's right to cancel membership for non payment of fees	Y	Change Made
FWMDC	Appendix C: Members meeting Conduct and Voting Procedures to read AGM/State Congress Conduct ad Voting Procedures	Y	Change made, but limit to General Meeting and AGM
FWMDC	Appendix C, Clause 3(c): requirement for explanation if motion rejected	Y	Change Made
FWMDC	Appendix C, Clause 4: requirement for motions to be able to be resubmitted	Y	Change Made (see Appendix C, clause 4 and 4A)
FWMDC	Appendix C, prior to clause 6: requirement for Returning Officer identity to be supplied at time of notice of meeting	Y	Change Made see Appendix C, clause 5
FWMDC	Appendix C, Clause 6: 4 weeks change to 8 weeks	Y	Change Made but to clause 8.11.
East Maitland	Appendix C: Proxy related motions. Amendments to the role of the Congress Agenda Committee.	N	Falls away with elimination of proxies Changes made. Items dealing with meeting process will need to be incorporated in the SOP.
FWMDC	Appendix C, Technical Difficulties Meetings Chair to adjourn meeting where technical difficulty	N	It is standard for the Chair to have discretion in this circumstance, subject to a quorum being maintained.
FWMDC	Appendix C, Claus 13: membership register close 7 days prior to AGM	N	Board's discretion retained. This year it will be 7 days prior as was the case in 2020.
FWMDC	Appendix C, Delegate Responsibilities	Y	See changes at 32A -32B
FWMDC	Appendix C, Clauses 17-25	In part	These are matters for the SOP. Quorum provision remains as 50 Congress Delegates (or their Alternates). Amendment requiring President to chair the AGM/GM has been accommodated.
FWMDC	Appendix C, New Clauses 26 – 36 Meeting Process	N	These are matters for SOPS
FWMDC	Appendix C, Clause 17 to be moved to Voting Provisions	N	The clause can remain with the chair's responsibilities and is a natural place for the clause
FWMDC	Appendix C, Clause 27: make electronic voting default	N	Chair's discretion should remain (it is likely that electronic voting will be conducted as a rule – this does not need to be prescribed).
FWMDC	Appendix C, Proxies: Delete	Y	Clauses 33 – 40 have been removed and replaced with postal voting provisions clauses 26-26B.
FWMDC	Appendix C, clause 35: Motion Reconsideration	N	This is a matter for the SOPs but also within chair's discretion to determine
FWMDC	Appendix C, Motion Dissent	N	This is a matter for the SOPS. However, the chair's discretion should prevail and

			replacing the chair does not make for an orderly meeting.
FWMDC	Appendix C, Prepolling	N	See postal voting provisions clauses 26-26B.
FWMDC	Disciplinary Powers of a Sub-Branch Appendix D	N	These provisions come from the old by laws and are not compatible with the operation of Appendix D. Serious matters of governance should be referred to State Branch for investigation through the whistleblower hotline or through the State Secretary and be dealt with through the Tribunal Process (particularly where matters relate to indictable offences). General matters of order relating to behaviour unbecoming could be dealt with in the meeting provisions.
FWMDC	Appendix D, clause 11: include obligation to provide details of allegations	Y	Change made
FWMDC	Appendix D, clause 14: include provision stating that the Tribunal can only consider the matters referred	N	This is implicit in the requirement for the Tribunal to operate fairly
FWMDC	Appendix D, Clause 16: deletion of (e)	N	The Tribunal is required to act fairly, and it is expected that the nature of the Disciplinary Recommendation is set out for the persons the subject of the hearing.
FWMDC	Appendix D: Legal Representation at Tribunal Hearings	Y	Included but subject to the Tribunal Chair's discretion to recognise that the Tribunal process is not a legal process. See Appendix D, clause 18
FWMDC	Appendix D, clause 20: Transcripts provision	N	However, amendment made to provide that transcript to be provided on request
FWMDC	Removal of Unnecessary Wording	Y	Removed where the amendment did not result in a substantive change requiring further consideration
FWMDC	Removal of duplication in Constitution or within SOPS: Clauses 13.5, 13.8(b), 13.18, 13.20 – 13.30, 13.32	Y & N	District Council provisions recommended removed to SOPs where appropriate and where provision did not affect the recognition of the role of the District Council. Clause 13.32 to remain as written as the Board's power requires the authority of the Constitution
	Removal of duplication in Constitution or within SOPS: Clauses 14.1-14.3, 14.6, 14.7, 14.9, 14.13-14.19	N	District President Council provisions must be prescribed by the Constitution. The DPC should not be responsible for determining its own governance frameworks. Its function requires the authority of the Constitution.
	Removal of duplication in Constitution or within SOPS: 16.23	Y	Duplication (and inconsistency) removed
	Removal of duplication in Constitution or within SOPS: 17.2	N	There is no duplication here. The function of the clause in Appendix D relates to recommendations made to the Board by the Tribunal as opposed to the Board's power to

			take action (subject to the procedures set out in Appendix D)
	Removal of duplication in Constitution or within SOPS: 21.5	Y	Removed
	Removal of duplication in Constitution or within SOPS: Appendix B	Y	Removed but for para 26 as it is important to clarify within the membership provisions dealing with cancellation and cessation of membership that the Board's powers under 17.2 extend to cancellation of membership within the parameters of the Disciplinary Provisions
FWMDC	Removal of Company Secretary and consequential amendments	N	The Company Secretary is a required Executive Position pursuant to the Enforceable Undertaking and good governance requires the role to be separate from the CEO's.
FWMDC	Clause Numbering	N	This can be part of a rewrite after the AGM if required. The numbering presented works adequately.

ANNEXURE B – ANNUAL REPORT AND FINANCIAL STATEMENTS



RSL
NSW

Respecting, supporting and
remembering our veterans and
their families

ANNUAL REPORT

2020/21 Financial Year

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Introduction

The Returned & Services League of Australia (New South Wales Branch) ABN: 78 368 138 161 (RSL NSW) is incorporated under an NSW Act of Parliament – RSL NSW Act 2018 (NSW) No. 48 (Act).

RSL NSW is a charity, the purpose of which is to respect, support and remember veterans and their families. It performs its work with a commitment to good governance, accountability to members and transparency.

In the 2020/21 Financial Year, sub-Branches provided countless hours of volunteer support to veterans and their families in NSW. In addition, RSL NSW sub-Branches and other donors, provided over \$2.1million to enable its partner charity and related entity RSL LifeCare to:

- Provide \$258,662 in financial assistance, supporting essential services for veterans and their families.
- Assist 142 veterans experiencing homelessness.
- Help 480 veterans to lodge 1729 DVA claims.
- Make 353 virtual or socially distanced visits to veterans and family members at homes, hospitals or nursing homes.
- Lodge 164 new VRB appeals, complete 276 Alternative Dispute Resolution (ADR) mediation discussions and represent 25 full VRB Board Hearings.

As at 30 June 2021 RSL NSW had 337 sub-Branches throughout NSW and had 28,079 members.

Aside from its sub-Branches, the RSL NSW Family in 2020/2021 included:

- Anzac House Trust
- RSL Australian Forces Overseas Fund (known as AFOF)
- RSL Custodian Pty Ltd
- RSL LifeCare
- RSL NSW Auxiliaries
- RSL Welfare and Benevolent Institution (WBI) (vested 31 October 2020)
- RSL Youth Clubs
- RSL Day Clubs

More information can be found on the RSL NSW website - www.rslnsw.org.au.



President's Report

Ray James OAM, GAICD, JP

The past year has seen veterans and the wider community experience the challenges of a global pandemic. COVID-19 has not only resulted in the loss of life but has also impacted how our organisation and the community function. The restrictions and lockdowns have resulted in members not being able to attend funerals, commemorative events, attend sub-Branch meetings, and subsequently resulted in the first virtual Congress and Annual General Meeting in the history of the League.

Remembrance Day, the ANZAC Day Dawn Service and Sydney March went ahead with COVID Safety Plans in place. Vigorous lobbying of the NSW Government by RSL NSW resulted in over 4000 veterans marching through the CBD. Smaller commemorative services were hosted by sub-Branches across NSW however volunteer health and safety concerns hindered Poppy and ANZAC Appeal fundraising efforts.

