

Far Western Metropolitan District Council – ‘sub-Branch M.’ (anonymous)

PREAMBLE – as per Draft Constitution dated 11th June 2019

sub-Branch M. DISAGREE, COMMENTS

WELL STATED HISTORY OF THE RSL, BUT WHY IS IT NECESSARY?

PREAMBLE CLAUSE 4 Events of the past few Constitution needed to be brought up to date. **ADDED TO 2019 DRAFT CONSTITUTION WHY WAS THIS REQUIRED?**

PREAMBLE CLAUSE 5 The League is a grassroots organisation, led by its volunteers. **THE DRAFT CONSTITUTION STATES 8.1 ALL MATTERS CONCERNING MEMBERSHIP OF RSL NSW WILL BE DETERMINED AND GOVERNED BY THE BOARD. 9.1 RSL NSW IS GOVERNED BY A BOARD 9.29 WITHOUT LIMITING CLAUSE 9.28, THE DIRECTORS HAVE THE EXPRESS POWER TO : GOVERN, CONTROL AND DIRECT THE FUNCTIONS OF SUB-BRANCHES, AND THE APPLICATION, MANAGEMENT AND USE OF PROPERTY AND ASSETS HELD BY SUB-BRANCHES, TO THE EXTENT PERMITTED BY LAW, FOR THE PURPOSE OF FURTHERING THE CHARITABLE PURPOSE** The strong connections between sub-Branches and their local communities underpin every aspect of the League’s work for veterans and their families.

1. RSL NSW – as per Draft Constitution dated 11th June 2019

sub-Branch M. DISAGREE, COMMENTS

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.

THIS IS A CURIOUS STATEMENT. IT SHOULD READ “RSL NSW A MEMBER OF RSL NATIONAL, AND A PART OF THE LEAGUE AS DEFINED IN THE CONSTITUTION OF RSL NATIONAL”

3. CHARITABLE PURPOSE

sub-Branch M. DISAGREE, COMMENTS

WHY WERE THE AIMS AND OBJECTS REPLACED WITH PURPOSE?

RSL NSW's Charitable Purpose is:

3.1 providing assistance, care and relief for 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;

THE CHANGE SPECIFICALLY ADDRESSES DEFENCE MEMBERS (PAST AND PRESENT) WHILE THE CURRENT OBJECT HAS A BROADER REACH TO SICK, ELDERLY AND NEEDY.

1.1 assist and care for the sick, elderly and needy by providing, or assisting in the provision of, pensions, accommodation, medical treatment, rehabilitation and other forms of welfare;

3.2 providing support and assistance for 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;

THE CHANGE SPECIFICALLY BRINGS FAMILIES IN, AND ADDS "WITHOUT LIMITATION", LEAVES SUPPORT AND ASSISTANCE OPEN-ENDED, AND ADDS "ALL ASPECTS OF TRANSITIONING". THIS INCREASES THE SCOPE OF REQUIREMENT FOR THE ORGANISATION AND SHOULD HAVE A COST-BENEFIT ANALYSIS DONE TO DETERMINE IF IT IS POSSIBLE TO ACHIEVE. KEEPING IN MIND THAT DEFENCE HAS A RESPONSIBILITY TO TRANSITION ITS MEMBERS. WHY WAS THIS CHANGED?

1.9 provide support to serving members of the Australian Defence Force both at home and abroad and actively assist them in their transition to civilian life, especially if they are 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;

THIS CHANGE REMOVES OUR REQUIREMENT TO BUILD MEMORIALS. WHY WAS THIS CHANGED?

1.6 ensure the preservation of the memory and the records of those who fought, suffered or died for the Commonwealth of Australia through the erection of memorials and the establishment and preservation of ANZAC Day, Remembrance Day and other commemorative occasions;

ADDED TO 2019 DRAFT CONSTITUTION 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 former and current members of the Australian Defence Force and their families; and

THIS EXPANDS ON THE PURPOSE FROM 2018 DRAFT DESCRIBING ISOLATION AND ILL HEALTH

THIS CHANGE IS SIMILAR TO THE PREVIOUS AIM, HOWEVER, THE PREVIOUS AIM WAS DIRECTED AT CURRENT AND FORMER MILITARY MEMBERS MAINTAINING RELATIONSHIPS WITH EACH OTHER VERSUS THE WIDER COMMUNITY ENGAGEMENT SUGGESTED BY THE NEW PURPOSE, WHY WAS THIS CHANGED?

1.4 perpetuate the close and kindly ties of friendship created by mutual service in the Australian Defence Force or Allied Forces and the memories associated with that experience;

3.5 doing all other things necessary, ancillary or incidental to pursuing and implementing its benevolent charitable purpose including without limitation:
THIS CHANGE SPECIFICALLY DRASTICALLY EXPANDS THE PURPOSE TO INCLUDE “ALL OTHER THINGS NECESSARY, ANCILLARY OR INCIDENTAL...WITHOUT LIMITATION. WHY WAS THIS CHANGED?

(a) researching, promoting and publicly advocating for the interests of former and current members of the Australian Defence Force and their families on matters of public policy;

THIS IS NEW AND ESTABLISHES ADVOCACY AS A PURPOSE.

(b) establishing and maintaining literary, social, educational and benevolent activities for the benefit, promotion and advancement of former and current members of the Australian Defence Force and their families particularly where the member has been detrimentally affected by their service; and
THIS CHANGE EXPANDS THE AIM TO INCLUDE ALL FORMER AND CURRENT ADF MEMBERS, NOT JUST RSL MEMBERS AND SUB-BRANCHES. WHY WAS THIS CHANGED?

1.14 establish and maintain literary, social, educational and benevolent institutions for the benefit and advancement of Members and sub-Branches and distribute such communications which State Branch deems necessary and conducive to the aims and objects of RSL NSW;

1.11 encourage all Australian citizens and especially Members to serve the Commonwealth of Australia with a spirit of self-sacrifice and loyalty and to encourage them to act in a manner that promotes a stable and progressive society.

THIS OBJECT FROM THE CURRENT CONSTITUTION IS NOT COVERED IN THE DRAFT CONSTITUTION, WE WILL NO LONGER HAVE TO SUPPORT DEFENCE RECRUITMENT, SO NO NEED FOR SCHOOL VISITATIONS OR SUPPORT FOR CADETS. WHY WAS THIS REMOVED?

1.2 establish trusts having as their primary object the welfare and benefit of any Member or sub-Branch or any former or current member of the Australian Defence Force or their Dependants;

THIS OBJECT FROM THE CURRENT CONSTITUTION IS NOT COVERED IN THE DRAFT CONSTITUTION, WE WILL NO LONGER HAVE A MEANS OF PROVIDING ANYTHING FOR OUR MEMBERS, I.E. DINNER, DRINKS, TRIPS, ETC. ACCORDING TO THE ACNC, OUR CURRENT ACTIVITIES ARE ACCEPTABLE AS WELFARE/CHARITABLE ACTS. WHY WAS THIS REMOVED?

1.3 provide assistance (whether financial or otherwise) to such persons or bodies, as RSL NSW may, in furtherance of its aims and objects, from time to time determine;

THIS OBJECT FROM THE CURRENT CONSTITUTION IS NOT COVERED IN THE DRAFT CONSTITUTION, WE WILL NO LONGER HAVE A MEANS OF PROVIDING ASSISTANCE FOR FLOOD OR DROUGHT RELIEF OR OTHER EMERGENCIES. WHY WAS THIS REMOVED?

1.5 maintain a proper standard of dignity and honour amongst all former and current members of the Australian Defence Force and to set an example of public spirit and noble hearted endeavour; **THIS OBJECT FROM THE CURRENT CONSTITUTION IS NOT COVERED IN THE DRAFT CONSTITUTION, WE WILL NO LONGER HAVE A NEED TO HAVE DIGNITY OR HONOUR (SO NO REASON TO WORRY ABOUT FRAUDULENT ACTS PERPETRATED BY OFFICERS OF THE RSL OR FALSIFYING SERVICE RECORDS OR MEDALS). WHY WAS THIS REMOVED?**

1.7 ensure that those who fought, suffered or died for the Commonwealth of Australia have a proper place of burial;

THIS OBJECT FROM THE CURRENT CONSTITUTION IS NOT COVERED IN THE DRAFT CONSTITUTION, WE WILL NO LONGER HAVE A NEED TO ENSURE WAR CEMETERIES ARE MAINTAINED. WHY WAS THIS REMOVED?

1.10 provide overseas police veterans with appropriate assistance and encouragement to join RSL NSW;

THIS OBJECT FROM THE CURRENT CONSTITUTION IS NOT COVERED IN THE DRAFT CONSTITUTION, WE WILL NO LONGER HAVE SUPPORT OVERSEAS POLICE VETERANS. WHY WAS THIS REMOVED?

1.12 provide support to RSL National;

THIS OBJECT FROM THE CURRENT CONSTITUTION IS NOT COVERED IN THE DRAFT CONSTITUTION, WE WILL NO LONGER HAVE TO PROVIDE FUNDS TO RSL NATIONAL. WHY WAS THIS REMOVED?

1.13 communicate, from time to time, RSL National's policy on issues facing RSL National at a national level and to encourage Members and sub-Bran­ches to abide by, support and actively carry out such policy to the extent permitted by law;

THIS OBJECT FROM THE CURRENT CONSTITUTION IS NOT COVERED IN THE DRAFT CONSTITUTION, WE WILL NO LONGER HAVE TO ENCOURAGE MEMBERS TO SUPPORT RSL NATIONAL. WHY WAS THIS REMOVED?

1.15 make donations, subscribe for securities or in any other way become associated with a body which has:

(a) objects similar to those of RSL NSW; and

(b) constituent documents which prohibit the distribution of its income and property amongst its members.

THIS OBJECT FROM THE CURRENT CONSTITUTION IS NOT COVERED IN THE DRAFT CONSTITUTION, WE WILL NO LONGER HAVE TO LIMIT DONATIONS TO ORGANISATIONS SIMILAR TO THE RSL. WHY WAS THIS REMOVED?

1.16 establish, maintain and control sub-Bran­ches and Subsidiaries;

THIS OBJECT FROM THE CURRENT CONSTITUTION IS NOT COVERED IN THE DRAFT CONSTITUTION, WE WILL NO LONGER HAVE TO HAVE SUB-BRANCHES. WHY WAS THIS REMOVED?

1.17 promote loyalty to the British Monarch and the institution of the Crown; and

THIS OBJECT FROM THE CURRENT CONSTITUTION IS NOT COVERED IN THE DRAFT CONSTITUTION, WE WILL NO LONGER HAVE TO RESPECT THE QUEEN. IN OTHER WORDS, ACCEPT THE REPUBLIC OF AUSTRALIA. WHY WAS THIS REMOVED?

