

MINUTES OF THE 2018 ANNUAL GENERAL MEETING OF THE RETURNED & SERVICES LEAGUE OF AUSTRALIA (NEW SOUTH WALES BRANCH) HELD IN THE THEATRE, ALBURY ENTERTAINMENT CENTRE, 525 SWIFT STREET, ALBURY NSW ON WEDNESDAY, 23 MAY 2018 AT 8.09 AM.

PRESENT: Messrs J Brown (President), P Chin (State Treasurer), R James (VP, Metro), M Bainbridge (VP, Southern), G Makutu, S Secombe and B Slattery (State Councillors), Ms L Meyer (General Counsel), J O'Brien (State Secretary) and N Mowat (Company Secretary).

APOLOGIES: Mrs S Lambkin (illness)

TIMEKEEPER: Mr J Dallas

IN ATTENDANCE: 274 sub-Branch and District Council Delegates and Alternate Delegates, Members of the Management team, Observers and Representatives of the Auditors, Ernst & Young.

OPENING AND HOUSEKEEPING ITEMS: The Chairman declared the meeting open at 8.09 am.
He outlined the travel arrangements to take place at the conclusion of the meeting and reminded Delegates to hand their voting devices to staff at the conclusion of the meeting.

VOTE OF THANKS: He then asked the meeting to acknowledge the work of Mr Tom Barnsley (Day Clubs Coordinator) and Ms Pauline James (CCWA State President).

PRESIDENT'S AND TREASURER'S REPORTS It was noted that the President's and Treasurer's Reports had been presented the previous day and an opportunity had been provided for Delegates and Alternates to ask questions and receive responses from the President and State Treasurer.

SUSPENSION COMMITTEE: The following five members were nominated for appointment to the Suspension Committee:

Mr Brian Boughton
Mr Bryan Slattery
Mr Terry Gould
Mr Gary Mason and
Mr Alan Barnes.

The Chairman informed the meeting that a number of motions would be put to the Suspension Committee for consideration, a small number of motions contained typographical errors which he would highlight at the relevant points in the meeting, and that Motions 13, 14 and 15 were withdrawn and would not be considered by the meeting.

TIMEKEEPER: Mr James Dallas was appointed as the Timekeeper.

PRESENTATION BY MS GWEN CHERNE: The President invited Ms Gwen Cherne to talk about the impact of veteran suicide on those left behind.

Ms Cherne gave a moving presentation on the loss of her husband, a contemporary war veteran, to suicide. She received a standing ovation from the meeting.

POINTS OF ORDER:

A point of order was raised by the Singleton sub-Branch Delegate in relation to the failure to include an index, congressional election details and voting procedures to the meeting and that the meeting was therefore invalid.

The President requested that the meeting vote on whether to proceed or not, on a show of hands. The point of order was overruled by a vote of the meeting.

RECORDING OF VOTES:

The Delegate for the Western Metropolitan District Council requested confirmation that the votes of individual sub-Branches would not be recorded, based on usage of the handheld voting devices. The Chairman confirmed that all identifiable data relating to voting would be destroyed once tallying of the formal votes had been recorded.

SPEAKING ARRANGEMENTS:

The Chairman then outlined the arrangements for speaking on each of the resolutions.

TEST MOTION:

A 'test' motion be undertaken, to give Delegates an opportunity to trial the use of the handheld voting devices.

MINUTES AND REPORTS & ACCOUNTS:

Minutes and Reports of 2016 and 2017 - **CARRIED (99%)**

That State Congress adopts:

- a) *the minutes of the 2017 Annual State Congress; and*
- b) *the financial statements and auditor's reports for RSL NSW for 2016 and 2017.*

STANDING MOTION:

1. Membership Fees – **CARRIED (91%)**

That, in accordance with RSL NSW Constitution – Clause 16.7 and By-Law No.2 – item 43 – the annual subscription for 2018 be \$35.00 and that the retention fee to RSL sub-Branch be increased from \$8.00 to \$13.00.

CONSTITUTIONAL MOTIONS REQUIRING A CONSTITUTIONAL MAJORITY OF 66%:

2. Casual Vacancy – **CARRIED (70%)**

That clause 15.5 of the constitution of RSL NSW be deleted and replaced with the following:

Notwithstanding the By-Laws, State Council also has the power at any time to appoint any other person as a State Councillor to fill a casual vacancy, except that:

- a) *the total number of State Councillors must not at any time exceed the maximum number for the time being fixed by or under this Constitution and the person; and*
- b) *if the vacancy arises in relation to a State Councillor representing a District under clause 15.1(c), (d) or (e) the person so appointed must be a Member who is a member of a sub-Branch in that District.*

A person so appointed to fill the casual vacancy shall hold office until the expiry of the term of the State Councillor who they are replacing.