RSL NSW enlisted the support of Australian Defence Force volunteers who were deployed in the Sydney CBD to raise over \$50,000 in addition to online fundraising campaigns. This amount, combined with the collective efforts of sub-Branches across the state, resulted in a donation of \$XXX to our partner charity, RSL LifeCare, to continue to provide services and support to veterans and their families.

RSL DefenceCare has been absorbed by RSL LifeCare Veteran Services and we continue to work together to establish Veteran Wellbeing Centres across NSW in addition to Nowra, Wagga Wagga, the Sydney CBD, and on the Far North Coast. The centres are crucial for RSL NSW to engage and deliver services and support veterans and their families in their communities. The 2021 Census will provide greater insights into where veterans are located across NSW and inform how our operations and centres can evolve to meet their needs.

The Federal Government announced the establishment of a Royal Commission into Defence and Veteran Suicide Prevention. The Commission was given broad terms of reference that will hopefully lead us all to a better understanding of veteran suicide and the impact of serving in the Australian Defence Force. The next few years will be tough for veterans and their families as the Royal Commission moves through various phases, undertakes public hearings and examines the failings of Government, Departments, and of course the ex-service organisations. This is a significant event for all veterans and RSL NSW is committed to ensuring we support veterans and their families who are affected.

In December 2020 I was elected as President after the first one member, one vote election in the League's history. The RSL NSW Board welcomed many new faces who bring a diverse set of skills and experience to the organisation.

President's Report (cont)

Ray James OAM, GAICD, JP



Most of the staff at ANZAC House have been forced to work from home throughout the year. The team was restructured and will move to new premises in Pitt Street, Sydney. Our Chief Executive Officer Jon Black has continued to work on the many projects and challenges presented to him by the Board, including the implementation of the 2021-2026 Strategic Plan. I thank Jon and his team for working overtime to deliver better outcomes for the League and the wider veteran community.

The Chair of the Board, Sophie Ray, has worked tirelessly with the CEO and his team to ensure decision making is conducted within robust governance frameworks. I also wish to acknowledge the work of the other Directors who contributed to RSL NSW in this financial year David Bell, Phillip Bridie, Phillip Chin, John Hutcheson, Stephen Graham, David McCann, Clinton Grose and Greg Read who all worked tirelessly and committed many hours to review large volumes of material to make informed decisions.

As President of RSL NSW I have filled the role as a Director on the RSL Australia Board which has faced its own challenges throughout the year. It is hoped that RSL Australia will achieve its objective to be the one voice for members and veterans across Australia.

Unfortunately, many of our members have passed throughout the year and my sympathy and condolences go to their families, friends and their mates left behind.

I would like to thank the CEO, State Secretary, and the entire team at ANZAC House for supporting me in my role as President of RSL NSW.



Chair's Report

Sophie Ray GDLS, BA (Hons), LLB (Hons), GAICD

Board, which has continued to ensuring it is fit for its charitable

In October, the Board approved the first five-year Strategic plan for RSL NSW after 12 months of consultation with members across the State. The strategic plan sets out RSL NSW's guiding principles and focuses for the next five years, with a staged series of projects and initiatives built into it. The Board is particularly grateful for the time that members took to attend meetings with the CEO and President to learn about the proposed plan and provide feedback and input on it.

In the first half of the financial year, members participated in the three yearly RSL NSW Board election. This was the first election in RSL NSW's history in which each member had an individual vote, and the first election in which members could vote electronically. The logistics of the election, particularly with the challenges of Covid, were significant, and the Board was delighted that notwithstanding these challenges over 20% of members voted, and that the election process, overseen by independent returning officer Link Market Services was a smooth one. The Board sees it as a measure of the members' support for its' work that all four of the previous RSL NSW Directors who nominated for re-election were re-elected, joining the two existing independent members and four newly elected members of the Board from their appointment in December, at RSL NSW's first virtual AGM. It is unfortunate that two of the four newly elected Directors have subsequently resigned due to changed personal circumstances. However, this has given the Board the opportunity to review the skills and experience of the remaining Directors and undertake a formal recruitment process within the membership to fill the ensuing casual vacancies ensuring greater diversity on the Board. The Board has also undertaken a similar process to fill the two independent member vacancies on the Audit & Risk Committee. It has been very pleasing to see the large number of applications from a range of candidates for these roles, particularly given that RSL NSW Board members are not remunerated, and all their time is volunteered. The Board is confident that these new Board and independent committee members will bring a great deal of expertise and insight to the leadership of RSL NSW as it continues through this period of change.

In early 2021, the Board was delighted to support the opening of the Veterans Wellbeing Centre, in Nowra. This joint initiative of RSL NSW and RSL Lifecare is the first of a series of Wellbeing centres to be rolled out across NSW in accordance with the Strategic Plan. The second centre, at Wagga Wagga, is expected to open on a temporary site later this year.

The Board has also continued to work on strengthening its governance, compliance and financial frameworks. In October, the Board and Executive took part in a series of externally facilitated sessions to design a robust risk framework and risk reporting protocols for the organisation. The impact of Covid and ever-changing financial landscape has meant that the Board has been constantly engaged in considering budgeting, forecasts, and operational drivers to ensure that Anzac House can

Chair's Report

Sophie Ray GDLS, BA (Hons), LLB (Hons), GAICD



continue to provide support and services to RSL NSW members at a time when these are particularly needed. The Board also submitted its final report to the ACNC under the Enforceable Undertaking entered into by RSL NSW in 2018.

While this is a moment of note in RSL NSW's history, the ACNC has made it clear that it will continue to monitor RSL NSW's activities, and the Board of RSL NSW is determined that the lessons learned from the Bergin Enquiry and the processes, policies and rules of conduct introduced since then, will continue to form the basis of RSL NSW's operations going forward.

Amongst all of this, Board members have continued their day-to-day work, attending 13 Board meetings; 15 Committee meetings; 2 joint meetings with the District Presidents' Council; 4 meetings with the Board of RSL Lifecare. Board members have also represented RSL NSW on external committees, at commemorations, District Council and Sub-branch meetings, and at meetings with Government and other stakeholders. The Board has also continued to work closely with the Board of RSL Lifecare, to clarify roles, responsibilities, and governance oversight of RSL NSW in its role as the sole member of RSL Lifecare; and provided input to RSL National when requested.

The Board extends its thanks the CEO, Executive and staff at Anzac House and Hyde Park Inn, who have worked countless hours to keep RSL NSW running and moving forward during this unprecedented year. They have been unfailing in their good humour, willingness to answer questions at any time and hard work in the face of constant change and uncertainty. Additionally, the Board thanks and pays tribute to all the volunteers within the RSL NSW membership, for the countless hours that they commit to looking after veterans in their own communities, and to ensuring that RSL NSW continues to live and breathe its purpose, not matter the challenges before it.

On a personal note, I thank my fellow Board members for their commitment to their work, their collegiality and the respect with which they conduct robust debates when making complex decisions. And finally, a particular thanks to our President, Ray James, for his guidance and insight, from which I have benefitted enormously and which I greatly appreciate.

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CEO's Report

Jonathan (Jon) Black CSC, GAICD



Like so many other organisations, sadly the global pandemic has been the defining event of this financial year. While the substantial hit to our bottom line can be easily measured, the human toll, particularly in our case across the veteran community and their families cannot. Despite this, my thoughts are always primarily to our volunteer members and their support team at ANZAC House and what we do to support our veterans and their families.

With respect to State Branch (ANZAC House) the reported surplus is a great achievement, but this has only been made possible by our strategic property divestments. The underlying situation is a \$3.0 million operating deficit. While ANZAC House costs were reduced by \$6.5m from FY 2020, including reducing staff from 63 to 20, the pandemic reduced the expected returns from the Hyde Park Inn by \$2.8 m. Donations from sub-Branches to support ANZAC House were not substantial due to the impact of the pandemic on their investments and the timing of the request from ANZAC House. However, the underlying strength of the Balance Sheet enabled operations to continue.