1.18 promote the Westminster System of Government and uphold the Australian Constitution.

THIS OBJECT FROM THE CURRENT CONSTITUTION IS NOT COVERED IN THE DRAFT CONSTITUTION, WE WILL NO LONGER HAVE TO ENCOURAGE MEMBERS TO SUPPORT CURRENT GOVERNMENT OR WAY OF GOVERNING. WHY WAS THIS REMOVED?

4. RSL NSW POWERS – as per Draft Constitution dated 11th June 2019

sub-Branch M. DISAGREE, COMMENTS

IS THIS REFERRING JUST TO THE STATE BOARD OR THE WHOLE ORGANISATION?

4.1 RSL NSW has all the powers:

(c) granted under this Constitution; and

POWER IS MENTIONED 35 TIMES IN DRAFT CONSTITUTION, 23 TIMES REFERRING TO POWERS OF THE BOARD, 3 TIMES REFERRING TO THE CEO, 4 TIMES REFERRING TO THE REGIONAL REPRESENTATIVES, 3 TIMES REFERRING TO SUB-BRANCHES, 1 TIME REFERRING TO DISTRICT COUNCILS, 1 REFERRING TO DEFINITIONS. THE POWERS LISTED IN CURRENT CONSTITUTION SEEMS MUCH MORE APPROPRIATE FOR THIS SECTION. WHY WAS THIS CHANGED?

(d) granted to it under the RSL NSW Act,

THE ONLY POWER LISTED IN THE ACT IS THAT OF DELEGATION. POWERS NEED BETTER DEFINITION AND SHOULD INCLUDE POWERS AT ALL LEVELS OF NSW RSL.

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

THIS SEEMS OUT OF PLACE. WE CAN USE RESOURCES TO CARRY OUT THE CHARITABLE PURPOSE BUT USING ALL POWERS FOR THAT STRETCHES THE MEANING AS SOME POWERS MUST BE USED FOR ADMINISTRATION.

2. Powers of RSL NSW

NOT IN DRAFT CONSTITUTION. In order to further the aims and objects of RSL NSW as set out in this Constitution and subject to the requirements of the law and the ability of RSL NSW to comply with all of its legal, taxation and fiduciary duties and responsibilities, RSL NSW may, in the pursuit of its aims and objects:
WHY WAS THIS LEFT OUT?

NOT IN DRAFT CONSTITUTION. 2.1 accept any donation, gift or bequest of property or money. RSL NSW may deal with such property or money in any way which RSL NSW reasonably believes will further its aims and objects, provided that, in the case of any property which is subject to any trust, RSL NSW shall only deal with the property in accordance with the terms of the trust;

WHY WAS THIS LEFT OUT?

NOT IN DRAFT CONSTITUTION 2.2 invest or deal with any money or other assets of RSL NSW, including investing in any financial products, to the extent not immediately required in the operations of RSL NSW;

WHY WAS THIS LEFT OUT?

NOT IN DRAFT CONSTITUTION 2.3 invest in, deal with, or hold property;
WHY WAS THIS LEFT OUT?

NOT IN DRAFT CONSTITUTION 2.4 purchase, lease, hire or otherwise acquire, any property;
WHY WAS THIS LEFT OUT?

NOT IN DRAFT CONSTITUTION 2.6 borrow or raise money by any lawful means and to mortgage, charge or create a security interest over of the property of RSL NSW;
WHY WAS THIS LEFT OUT?

NOT IN DRAFT CONSTITUTION 2.7 engage in, or carry on a trade or business of any kind and, subject to this Constitution, apply the profits, income or capital of any such trade or business in any way which furthers the aims and objects of RSL NSW;
WHY WAS THIS LEFT OUT?

NOT IN DRAFT CONSTITUTION 2.9 control the activities at the Cenotaph as vested in RSL NSW by the Act;
IT IS MENTIONED IN THE ACT. WHY WAS THIS LEFT OUT?

5. APPLICATION OF INCOME AND PROPERTY – as per Draft Constitution dated 11th June 2019

sub-Branch M. DISAGREE, COMMENTS

5.1 RSL NSW is a not-for-profit entity and its income and assets: **REPEATS CLAUSE 1.1**

NOT IN DRAFT CONSTITUTION. 2.11 do all such other lawful things as are conducive or incidental to the attainment of any of the aims and objects set out in this Constitution

WHY WAS THIS LEFT OUT?

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

THIS IS POORLY WORDED AS YOU SHOULD NEVER HAVE TO CLARIFY A PREVIOUS CLAUSE. THE QUESTION ARISES, IF AN RSL MEMBER IS A LEGITIMATE CONTRACTOR PROVIDING A SERVICE TO THE RSL, IS IT A VIOLATION FOR HE/SHE TO ADD A REASONABLE PROFIT MARGIN TO THE BILL? DO NOT BELIEVE IT IS NECESSARY TO SPECIFY THIS IN THE CONSTITUTION. WHY WAS THIS NECESSARY? DID CLAUSE 2.8 OF THE CURRENT CONSTITUTION NOT ALLOW FOR PAYMENT FOR GOODS AND SERVICES?

2.8 pay out of the funds of RSL NSW all expenses relating to the management and operation of RSL NSW including the payment of salaries to RSL NSW employees;

(b) for goods or services supplied or provided to RSL NSW in the ordinary course of business;

DO NOT BELIEVE IT IS NECESSARY TO SPECIFY THIS IN THE CONSTITUTION. WHY WAS THIS NECESSARY? DID CLAUSE 2.8 AND 2.10 (PROFESSIONAL SERVICES) OF THE CURRENT CONSTITUTION NOT ALLOW FOR PAYMENT FOR GOODS AND SERVICES?

2.8 pay out of the funds of RSL NSW all expenses relating to the management and operation of RSL NSW including the payment of salaries to RSL NSW employees;

2.10 employ or engage suitably qualified legal and / or financial advisers and act in accordance with their advice;

(c) a commercial rent for property used by RSL NSW which has the prior approval of the Board;

DO NOT BELIEVE IT IS NECESSARY TO SPECIFY THIS IN THE CONSTITUTION. WHY WAS THIS NECESSARY? DID CLAUSE 2.8 OF THE CURRENT CONSTITUTION NOT ALLOW FOR COMMERCIAL RENT?

2.8 pay out of the funds of RSL NSW all expenses relating to the management and operation of RSL NSW including the payment of salaries to RSL NSW employees;

19. The income and property of RSL NSW, must be applied solely towards the aims and objects of RSL NSW in accordance with this Constitution. No income or property of RSL NSW may be paid or transferred either directly, or indirectly, to any Member subject to the payment in good faith of: (c) payment of fair and reasonable rent for any premises leased to, or used by RSL NSW; or

(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;

DO NOT BELIEVE IT IS NECESSARY TO SPECIFY THIS IN THE CONSTITUTION. WHY WAS THIS NECESSARY? DID CLAUSE 2.8 OF THE CURRENT CONSTITUTION NOT ALLOW FOR REIMBURSEMENT OF EXPENSES?

2.8 pay out of the funds of RSL NSW relating to the management and operation of RSL NSW including the payment of salaries to RSL NSW employees;

19. The income and property of RSL NSW, must be applied solely towards the aims and objects of RSL NSW in accordance with this Constitution. No income or property of RSL NSW may be paid or transferred either directly, or indirectly, to any Member subject to the payment in good faith of: (d) reasonable expenses incurred by Members or Officers on behalf of RSL NSW.

(e) a payment made to any RSL NSW Officer under the indemnity provisions in clause 15;

ADDED TO ALLOW DIRECTORS' REIMBURSEMENT OF COSTS ASSOCIATED WITH INDEMNITY. RSL NSW SHOULD PAY THE COSTS DIRECTLY TO THE SERVICE PROVIDER NOT TO THE RSL OFFICER.

2.5 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;

(f) a premium for insurance cover to indemnify an RSL NSW Officer; or

ADDED TO ALLOW DIRECTORS' INDEMNITY INSURANCE. DO NOT BELIEVE IT IS NECESSARY TO SPECIFY THIS IN THE CONSTITUTION. WHY WAS THIS NECESSARY? DID CLAUSE 2.5 OF THE CURRENT CONSTITUTION NOT ALLOW FOR INDEMNITY INSURANCE?

2.5 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;

NOT IN DRAFT CONSTITUTION. 19 The income and property of RSL NSW, must be applied solely towards the aims and objects of RSL NSW in accordance with this Constitution. No income or property of RSL NSW may be paid or transferred either directly, or indirectly, to any Member subject to the payment in good faith of: (b) interest at a standard commercial rate, on any money borrowed by RSL NSW;

ARE WE NOT ALLOWED TO PAY INTEREST ACCORDING TO DRAFT CONSTITUTION?

NOT IN DRAFT CONSTITUTION. 14.1 State Congress alone, by way of a majority resolution of at least two thirds of State Congress Delegates present and voting at State Congress, has the power to:

(a) make an amendment, variation or rescission ("**Amendment**") to this Constitution and the Standing Policy, which includes the power to make any consequential amendments to the By-Laws, Regulations and Standing Policy arising from such amendments to the Constitution; and

THERE IS NO MENTION IN THE DRAFT CONSTITUTION ABOUT "CONSEQUENTIAL AMENDMENTS TO OPERATIONAL POLICIES AND PROCEDURES ARISING FROM AMENDMENTS". WHY WAS THIS REMOVED?

NOT IN DRAFT CONSTITUTION. (b) direct State Council to make an Amendment to a By-Law or Regulation which State Council has previously refused to amend.

CAN CONGRESS AMEND, RESCIND OR APPEAL OPERATIONAL POLICIES AND PROCEDURES?

7. AMENDMENTS TO CONSTITUTION – as per Draft Constitution dated 11th June 2019

sub-Branch M. DISAGREE, COMMENTS

7.1 This Constitution, and any provision in this Constitution may only be amended, repealed or replaced by a resolution passed by a 66% majority of Delegates present and entitled to vote at a general meeting.

By-Law 5 Clause 1. The Constitution, including all By-Laws, Regulations and Standing Policies may only be amended in accordance with the Constitution and these By-Laws.

14.1 State Congress alone, by way of a majority resolution of at least two thirds of State Congress Delegates present and voting at State Congress, has the power to:

(a) make an amendment, variation or rescission (“**Amendment**”) to this Constitution and the Standing Policy, which includes the power to make any consequential amendments to the By-Laws, Regulations and Standing Policy arising from such amendments to the Constitution; and

THERE IS NO MENTION IN THE DRAFT CONSTITUTION ABOUT “CONSEQUENTIAL AMENDMENTS TO OPERATIONAL POLICIES AND PROCEDURES ARISING FROM AMENDMENTS”. WHY WAS THIS REMOVED?

(b) direct State Council to make an Amendment to a By-Law or Regulation which State Council has previously refused to amend.