3. Composition of State Council – **CARRIED (86%)**

That clause 15.1 be amended by adding the words "Subject to clause 15.5" to the beginning of clause 15.1.

4. State Councillors – **CARRIED (95%)**

That clause 15.6 be amended to read:

"A State Councillor who wishes to resign from State Council will provide 30 days written notice to the State Secretary".

5. Authority Powers and Duties of State Council – **LOST (28%)**

That clause 16.3 be amended to read:

CONSTITUTIONAL
MOTIONS
REQUIRING A
CONSTITUTIONAL
MAJORITY OF 66%:

“State Council may, at any time and for any reason, direct a sub-Branch or Subsidiary (including any of their Members or Officers or sub-branch Trustees) to provide to, or as directed by State Council:

- (a) any accounts, money, books, statutory registers, property owned by RSL NSW or other documents required to be kept under this Constitution or at law, of the sub-Branch or Subsidiary or trust created under clause 34; or*
- (b) other information, documents or materials relating to the management, affairs or operations of the sub-Branch or Subsidiary or trust created under Clause 34, in either case whether maintained in electronic form or otherwise (together a “State Council Direction”).*

6. Authority Powers and Duties of State Council – **WITHDRAWN**

7. Meetings of State Council – **CARRIED (96%)**

That Clause 16.9 be amended to read:

“Any meeting of State Council must be conducted in accordance with the Constitution, By-Laws and Regulations.”

8. Use of Technology – **CARRIED (85%)**

That the Constitution be amended by inserting the following new clauses 16.14 – 16.22:

- 16.14 The State Councillors may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the State Councillors.*
- 16.15 The State Councillors’ agreement may be a standing (ongoing) one.*
- 16.16 A State Councillor may only withdraw their consent within a reasonable period before the meeting.*
- 16.17 A resolution must be passed by a majority of the votes cast by State Councillors present and entitled to vote on the resolution.*
- 16.18 The State Councillors may pass a circular resolution without a meeting being held.*
- 16.19 A circular resolution is passed if all the State Councillors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 16.20 or clause 16.21.*
- 16.20 Each State Councillor 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, as long as the wording of the resolution is the same in each copy.*
- 16.21 RSL NSW may send a circular resolution by email to the State Councillors and the State Councillors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.*
- 16.22 A circular resolution is passed when the last State Councillor signs or otherwise agrees to the resolution in the manner set out in clause 16.20 or clause 16.21.*

9. Committees – **CARRIED (76%)**

That the Constitution be amended by inserting the following new clauses 16.23 – 16.24:

- 16.23 The State Council may establish one or more committees to which it may delegate any of its functions or to provide advice and recommendations to the State Council on specified matters the State Council may, with respect to any committee:*
 - (a) specify in writing from time to time the terms of reference and functions of the committee;*

CONSTITUTIONAL
MOTIONS
REQUIRING A
CONSTITUTIONAL
MAJORITY OF 66%:

- (b) *appoint such persons as they consider appropriate to the committee (including, if thought fit, one or more State Councillors), and remove any such person from the committee at any time by written notice;*
- (c) *specify the period and conditions (including as to remuneration, if any) of any such appointment to the committee; and*
- (d) *terminate the committee at any time.*

16.24 *Except as provided in a direction of the State Council, the meetings and proceedings of a committee must be governed by the provisions of this Constitution, in so far as they are applicable, as if meetings and proceedings of the committee are meetings and proceedings of the State Council.*

10. CEO – CARRIED (91%)

That the heading to clause 18 be amended to read “State Secretary and Chief Executive Officer”.