The strategic \$95 million sale of Hyde Park Inn, involving a delayed settlement, will enable ANZAC House to establish a more diversified investment portfolio in the future, ensuring a sustainable future for the League's head office function, and greater opportunity to invest in veteran services.

Although distracted by the pandemic, and despite the financial constraints, we have pushed on with implementing the approved 2021-2026 Strategic Plan. The President and Chair have highlighted several achievements, but we still have so much to do and it will rely on the League working together to achieve our shared vision. We must ensure everyone in every community knows what the RSL stands for and what we do, and everyone who has served will want to join. I am still confident this can be achieved over the course of five years if we build trust and confidence across the organisation. It's an incredibly influential and effective organisation if we work as one RSL.

The Strategic Plan puts the Sub-Branch at the centre and is the foundation to delivering our charitable purpose. The four key sub-Branch functions espoused in the Plan are built from the League's esteemed history and recognise the founders' intent which has not changed; Matship or camaraderie, advocacy, and commemoration to the fore, supported by fundraising.

The RSL works hard to supporting our volunteer members in sub-Branches as they are an integral part of the 'One RSL, delivering locally' strategy. Commencing in 2020, when resources to support our veterans are not available in the sub-Branch or the services needed are beyond our capability, we can refer veterans to our own partner charity, RSL LifeCare. RSL LifeCare now operates RSL DefenceCare (offering a full array of pension advocacy and financial assistance,) and has a Veteran Services division focussed on providing services including support for homeless veterans, the RSL Employment Program, housing support, welfare, mental health support through the SPUR Equine Program and more. Given the growth in services, this part of the new strategy is working well.

CEO's Report (cont)

Jonathan Black CSC, GAICD



Finally, I would like to take this opportunity to thank the extraordinarily resilient, capable, and hardworking teams at ANZAC House and the Hyde Park Inn. Despite the disruption of the pandemic and sale, Peter and the team at the Hyde Park Inn have performed extraordinarily well, as has the small but dynamic team at ANZAC House; I am very proud to be their leader. The team remains dedicated to supporting our volunteers across our sub-Branch network and realising our vision for the future.



Governance Statement

RSL NSW is committed to a high standard of corporate governance to ensure the organisation achieves its stated objectives in ways that are transparent, accountable and effective. Corporate governance arrangements are reviewed regularly by the Board.

The Board's conduct is governed by the RSL NSW Act 2018 (Act), the RSL NSW Constitution, and the Board Charter.

Directors

The following were Directors of RSL NSW in the 2020/21 Financial Year:

Name	Date Appointed
David Bell*	June 2019
Phillip Bridie	April 2019 – December 2020 7 December 2020 (current term)
Phillip Chin	September 2017 – December 2020 7 December 2020 (current term)
Stephen Graham	7 December 2020 (current term)
Clinton Grose	7 December 2020 – July 2021 (resigned)
John Hutcheson	April 2019 – December 2020 7 December 2020 (current term)
Ray James	May 2014- January 2017 May 2017- December 2020 7 December 2020 (current term)
Sandra Lambkin	May 2017 – December 2020 (retired at close of term)
David McCann	7 December 2020 (current term)
Sophie Ray*	June 2019
Gregory Read	7 December 2020 – February 2021 (resigned)
Bryan Slattery	May 2017 – December 2020 (retired at close of term)
Jonathan Tuckfield	June 2019 – December 2020 (retired at close of term)

**Independent Directors appointed pursuant to the RSL NSW Act 2018 (NSW)*



Governance Statement

Committees

The following Board Committees assisted the Board in the discharge of its duties:

- Audit and Risk Committee
- Nomination, Remunerations and Performance Committee
- Governance Review Committee
- Veteran Services and Policy Committee
- Selections Committee
- Congress Agenda Committee

Each Committee has a Charter that sets out its role, responsibilities, composition and structure. The Charters are reviewed regularly by the Board. The Committees report to the Board at each Board meeting and minutes of meetings are provided to the Board.

Conflicts of Interest

All Directors are bound by the conflicts requirements of the Act and the Constitution which guide compliance with all legal, statutory, policy and other obligations.

Directors are required to disclose any actual or potential conflict of interest at the start of every Board meeting, at which time the Board determines an appropriate response which may require a Director to remove themselves from discussions, decisions or votes. In the case of staff, any actual or perceived conflict of interest must be declared to the Company Secretary and entered into the Register of Interests.

Director's Expenses

A record of Director Expenditure for the financial year is available on the RSL NSW website.

Board composition and renewal

The Board via its Nominations, Remuneration and Performance Committee reviews and evaluates its succession planning process on an ongoing basis to assist it to identify the skills and experience of serving Directors and to guide the recruitment of Independent Directors.

Board performance review

The Board reviews its performance at the end of every Board meeting. The review includes:

- the conduct of the meeting and Director participation;
- the content, quality and sufficiency of Board papers; and
- whether the venue and facilities were suitable and conducive to an effective meeting.

2020 - 2021 Board and Committee Meeting Attendance

	Board Meetings		Audit & Risk Committee		Nominations & Performance Committee		Governance Review Committee		Veteran Services & Policy Committee		Selections Committee		Congress Agenda Committee	
	Held	Attended	Held	Attended	Held	Attended	Held	Attended	Held	Attended	Held	Attended	Held	Attended
Board Members														
David Bell	13	10	4	3	3	3	1	1	-	-	-	-	-	-
Phillip Bridie	13	12	6	6	-	-	1	1	2	2	-	-	1	1
Phillip Chin	13	13	6	6	2	1	-	-	-	-	-	-	1	1
John Hutcheson	13	11	-	-	3	3	-	-	-	-	-	-	-	-
Ray James	13	13	6	2**	-	-	1	1**	4	4**	2	1**	1	1
Sandra Lambkin	5	5	-	-	1	1	-	-	2	1	2	2	-	-
Sophie Ray	13	13	-	-	3	3	1	1	-	-	-	-	-	-
Bryan Slattery	5	5	-	-	-	-	-	-	-	-	-	-	1	1
Jonathan Tuckfield	5	5	-	-	-	-	-	-	4	3***	-	-	1	1
Clinton Grose	8	5	-	-	-	-	-	-	2	2	-	-	-	-
Steven Graham	8	8	2	2	2	2	-	-	-	-	-	-	-	-
David McCann	8	7	-	-	-	-	-	-	2	1	-	-	-	-
Greg Read*	3	3	-	-	-	-	-	-	-	-	-	-	-	-
Independent Committee Members														
Victor Guevara****	-	-	6	4	-	-	-	-	-	-	-	-	-	-
Mark Moore****	-	-	6	3	-	-	-	-	-	-	-	-	-	-
Bronte Pollard	-	-	-	-	-	-	-	-	4	4	-	-	-	-
Nikki Young	-	-	-	-	-	-	-	-	3	3	-	-	-	-
David Edmond	-	-	-	-	-	-	-	-	-	-	2	2	-	-
Alan Barnes	-	-	-	-	-	-	-	-	-	-	2	2	-	-

* Retired due to illness

** Ex officio

*** Mr Tuckfield did not nominate for the Board election in December 2020 and was asked to become an independent member after that time

****Independent Members – New Committees were established following the Board election and all independent committee members vacated their positions in February 2021.