CAN CONGRESS AMEND, RESCIND OR APPEAL OPERATIONAL POLICIES AND PROCEDURES?

7.2 Any amendment to, 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

14.7 Any Amendment, to this Constitution under this clause, will be deemed to take effect immediately following the State Congress or State Council resolution (as relevant) approving the Amendment.

(b) from a later date specified in this Constitution or in the resolution passing the amendment, repeal or replacement of a provision; and

MINOR TECHNICAL UPDATE TO ALLOW FOR A FUTURE DATE. NOT SURE WHEN THIS MIGHT APPLY OR WHY IT IS NEEDED. WORDING IN IN ERROR, SHOULD READ “AMENDMENT, REPEAL OR REPLACEMENT OF THE CONSTITUTION OR A PROVISION OF THE CONSTITUTION”

NOT IN DRAFT CONSTITUTION. 14.4 Where possible, this Constitution should be consistent with the National Constitution.

WHY WAS THIS LEFT OUT?

NOT IN DRAFT CONSTITUTION. 14.5 If National Congress or National Executive resolves to make an Amendment to any clause of the National Constitution (“**National Amendment**”), State Council will table the National Amendment at the next State Congress or extraordinary State Congress, convened for the purpose of considering the proposed amendments to this Constitution. **WHY WAS THIS LEFT OUT?**

NOT IN DRAFT CONSTITUTION. 14.6 State Congress may elect to incorporate and reflect the National Amendment in this Constitution, provided the National Amendment does not directly conflict with the terms of this Constitution or the aims and objects of RSL NSW. **WHY WAS THIS LEFT OUT?**

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 relevant regulatory body.

ADDED IN LINE WITH NEW ACT. BY-LAW 8 CONTAINS 10 CLAUSES RELATING TO THE USE OF THE SEAL WHICH ARE NOT IN THE DRAFT CONSTITUTION AND WILL BE REPEALED.

8. MEMBERS – as per Draft Constitution dated 11th June 2019

sub-Branch M. DISAGREE, COMMENTS

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

THIS IS A BROAD CONTROLLING STATEMENT THAT ALLOWS MEMBERSHIP ELIGIBILITY AND CATEGORIES TO BE CHANGED BY THE BOARD. THIS CLAUSE IS REITERATED IN SUB-CLAUSE 9.29 F, G, AND H. ALL MATTERS REGARDING MEMBERSHIP SHOULD BE IN ONE SECTION OF THE DOCUMENT AND CONTROL BY THE BOARD SHOULD BE QUESTIONED.

NOT IN DRAFT CONSTITUTION 3.1(b) National Member in accordance with this Constitution and the National Constitution; or NATIONAL MEMBER HAS BEEN ELIMINATED. DOES THIS HAVE EFFECT ON LIFE MEMBERS?

NOT IN DRAFT CONSTITUTION 3.2 Affiliate Members will have conditions placed on their membership as detailed in the By-Laws.

BY-LAW 2 CONTAINS ADDITIONAL CLAUSES RELATING TO AFFILIATE MEMBERS (15) WHICH ARE NOT COVERED IN THE DRAFT CONSTITUTION

NOT IN DRAFT CONSTITUTION 3.2 All Service Members and National Members have equal status in RSL NSW as set out in the Constitution. REMOVING NATIONAL MEMBERS MAKES THIS CLAUSE REDUNDANT. WAS THIS THE INTENT?

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

WHY LIST THE SUBJECTS IN THE APPENDIX? IT WOULD BE SIMPLER TO JUST HAVE ONE PLACE TO LOOK FOR INFORMATION ABOUT MEMBERSHIP. APPENDIX B SHOULD BE ADDED TO THIS CLAUSE/SECTION WHERE ALL ISSUES WITH MEMBERSHIP SHOULD BE ADDRESSED

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

THE TERMINOLOGY OF “COMMENCEMENT DATE” JUST CONFUSES THE ISSUE. USING PREVIOUS TERMINOLOGY “WHEN THIS CONSTITUTION CAME INTO EFFECT” WOULD BE SIMPLER TO UNDERSTAND OR NO TIME QUALIFICATION SHOULD BE USED.

3.4 This Constitution will not affect the continuity of membership of any Member who was admitted as a Member (irrespective of the class of membership) prior to this Constitution coming into effect.

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

CHANGE ENTIRE SENTENCE TO “ALL RSL NSW MEMBERS:”

3.3 Upon becoming a Member, a person is deemed to have agreed:

8.6(b) agrees to be bound by, and to comply with this Constitution, any Operational Policies and Procedures, any resolution of the Board, or any request or notice issued by RSL NSW or the Board under this Constitution; and

AS THIS CONSTITUTION IS A MAJOR CHANGE FROM PREVIOUS, THIS CLAUSE CAUSES MEMBERS TO AGREE TO BE BOUND BY FUTURE DOCUMENTS. WHY WAS RESOLUTION OF THE BOARD ADDED? THE BOARD MAY MAKE AN UNREASONABLE RESOLUTION AND THERE IS NO APPEAL PROCESS.

3.3 (a) to be bound by, and act in accordance with, the provisions of this Constitution; and

Member Voting Rights

THESE ONLY COVER STATE WIDE AND REGIONAL VOTING RIGHTS, SUB-BRANCH VOTING RIGHTS SHOULD BE INCLUDED

8.7 Each Service Member has the right to one vote:

(a) in an election for Elected Directors, including the President, held in accordance with the Election Procedures; and

THERE ARE OTHER WAYS TO PICK THE PRESIDENT AS THE ACT REQUIRES THE ELECTION OF DIRECTORS BY ONE VOTE PER MEMBER, THE PRESIDENT COULD BE ELECTED AFTER THE BOARD IS ELECTED FROM THE BOARD MEMBERS ELECTED. THE PRESIDENT COULD BE ELECTED AT THE AGM OR BE ELECTED BY THE BOARD

Members' Meetings

WHAT ABOUT SUB-BRANCH MEETINGS? ARE THEY NOT MEMBER'S MEETINGS?

8.8 An Annual General Meeting must be held at least once in a calendar year and will take place on a date and at a time determined by the Board and at a venue determined by the Delegates at the immediately preceding Annual General Meeting, failing which the Board shall determine the venue.

WHY HAS THIS CHANGED FROM THE STATE CONGRESS DECIDING ON DATE, TIME AND PLACE TO THE BOARD DECIDING? THERE HAVE BEEN MANY QUESTIONS ABOUT KICKBACKS TO THE STATE COUNCIL OVER THE CHOICE OF LOCATION OF CONGRESS IN THE PAST. IT IS A MATTER OF TRUST.

21.3 State Congress must be held annually at the time, date and location as previously determined by State Congress or extraordinary State Congress.

BY-LAW 10 HAS 86 CLAUSES DETAILING THE HOLDING OF MEETINGS AT EACH LEVEL OF THE ORGANISATION. THESE WILL BE REPEALED.

BY-LAW 10 HAS 24 CLAUSES DETAILING THE STATE CONGRESS AGENDA COMMITTEE WHICH IS NOT MENTIONED IN THE DRAFT CONSTITUTION. THESE WILL BE REPEALED.

8.11 A General Meeting must be called by the Board if the Board receives a written request from at least:

(a) a 66% majority of the members of the District Presidents' Council;

REPEATED IN CLAUSE 12.44

8.12 A request under clause 8.11 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 details of any proposed resolution.

THIS CLAUSE PROVIDES CLERICAL DETAIL TO A MINOR ISSUE IN THIS CONSTITUTION. THE REST OF THIS CONSTITUTION NEEDS THIS DETAIL.

8.13 The Board must give notice of a General Meeting validly requested under clause 8.11:

THE CONCEPT OF VALIDITY SHOULD NOT BE INCLUDED. THE TIME REQUIREMENT FOR NOTICE HAS BEEN ADDED TO THE END OF THE CLAUSE.

(b) if a resolution for the removal of a Director, to Service Members,

THIS IS UNNECESSARY AS A RESOLUTION REMOVING A DIRECTOR OR REGIONAL REPRESENTATIVE GOES TO A ONE MEMBER-ONE VOTE, THIS WOULD NOT BE VOTED ON AT THE AGM.

8.14 The General Meeting referred to in clause 8.13 must be held within two (2) months of the notice being issued.

WHY CHANGE THIS TO 2 MONTHS VERSUS ALLOWING CLAUSE 8.10 TO BE THE ONE DIRECTIVE?

DELETED FROM CURRENT CONSTITUTION

21.10 An extraordinary State Congress convened in accordance with a State Congress Direction, will only be convened for the purposes specified in the State Congress Direction. **WHY HAS THIS BEEN LEFT OUT OF THE DRAFT CONSTITUTION?**

DELETED FROM CURRENT CONSTITUTION

21.12 If State Council fails to convene an extraordinary State Congress within 30 days of receipt of a State Congress Direction, the sub-Branches who signed the State Congress Direction may convene an extraordinary State Congress to be held within 3 calendar months from the date of the Request and must provide notice of the extraordinary State Congress to State Council, all District Councils and all other sub-Branches in accordance with this clause. **WHY HAS THIS BEEN LEFT OUT OF THE DRAFT CONSTITUTION?**

8.16 Procedures for the conduct and voting at the Annual General Meeting and any General Meeting are set out in the Appendix C.

WHY INCLUDE THESE IN APPENDIX C VERSUS IN THE BODY OF THE CONSTITUTION?

8.17 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.

WHY DOES STATE CONGRESS NOT INCLUDE THE AGM?

21.1 The annual meeting of RSL NSW will be known as State Congress.

8.18 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.

WHY IS THE AGM SEPARATED FROM THE STATE CONGRESS?

DELETED FROM CURRENT CONSTITUTION

21.2 State Congress must be held in accordance with this Constitution and conducted in accordance with the Standing Orders and procedures of business set out in the By-Laws and Regulations. **WHERE ARE THE PROCEDURES AND PROCESSES FOR CONGRESS AND THE AGM, NOW THAT THEY HAVE BEEN SEPARATED AND BY-LAWS ARE TO BE REPEALED?**

9. RSL NSW BOARD OF DIRECTORS – as per Draft Constitution dated 11th June 2019

sub-Branch M. DISAGREE COMMENTS

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.

THIS IS IN CONFLICT WITH THE NSW RSL ACT WHICH STATES “THE BOARD IS TO CONSIST OF AT LEAST 3 BUT NOT MORE THAN 10 DIRECTORS.”

