



**R S L N S W**

# **RSL NSW Constitution – Consultation & Feedback**

# Feedback process

- **w/c 11 June:** District Councils to familiarise themselves with the content
- **w/c 17 June** District Councils should circulate the document to sub-Branches one week after they have received it, or as soon as they are comfortable assisting sub-Branches to work through it.
- **w/c 17 June:** RSL NSW will send a copy of the draft Constitution to all sub-Branches one week after its issue to the DCs to ensure it is received by all.
- After this, District Councils and sub-Branches should meet to discuss the content and provide feedback
- **Prior to 15 July**, each DC should collate the feedback from their sub-Branches and submit the details to ANZAC House via the feedback template that will be provided
- **By 1 August** Feedback will be published on the RSL NSW website

# WHAT HAS BEEN DROPPED

- Models A & B
- Proposal to remove District Councils
- Executive Director
- Higher percentage (75%) of delegates needed to change the Constitution
- Language suggesting that the Board will ‘control and direct’ sub-Branches, in lieu of providing that the Board will ‘govern and regulate’

# WHAT HAS BEEN DROPPED – MODELS

While there is the capacity for sub-Branches to incorporate there is **no compulsion to do so.**

**Each sub-Branch will have the ability to choose the structure that is right for them** – i.e. incorporating or remaining unincorporated with the Trustee/Executive committee model.

# WHAT HAS BEEN DROPPED – Proposal to remove District Councils

The number and structure and functions of District Councils will remain the same as the current constitution.

They will not be replaced with Regional Representative Councils.

There will be a newly constituted body of District Council Presidents which will have enhanced responsibilities and will provide Board oversight

# WHAT HAS BEEN DROPPED – EXECUTIVE DIRECTOR

It was clear from the SVA survey that members & sub-Branches did not understand the need for or function of an Executive Director.

As a result, **the position has been removed** and there is no intention to raise this issue in the foreseeable future.

# WHAT HAS BEEN DROPPED – 75% OF DELEGATES NEEDED TO CHANGE THE CONSTITUTION

The proposal to increase the majority of delegates required to vote on constitutional motions at Congress to 75% **has been wound back.**

The new constitution will require **a motion to be agreed by 66% of delegates present and voting at Congress** to amend the constitution.

# WHAT'S NEW?

- Changes as a result of the *RSL NSW Act 2018*
- Newly constituted Board (Clause 9)
- Board Election (Clause 8.7)
- Board Appointment of Independent Directors
- Approval of proposed independent directors before appointment by District Presidents' Council
- Board Term of Office – maximum 9 years (3 terms)
- One member, one vote elections
- Ability for sub-Branches to Incorporate
- Minor change to criteria for Service and Affiliate Members
- Auxiliary Members
- Replacing By-Laws and Regulations with SOPs



# WHAT'S NEW - CHANGES AS A RESULT OF THE *RSL ACT 2018*

Some areas of change will be:

- refers to State Council as the Board
- imposes express governance obligations on the Board
- mandates that the Board comprise a maximum of 10 Directors
- requires the appointment of at least one independent director,
- gives each Service Member a vote to elect the 8 (or 9) elected Directors

# WHAT'S NEW – BOARD (CLAUSE 9)

The body known as State Council is now the **Board of RSL NSW**.

State Councillors are now **Directors**.

Where, State Councillors were elected to represent either the Metropolitan, Southern Country or Northern Country regions, **Directors will represent the whole of the League in NSW**.

# WHAT'S NEW – BOARD ELECTION

The RSL NSW Act 2018 gave all **Service Members the right to directly elect** Service Members (including the President) to the **Board of RSL NSW**.

This is opposed to having sub-Branches elect the President, Treasurer and regional State Councillors (6 Metro, 3 North and 3 South).

# WHAT'S NEW – BOARD APPOINTMENT

The Act also states that **the Board must appoint at least 1, but no more than 2, Independent Directors** who are not Service Members of the RSL.

The appointment of Independent Directors will be approved by the District Presidents' Council.

# WHAT'S NEW – BOARD COMPOSITION

- The Board will be composed of no fewer than 7 & no more than 10 members.
- Up to 2 of those positions will be for Independent Directors.
- The President will be directly elected by Service members.
- At least one of the Directors must have tertiary qualifications in accounting, finance or economics & demonstrate recent relevant practical experience, training or skills in one of these professions.

# WHAT'S NEW – BOARD TERM OF OFFICE

A Director cannot hold office as a State Councillor or Director for a cumulative period of more than 9 years (either continuously or in separate periods) after the first date of their election as a State Councillor or Director.

A previous Director can then renominate for a position on the Board after an absence/stand down period of 5 years.