**The Returned and Services League of Australia (New South
Wales Branch)**

ABN 78 368 138 161

Special purpose financial report for the year ended
30 June 2021

The Returned and Services League of Australia (New South Wales Branch)

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The Returned and Services League of Australia (New South Wales Branch)
Statement of profit or loss and other comprehensive income
For the year ended 30 June 2021

		2021	2020
	Notes	\$	\$
Donations received		2,512,187	4,450,976
Management fees		46,876	46,876
Fair value gain on investment properties	11	11,307,698	-
Grants		103,394	513,518
Hotel revenue	4.1	3,478,596	5,926,777
Interest income		31,837	29,272
Membership fees and subscriptions		362,602	677,879
Other income	4.2	1,734,239	5,551,403
Rental income		221,626	479,952
Sale of goods		44,613	56,266
Total revenue		19,843,669	17,732,919
Administration expenses		(790,280)	(1,201,354)
Bad debts		-	(29,646)
Communications and publications		(67,057)	(263,821)
Cost of goods sold		(22,885)	(23,066)
Client support payments		(25,865)	(1,225,295)
Depreciation expense	8	(286,934)	(131,045)
Amortisation expense	9	(208,913)	(181,057)
Donations made	25	(2,841,137)	(105,567)
Employee benefits expense		(3,843,549)	(8,405,412)
Events		(196,545)	(200,652)
Finance costs		(59,318)	(137,500)
Hotel related expenses		(994,152)	(1,624,596)
Interest paid - Lease Liability		(18,457)	(24,365)
Fair value loss on investment properties		-	(2,847,023)
Amortisation of Lease Asset in Use	20	(82,920)	(85,149)
Loss on disposal of assets		(263,184)	(310)
Other employee related expenses		(206,397)	(312,899)
Other expenses		(43,780)	(88,195)
Professional fees		(1,154,061)	(868,000)
Property expenses		(255,966)	(266,594)
RSL National fees		(205,686)	-
Director and President expenses		(41,143)	(68,107)
Total expenses		(11,608,229)	(18,089,653)
Net surplus/(deficit) for the period		8,235,440	(356,734)
Other comprehensive income			
Increase/ (decrease) in the fair value of land and buildings	19	17,302,750	(6,715,353)
Net change in fair value of financial assets	19	419,184	(225,414)
Other comprehensive income/ (loss) for the period		17,721,934	(6,940,767)
Total comprehensive income/ (loss) for the period		25,957,374	(7,297,501)

The above statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes.

The Returned and Services League of Australia (New South Wales Branch)

Statement of financial position

As at 30 June 2021

	Notes	2021 \$	2020 \$
Assets			
Current assets			
Cash and cash equivalents	5	2,501,648	5,686,743
Trade and other receivables	6	488,715	991,846
Other financial assets	7	-	5,414
Inventories		51,909	51,070
Asset held for sale	10	3,300,000	-
Total current assets		6,342,272	6,735,073
Non-current assets			
Property, plant and equipment	8	60,383,624	43,389,005
Intangible assets	9	359,728	659,456
Investment properties	11	21,907,698	14,558,420
Financial assets	12	4,205,403	3,362,184
Other financial assets	7	27,220	58,341
Right of Use Asset	20	28,932	275,622
Total non-current assets		86,912,605	62,303,028
Total assets		93,254,877	69,038,101
Liabilities and equity			
Current liabilities			
Trade and other payables	14	602,732	1,111,841
Employee benefit liabilities	15	677,586	900,318
Lease Liability	20	13,722	81,113
Total current liabilities		1,294,040	2,093,272
Non-current liabilities			
Employee benefit liabilities	15	25,025	50,420
Borrowings	16	-	4,000,000
Specific purpose obligations	17	89,236	108,859
Lease Liability	20	17,352	213,702
Deferred income	18	3,300,000	-
Total non-current liabilities		3,431,613	4,372,981
Total liabilities		4,725,653	6,466,253
Net assets		88,529,224	62,571,849
Equity			
Accumulated funds		43,681,790	35,446,350
Fair value reserve	19	44,847,434	27,125,499
Total equity		88,529,224	62,571,849

The above statement of financial position should be read in conjunction with the accompanying notes.

The Returned and Services League of Australia (New South Wales Branch)**Statement of changes in equity**

For the year ended 30 June 2021

	Accumulated funds	Fair value reserve	Total equity
At 1 July 2019	35,803,084	34,066,266	69,869,350
Net deficit for the year	(356,734)	-	(356,734)
Other comprehensive loss (Note 19)	-	(6,940,767)	(6,940,767)
Total comprehensive loss for the year	(356,734)	(6,940,767)	(7,297,501)
At 30 June 2020	35,446,350	27,125,499	62,571,849
At 1 July 2020	35,446,350	27,125,499	62,571,849
Net profit for the year	8,235,440	-	8,235,440
Other comprehensive income (Note 19)	-	17,721,935	17,721,935
Total comprehensive income for the year	8,235,440	17,721,935	25,957,375
At 30 June 2021	43,681,790	44,847,434	88,529,224

The above statement of changes in equity should be read in conjunction with the accompanying notes.

The Returned and Services League of Australia (New South Wales Branch)

Statement of cash flows

For the year ended 30 June 2021

	2021	2020
Notes	\$	\$
Cash flow from operating activities		
Membership fees and employees subscriptions	362,602	677,879
Payments to suppliers and employees	(8,590,659)	(15,037,992)
Receipts from accommodation charges	3,980,887	6,849,533
Grants received	103,394	513,518
Donations received	2,699,656	4,585,534
Receipts from other income	1,448,935	5,317,945
Investment income	387,622	648,178
Dividends received	24,251	30,862
Interest received	31,837	29,272
Donations paid	(2,182,717)	(105,567)
Interest paid	(59,318)	(137,500)
Net cash (used in)/from operating activities	(1,793,510)	3,371,661
	5	
Cash flow from investing activities		
Deposit from sale of asset	3,300,000	-
Improvement of investment properties	-	(8,420)
Purchase of property, plant and equipment	-	(1,357,078)
Disposal of property, plant and equipment	500	29,838
Purchase of intangible assets	(151,416)	(545,930)
Purchase of financial instruments	(424,033)	(703)
Disposal of financial instruments	-	2,205,161
Receipts of loans receivable	1,791	5,293
Net cash used from investing activities	2,726,842	328,161
Cash flow from financing activities		
Lease payment	(118,427)	(90,323)
Loan payment	(4,000,000)	-
Net cash used in financing activities	(4,118,427)	(90,323)
Cash at beginning of the period	5,686,743	2,077,243
Net (decrease)/increase in cash and cash equivalents	(3,185,095)	3,609,500
Cash and Cash equivalents at 2021	2,501,648	5,686,743
	5	

The above statement of cash flows should be read in conjunction with the accompanying notes.

The Returned and Services League of Australia (New South Wales Branch)

Notes to the financial statements

For the year ended 30 June 2021

1. Entity information

The financial statements of The Returned and Services League of Australia (New South Wales Branch) ("RSL NSW") for the year ended 30 June 2021 were authorised for issue in accordance with a resolution of the Board of Directors on 27 September 2021.

RSL NSW is an incorporated body with limited liability, incorporated and domiciled in Australia. Incorporation status was established by an Act of the Parliament of New South Wales. By virtue of its method of incorporation, RSL NSW is not a legal entity under the Corporations Act 2001.

The registered office and principal place of business of RSL NSW is ANZAC House, 175 Pitt Street, Sydney, NSW 2000.

The principal activities of RSL NSW during the financial year were to provide for the well-being, care and commemoration of serving and ex-serving Defence Force personnel and their dependants and promote Government and Community awareness of current issues relevant to serving and ex-serving ADF personnel.

2. Summary of significant accounting policies

a) Basis of preparation

This special purpose financial report has been prepared in accordance with the requirements of the Australian Charities and Not-for-Profits Commission Act 2012, Australian Accounting Standards and other authoritative pronouncements of the Australian Accounting Standards Board. This financial report does not include the assets, liabilities and financial performance of the NSW sub-Branches or RSL LifeCare Ltd.

In the Board's opinion, RSL NSW is not a reporting entity because there are no users dependent on general purpose financial statements. The Board has determined that the accounting policies adopted are appropriate to meet their needs.

The financial report has been prepared on a historical cost basis, except investment properties, land and buildings and financial assets that have been measured at fair value.

The financial report is presented in Australian dollars (\$).

Changes in accounting policies, new and amended standards and interpretations

RSL NSW has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective. The impact of these new standards and interpretations, however, is not expected to have a material impact on RSL NSW's financial statements.

b) AASB 16 Leases

At inception of a new lease contract, RSL NSW will assess whether a contract is a lease contract. A contract is a lease contract if the contract gives the right to control the use of the underlying asset for a period of time in exchange for a rental payment. The lease term is the minimum number of periods (months/years) for which RSL NSW is contractually obligated to pay the lease rentals. Judgement is used to determine whether an extension option will be exercised at the end of the lease term.