15.1 Subject to clause 15.5, State Council consists of the following persons (“**State Councillors**”) elected in accordance with this Constitution:

9.4 The remainder of the Board will comprise:

(a) the President who will be elected by Service Members to hold the position of President and Elected Director in accordance with the Election Procedures; and **THIS IS NOT MENTIONED IN THE ACT. THERE ARE OTHER WAYS TO PICK THE PRESIDENT AS THE ACT REQUIRES THE ELECTION OF DIRECTORS BY ONE VOTE PER MEMBER, THE PRESIDENT COULD BE ELECTED AFTER THE BOARD IS ELECTED FROM THE BOARD MEMBERS ELECTED. THE PRESIDENT COULD BE ELECTED AT THE AGM OR BE ELECTED BY THE BOARD**

15.1 (a) State President;

(b) Elected Directors elected in accordance with the Election Procedures.

THIS IS NOT MENTIONED IN THE ACT. WHERE ARE THE ELECTION PROCEDURES?

15.3 Nominations, elections and duties of State Councillors will be in accordance with this Constitution. **THE DRAFT CONSTITUTION DOES NOT PROVIDE PROCEDURES FOR NOMINATION, ELECTION OR DUTIES OF STATE COUNCILLORS BY-LAW 6 COVERS NOMINATIONS AND ELECTIONS OF STATE COUNCILLORS AND BY-LAW 8 COVERS THEIR DUTIES. WHERE ARE THESE ITEMS SPECIFIED AS THE BY-LAWS ARE TO BE RESCINDED UPON ITS ADOPTION?**

9.5 One Director (other than the President) must have tertiary qualifications in accounting, finance or economics and demonstrate recent relevant practical experience, training or skills in one of these professions and will be appointed by the Board to the position of chair of a finance committee.

THIS IS NOT MENTIONED IN THE ACT BUT IS PROBABLY GOOD PRACTICE. HOWEVER, HOW DO WE ENSURE SOMEONE WITH THESE QUALIFICATIONS NOMINATES FOR A POSITION. THIS MEANS WE NO LONGER HAVE A TREASURER. WHAT IS THE ROLE OF A “FINANCE COMMITTEE”? WHERE IS THE WRITTEN RESOLUTION EXPRESSLY SPECIFYING THE POWER DELEGATED, AND ANY LIMITATIONS, RESTRICTIONS AND CONDITIONS ON ANY DELEGATION, INCLUDING THE TIME FOR WHICH THE DELEGATION WILL BE IN FORCE AS REQUIRED BY CLAUSE 9.32?

15.1 (b) State Treasurer;

9.6 The Board may appoint one Director to be Deputy President.

THIS IS NOT MENTIONED IN THE ACT. THE DEPUTY PRESIDENT HAS NO DUTIES IN THIS CONSTITUTION AND DOES NOT NECESSARILY TAKE OVER IF PRESIDENT IS ABSENT. WHAT IS THE ROLE OF THE DEPUTY PRESIDENT?

DELETED FROM CURRENT CONSTITUTION

ALL REPRESENTATIVE VICE PRESIDENTS HAVE BEEN REMOVED.

(c) 6 representatives from the Metropolitan District, including the Vice President (Metropolitan)

(d) 3 representatives from the Southern New South Wales District including the Vice President (Southern NSW); and

(e) 3 representatives from the Northern New South Wales District including the Vice President (Northern NSW). **HOW ARE THE REGIONS REPRESENTED ON THE BOARD? DISTRICT PRESIDENTS ARE NOT ON THE BOARD.**

9.7 This section is to be read in conjunction with the savings, transitional and continuing provisions in clause 20.

CLAUSE 20.3 – 20.5 ARE THE ONLY PART IN CLAUSE 20 THAT ADDS THIS SECTION AND IT ONLY TALKS ABOUT THE TRANSITION OF THE STATE COUNCIL TO THE BOARD, WHICH WILL ONLY HAPPEN ON COMMENCEMENT. IT WOULD BE BETTER TO DELETE CLAUSE 9.7 AND NOT CONFUSE THE ISSUE.

9.8 To accept and continue to hold office as an Elected Director, a person must:

NO QUALIFICATIONS EXIST IN CONSTITUTION.

(a) be a Service Member of at least 18 years of age;

DO NOT KNOW OF ANY MEMBERS YOUNGER THAN 18 THAT COULD CONSIDER RUNNING AS A DIRECTOR. THIS IS UNNECESSARY.

By-Law 6 Clause 3. A candidate must be a Service Member or Life Member.

(c) possess and demonstrate a level of appropriate training, study, skills or experience relevant to the position of Elected Director; and

WHAT IS A LEVEL OF APPROPRIATE TRAINING, STUDY, SKILLS OR EXPERIENCE? THIS IS TOO VAGUE.

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

(a) be a sub-Branch Executive, sub-Branch Trustee, District Council President, District Council Executive or a District Council Delegate;

WHY HAS THIS BEEN ADDED? UNLESS THERE IS A CONCERN OF CONFLICT OF INTEREST BETWEEN SUB-BRANCHES, REGIONS AND THE BOARD. AS A SINGLE ORGANISATION WITH THE SAME CHARITABLE PURPOSE AND RESPONSIBILITIES, HOW CAN THERE BE CONFLICTS OF INTEREST IN A TRANSPARENT OPEN ENVIRONMENT?

(c) subject to clause 9.10, have previously held office as a State Councillor or Director for a cumulative period of more than nine years (either continuously or in separate periods) after the first date of election as a State Councillor or Director;

WHY HAS THIS BEEN ADDED? THIS PROVIDES FOR TERM LIMITS THAT HAVE NOT BEEN ACCEPTED AT CONGRESS. THIS CLAUSE SHOULD BE MOVED TO CLAUSE 9.10.

(d) have had their RSL NSW membership, RSL membership in any other state or their RSL National membership cancelled at any time;

WHAT IF THEIR MEMBERSHIP WAS CANCELLED FOR NOT PAYING ANNUAL MEMBERSHIP FEES IAW CLAUSE 22(B) MANY YEARS EARLIER?

(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 state; or

(iii) RSL National,

at any time;

WHAT IF THEY WERE REMOVED BECAUSE OF INFIRMITY BUT HAVE RECOVERED?

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), to stand and be elected if a continuous period of at least five (5) years has lapsed from the date they last ceased to hold office.

THIS PROVIDES FOR TERM LIMITS THAT HAVE NOT BEEN ACCEPTED AT CONGRESS. CLAUSE 9.9(B) SHOULD BE INCORPORATED INTO THIS CLAUSE.

9.12 To accept and continue to hold office as an Independent Director, a person must:

(b) possess and demonstrate a level of appropriate professional qualifications, training, skills and experience as the Board considers necessary and desirable;

WHAT IS A LEVEL OF APPROPRIATE TRAINING, STUDY, SKILLS OR EXPERIENCE? FOR INDEPENDENT DIRECTORS, THE CORE SKILL SETS REQUIRED BY THE BOARD SHOULD BE SPECIFIED IN THE CONSTITUTION, IE, LEGAL, ACCOUNTANCY, MEDICAL, AGED CARE, ETC

9.13 To accept and continue to hold office as an Independent Director, a person must not

(a) currently be an RSL NSW Member;

WHY HAS THIS BEEN ADDED? RSL MEMBERS MAY HAVE THE REQUISITE SKILL SET REQUIRED BY THE BOARD.

(b) have been an RSL NSW Member, or a member of any RSL body in another state or a member of RSL National at any time in the five years preceding an appointment;

WHY HAS THIS BEEN ADDED? RSL MEMBERS MAY HAVE THE REQUISITE SKILL SET REQUIRED BY THE BOARD.

(d) subject to clause 9.14, have previously held office as a Director for a cumulative period of more than nine years (either continuously or in separate periods) after the date of first appointment as a Director;

THIS PROVIDES FOR TERM LIMITS THAT HAVE NOT BEEN ACCEPTED AT CONGRESS. WHY HAS THIS BEEN ADDED?

(f) have been previously removed as a Director under this Constitution; or

(h) have been previously removed as a Director under this Constitution; or

WHAT IF THEY WERE UNFAIRLY REMOVED FROM THE PREVIOUS STATE COUNCIL?

9.14 An Independent Director who has previously held office as a State Councillor or Director for nine years or more (either continuously or in separate periods) after their first date of election, is eligible, notwithstanding clause 9.13(d), to stand and be elected if a continuous period of at least five years has lapsed from the date they last ceased to hold office.

THIS PROVIDES FOR TERM LIMITS THAT HAVE NOT BEEN ACCEPTED AT CONGRESS. CLAUSE 9.9(C) SHOULD BE INCORPORATED INTO THIS CLAUSE.

BY-LAW 6 HAS EXTENSIVE DIRECTIONS ON THE NOMINATION PROCESS, VOTING, CONGRESSIONAL ELECTIONS AND VACANCY FOR STATE COUNCILLORS/DIRECTORS WHICH ARE NOT COVERED IN THE DRAFT CONSTITUTION

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.

WHERE IS THE WRITTEN RESOLUTION EXPRESSLY SPECIFYING THE POWER DELEGATED, AND ANY LIMITATIONS, RESTRICTIONS AND CONDITIONS ON ANY DELEGATION, INCLUDING THE TIME FOR WHICH THE DELEGATION WILL BE IN FORCE AS REQUIRED BY CLAUSE 9.31?

DELETED FROM CURRENT CONSTITUTION 15.7 A notice of resignation provided in accordance with this Constitution cannot be revoked. THIS IS NOT IN THE DRAFT CONSTITUTION. WHY HAS IT BEEN REMOVED?

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

THE US CONSTITUTION SETS 2/3 FOR IMPEACHMENTS OF THE PRESIDENT, EXPELLING A MEMBER OF CONGRESS OR SENATE, OVERRIDING THE PRESIDENT'S VETO OF A BILL, SENATE APPROVAL TREATIES, BOTH HOUSES TO DETERMINE THE PRESIDENT IS UNABLE TO DISCHARGE HIS DUTIES. ONLY AMENDING THE US CONSTITUTION REQUIRES ¾ OF THE STATES TO AGREE. 75% IS EXTREMELY HIGH BAR FOR REMOVAL OF A DRECTOR.

(b) a resolution of a 66% majority of Service Members entitled to vote at a General Meeting on a motion for removal of a Director

THIS IS IN CONTRADICTION TO CLAUSE 8.7C REQUIRING ONE VOTE – ONE PERSON UNLESS ALL MEMBERS ARE TO BE INVITED TO GENERAL MEETINGS. THIS VOTE WOULD BE BY THE DELEGATES AT THE GENERAL MEETING. WHY HAS THE VOTE CHANGED FROM MAJORITY TO 66%? THE US CONSTITUTION SETS 2/3 FOR IMPEACHMENTS OF THE PRESIDENT, EXPELLING A MEMBER OF CONGRESS OR SENATE, OVERRIDING THE PRESIDENT'S VETO OF A BILL, SENATE APPROVAL TREATIES, BOTH HOUSES TO DETERMINE THE PRESIDENT IS UNABLE TO DISCHARGE HIS DUTIES. ONLY AMENDING THE US CONSTITUTION REQUIRES ¾ OF THE STATES TO AGREE.