# WHAT'S NEW – DISTRICT PRESIDENTS' COUNCIL

The District Presidents' Council will, at first instance:

- deal with all sub-Branch matters, including disputes
- consider sub-Branch motions for Congress
- have the power to compel the Board to call an Extraordinary General Meeting for the purposes of appointing or removing a Director or amending the constitution
- have the power to approve the appointment of Independent Directors chosen by the Board prior to appointment

# WHAT'S NEW – ONE MEMBER, ONE VOTE

The RSL NSW Act 2018 enfranchises all Service Members in the process of electing Service Members to the Board of RSL NSW.

This voting right does not extend to the right to vote to change the constitution. Changes to the constitution are still done by resolution of sub-Branch and DC delegates to State Congress.



# WHAT'S NEW – ABILITY FOR SUB-BRANCHES TO INCORPORATE

The proposed constitution **does not mandate change**; however it does allow for incorporation.

It also **allows for sub-Branches to continue with the current Trustee/Executive Committee model.**

# WHAT'S NEW – SERVICE AND AFFILIATE MEMBERS

Criteria to become a Service Member has been amended to exclude Officer or Trainer of Cadets.

**This provision has been moved into the Affiliate Member eligibility criteria.** This will not affect any person who has currently been admitted as a Service Member.

# WHAT'S NEW – AUXILIARY MEMBERS

The proposed constitution recognises **a third type of membership** for members of RSL Auxiliaries.

This **does not mean that sub-Branches have to include Auxiliary members in sub-Branch meetings**, however it does recognise the role of auxiliaries and their members in our structure.

# WHAT'S NEW – REPLACING BY-LAWS AND REGULATIONS WITH SOPS

With the approval of the proposed constitution, **all current By-Laws and Regulations will be repealed** in favour of a comprehensive suite of Standard Operating Procedures.

These **SOPs will be the practical guides** to which all RSL NSW entities will be able to refer in order to manage their day-to-day activities.

# WHAT REMAINS THE SAME AS THE CURRENT CONSTITUTION?

- Trustees/Executive Sub-Branch structure
- Chapters
- Congress – delegates
- District Councils
- Powers of the Board
- Sub-Branch assets

# WHAT REMAINS THE SAME – TRUSTEES/EXECUTIVE SUB-BRANCH STRUCTURE

The proposed constitution **gives sub-Branches the flexibility to choose** the appropriate governance structure that is right for them.

This means remaining with the current **Trustee/Executive Committee model**, incorporating or becoming a Chapter of another sub-Branch.

# WHAT REMAINS THE SAME – CHAPTERS

Chapters **will remain an option for sub-Branches** that can no longer meet the constitutional requirements to remain a sub-Branch.

A Chapter does not have a right to representation at **Congress** other than through the parent sub-Branch.

# WHAT REMAINS THE SAME – CONGRESS DELEGATES

State Congress will remain in its current format. **The formal meeting component of each Congress will be known as the Annual General Meeting of RSL NSW.**

**Compliant sub-Branches & DCs will be entitled to send a delegate (& alternate delegate ) to vote on the agenda items at the AGM.**

Agenda items will come from the Board, District Councils & sub-Branches. **Delegates will be the body with the authority to amend the constitution.**



# WHAT REMAINS THE SAME – CHANGING THE CONSTITUTION

**Motions to amend the RSL NSW constitution will still be determined by Delegates at the AGM (State Congress).**

**The threshold to approve a constitutional amendment will remain at 66% of delegates present and voting at the AGM.**

**One member, one vote does not impact the voting process for motions to State Congress as it is confined to electing Service Members to the Board of RSL NSW.**

# WHAT REMAINS THE SAME – DISTRICT COUNCILS

The current number and structure of District Councils will remain the same.

Compliant sub-Branches will be entitled to have a delegate & an alternate delegate attend DC meetings. Each DC will be able to send a delegate & alternate to State Congress.

The new constitution will create and formalise the role of a District Presidents' Council.

# WHAT REMAINS THE SAME – POWERS OF THE BOARD

The Board of RSL NSW **will retain the same powers** under the proposed constitution as it has under the existing constitution.

There has been an effort in the new constitution to **clearly define the powers of the Board** so as to **make the language of the current constitution less ambiguous.**

**There are no new powers given** as a result of this change in language.

# WHAT REMAINS THE SAME – SUB-BRANCH ASSETS

The proposed constitution allows **sub-Branches to keep control of their assets, both property and cash.**

Usage of those assets **must be line with our charitable purpose and in keeping with the ACNC charities regulations.**

# NEXT STEPS

- District Council to collate sub-Branch & Member feedback
- Provide feedback to President & State Secretary by 15/07
- District Council Forum with ANZAC House to discuss feedback prior to the commencement of the final draft

THANK YOU  
FOR YOUR FEEDBACK

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