For lease contracts with a lease term of 12 months or less, or where a lease is for a low value asset, Management elect to apply a recognition exemption and lease payments are recognised as an expense in the profit and loss statement.

Measurement and recognition of Lease liability

The lease liability is initially measured at the present value of the lease rental payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if the rate cannot be readily determined, RSL NSW's incremental borrowing rate. Generally RSL NSW uses its incremental borrowing rate as the discount rate. After initial recognition, the lease liability is amortised over the period of the lease using the annualised rental payment.

Measurement and recognition of Right of use asset

A right of use asset is recognised and is initially recorded at the same value as the lease liability.

It is then recorded in the balance sheet as "Lease Right of Use Asset" and amortised over the lease term using the straight line method. After initial recognition, the Right of Use Asset is measured using the depreciated cost model.

c) AASB 15 Revenue from Contracts with Customers and AASB 1058 Income of Not-for Profit Entities

Under AASB 15, a customer of RSL NSW is a party that has contracted with RSL NSW to obtain goods or services that are an output of RSL NSW's ordinary activities in exchange for consideration. The new revenue standard has a single model to deal with revenue from contracts with customers. Its core principle is that revenue should be recognised to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which RSL NSW expects to be entitled in exchange for those goods or services.

The Returned and Services League of Australia (New South Wales Branch)

Notes to the financial statements (continued)

For the year ended 30 June 2021

2. Summary of significant accounting policies (continued)

c) AASB 15 Revenue from Contracts with Customers and AASB 1058 Income of Not-for Profit Entities (continued)

RSL NSW uses a 5 – step approach to revenue recognition and measurement as follows:

- Identify the contract with the customer
- Identify the separate performance obligations
- Determine the transaction price
- Allocate the transaction price to the separate performance obligations
- Recognise revenue when (or as) performance obligations are satisfied

RSL NSW applies AASB 1058 Income of Not-for-Profit Entities when RSL NSW enters into transactions where the consideration to acquire an asset is significantly less than the fair value of the asset, principally to enable the organisation to further its charitable objectives. RSL NSW will recognise and measure the asset at fair value in accordance with other applicable Australian Accounting Standards.

RSL NSW follows the above conditions to recognise its rental income arising from leases on the investment properties over the lease term and includes this income as revenue in the statement of profit or loss. RSL NSW also follows the above conditions to recognise its grants, subscription income, administration service income and donation income when received.

JobKeeper Scheme

RSL NSW has recognised the amount received under the JobKeeper Scheme in the month in which the wage subsidy related to. RSL NSW has determined the amount by assessing its eligible employees for that month, which it lodged with the ATO on a monthly basis.

d) Current versus non-current classification

RSL NSW presents assets and liabilities in the statement of financial position based on current/non-current classification. An asset is current when it is:

- Expected to be realised or intended to be sold or consumed in the normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in the normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

e) Fair value measurement

RSL NSW measures financial instruments such as financial assets at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by RSL NSW.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

RSL NSW uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in an active market for identical assets or liabilities
- Level 2 - Valuation techniques for which the lowest input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

The Returned and Services League of Australia (New South Wales Branch)

Notes to the financial statements (continued)

For the year ended 30 June 2021

2. Summary of significant accounting policies (continued)

f) Cash and cash equivalents

Cash and cash equivalents in the statement of financial position comprise cash on hand and at bank and short-term deposits with a maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above.

g) Trade and Other receivables

A receivable represents the entity's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Trade receivables are recognised initially at fair value and subsequently measured at amortised cost, less expected credit losses. Trade receivables are due for settlement no more than 30 days from the date of recognition.

For trade receivables, the entity applies a simplified approach in calculating expected credit losses (ECL). Therefore, the entity does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The entity has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

h) Inventories

Inventories comprise goods for resale and goods for distribution at no nominal consideration as part of RSL NSW's activities.

Goods for resale

Inventories of goods for resale are carried at the lower of cost and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business, less any applicable selling expenses.

Goods held for distribution

Inventories of goods purchased and held for distribution are carried at cost, adjusted when applicable for any loss of service potential.

i) Financial assets - initial recognition and subsequent measurement

Initial recognition and measurement

Financial assets are classified, at initial recognition, and subsequently measured at amortised cost or fair value through other comprehensive income (OCI).

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in two categories:

- Financial assets at fair value through OCI with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)

Financial assets at fair value through OCI (debt instruments)

RSL NSW measures debt instruments at fair value through OCI if both of the following conditions are met:

- The financial asset is held within a business model with the objective of both holding to collect contractual cash flows and selling, and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

For debt instruments at fair value through OCI, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the statement of profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in OCI. Upon derecognition, the cumulative fair value change recognised in OCI is recycled to profit or loss.

RSL NSW's debt instruments at fair value through OCI includes investments in quoted debt instruments included under non-current financial assets.

Financial assets designated at fair value through OCI (equity instruments)

Upon initial recognition, RSL NSW elected to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under IAS 32 Financial Instruments: Presentation and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognised as other income in the statement of profit or loss when the right of payment has been established, except when RSL NSW benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

RSL NSW elected to classify irrevocably its non-listed equity investments under this category.

The Returned and Services League of Australia (New South Wales Branch)

Notes to the financial statements (continued)

For the year ended 30 June 2021

2. Summary of significant accounting policies (continued)

j) Property, plant and equipment

Property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, RSL NSW depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repairs and maintenance costs are recognised in profit or loss as incurred.

Land and buildings

Land and buildings (except for investment properties) are shown at fair value based on periodic, but at least triennial valuations by registered independent valuers with recognition where appropriate for subsequent cost of building improvements. Land and buildings are measured at fair value less accumulated depreciation and impairment losses recognised after the date of revaluation. Valuations are performed with sufficient frequency to ensure that the carrying amount of a revalued asset does not differ materially from its fair value.

A revaluation surplus is recorded in OCI and credited to the asset revaluation surplus in equity. However, to the extent that it reverses a revaluation deficit of the same asset previously recognised in profit or loss, the increase is recognised in profit or loss. A revaluation deficit is recognised in the statement of profit or loss, except to the extent that it offsets an existing surplus on the same asset recognised in the asset revaluation surplus.

An annual transfer from the asset revaluation surplus to retained earnings is made for the difference between depreciation based on the revalued carrying amount of the asset and depreciation based on the asset's original cost. Additionally, accumulated depreciation as at the revaluation date is eliminated against the gross carrying amount of the asset and the net amount is restated to the revalued amount of the asset. Upon disposal, any revaluation surplus relating to the particular asset being sold is transferred to retained earnings.

Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets, as follows:

Plant and equipment	5%-33%
Motor vehicle	20%
Leasehold improvements	20%

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit or loss when the asset is derecognised.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

k) Intangibles

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit or loss in the expense category that is consistent with the function of the intangible assets.

Amortisation is calculated on a straight-line basis over the estimated useful lives of the intangibles, as follows:

Computer Software	20%-33%
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l) Investment properties

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value, which reflects market conditions at the reporting date. Gains or losses arising from changes in the fair values of investment properties are included in profit or loss in the period in which they arise.

The Returned and Services League of Australia (New South Wales Branch)

Notes to the financial statements (continued)

For the year ended 30 June 2021

2. Summary of significant accounting policies (continued)

m) Impairment of non-financial assets

RSL NSW assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, RSL NSW estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples or other available fair value indicators.

Impairment losses are recognised in the statement of profit or loss as an expense.

An assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, RSL NSW estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit or loss and other comprehensive income unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

n) Trade and other payables

Trade and other payables are carried at amortised cost and due to their short-term nature they are not discounted. They represent liabilities for goods and services provided to RSL NSW prior to the end of the financial year that are unpaid and arise when RSL NSW becomes obliged to make future payments in respect of the purchase of these goods and services. The amounts are unsecured and are usually paid within 30 days of recognition.

o) Employee benefit liabilities

Wages and salaries

Liabilities for wages and salaries which are expected to be settled within 12 months of the reporting date are recognised in respect of employees' services up to the reporting date. They are measured at the amounts expected to be paid when the liabilities are settled.