11. CEO Incidental Changes – CARRIED (93%)

That Clause 18 be amended by inserting the following new clauses 18.10 – 18.15:

- 18.10 *The State Council may appoint a person, other than a State Councillor, to the position of CEO, to act as chief executive officer of RSL NSW for the period and on the terms (including as to remuneration) the State Council sees fit.*
- 18.11 *The State Council may, upon terms and conditions and with any restrictions they see fit, confer on the CEO any of the powers that the State Council can exercise.*
- 18.12 *The State Council may at any time revoke or vary an appointment of, or any of the powers conferred on, the CEO.*
- 18.13 *If the CEO becomes incapable of acting in that capacity the State Council may appoint any other person to act temporarily as CEO until such time as the position can be permanently filled.*
- 18.14 *The CEO need not be a Member.*
- 18.15 *The CEO shall attend where possible all meetings of State Council and all State Congresses and may be heard on any matter but will not have the right to vote.*

12. Indemnities – WITHDRAWN

13. Proxies - WITHDRAWN

14. Incidental to 13 – WITHDRAWN

15. Incidental to 13 – WITHDRAWN

16. Definition of CCWA – CARRIED (88%)

That the definition of Central Council of Women’s Auxiliaries be amended to read: “Central Council of RSL Auxiliaries” means the central council formed in accordance with this Constitution in order to co-ordinate and administer the affairs of RSL Auxiliaries.

17. Auxilliaries – CARRIED (91%)

*That the definition of Women’s Auxiliaries be amended to read:
" RSL Auxiliary" means an auxiliary of members formed in accordance with, and governed by, this Constitution for welfare purposes and to raise funds for RSL NSW and the RSL Welfare & Benevolent Institution.*

ANCILLARY
AMENDMENTS:

18. Definition of State Councillor – CARRIED (92%)

*That the definition of State Councillor be amended to read:
"State Councillor" means the Service Member or Life Member elected (or in the case of a casual vacancy, appointed by State Council) as a state councillor of RSL NSW in accordance with this Constitution.*

19. Definition of State Secretary – CARRIED (96%)

*That the definition of State Secretary be amended to read:
"State Secretary" means the person (preferably a Service Member or Life Member) appointed as secretary of RSL NSW by State Council in accordance with this Constitution.*

20. Definition of Subsidiary – CARRIED (97%)

*That the definition of Subsidiary be amended to read:
"Subsidiary" means a subsidiary body of RSL NSW and includes a District Council, Chapter, RSL Auxiliary, Youth Club, Day Club or other body formed to further the aims and objects of RSL NSW under this Constitution, which is under the control and direction of RSL NSW.*

21. Definition of Chief Executive Officer – CARRIED (97%)

*That the Constitution be amended by inserting a new definition of Chief Executive Officer to read:
"Chief Executive Officer" or CEO means the person appointed to that position under clause 18.10".*

INTERPRETATION:

22. References – CARRIED (97%)

That clause 45.2 (b) be amended to read:

A reference to –

(b) A President, Vice-President, Treasurer, or Secretary or CEO means the person holding the office of president, vice president, treasurer, secretary or CEO of RSL National, RSL NSW, a District Council, a sub-Branch or Subsidiary as the case may be.

23. Representative Voting – Individual - LOST (51% - requires 66%)

That RSL NSW introduce a one vote one-member regime for all voting requirements.

24. Representative Voting – Proportionate – LOST (37.5% requires 66%)

That RSL NSW amend the constitution by inserting a new paragraph in Section F, numbered as 21.7 and renumber the existing Paragraph 21.7 as 21.8 and following paragraphs incrementally by 1. New paragraph 21.7 to read: - Congress voting to be 1 vote for each 100 Sub-branch members, or part thereof per each sub-Branch.

25. Removal of State and District Council voting Rights at congress – LOST (61% requires 66%)

That RSL NSW amend the Constitution by inserting a new paragraph in Section F, numbered as 21.7 and renumber the existing Paragraph 21.7 as 21.8 and following paragraphs incrementally by 1. New paragraph 21.7 to read: - Only RSL New South Wales (Branch), Sub-branches Delegates are eligible to vote at Congress.

26. Affiliates as voting delegates – LOST (54% requires 66%)

That RSL NSW allow affiliate members to be authorised to represent their respective sub-Branches as delegates to District Council meetings and at the Annual State Congress, with full constitutional voting rights.

ADJOURNMENT:

The meeting was adjourned at 11.00 am and reconvened at 11.31 am.

SUSPENSIONS

COMMITTEE

CONSIDERATIONS:

The Chairman informed the meeting that three resolutions had been considered by the Suspensions Committee, with the following outcomes:

1. the motion proposed by Newcastle District Council had been rejected as not meeting the requirements to consider it;
2. the Indemnity motion discussed earlier in the meeting (Motion 12) proposed by State Council had been accepted to be considered; and
3. a motion dealing with a deferral of the appointment of casual vacancies proposed by State Council had been accepted to be considered.

He advised that there would be a two-step process, being:

1. a vote to accept or reject the motion; and
2. a vote on the motions that were accepted for debate.