15.4 A State Councillor will automatically be deemed to have vacated office if they: (f) are removed from the office of State Councillor by a majority resolution of State Congress.

DELETED FROM CURRENT CONSTITUTION 16.2 A disqualification, defect or vacancy in appointment of any State Councillor, or resolution of State Congress, will not invalidate any otherwise valid act of State Council. THIS CLAUSE IS NOT IN THE DRAFT CONSTITUTION. WHY WAS IT REMOVED?

9.22 If an Elected Director:

DELETED FROM CURRENT CONSTITUTION 15.4 A State Councillor will automatically be deemed to have vacated office if they: (a) take a position of profit within RSL NSW other than as a paid Secretary of a sub-Branch;

NOT IN DRAFT CONSTITUTION. THIS SHOULD BE ADDED TO THE DRAFT CONSTITUTION WITH “SECRETARY OF A SUB-BRANCH” CHANGED TO “DIRECTOR OR SECRETARY OF A SUB-BRANCH”.

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 - 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.

THIS NEEDS TO BE AMENDED TO COMBINE WITH CLAUSE 9.24.

15.5 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:

9.25 In addition to the powers to fill casual vacancies in clauses 9.23 and 9.24 above, if the number of Directors falls below the minimum number required for a quorum as prescribed in clause 9.34, the remaining Directors may act to take any steps necessary to increase the number of Directors to the number required to constitute a quorum and/or for calling a General Meeting, but for no other purpose.

CLAUSE 9.23 ALREADY ALLOWS THE BOARD TO APPOINT TO FILL A CASUAL VACANCY. THE NSW RSL ACT CALLS FOR THE BOARD TO CONSIST OF AT LEAST 3 BUT NOT MORE THAN 10 DIRECTORS. THIS CLAUSE IS IN VIOLATION OF THE ACT. WHAT IS THE QUORUM?

9.26 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 Delegates (or Alternate Delegates).

THE NSW RSL ACT DOES NOT EXPRESSLY PROVIDE ANY POWERS THAT MUST BE EXERCISED BY SERVICE MEMBERS OR DELEGATES (OR ALTERNATE DELEGATES). SUB-BRANCH FUNCTIONS, POWERS, AUTHORITIES AND DUTIES ARE MISSING FROM THE DRAFT CONSTITUTION. BY-LAW 8 PROVIDES 19 DUTIES OF STATE COUNCILLORS/BOARD MEMBERS WHICH ARE NOT IN THE DRAFT CONSTITUTION AND WILL BE REPEALED

DELETED FROM CURRENT CONSTITUTION

9.27 Without limiting clause 9.26, the Board has the express power to:

(b) govern and regulate the functions of sub-Branches, 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 subBranch Property to further the Charitable Purpose;

THIS CLAUSE GIVES FULL CONTROL OF SUB-BRANCHES TO THE BOARD NOT JUST ON QUESTIONS OF PUBLIC POLICY. THIS NEEDS TO BE RETURNED TO CURRENT CONSTITUTION WORDING.

16.1 (e) direct and control all sub-Branches and Subsidiaries on question of public policy;

16.1 (f) approve any proposed amendments (either in full or subject to further amendments) to the by-laws of a sub-Branch, District Council or Subsidiary;
16.1 (g) approve the establishment of a Subsidiary or other association by a sub-Branch and, in the case of a Subsidiary, issue the Subsidiary a Charter in accordance with this Constitution;

(c) without limiting clause 9.27(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;

THE ADMINISTRATIVE SERVICE FEE IS NEW AND IS NOT DEFINED OR LIMITED. IT MAY BE A REPLACEMENT OR AN EXTRA FEE ON TOP OF CAPITATION FEES.

16.10 State Council must, before 31 December each year, determine the Capitation Fees payable by each sub-Branch to RSL NSW for the following calendar year. Each sub-Branch must pay the Capitation Fees due and payable to RSL NSW in accordance with the By-Laws.

DELETED FROM CURRENT CONSTITUTION 16.1(d) appoint, engage, discharge or suspend any Officers or employees as required and determine the terms of employment, engagement or remuneration of such Officers or employees; **WHY WAS THIS REMOVED?**

BY-LAW 9 PROVIDES DIRECTION ON HOW STATE COUNCIL/BOARD, DISTRICTS AND SUB-BRANCHES ARE TO MANAGE ACCOUNTS. THIS IS NOT IN THE DRAFT CONSTITUTION AND WILL BE REPEALED. THE DIRECTION OF BY-LAW 9 NEEDS TO BE INCLUDED IN THE CONSTITUTION.

(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;

SUB-CLAUSE F, G, AND H SHOULD BE COMBINED. THIS SUB-CLAUSE REITERATES THE BROAD CONTROLLING STATEMENT OF CLAUSE 8.1 ALL MATTERS REGARDING MEMBERSHIP SHOULD BE IN ONE SECTION OF THE DOCUMENT

(f) govern and regulate the rights and obligations of RSL NSW Members, Directors, District Council Delegates, District Councils, sub-Branches executives and sub-Branch and sub-Branch Trustees under this Constitution including matters relating to Disputes between any and each of them; and

SUB-CLAUSE F, G, AND H SHOULD BE COMBINED. THIS SUB-CLAUSE REITERATES THE BROAD CONTROLLING STATEMENT OF CLAUSE 8.1 ALL MATTERS REGARDING MEMBERSHIP SHOULD BE IN ONE SECTION OF THE DOCUMENT

By-Law 2 Clause 1. Jurisdiction over members (b) This Constitution will regulate all RSL NSW Members; and (c) RSL NSW has jurisdiction over all Service Members and shall have jurisdiction over all National Members who are Service Members in respect to any matter relating to, or affecting, RSL NSW.

(g) regulate and determine the rights of RSL NSW Members, Directors, District Council Delegates, District Councils, District Council Executive, sub-Branches and sub-Branch Executives and sub-Branch Trustees in accordance with the Disciplinary Procedures in Appendix D.

SUB-CLAUSE F, G, AND H SHOULD BE COMBINED. THIS SUB-CLAUSE REITERATES THE BROAD CONTROLLING STATEMENT OF CLAUSE 8.1 ALL MATTERS REGARDING MEMBERSHIP SHOULD BE IN ONE SECTION OF THE DOCUMENT

By-Law 2 Clause 1. Jurisdiction over members (b) This Constitution will regulate all RSL NSW Members; and (c) RSL NSW has jurisdiction over all Service Members and shall have jurisdiction over all National Members who are Service Members in respect to any matter relating to, or affecting, RSL NSW.

(a) issue Operational Policies and Procedures, notices or requests to sub-Branches; and

THIS IS REPEATED IN CLAUSE 19.1 AND GIVES THE BOARD UNLIMITED POWER TO ISSUE OPERATIONAL POLICIES AND PROCEDURES. THIS SAME CONCEPT IS REPEATED IN CLAUSE 14.3, 4.4, 14.5. CLAUSE 19.3 REQUIRES OPERATIONAL POLICIES AND PROCEDURES TO BE PUBLISHED AS SOON AS PRACTICABLE AFTER THEY ARE MADE OR ADOPTED. HOWEVER, OPERATIONAL POLICIES AND PROCEDURES ARE NOT REQUIRED TO BE APPROVED BY CONGRESS. THIS SHOULD BE AMENDED TO REQUIRE CONGRESS TO ACCEPT OR REJECT OPERATIONAL POLICIES AND PROCEDURES AT THE NEXT CONGRESS AFTER ADOPTION BY THE BOARD.

Section 2 In order to further the aims and objects of RSL NSW as set out in this Constitution and subject to the requirements of the law and the ability of RSL NSW to comply with all of its legal, taxation and fiduciary duties and responsibilities, RSL NSW may, in the pursuit of its aims and objects:

DELETED FROM CURRENT CONSTITUTION 2.12 make, amend and repeal By-Laws or Regulations in accordance with this Constitution. DRAFT CONSTITUTION DOES NOT INCLUDE “AMEND OR REPEAL OF OPERATING POLICIES AND PROCEDURES.”

DELETED FROM CURRENT CONSTITUTION

14.2 Subject to clause 14.1, State Council has the power to create or make Amendments to any By-Law or Regulation provided that at all times they are: **THIS NEEDS TO BE ADDED BACK INTO THE CONSTITUTION**

DELETED FROM CURRENT CONSTITUTION

(a) in accordance with this Constitution; **THIS NEEDS TO BE ADDED BACK INTO THE CONSTITUTION**

DELETED FROM CURRENT CONSTITUTION

(b) not retrospective; and **THIS NEEDS TO BE ADDED BACK INTO THE CONSTITUTION**

DELETED FROM CURRENT CONSTITUTION

(c) are not contrary to State Council direction. **THIS NEEDS TO BE ADDED BACK INTO THE CONSTITUTION**

(b) request or direct that a sub-Branch provide Documents and any other information to the Board within a reasonable time to be specified by the Board.

CLAUSE 16.3, 16.4 AND 16.5 WAS A RECENT AMENDMENT TO THE CONSTITUTION IN 2017, WHY WAS IT CHANGED?

16.3 State Council may, at any time and for any reason, direct a sub-Branch or Subsidiary (including any of their Members or Officers) to provide to, or as directed by State Council, 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 (“**State Council Direction**”).

16.4 State Council may make the State Council Direction in writing and may require the satisfaction of the State Council Direction within a reasonable specified time frame.

16.5 Any sub-Branch or Subsidiary that fails to comply with the State Council Direction will be in default of its obligations under this Constitution and State Council may take disciplinary action against the sub-Branch or Subsidiary in accordance with this Constitution.

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

(a) a committee or committees comprising:

(ii) at least one Director and any other person; or

ANY OTHER PERSON IS VERY BROAD. THIS SHOULD BE DELETED

(iii) employees of RSL NSW;

(e) District Councils and/or District Council Executives; and/or

(f) the District Presidents' Council.

THIS CLAUSE LEAVES OPEN WHAT SEEMS TO BE STRONG DEFINITION OF COMMITTEE FORMATION IN THE CURRENT CONSTITUTION CLAUSES 16.1, 16.23, 17.6. WHY WAS THIS CHANGE MADE?

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:

16.23 (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;

16.1 (c) delegate any of its powers, with any terms or conditions required, to State Executive, State Secretary, District Council or Committees, as required from time to time, and to revoke any such delegation;

17.6 State Executive has the powers and authority granted to it under this Constitution or as delegated to it by State Council. State Executive may delegate its powers to State Secretary, District Council or a Committee on such terms and conditions as required, from time to time, and may revoke any such delegation of its powers.

9.30 A delegation under clause 9.29 must:

(c) expressly specify the power delegated, and any limitations, restrictions and conditions on any delegation, including the time for which the delegation will be in force.