Long service leave and annual leave

RSL NSW does not expect its long service leave or annual leave benefits to be settled wholly within 12 months of each reporting date. RSL NSW recognises a liability for long service leave and annual leave measured as the present value of expected future payments to be made in respect of services provided by employees up to the reporting date using the projected unit credit method. Consideration is given to expected future wage and salary levels, experience of employee departures, and periods of service. Expected future payments are discounted using market yields at the reporting date on national government bonds with terms to maturity and currencies that match, as closely as possible, the estimated future cash outflows.

p) Borrowings

RSL NSW's financial liabilities include borrowings. These are measured subsequently at amortised cost using the effective interest rate method.

All interest-related charges and, if applicable, changes in an instrument's fair value that are reported in profit or loss are included within finance costs or finance income.

The Returned and Services League of Australia (New South Wales Branch)

Notes to the financial statements (continued)

For the year ended 30 June 2021

2. Summary of significant accounting policies (continued)

q) Taxes

RSL NSW is a not-for-profit organisation outlined in its constitution and as such, is exempt from income tax.

Goods and services tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except:

- When the GST incurred on a sale or purchase of assets or services is not payable to or recoverable from the taxation authority, in which case the GST is recognised as part of the revenue or the expense item or as part of the cost of acquisition of the asset, as applicable
- When receivables and payables are stated with the amount of GST included

The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the statement of financial position. Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the taxation authority.

Cash flows are included in the statement of cash flows on a gross basis and the GST component of cash flows arising from investing and financing activities, which is recoverable from, or payable to, the taxation authority is classified as part of operating cash flows.

r) Specific purpose obligations

Specific purpose obligations represent funds received from individuals, estates or other parties for various purposes including: scholarships or youth sporting and other social activities. Such funds are held by RSL NSW to spend at its discretion for the purpose for which they originated. RSL NSW recognises the obligation to expend these funds as a provision, in some cases also maintaining a separate bank account. When the particular purpose for which the funds were contributed is completed, the obligation is extinguished, or RSL NSW decides that the funds can no longer be expended for the originally established purpose any surplus funds are recognised as revenue. In addition, RSL NSW holds funds on behalf of other parties for specific memorials or commemorations purposes. These funds are held as an asset and a corresponding liability.

3. Significant accounting judgements, estimates and assumptions

The preparation of RSL NSW's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Estimates and assumptions

RSL NSW makes estimates and assumptions concerning the future. The resulting accounting estimates by definition seldom equal the related actual results. There are no estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amount of asset and liabilities.

Fair value measurement of financial assets

When the fair values of financial assets and financial liabilities recorded in the statement of financial position cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the discounted cash flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

Revaluation of land and buildings

RSL NSW measures its land and buildings at revalued amounts, with changes in fair value being recognised in OCI. The land and buildings were independently valued, using the Direct Comparison method of valuation. Further details on the revaluations are provided in note 8 and note 11.

The Returned and Services League of Australia (New South Wales Branch)

Notes to the financial statements (continued)

For the year ended 30 June 2021

4. Revenue

4.1 Hotel revenue

	Notes	2021	2020
		\$	\$
Accommodation		3,469,411	5,867,434
Ancillary income		9,185	7,055
Conference room hire		-	52,288
		3,478,596	5,926,777

Geographical markets

Australia		3,478,596	5,926,777
Total revenue from contracts with customers		3,478,596	5,926,777

Timing of revenue recognition

Goods transferred at a point in time		9,185	7,055
Services transferred over time		3,469,411	5,919,722
Total revenue from contracts with customers		3,478,596	5,926,777

4.2 Other income

	2021	2020
	\$	\$
Fee For Service	222,904	4,033,780
Closed sub-Branches	37,265	99,636
Sundry income	-	3,387
Other income	93,500	432,460
Jobkeeper subsidy	1,038,700	627,000
Investment income	119,119	121,350
Support and assistance fund contribution	187,470	139,558
Administration Fee Income	11,030	63,370
Dividend received	24,251	30,862
	1,734,239	5,551,403

5. Cash and cash equivalents

	2021	2020
	\$	\$
Cash at bank and on hand	2,501,648	5,686,743
	2,501,648	5,686,743

For the purpose of the statement of cash flows, cash and cash equivalents comprise the above.

The Returned and Services League of Australia (New South Wales Branch)

Notes to the financial statements (continued)

For the year ended 30 June 2021

5. Cash and cash equivalents (continued)

	<u>2021</u>	<u>2020</u>
	\$	\$
Cash flow reconciliation		
Reconciliation of surplus/(deficit) to net cash flows from/(used in) operations:		
Net deficit for the period	8,235,440	(356,734)
Adjustments for:		
Depreciation and amortisation	495,847	312,102
Loss on sale of property, plant and equipment	262,925	75
Loss on sale of investment properties	658,420	-
Amortisation and interest - lease liability	101,377	109,514
Impairment of financial assets	34,744	-
Revaluation gain/(loss) of Investment properties	(11,307,698)	2,847,023
Other non-cash items	-	(44,435)
Changes in assets and liabilities:		
Decrease in trade and other receivables	503,131	939,982
Increase in inventories	(839)	(19,945)
Decrease in trade and other payables	(509,109)	(469,874)
(Decrease)/increase in employee benefits	(248,127)	53,953
Decrease in special purpose obligations	(19,621)	-
Net cash flows (used in)/from operating activities	<u>(1,793,510)</u>	<u>3,371,661</u>

6. Trade and other receivables

	<u>2021</u>	<u>2020</u>
	\$	\$
Current		
Trade debtors	165,233	473,130
Sundry debtors	2,148	256,751
Prepayments and accrued income	321,334	261,965
	<u>488,715</u>	<u>991,846</u>

7. Other financial assets

	<u>2021</u>	<u>2020</u>
	\$	\$
Current		
Loans - secured	-	5,414
	<u>-</u>	<u>5,414</u>
Non-current		
Term Deposit - non-current	27,220	27,220
Loans - secured	-	31,121
	<u>27,220</u>	<u>58,341</u>

The Returned and Services League of Australia (New South Wales Branch)

Notes to the financial statements (continued)

For the year ended 30 June 2021

8. Property, plant and equipment

	Land and buildings	Plant and equipment	Motor vehicle	Leasehold improvements	Total
	\$	\$	\$	\$	\$
Cost					
At 1 July 2020	43,200,000	408,225	30,088	19,891	43,658,204
Revaluations	17,302,750	-	-	-	17,302,750
Disposals	-	(39,899)	(30,088)	(19,891)	(89,878)
Transfers	23,913	(23,913)	-	-	-
At 30 June 2021	60,526,663	344,413	-	-	60,871,076
Depreciation					
At 1 July 2020	-	232,813	30,088	6,299	269,199
Depreciation charge for the period	200,647	82,640	-	3,647	286,934
Disposals	-	(28,648)	(30,088)	(9,946)	(68,682)
At 30 June 2021	200,647	286,805	-	-	487,452
Net book value					
At 30 June 2021	60,326,016	57,608	-	-	60,383,624
At 30 June 2020	43,200,000	175,412	-	13,592	43,389,005

Disposals

Disposals mainly relate to computer equipments, sale of a motor vehicle and fit-out costs relating to the Campbelltown warehouse.

Hyde Park Inn

RSL NSW has entered into a Put and Call Option (PCO) Deed for the sale of Hyde Park Inn and 262 Castlereagh Street with Central Element. The PCO will allow the purchaser to exercise a call option during the call option period (between 30-48 months from the date of the Deed) to buy Hyde Park Inn and 262 Castlereagh Street. If the call option is not exercised by Central Element, RSL NSW can exercise a put option during the put option period (15 business days after the call option expiry date) to sell both properties and make the agreement binding for both parties. The future Guaranteed Minimum Purchase Price has been agreed at \$95m. RSL NSW has used this \$95m as a future fair value for both Hyde Park Inn and 262 Castlereagh Street and has used the discounted present value method to revalue Hyde Park Inn and 262 Castlereagh Street as at 30 June 2021. A discount rate of 6.18% has been selected which is the market incremental borrowing rate as of the reporting date to determine the present value of the properties. This has resulted in a revaluation gain of \$17.3m for Hyde Park Inn which has been credited to asset revaluation surplus in equity.