The meeting discussed each of the motions following which it was agreed:

26A. Indemnities for State Council, DCs and Sub-Branches motion – Approved to consider the motion (94.8%); and

26B. Casual vacancy election deferral motion – Approved to consider the motion (97%)

26A. Indemnities for State Council, DCs and Sub-Branches – CARRIED (98%)

That Clause 20 be amended to read:

20.1 In this clause:

(a) *'to the relevant extent' means:*

- i. *to the extent that RSL NSW or a sub-Branch is not precluded by law from doing so;*
- ii. *to the extent that it is not a liability owed to RSL NSW, a sub-Branch or a related body corporate;*
- iii. *to the extent that it is a liability that is owed to someone other than RSL NSW, a sub-Branch or a related body corporate and did not arise out of conduct in good faith; and*
- iv. *for the amount that a relevant officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy);*

(b) *'RSL Documents' includes a register, any other record of information, financial reports or financial records, however compiled, recorded or stored and any document; and*

(c) *'related body corporate' has the meaning given to that term in the Corporations Act;*

(d) *'relevant officer' means:*

- i. *in relation to RSL NSW, each State Councillor of RSL NSW, the State Secretary and the CEO;*
- ii. *in relation to a sub-Branch, each member of the sub-Branch executive and each sub-Branch Trustee of the particular sub-Branch*

20.2 RSL NSW indemnifies each relevant officer out of the assets of RSL NSW, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of RSL NSW.

20.3 Each sub-branch may, by majority resolution of its members, agree to indemnify each relevant officer of its respective sub-Branch out of the assets of the sub-branch, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as a relevant officer of the sub-Branch.

- 20.4 RSL NSW, a sub-branch or a related body corporate must not indemnify a relevant officer against legal costs incurred in defending an action for liability incurred as a relevant officer if the costs are incurred:
- (a) In defending or resisting proceedings in which the relevant officer is found to have a liability for which they could not be indemnified under clause 520.1; and
 - (b) In defending or resisting criminal proceedings in which the relevant officer is found guilty.
- 20.5 The indemnity is a continuing obligation and is enforceable by a relevant officer even though that person is no longer a relevant officer of RSL NSW or a sub-branch.
- 20.6 To the extent permitted by law and if the State Council or a sub-Branch executive of a sub -Branch considers it appropriate and resolves to do so, RSL NSW or a sub-branch may pay or agree to pay a premium for a contract insuring a person who is or has been an relevant officer of RSL NSW or their respective sub-Branch against any liability incurred by the person as an relevant officer of RSL NSW or the sub-Branch.
- 20.7 A State Councillor has a right of access to the financial reports or financial records, however compiled, recorded or stored of RSL NSW at all reasonable times, including:
- (a) invoices, receipts, orders for the payment of money, bills of exchange; and
 - (b) documents of prime cheques, promissory notes and vouchers entry; and
 - (c) working papers and other documents needed to explain:
 - (i) the methods by which financial statements are made up; and
 - (ii) adjustments to be made in preparing financial statements.
- 20.8 RSL NSW must give a State Councillor or former State Councillor access to the RSL Documents at all reasonable times for the purpose of a legal proceeding:
- (a) to which the State Councillor is a party;
 - (b) that the State Councillor in good faith proposes to bring; and
 - (c) that the State Councillor has reason to believe will be brought against them.
- 20.9 A person authorised to inspect RSL Documents under clause 205.7 for the purposes of a legal proceeding may make copies of the RSL Documents for the purposes of those proceedings.
- 20.10 The right to inspect RSL Documents continues for a period of 7 years after the person ceases to be an officer.

26B. Casual vacancy election – CARRIED (92%)

The State Council Vacancy process set out in By-Law 6 not be undertaken until the enactment of the legislation amending The Returned and Services League of Australia Act 1935 (NSW).

**SIMPLE MAJORITY
MOTIONS - RSL
NSW:**

27. Venue for State Congress – LOST (21%)

That RSL NSW conduct future State Congress meetings at a suitable venue in Sydney.

**DEFENCE &
FOREIGN AFFAIRS:**

28. ADF Badges and Lapel pins – CARRIED (89%)

That RSL NSW make representations to the Australian Defence Force (ADF) to ensure that ADF badges are not utilised by special interest groups, in order to better promote unity and preserve the integrity of ADF badges and symbols.