WHY IS THERE NO MENTION OF TERMS OF REFERENCE OR FUNCTIONS OF THE COMMITTEE? HOW CAN A COMMITTEE BE TERMINATED?

16.23 (a) specify in writing from time to time the terms of reference and functions of the committee;

16.23 (c) specify the period and conditions (including as to remuneration, if any) of any such appointment to the committee; and

16.23 (d) terminate the committee at any time.

9.32 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.

NEW IN 2018 DRAFT CONSTITUTION. "ANY PERSON" COULD MEAN NO RSL MEMBERS ON ADVISORIES BODIES OR WORKING PARTY. IS THAT THE INTENT?

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

THIS IS VERY BROAD. THERE ARE NO MINIMUM INTERVALS FOR THE BOARD TO MEET.

16.8 State Council must meet at least once every 2 months of a financial year and may meet more frequently as required. State Council must notify State Executive of its scheduled meeting dates for the following financial year before 31 December of the current financial year.

DELETED FROM CURRENT CONSTITUTION

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

THERE ARE NO GUIDELINES AS TO HOW BOARD MEETINGS ARE TO BE CONDUCTED.

9.34 Unless the Board resolves otherwise, the quorum for a Directors' meeting is a majority (greater 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.

THIS DIFFERS FROM CLAUSE 9.27 WHICH MENTIONS NO LESS THAN 5. THIS NEEDS TO BE ALIGNED.

By-Law 10 para 47. The quorum for meetings of State Council will be half of available State Councillors plus one.

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

THIS EFFECTIVELY ALLOWS OFFICIAL DISCUSSION TO TAKE PLACE IN A BOARD MEETING WITHOUT A QUORUM AS LONG AS NO VOTE IS TAKEN. PREVIOUS RULES DID NOT ALLOW A MEETING TO BE HELD WITHOUT A QUORUM. THIS SHOULD BE AMENDED

By-Law 10 para 48. In the event of a quorum not being formed within 30 minutes of the appointed commencement time of the scheduled meeting, the meeting will be adjourned until 10.00am the following day at the same location and the State Councillors present in person at the adjourned meeting will form a quorum.

9.36 A Directors' meeting may be called by:

(a) the President on causing reasonable notice to be given to each Director; or

REASONABLE NOTICE IS DIFFICULT TO DEFINE. PREVIOUSLY BY-LAW 10 PARA 45 REQUIRED 7 DAYS' NOTICE

(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.

CONVENIENT IS DIFFICULT TO DEFINE. BY-LAW 10 PARA 44 REQUIRED 10 DAYS' NOTICE,

By-Law 10 para 44. State Secretary must, at least 10 days prior to a meeting of State Council, provide written notice to each State Councillor stating:

- (a) the time, place and date of the meeting; and
- (b) the nature of business to be transacted at the meeting.

By-Law 10 para 45. By-Law 10 Extraordinary general meetings of State Council may be convened at any time in Sydney by the State President:

- (a) as required; or
- (b) upon receipt of a written request from 8 State Councillors, by providing 7 days notice to all State Councillors.

9.45 A written resolution is passed when the majority of Directors sign or otherwise agree to the resolution in the manner set out in clauses 9.42 – 9.44.

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. **CHANGES PASSING A RESOLUTION WITHOUT A MEETING TO REQUIRING ONLY A MAJORITY NOT ALL DIRECTORS VOTE. IF THERE IS NO MEETING/DISCUSSION ABOUT AN ISSUE, SHOULD IT NOT REQUIRE A 100% ACCEPTANCE BY ALL (AS UNDER THE PREVIOUS CONSTITUTION) AS EACH MEMBER HAS NOT HEARD ALL ARGUMENTS?**

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. **NOT IN DRAFT CONSTITUTION. THIS NEEDS TO BE ADDED.**

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

NEW IN 2018 DRAFT CONSTITUTION. CODE OF CONDUCT SHOULD BE IN THE CONSTITUTION. BASED ON HISTORY OF STATE BRANCH, THIS SHOULD BE A STRONG DOCUMENT

9.59 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 9.54 and clause 9.55 or such other documents as the Board may decide.

NEW IN 2018 DRAFT CONSTITUTION. WHY WOULD A DEED BE REQUIRED AS DIRECTORS HAVE THE RIGHT OF ACCESS TO DOCUMENTS IAW CLAUSE 9.57?)

10. DIRECTORS' REMUNERATION – as per Draft Constitution dated 11th June 2019

sub-Branch M. DISAGREE, COMMENTS

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.

AS THE OPTION FOR DIRECTORS' REMUNERATION IS ALLOWED IN THE RSL NSW ACT, THIS IS A REASONABLE STATEMENT. HOWEVER, IT IS STILL UP TO THE CONGRESS TO APPROVE SUCH REMUNERATION.

10.3 The aggregate amount of remuneration, if any, which may be paid to Directors pursuant to a resolution of sub-Branch Delegates is also to be determined by a resolution of sub-Branch Delegates at a general meeting.

THERE IS NO REASON TO STATE "(OR ALTERNATE DELEGATES)" SINCE ONLY DELEGATES VOTE AND IF THE DELEGATE IS NOT IN THE ROOM, THE ALTERNATE DELEGATE TAKES HIS POSITION AS DELEGATE

11. CHIEF EXECUTIVE OFFICER – as per Draft Constitution dated 11th June 2019

sub-Branch M. DISAGREE, COMMENTS

DELETED FROM CURRENT CONSTITUTION

18.1 The State Secretary must be a Service or Life Member, unless there is no Service Member or Life Member who is both qualified and willing to be appointed as State Secretary. **IT APPEARS THE STATE SECRETARY HAS BEEN REPLACED BY THE COMPANY SECRETARY AND THERE ARE NO QUALIFICATIONS OR DUTIES LISTED IN THE DRAFT CONSTITUTION. WHY WAS THIS REMOVED?**

DELETED FROM CURRENT CONSTITUTION

18.2 The State Secretary will be appointed by State Council for such term, at such remuneration and upon such conditions as State Council deems necessary. **IT APPEARS THE STATE SECRETARY HAS BEEN REPLACED BY THE COMPANY SECRETARY AND THERE ARE NO APPOINTMENT TERMS LISTED IN THE DRAFT CONSTITUTION. WHY WAS THIS REMOVED?**

DELETED FROM CURRENT CONSTITUTION

18.5 State Council or State Executive may vest in the State Secretary such powers, duties and authorities as it may from time to time determine and the State Secretary shall exercise all such powers and authorities, subject at all times to any direction of State Council.

IT APPEARS THE STATE SECRETARY HAS BEEN REPLACED BY THE COMPANY SECRETARY AND THERE ARE NO POWERS, DUTIES OR AUTHORITIES LISTED IN THE DRAFT CONSTITUTION. WHY WAS THIS REMOVED?

DELETED FROM CURRENT CONSTITUTION

18.6 State Secretary 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. **IT APPEARS THE STATE SECRETARY HAS BEEN REPLACED BY THE COMPANY SECRETARY AND THERE ARE NO MEETING ATTENDANCE REQUIREMENTS IN THE DRAFT CONSTITUTION. WHY WAS THIS REMOVED?**

DELETED FROM CURRENT CONSTITUTION

18.8 State Secretary, or in his absence the Assistant State Secretary, will be the RSL NSW Returning Officer. **IT APPEARS THE STATE SECRETARY HAS BEEN REPLACED BY THE COMPANY SECRETARY AND THE ASSISTANT STATE SECRETARY IS NOT MENTIONED IN THE DRAFT CONSTITUTION. WHY WAS THIS REMOVED?**

12. DISTRICT COUNCILS – as per Draft Constitution dated 11th June 2019

Suggested Changes/Comments: *There were 9 sub-Branches with responses to the District Councils.*

sub-Branch M. DISAGREE, COMMENTS

DELETED FROM CURRENT CONSTITUTION

22.2 Each District Council must act, at all times, in accordance with this Constitution. **WHY HAS THIS BEEN REMOVED?**

DELETED FROM CURRENT CONSTITUTION

23.2 The District Council Delegates will attend District Council and may vote on any matter on behalf of their sub-Branch. **SHOULD THIS BE RE-ADDED IN TO DEFINE WHO ATTENDS THE MEETINGS?**

23.3 An alternate delegate of a sub-Branch may only attend, and vote at, District Council if a District Council Delegate from that sub-Branch is unwilling or unable to attend. **SHOULD THIS BE RE-ADDED IN TO DEFINE WHO ATTENDS THE MEETINGS?**

DELETED FROM CURRENT CONSTITUTION

23.4 A District Council Delegate who is elected at a general meeting of the sub-Branch to fill a casual vacancy, will assume office on the date of such general meeting. **SHOULD THIS BE RE-ADDED IN TO DEFINE WHO ATTENDS THE MEETINGS?**

DELETED FROM CURRENT CONSTITUTION

25.2 The elections of a District Council Executive must be conducted by secret ballot with nominations from the floor. **WHAT ARE ELECTION RULES FOR DISTRICT EXECUTIVES?**

DELETED FROM CURRENT CONSTITUTION

25.3 The role of each member of the District Council Executive is set out in the By-Laws and Regulations.

By-Law 10 Clause 8. The District Council and sub-Branch Delegate to State Congress shall vote on each motion on the Annual State Congress or Extraordinary State Congress agenda, in accordance with the direction of the District Council or sub-Branch. **WILL DISTRICT COUNCILS STILL HAVE A VOTE AT CONGRESS?**

12.7 To hold office as a District Council Executive, a person must be a Service Member of at least 18 years of age.

NO AGE REQUIREMENT EXISTED IN CURRENT CONSTITUTION. HOWEVER, THERE ARE VERY FEW CIRCUMSTANCES THAT A MEMBER OF THE ADF WOULD BE UNDER 17 IN TODAY'S WORLD AND FOR THE FEW WHO MIGHT BE WOULD IT BE CORRECT FOR THE RSL TO DISCRIMINATE AGAINST THEM. THERE IS NO REQUIREMENT FOR THIS RESTRICTION.

12.8 To accept and continue to hold office as a District Council Executive, a person must not:

(b) subject to clause 12.12, have held office as a District Council President for a cumulative period of more than six years (either continuously or in separate periods) after the first date of election as a District Council President, if that person is to hold office as a District Council President;

WHY HAS THIS BEEN ADDED? THIS PROVIDES FOR TERM LIMITS THAT HAVE NOT BEEN ACCEPTED AT CONGRESS.

(c) have had their RSL NSW membership suspended or cancelled at any time or have been removed from holding any office within RSL NSW at any time;
WHAT IF THEIR MEMBERSHIP WAS CANCELLED FOR NOT PAYING ANNUAL MEMBERSHIP FEES IAW CLAUSE 22(B) MANY YEARS EARLIER?