The Returned and Services League of Australia (New South Wales Branch)

Notes to the financial statements (continued)

For the year ended 30 June 2021

9. Intangible Assets

	Intangible Assets	Capital Work In Progress	Total
	\$	\$	\$
Cost			
At 1 July 2020	926,869	-	926,869
Additions	134,100	17,317	151,417
Disposals	(284,779)	-	(284,779)
At 30 June 2021	776,190	17,317	793,507
Amortisation			
At 1 July 2020	267,414	-	267,414
Amortisation charge for the period	208,913	-	208,913
Disposals	(42,548)	-	(42,548)
At 30 June 2021	433,779	-	433,779
Net book value at 30 June 2021	342,411	17,317	359,728
Net book value at 30 June 2020	659,456	-	659,456

Addition of Intangible assets

Additions of intangible assets relate to new Expense Management software and Membership CRM software.

10. Asset held for Sale

	2021	2020
	\$	\$
Concord RSL & Community Club, Concord West	3,300,000	-
	3,300,000	-

RSL NSW Executive assess that the carrying value of the property approximates its fair value as at 30 June 2021 and has decided to actively market this property for sale.

11. Investment Properties

	2021	2020
	\$	\$
262 Castlereagh Street, Sydney	21,907,698	10,600,000
Concord RSL & Community Club, Concord West	-	3,300,000
18-24 Matong Street, Dareton	-	278,420
17-23 Matong Street, Dareton	-	380,000
	21,907,698	14,558,420

262 Castlereagh Street, Sydney

In 2015, RSL NSW purchased the property at 262 Castlereagh Street, Sydney for \$8,690,000 and incurred expenses in respect of a development application of \$782,179. The property was reclassified to investment property for the year ended 31 December 2016 to reflect its intended use.

The property is intended to be held for capital appreciation.

On December 2020 RSL NSW has entered into a Put and Call Option (PCO) deed with Central Element to sell 262 Castlereagh Street along with Hyde Park Inn. The future Guaranteed Minimum Purchase Price has been agreed at \$95m for both the properties. RSL NSW has used this \$95m as a future fair value for both Hyde Park Inn and 262 Castlereagh Street and has used the discounted present value method to revalue 262 Castlereagh Street as at 30 June 2021. This has resulted in a revaluation gain of \$11.3m for 262 Castlereagh Street which has been credited to the profit and loss statement as a fair value gain on investment properties.

Concord RSL & Community Club, Concord West

RSL NSW's Board has decided to market Concord RSL and Community Club for sale and has reclassified this as Asset Held for Sale as at 30 June 2021.

Units - Matong Street, Dareton

RSL NSW has donated both the Matong Street, Dareton properties to Wentworth sub-Branch and the ownership has been transferred during June 2021.

The Returned and Services League of Australia (New South Wales Branch)

Notes to the financial statements (continued)

For the year ended 30 June 2021

12. Financial Asset investments

	<u>2021</u>	<u>2020</u>
	\$	\$
Mortgage and wholesale funds	942,857	568,854
Index Funds	3,262,546	2,793,330
	<u>4,205,403</u>	<u>3,362,184</u>

The fair value is determined by reference to published price quotations in an active market.

13. Fair value measurement

The following table provides the valuation details of RSL NSW's assets measured at fair value:

	<u>Date of Valuation</u>	<u>\$</u>
Assets measured at fair value:		
Financial Asset investments (Note 12)		
Mortgage and wholesale funds	2021	942,857
	2020	568,854
Index Funds	2021	2,986,166
	2020	2,517,359
Cash Trust	2021	276,380
	2020	275,971
Property, plant and equipment (Note 8)		
Hyde Park Inn	2021	60,326,016
	2020	43,200,000
Investment properties (Note 11)		
262 Castlereagh Street, Sydney	2021	21,907,698
	2020	10,600,000
Concord RSL & Community Club, Concord West	2021	-
	2020	3,300,000
18-24 Matong Street, Dareton	2021	-
	2020	278,420
17-23 Matong Street, Dareton	2021	-
	2020	380,000

The fair value of financial assets is determined by reference to published price quotations in an active market.

The Returned and Services League of Australia (New South Wales Branch)**Notes to the financial statements (continued)**

For the year ended 30 June 2021

14. Trade and other payables

	2021	2020
Current	\$	\$
Trade and other payables	462,924	921,142
Deposits in advance	73,065	178,297
Subscriptions received in advance	62,438	12,402
Payroll Tax Payable	4,305	-
	602,732	1,111,841

15. Employee benefit liabilities

	2021	2020
Current	\$	\$
Annual leave	335,330	531,820
Long service leave	342,256	368,498
	677,586	900,318
Non-current		
Long service leave	25,025	50,420
	25,025	50,420

16. Borrowings

	2021	2020
	\$	\$
Loan payable	-	4,000,000
	-	4,000,000

17. Specific purpose obligations

	2021	2020
	\$	\$
Youth councils	44,490	44,622
Scholarships	32,494	32,482
Memorial and commemoration provisions	793	793
Other provisions	11,459	30,962
	89,236	108,859

18. Deferred income

	2021	2020
	\$	\$
Deposit received in advance from sale of asset	3,300,000	-
	3,300,000	-

The Returned and Services League of Australia (New South Wales Branch)

Notes to the financial statements (continued)

For the year ended 30 June 2021

19. Fair value reserves

	Fair Value Reserve	Asset revaluation reserve	Total
	\$	\$	\$
As at 1 July 2019	2,465,724	31,600,542	34,066,266
Decrease in value of financial asset investments	(225,414)	-	(225,414)
Decrease in value of land and buildings	-	(6,715,353)	(6,715,353)
As at 30 June 2020	2,240,310	24,885,189	27,125,499
Increase in value of financial asset investments	419,185	-	419,185
Increase in value of land and buildings	-	17,302,750	17,302,750
As at 30 June 2021	2,659,495	42,187,939	44,847,434

Nature and purpose of reserves

Financial assets

Changes in the fair value and exchange differences arising on translation of investments that are classified as financial assets (e.g., equities), are recognised in other comprehensive income and accumulated in a separate reserve within equity.

Asset revaluation reserve

The land and building of Hyde Park Inn is measured at fair value, with changes in fair value being recognised in OCI. On December 2020 RSL NSW has entered into a put and call option deed with Central Element to sell Hyde Park Inn. RSL NSW has used the future guaranteed minimum sale price as a fair value for Hyde Park Inn and has used the discounted present value method to revalue Hyde Park Inn as at 30 June 2021. The revaluation gain has been credited to asset revaluation reserve.

20. Leases

RSL NSW has entered into lease commitments for the warehouse at Unit 1, 25 Badgally Road, Campbelltown and for printers and photocopy machines at its office premises with Toshiba. Due to reduced operational and storage requirements, RSL NSW has terminated the lease at Unit 1, 25 Badgally Road effective May 2021. The Toshiba lease term expires on 31 August 2023. Information regarding the leases are presented below:

	Right of Use Asset	
	\$	
Right of Use Asset		
Balance at 1 July 2020		275,622
Additions during the year		-
Amortisation		(82,920)
Disposals during the year		(163,770)
Balance at 30 June 2021		28,932
	2021	2020
	\$	\$
Lease liability		
<i>Maturity analysis - contractual undiscounted cashflows</i>		
Within one year	15,576	99,619
After 1 year but less than 5 years	18,172	231,928
More than 5 years	-	-
	33,748	331,547
Lease liabilities included in the statement of financial position as at 30 June 2021:		
Current	13,722	81,113
Non-current	17,352	213,702
	31,074	294,815

21. Commitments, contingencies and lease commitments

Capital Commitments

RSL NSW did not have any capital commitments as at 30 June 2021 (30 June 2020: nil).

Contingent liabilities

RSL NSW did not have any other contingencies as at 30 June 2021 (30 June 2020: \$27,220).

The Returned and Services League of Australia (New South Wales Branch)

Notes to the financial statements (continued)

For the year ended 30 June 2021

22. Related party information

	Description of transactions	Entity Type	2021	2020
Revenue from				
			\$	\$
ANZAC House Trust	Management fees	1	20,400	20,400
RSL Welfare & Benevolent Institution (WBI)	Management fees & Shared expenses	2	222,904	4,033,780
Australian Forces Overseas Fund (AFOF)	Management fees	4	26,476	26,476
			269,780	4,080,656
			2021	2020
Payments To				
			\$	\$
RSL Welfare & Benevolent Institution (WBI)	Shared expenses	2	-	130,130
RSL LifeCare	Donation, grants and other services	3	2,605,333	-
			2,605,333	130,130
			2021	2020
Amounts owed by/(to) Related Parties				
			\$	\$
ANZAC House Trust		1	-	1,870
RSL Welfare & Benevolent Institution (WBI)		2	-	297,819
RSL LifeCare		3	60,773	-
Australian Forces Overseas Fund (AFOF)		4	-	2,427
			60,773	302,116

Entity Type

1. The entity is the co-occupier of the premises sub-leased by the Trust. The entity and the Trust have common natural persons as members of the Board of Management.
2. RSL WBI and the entity share resources and have common management personnel. The entity provided services to the Trustees until the wind-up date of the trust 31 October 2020.
3. RSL NSW is the sole member of RSL LifeCare.
4. The entity and AFOF have common natural persons as members of the Board of Management.

A services agreement was entered into with RSL WBI for RSL NSW to deliver services to ex-serving veterans, the cost of which was invoiced by RSL NSW to RSL WBI. RSL NSW delivered services under the RSL DefenceCare program to both serving and ex-serving veterans. RSL WBI funded the provision of services to ex-serving veterans.

23. Auditors remuneration

	2021	2020
	\$	\$
The auditor of RSL NSW is Ernst & Young (Australia)		
Amounts received or due and receivable by Ernst & Young (Australia) for:		
Fees for auditing the statutory financial report	74,880	84,843
Fees for other assurance and agreed-upon-procedures services under other legislation or contractual arrangements where there is discretion as to whether the service is provided by the auditor or another firm	-	12,480
Fees for other services - System compliance	-	81,800
	74,880	179,123

The Returned and Services League of Australia (New South Wales Branch)

Notes to the financial statements (continued)

For the year ended 30 June 2021

24. Board of Directors and key management personnel compensation

The members of the Board during the reporting period was as follows:

Name	Position
Raymond James	President
Phillip Chin	Director
Sophie Ray	Director
David Bell	Director
Phillip Bridie	Director
John Hutcheson	Director
Clinton Grose	Director, appointed on 7 December 2020
David McCann	Director, appointed on 7 December 2020
Stephen Graham	Director, appointed on 7 December 2020
Sandra Lambkin	Director, resigned on 7 December 2020
Bryan Slattery	Director, resigned on 7 December 2020
Jonathon Tuckfield	Director, resigned on 7 December 2020

The Directors are not remunerated by RSL NSW, only certain expenses incurred on behalf of RSL NSW are reimbursed. These expenses amounted to \$41,143 (2020: \$68,107).

Key management personnel are persons who have authority and responsibility for planning, directing and controlling the activities of RSL NSW during the financial period. The key management personnel in office during the financial period were:

Name	Position
Jonathan Black	Chief Executive Officer
Nicole Hasrouni	Chief Financial Officer
Jeffrey O'Brien	State Secretary
Valentyna Jurkiw	Head of Legal/Company Secretary
Trina Constable	Head of Communications and Marketing

	2021	2020
	\$	\$
Total compensation paid to key management personnel	1,108,245	1,123,233

25. Donations made

	2021	2020
	\$	\$
Funds were distributed as follows:		
RSL sub-Branches	15,185	105,567
Donations Made	2,825,952	-
	2,841,137	105,567



Responsible Entities' declaration

I, Ronald Raymond James, President of The Returned and Services League of Australia (New South Wales Branch) (RSL NSW) declare that in my opinion:

- 1) the financial statements and notes of RSL NSW satisfy the requirements of the Australian Charities and Not-for-profits Commission Act 2012, including by giving a true and fair view of the financial position of RSL NSW as at 30 June 2021 and of its performance for the year ended on that date and by complying with Australian Accounting Standards to the extent described in Note 2 to the financial statements;
- 2) there are reasonable grounds to believe RSL NSW is able to pay all of its debts as and when they become due and payable.

I am authorised by the responsible entities to sign this declaration under section 60.15(2) of the ACNC Regulation.

Ronald Raymond James
President
RSL NSW

Dated this 27 day of September 2021



President's declaration given under Charitable Fundraising Authority Condition 6(3)

I, Ronald Raymond James, President of The Returned and Services League of Australia (New South Wales Branch) (RSL NSW) declare that in the circumstances and to the relevant extent, in my opinion:

1. the income statement gives a true and fair view of the state of affairs of income and expenditure of RSL NSW with respect to fundraising appeals;
2. the balance sheet gives a true and fair view of the state of affairs of RSL NSW with respect to its fundraising appeals;
3. the provisions of the Act, the regulations under the Act and the conditions attached to the RSL NSW Charitable Fundraising Authority have been complied with; or
4. the internal controls exercised by the organisation are appropriate and effective in accounting for all income received and applied by RSL NSW from any fundraising appeals.

Ronald Raymond James
President
RSL NSW

Dated this 27 day of September 2021

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Independent Auditor's Report to the Members of The Returned and Services League of Australia (New South Wales Branch)

Opinion

We have audited the financial report, being a special purpose financial report, of The Returned and Services League of Australia (New South Wales Branch) (the "League"), which comprises the statement of financial position as at 30 June 2021, the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

In our opinion, the accompanying financial report of the Company is in accordance with the Australian Charities and Not-for-Profits Commission Act 2012, including:

- a) giving a true and fair view of the Company's financial position as at 30 June 2021 and of its financial performance for the year ended on that date; and
- b) complying with Australian Accounting Standards to the extent described in Note 2, and the Australian Charities and Not-for-Profits Commission Regulation 2013.

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Company in accordance with the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter - Basis of Accounting

We draw attention to Note 2 to the financial statements, which describes the basis of accounting. The financial report has been prepared for the purpose of fulfilling the directors' financial reporting responsibilities under the Australian Charities and Not-for-Profits Commission Act 2012. As a result, the financial report may not be suitable for another purpose. Our opinion is not modified in respect of this matter.



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Responsibilities of the Directors for the Financial Report

The directors of the Company are responsible for the preparation of the financial report that gives a true and fair view and have determined that the basis of preparation described in Note 2 to the financial statements is appropriate to meet the requirements of the Australian Charities and Not-for-Profits Commission Act 2012 and is appropriate to meet the needs of the members. The directors' responsibility also includes such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters relating to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.



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- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

A handwritten signature in black ink that reads 'Ernst & Young'.

Ernst & Young

A handwritten signature in black ink that reads 'Daniel Cunningham'.

Daniel Cunningham
Partner
Sydney
27 September 2021



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Auditor's independence declaration to the Members of The Returned and Services League of Australia (New South Wales Branch)

In relation to our audit of the financial report of The Returned and Services League of Australia (New South Wales Branch) for the financial year ended 30 June 2021, and in accordance with the requirements of Subdivision 60-C of the *Australian Charities and Not-for-profits Commission Act 2012*, to the best of my knowledge and belief, there have been no contraventions of the auditor independence requirements of the *Australian Charities and Not-for-profits Commission Act 2012* or any applicable code of professional conduct.

A handwritten signature in cursive script that reads 'Ernst & Young'.

Ernst & Young

A handwritten signature in cursive script that reads 'Daniel W Cunningham'.

Daniel W Cunningham
Partner
27 September 2021

ANNEXURE C – FLOWCHART ILLUSTRATING TREATMENT OF CONSTITUTION MOTIONS

Annexure C: Flowchart for three sets of Constitutional Motions at the 2021 AGM