DEFENCE &
FOREIGN AFFAIRS:

29. Recognition of multiple deployments for ADF personnel – **WITHDRAWN**

30. Tri-Service Alcohol Policy – **CARRIED (68%)**

That RSL NSW make representations to the Australian Defence Force recommending that policies regarding the consumption of alcohol whilst in uniform be made consistent across the three Army, Navy and Air Force.

31. Retention of ill, injured and disabled ADF Personnel – **CARRIED (91%)**

That RSL NSW make representations to the Australian Government and ADF to investigate the practicality of retaining such ill, injured or disabled members of the ADF who do not wish to be discharged, for treatment and/or re-training.

32. Insignia for KIA, died of wounds or sickness on operational service – **CARRIED (54%)**

That RSL NSW make representations to Defence Honours and Awards recommending that a member of the ADF killed in action [KIA], died of wounds, or died of sickness whilst on operational service is awarded a small insignia (for example a cross) which would be placed on their campaign ribbon.

VETERANS'
AFFAIRS:

33. Status of Commonwealth Superannuation Corporation invalidity payment – **CARRIED 96%**

That RSL NSW make representations to the Australian Government that there is a compelling need for the Commonwealth Superannuation Corporation to answer whether, according to law, an invalidity payment paid under either MSBS or DFRBD is a pension in accordance with superannuation industry (supervision) regulations 1994 1.06(1)(a)(i) and if so which standard of superannuation industry (supervision) regulations 1994 1.06 sub regulation (9A) are they relying on in support of their position.

34. Provision of hearing aids through DVA – **CARRIED (98%)**

That RSL NSW make representations to the Australian Government that veterans with an accepted disability for hearing loss be provided with free and appropriate hearing aids by DVA to the standard required by the veteran now and into the future.

35. Review of DVA Non-Liability Healthcare Provisions – **CARRIED (93.6%)**

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).

36. President of the Repatriation Commission/Secretary of the Department of Veterans' Affairs – **CARRIED (95%)**

That RSL NSW make representations to the Australian Government to that there should be a separate person occupying the roles of President of the Repatriation Commission and Secretary of the Department of Veterans Affairs due to the potential for perceived and actual conflicts of interest to occur that could detrimentally impact on the best interests of veterans and their dependents.

37. Rate of increase for service pensions – **CARRIED (99%)**

That RSL NSW make representations to the Australian Government regarding the continuing issue of Defence pensions falling behind in their rate of increase compared to age and other pension increases.

VETERANS' AFFAIRS (cont'd):

38. Service Pensions – self-managed super funds – **CARRIED (96%)**

That RSL NSW make representations to the Australian Government regarding the issue of Defence pensions being included in the calculation of the gross value of ex Defence members self-managed superannuation funds and the imposition thereof of tax at 15% for any values above the newly set cap.

39. Gold Card – **CARRIED (65%)**

That RSL NSW make representation to the Australian Government for a Gold Card be issued to all Australian Active Service Medal (AASM) holders on discharge from the Australian Defence Force (ADF).

ANZAC, COMMEMORATION, CEREMONIAL & MEMORIALS:

40. National day of recognition for post 1975 ADF members – **CARRIED (65.3%)**

That RSL NSW make representations to the Australian Government for the designation of an appropriate national day to recognise the service of all veterans who served in the Australian Defence Force after 1975.

Note: A proposed amendment was submitted by the Teachers sub-Branch to amend the name of the day to "Middle East Veterans' Day" but was lost on a show of hands.

41. National monument to service personnel killed in training – **CARRIED (78%)**

That RSL NSW give some thought to making representations to the Australian War Memorial to erect a suitable monument in ANZAC Avenue, Canberra, to those servicemen and servicewomen who have been killed training for war.

GENERAL STANDING POLICY ON VARIOUS MATTERS:

42. Australia Day – **CARRIED (94.2%)**

That RSL NSW make representations to the Australian Government for retaining 26 January as Australia Day and rejecting the flying of the Australian National Flag at half-mast on that occasion.

ADJOURNMENT:

The meeting was adjourned at 1.22 pm and reconvened at 1.29 pm to consider the issue of indemnities for District Council Presidents.

On resumption, the Chairman informed the meeting that, after consideration, as District Council Presidents do not have responsibility for property or money, the issue of indemnities would not apply to them. However, the matter would be kept under consideration to form part of the revisions to the Constitution at the Extraordinary State Congress to be held in Sydney in October.

CLOSURE:

The Chairman declared the meeting closed at 1.40 pm.

Approved as a true and correct record of the proceedings of the meeting.

Chairman:

Date: