

RSL NSW State Secretary

By email to support@rslnsw.org.a

Dear Jeff,

Suggestions for Amendments to Draft RSL NSW Constitution (Ver date 11 Jun 19)

Whilst possibly not as intended by RSL NSW, as an individual Service Member of RSL NSW, I wish to submit suggested changes to the current draft constitution. I've made a similar submission to my sub-Branch, however, due to time constraints it's unlikely that these will be able to be considered and a related submission prepared for submission to District Council for its action by submission cut-off time of 15 July.

The matter I wish to have amended relates to sub-Branches only (cl 13) – not to RSL NSW. I note throughout the development of the proposed constitution, the issue of flexibility has been stressed. This I fully support, and wish to have applied to the matter of sub-Branch election processes. I note that the current proposal is that triennial elections, alone, will occur, incorporating all office-holders retiring concurrently. This is an issue.

I accept that, if there were options, some sub-Branches may choose to adopt the current proposal. However, I submit that others may choose a three-year staggered election process (different office-holders retiring each year over the three year term), whilst others may wish to choose an annual election cycle. Thus there are three basic options which I believe should be available to individual sub-Branches to suit their different needs – often vastly different depending upon size, geographic location, member age profile, whether incorporated, jurisdiction of incorporation, and more.

For the purposes of this submission I'm advocating for a model based on a triennial term of office (for executive and any non-executive office-holders), but with approximately one third of these positions retiring each year during the three year cycle. Apart from a transitional situation in years one and two following a sub-Branch adopting a new constitution, this does not change the nominal three-year-term for each executive/board/committee¹ member. Indeed, my proposal strengthens this part and effectively prevents a situation where, for instance, should an office-holder be removed from office during his term, the position he occupied will continue to be vacated on a fixed three year term basis.

The greatest benefit flowing from staggered office-holder elections is that the chances of a significant loss of accumulated knowledge and experience at a single point in time is minimised – possibly eliminated. This cannot be discounted.

Adopting a three year term for all positions offers great benefits for holders to accumulate experience and knowledge. Three year terms also provide potential for the more experienced members to pass on their knowledge and skills to lesser experienced members during their terms of office, and to continue to guide them if a staggered election process exists. Staggered elections also enhance the object of retaining formal 'director qualifications' at sufficient numbers within an incorporated sub-Branch.

Apart from those entities which require annual elections of officers, I'm unaware of any significant (in terms of size, influence, effect) entity which chooses to potentially sweep-out all of its accumulated corporate knowledge in one fell swoop – apart from the various levels of government (each three or four years). It may well be a requirement within the political arena for an incoming party/coalition to effect such a gross change, but within business and

¹ 'board' and 'committee' are used throughout interchangeably. The appropriate word will depend upon the sub-Branch's form of incorporation, or whether incorporated or not.

community-based entities this will often lead to unforeseen, unwanted and dire consequences – for the entity involved, and its members.

For the purposes of this submission, I'll assume an office-holder structure of President, Senior Vice President, Vice President, Secretary, Treasurer plus four (4) other committee/board. Detail may change under an alternative structure, but the principles will be the same.

Should it be accepted that staggered elections offer significant benefits, these would be enhanced by further maintaining corporate knowledge through ensuring that the principal office positions of President, Secretary and Treasurer retired in different years in the three year cycle. Further, as the President and (one or more) Vice-President positions will often 'rotate' within the President-Senior V/P-V/P positions, for these three positions it would be best if their rotation occurred concurrently.

Any other committee/board positions would then be selected to retire such that an approximately equal number of positions was declared vacant each year. Subject to any possible maximum term provisions, the holder of any retiring position should be permitted to stand for re-election to a committee/board position.

If it be agreed that sub-Branches be provided flexibility with options concerning their elections, I suggest that what follows could be suitable amendments to provide for a three year term, staggered elections model.

Insert new sub-clauses:

- 13.11 (a) Notwithstanding 13.11 above, upon adoption of this constitution and concluding upon the closure of the third Annual General Meeting then following, sub-Branch Executive members shall retire as follows:
- (i) Secretary – At the first Annual General Meeting following adoption;
 - (ii) President and Vice President/s – At the second Annual General Meeting following adoption; and
 - (iii) Treasurer – At the third Annual General Meeting following adoption.

(Note: The positions rotation schedule may be changed if desired – this is for example only.

- 13.12 (a) the end of their term in accordance with whichever of clause 13.11 or 13.11 (a) above applies.

Should the proposal be accepted (and on the basis of the assumed office-holder structure as above), an amended sub-Branch constitution may reflect something similar to what follows:

- ?? Annual elections to the board² shall occur, with approximately one third of positions being declared vacant each year such that each position becomes subject to election on a triennial basis as follows:
- ?? (a) Secretary plus two other directors³ – At the first Annual General Meeting following adoption of this Constitution and at every third Annual General Meeting following;
 - (b) President and Vice Presidents – At the second Annual General Meeting following adoption of this Constitution and at every third Annual General Meeting following;
 - (c) Treasurer plus two other directors – At the third Annual General Meeting following adoption of this Constitution and at every third Annual General Meeting following.

² "board" within this part reflects incorporation under the Companies Act 2001. This will need amendment under an alternative structure.

³ "other directors" within this sub-clause means any director who is not President, a Vice President, Secretary or Treasurer.

In brief, what I'm suggesting is that sub-Branches be offered a choice of when their governing body is to be elected. I see the basic options as:

1. Three year terms, all position-holders being elected concurrently; or
2. Three year terms, but with staggered elections over that time; or
3. Single year terms with annual elections.

Other multi-tier entities provide for various options within their constitutions/rules for their subsidiaries, etc to operate under. I see no reason why RSL NSW cannot also offer this flexibility to its sub-Branches.

I would appreciate this submission being considered for incorporation within the final RSL NSW Constitution.

Sincerely,

A handwritten signature in black ink, appearing to read 'P. Cousins'.

Peter Cousins RFD
RSL Service Member No. 0220384