BY-LAW 15 HAS 42 CLAUSES ON THE DUTIES AND RESPONSIBILITY OF DISTRICT COUNCIL WHICH ARE NOT COVERED BY THE DRAFT CONSTITUTION AND WILL BE REPEALED.

12.10 A District Council Executive (other than a District Council President) who remains eligible to hold office in accordance with clause 12.7 and 12.8 is eligible to stand for re-election and may be re-elected for a further term or terms.

WHY HAS THIS BEEN ADDED? THIS PROVIDES FOR TERM LIMITS THAT HAVE NOT BEEN ACCEPTED AT CONGRESS.

12.11 A District Council President who remains eligible to hold office in accordance with clause 12.7 and 12.8 is eligible to stand for re-election and may be re-elected as District Council President for a further term of three years provided that a District Council President must not hold the position of District Council President for a period exceeding six years in total.

WHY HAS THIS BEEN ADDED? THIS PROVIDES FOR TERM LIMITS THAT HAVE NOT BEEN ACCEPTED AT CONGRESS.

12.12 A District Council President who has previously held office as a District Council President for a cumulative period of six years or more (either continuously or in separate periods) after their first date of election, is eligible, notwithstanding clause 12.11 to stand and be elected for a further cumulative period of six years (which may, in individual circumstances and at the absolute discretion of the Board, be extended to nine years) if a continuous period of at least six years has lapsed from the date they last ceased to hold office.

WHY HAS THIS BEEN ADDED? THIS PROVIDES FOR TERM LIMITS THAT HAVE NOT BEEN ACCEPTED AT CONGRESS.

MINOR WORDING CHANGE FROM CURRENT CONSTITUTION TO 2019 DRAFT

12.18 District Council meetings must be conducted in accordance with the District Council Standard Operating Procedures.

24.1 District Council meetings must be conducted in accordance with the By-Laws and Regulations. **WHAT DISTRICT COUNCIL STANDARD OPERATING PROCEDURES?**

MINOR WORDING CHANGE FROM CURRENT CONSTITUTION TO 2019 DRAFT

12.31 Each District Council will represent sub-Branches in its own District by:

THIS REDEFINES THE PURPOSE OF THE DISTRICT COUNCILS TO REPRESENTING SUB-BRANCHES ONLY. WAS THIS THE INTENT?

26.1 Each District Council will have the power to carry out the aims and objects of RSL NSW within their own area and may:

DELETED FROM CURRENT CONSTITUTION

22.4 The objects of each District Council will be to further the aims and objects of RSL NSW through:

THIS REDEFINES A STATEMENT REGARDING THE PURPOSE OF DISTRICT COUNCILS SHOULD BE ADDED TO THE CONSTITUTION

DELETED FROM CURRENT CONSTITUTION

g) submit any motions to be passed by State Council or State Executive to State Council or State Executive, as the case may be; and **WHY IS THIS NOT IN DRAFT CONSTITUTION?**

DELETED FROM CURRENT CONSTITUTION

(h) move any motion formulated in accordance with this clause at State Congress, provided that: **WHY IS THIS NOT IN DRAFT CONSTITUTION?**

DELETED FROM CURRENT CONSTITUTION

(i) District Council may only hear and resolve on matters affecting a sub-Branch within its District upon a written request signed by the sub-Branch President and sub-Branch Secretary; and **Not in WHY IS THIS NOT IN DRAFT CONSTITUTION?**

DELETED FROM CURRENT CONSTITUTION

(j) any motion of District Council must be raised at State Congress for ratification and further action. **WHY IS THIS NOT IN DRAFT CONSTITUTION?**

DELETED FROM CURRENT CONSTITUTION

22.4 (d) the promotion of any matter which promotes the welfare of citizens in the District, or generally, provided such matter is non-political and non-sectarian; **WHY IS THIS NOT IN DRAFT CONSTITUTION?**

DELETED FROM CURRENT CONSTITUTION

22.4 (e) encouraging its sub-Branches and their associated Subsidiaries to support the Welfare and Benevolent Institution; **WHY IS THIS NOT IN DRAFT CONSTITUTION?**

DELETED FROM CURRENT CONSTITUTION

22.4 (f) establishing clubs for sport and recreation, libraries and such other associations for promotion of the welfare of its members and their Dependants; and **WHY IS THIS NOT IN DRAFT CONSTITUTION?**

DELETED FROM CURRENT CONSTITUTION

22.4 (g) the establishment of sub-Committees of the District Council to promote membership of RSL NSW and the advancement of sub-Branches and RSL NSW generally. **WHY IS THIS NOT IN DRAFT CONSTITUTION?**

DELETED FROM CURRENT CONSTITUTION

25.7 Casual vacancies of District Council Delegates or alternate delegates will be filled by resolution of the relevant sub-Branch, passed by a majority of sub-Branch members present and voting at the next general meeting of the sub- Branch. **CASUAL VACANCY OF DISTRICT COUNCIL DELEGATES IS NOT IN DRAFT CONSTITUTION. WHY IS THIS NOT IN THE DRAFT CONSTITUTION?**

DELETED FROM CURRENT CONSTITUTION

26.3 A District Council may propose amendments to the by-laws of that District Council by submitting the proposed amendments to State Council for approval in accordance with this Constitution. **DISTRICT COUNCILS MAY NOT PROPOSE AMENDMENTS TO TO BY-LAWS/OPERATING PROCEDURES WHY IS THIS NOT IN DRAFT CONSTITUTION?**

DELETED FROM CURRENT CONSTITUTION

28.1 A District Council may resolve, by special resolution of all District Council Delegates of the District Council, to terminate the District Council. **WHY IS THIS NOT IN DRAFT CONSTITUTION?**

DELETED FROM CURRENT CONSTITUTION

28.2 If any District Council is terminated, all of its documents, records, books, statutory registers and accounts must be forwarded to the State Secretary to be held by the State Secretary for and on behalf of the sub-Branches in the District. **WHY IS THIS NOT IN DRAFT CONSTITUTION?**

DELETED FROM CURRENT CONSTITUTION

28.3 Following termination of a District Council, all powers vested in the District Council will no longer be binding on the sub-Branches within the District. **WHY IS THIS NOT IN DRAFT CONSTITUTION?**

DELETED FROM CURRENT CONSTITUTION

25.5 Each District Council must at the annual general meetings of the District Council either:

(a) elect two honorary auditors; or **NOT IN THE DRAFT CONSTITUTION. DO DISTRICT COUNCILS REQUIRE AUDITING?**

DELETED FROM CURRENT CONSTITUTION

(b) appoint an auditor who is a suitably qualified accountant and who is a member of the Institute of Chartered Accountants in Australia, CPA Australia or the National Institute of Accountants, to inspect the accounts, books, vouchers and securities of District Council and report to the next annual general meeting. **NOT IN THE DRAFT CONSTITUTION. DO DISTRICT COUNCILS REQUIRE AUDITS?**

DELETED FROM CURRENT CONSTITUTION

27.7 District Council must pay an affiliation fee of \$35.00 to RSL NSW before 31 March each year. **NOT IN THE DRAFT CONSTITUTION. ARE AFFILIATION FEES FROM DISTRICT COUNCILS NO LONGER NEEDED?**

DELETED FROM CURRENT CONSTITUTION

27.1 Each District Council must maintain accounts of all money received and expended by the District Council in accordance with the By-Laws and Regulations. Subject to this clause, all money received by the District Council Secretary, District Council Treasurer or other authorised District Council Officer must be paid directly into the bank account of the District Council. **NOT IN THE DRAFT CONSTITUTION. DO DISTRICT COUNCILS REQUIRE ACCOUNT MANAGEMENT?**

DELETED FROM CURRENT CONSTITUTION

27.2 Each District Council must open a trust account and must immediately deposit in the trust account, any money or funds in any way received by the District Council (other than money or funds received for administrative purposes which can be placed in their general account) or which has been donated or bequeathed to the District Council for a special purpose (“Trust Funds”). **NOT IN THE DRAFT CONSTITUTION. DO DISTRICT COUNCILS REQUIRE TRUST ACCOUNTS?**

DELETED FROM CURRENT CONSTITUTION

27.3 A District Council may use any money or funds other than Trust Funds to:

(a) pay any administrative expenses of the District Council; **NOT IN THE DRAFT CONSTITUTION. DO DISTRICT COUNCILS PAY ADMIN EXPENSES?**

DELETED FROM CURRENT CONSTITUTION

(b) subject to receipt of the prior written consent of State Council, donate such money or funds to a charitable appeal or organisation; **NOT IN THE DRAFT CONSTITUTION. WHY NOT?**

DELETED FROM CURRENT CONSTITUTION

(c) meet the costs of any award of Life Membership to a Service Member; or **NOT IN THE DRAFT CONSTITUTION. WHY NOT?**

DELETED FROM CURRENT CONSTITUTION

(d) invest such money or funds in any way which District Council resolves to further the aims and objects of RSL NSW. **NOT IN THE DRAFT CONSTITUTION. WHY NOT?**

DELETED FROM CURRENT CONSTITUTION

27.4 The payment by District Council of any outstanding amounts owed by the District Council which have been paid in good faith and for a proper purpose must be ratified by the District Council at a general meeting. **NOT IN THE DRAFT CONSTITUTION. WHY NOT?**

DELETED FROM CURRENT CONSTITUTION

27.5 Each District Council Secretary must forward to the State Secretary by 31 March each year: **NOT IN THE DRAFT CONSTITUTION. WHY NOT?**

(a) DC 1, DC 2 and DC 3 for the District Council; and

(b) a list of the sub-Branches in the District which have not paid their affiliation fees to District Council.

Power to Call General Meeting [Power to Call General Meeting](#)

TWO SECTIONS COVER CALLING A GENERAL MEETING. IT IS ALSO MENTIONED IN CLAUSE 8.11. SHOULD BE IN ONE PLACE.

[\(a\) of Service Members, in relation to matters concerning the appointment or removal of Directors; and](#) **WOULD THIS BE A MEETING OF ALL SERVICE MEMBERS? THIS WOULD BE VERY DIFFICULT AND EXPENSIVE.**

DELETED FROM CURRENT CONSTITUTION

21.10 An extraordinary State Congress convened in accordance with a State Congress Direction, will only be convened for the purposes specified in the State Congress Direction.

THERE IS NO MENTION OF CALLING AN EXTRAORDINARY MEETING. HOW IS AN EXTRAORDINARY MEETING CALLED?

13. SUB-BRANCHES – as per Draft Constitution dated 11th June 2019

Suggested Changes/Comments: *There were 11 sub-Branches with responses to the sub-Branches.*

sub-Branch M. DISAGREE, COMMENTS

**BY-LAW 17 HAS 16 CLAUSES ON SUB-BRANCH ELECTION PROCEDURES WHICH ARE NOT COVERED BY THE DRAFT CONSTITUTION AND WILL BE REPEALED.
BY-LAW 18 HAS 6 CLAUSES ON SUB-BRANCH COMMITTEE POWERS AND DUTIES WHICH ARE NOT COVERED BY THE DRAFT CONSTITUTION AND WILL BE REPEALED.**

BY-LAW 21 HAS 9 CLAUSES ON SUB-BRANCH REQUIREMENTS TO COMPLY WITH RSL CHARITABLE INSTITUTION STATUS AND GOVERNANCE STANDARDS WHICH ARE NOT COVERED BY THE DRAFT CONSTITUTION AND WILL BE REPEALED.

THE SECTION SHOULD BE DIVIDED INTO:

PURPOSE

POWERS, OBLIGATIONS AND DUTIES

MANAGEMENT

TRUSTEES

MEETINGS

ACCOUNTS

COMPLIANCE

FORMATION

AMALGAMATION

TERMINATION

13.1 RSL NSW may establish a sub-Branch by issuing a Charter in accordance with this Constitution. 29.1 RSL NSW may establish a sub-Branch by issuing the sub-Branch a Charter in accordance with this Constitution. RSL NSW will have jurisdiction over the affairs of all sub-Branches.

BY-LAW 16 HAS 19 CLAUSES ON THE FORMATION OF SUB-BRANCHES WHICH ARE NOT COVERED BY THE DRAFT CONSTITUTION AND WILL BE REPEALED.

13.3 Upon approval of an application to become a sub-Branch, the Board will issue a Charter to the new sub-Branch which will record:

29.3 The Charter issued by State Council must state:

THE DRAFT CONSTITUTION DOES NOT SPECIFY HOW A SUB-BRANCH CHARTER IS DETERMINED OR WRITTEN. WHY WAS THIS REMOVED?

DELETED FROM CURRENT CONSTITUTION

29.2 The provisional committee of a proposed sub-Branch, formed in accordance with the By-Laws, must apply to State Council to issue a Charter to the sub-Branch.

BY-LAW 16 HAS 19 CLAUSES ON THE FORMATION OF SUB-BRANCHES WHICH ARE NOT COVERED BY THE DRAFT CONSTITUTION AND WILL BE REPEALED.

13.4 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; and

(iii) 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 Executive 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 sub-Branch Standard Operating Procedures, and of operating as an RSL NSW sub-Branch for the purposes of carrying out the functions necessary to support and fulfil the Charitable Purpose.

BY-LAW 16 HAS 19 CLAUSES ON THE FORMATION OF SUB-BRANCHES WHICH ARE NOT COVERED BY THE DRAFT CONSTITUTION AND WILL BE REPEALED. IS BY-LAW 16 REDUNDANT AND IRRELEVANT?

DELETED FROM CURRENT CONSTITUTION

29.5 State Council may review the boundaries of a sub-Branch and the location of the meetings of the sub-Branch and the sub-Branch Committee. Subject to consultation with a representative of the sub-Branch Committee, State Council may resolve to alter the boundaries within which a sub-Branch may act and meet.

NOT IN DRAFT CONSTITUTION. THERE ARE NO CLAUSES ON SUB-BRANCH BOUNDARY REVIEW. A SUB-BRANCH MANAGEMENT SECTION SHOULD BE ADDED TO THE CONSTITUTION.

DELETED FROM CURRENT CONSTITUTION

31.2 Each sub-Branch is required to hold a quarterly general meeting, but may hold monthly general meetings if required. . **NOT IN DRAFT CONSTITUTION. THERE ARE NO CLAUSES ON SUB-BRANCH MANAGEMENT. A SUB-BRANCH MANAGEMENT SECTION SHOULD BE ADDED TO THE CONSTITUTION.**

DELETED FROM CURRENT CONSTITUTION

31.3 All meetings held by a sub-Branch must be conducted in accordance with the By-Laws and Regulations. . **NOT IN DRAFT CONSTITUTION. THERE ARE NO CLAUSES ON SUB-BRANCH MANAGEMENT. A SUB-BRANCH MANAGEMENT SECTION SHOULD BE ADDED TO THE CONSTITUTION.**

DELETED FROM CURRENT CONSTITUTION

32.2 A sub-Branch has the power to join with other sub-Branches or Subsidiaries in matters of local public interest for promotion of the aims and objects of RSL NSW. State Council may, at any time, direct a sub-Branch to cease such association. Any costs incurred by the sub-Branch as a result of such association must be approved by the members of the sub-Branch at a general meeting. **NOT IN DRAFT CONSTITUTION. NOT PROHIBITED OR PERMITTED. IS THIS THE INTENT?**

DELETED FROM CURRENT CONSTITUTION

32.3 A sub-Branch may propose to establish a Subsidiary or other club for sport, recreation, literary, musical or debating activities and may appoint sub-Committees for promotion and advancement of interest of Members, other returned ex-service personnel and their Dependants. The establishment of a

Subsidiary or other association must be approved by State Council in accordance with this Constitution. **NOT IN DRAFT CONSTITUTION. SUBSIDIARIES ARE NO LONG AUTHORISED IN DRAFT CONSTITUTION. WHY NOT?**

DELETED FROM CURRENT CONSTITUTION

31.5 The chairman of a sub-Branch may refuse to hear any issue or matter which the chairman reasonably believes is sectarian or political in nature. . **NOT IN DRAFT CONSTITUTION. THERE ARE NO CLAUSES ON SUB-BRANCH MANAGEMENT. A SUB-BRANCH MANAGEMENT SECTION SHOULD BE ADDED TO THE CONSTITUTION.**

DELETED FROM CURRENT CONSTITUTION

31.6 A member of a sub-Branch may request that State Council review the decision of the chairman made under clause 31.5 above. . **NOT IN DRAFT CONSTITUTION. THERE ARE NO CLAUSES ON SUB-BRANCH MANAGEMENT. A SUB-BRANCH MANAGEMENT SECTION SHOULD BE ADDED TO THE CONSTITUTION.**

Obligations of a sub-Branch

THIS SHOULD BE IN THE TRANSITIONAL APPENDIX.

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

(b) it is bound by, and will comply with the provisions of this Constitution; **REPEATED FROM CLAUSE 8.6(B) AND 14.29(C)**

29.4 Each sub-Branch: (a) will be bound by, and must comply with, 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: **REPEATED FROM CLAUSE 5.1**

(i) for goods or services supplied or provided to the sub-Branch in the ordinary course of business; **REPEATED FROM CLAUSE 5.1**

(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 accordance with any approved expenditure policy of the sub-Branch; **REPEATED FROM CLAUSE 5.1**

(iii) a payment made to any under the indemnity provisions in clause 15; or **REPEATED FROM CLAUSE 5.1**

(iv) a premium for insurance cover to indemnify a sub-Branch Executive, subBranch Trustee; and **REPEATED FROM CLAUSE 5.1**

Sub- Branch Executive

BY-LAW 18 CURRENTLY DISCUSSES SUB-BRANCH EXECUTIVES

DELETED FROM CURRENT CONSTITUTION

30.4 All acts carried out by the sub-Branch Executive, on behalf of the sub-Branch, in good faith and for a proper purpose, must be ratified by the sub-Branch at the next general meeting of the sub-Branch. **NOT IN DRAFT CONSTITUTION. THERE ARE NO CLAUSES ON SUB-BRANCH MANAGEMENT. A SUB-BRANCH MANAGEMENT SECTION SHOULD BE ADDED TO THE CONSTITUTION.**

13.34 A sub-Branch must, upon receipt of a written request from the Board, produce for inspection all accounts, books, statutory registers, records and any other documents required to be kept by the sub-Branch under this Constitution or at law. The Board will notify the relevant District Council of the intention to issue such a request.

35.7 A sub-Branch must, upon receipt of a written request from State Council, produce for inspection all accounts, books, statutory registers, records and any other documents required to be kept by the sub-Branch under this Constitution or at law.

NO MENTION OF SUB-BRANCH PROPERTY, CASH, INVESTMENT FUNDS OR ASSETS EXCEPT DURING THE "...PERIOD PRIOR TO RECEIVING AND MAKING ON OPTION..." IN CLAUSE 21.30 AND 21.31. CLAUSE 21.32 STATES "THE SUB-BRANCH OR SUB-BRANCH TRUSTEES MUST NOT EXPEND MONEY IN ACCORDANCE WITH CLAUSE 21.31 WHERE THE EXPENDITURE TOTALS \$50,000 OR MORE IN ANY ONE CALENDAR YEAR." ALL OTHER MENTION IS ABOUT TRANSFERRING ACCOUNTS DURING TRANSITION.

MAJOR WORDING CHANGE FROM CURRENT CONSTITUTION

(d) pay any affiliation fees due to the District Council of the sub-Branch.

27.6 District Council must, before 31 December each year, determine and notify each sub-Branch in their District of the affiliation fees payable by each sub-Branch. Each sub-Branch must pay their affiliation fees to District Council before the annual general meeting of District Council for that year. **WHAT ARE THE AFFILIATION FEES? CLAUSE 12.36 STATES THAT DISTRICT COUNCILS MAY BE ALLOCATED FUNDS FROM RSL NSW IF THAT IS THE CASE, WOULD SUB-BRANCHES BE REQUIRED TO PAY AFFILIATION FEES?**

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

(a) on any of the grounds set out in the Disciplinary Procedures in Appendix D, including but not limited to a failure to comply with any of the provisions of this Constitution; or

THIS IS EXTENSIVELY COVERED UNDER DISCIPLINARY POWERS, IT DOES NOT BELONG IN THE SECTION UNDER SUB-BRANCHES

10.1 If State Council reasonably believes that a sub-Branch or Subsidiary is guilty of Misconduct, State Council will provide written notice to the sub-Branch or Subsidiary, with a copy provided to the National Secretary, stating:

- (a) the Misconduct of which RSL NSW believes the sub-Branch or Subsidiary is guilty; and
- (b) the period of time which the sub-Branch or Subsidiary has to remedy the Misconduct.

10.2 If a sub-Branch or Subsidiary fails to comply with the notice, State Council may resolve by special resolution of the State Councillors present and voting at the meeting, to:

(b) terminate the sub-Branch or Subsidiary and revoke its Charter and, in the case of a sub-Branch, all members of the sub-Branch will be transferred to the Unattached List of Members in accordance with the By-Laws; or

DELETED FROM CURRENT CONSTITUTION

38.3 Upon termination of a sub-Branch all sub-Branch Officers will be deemed to have vacated office and all members of the sub-Branch will be moved to the Unattached List of Members in accordance with the By-Laws.

NOT IN DRAFT CONSTITUTION. THERE ARE NO CLAUSES ON SUB-BRANCH MANAGEMENT. A SUB-BRANCH MANAGEMENT SECTION SHOULD BE ADDED TO THE CONSTITUTION..

DELETED FROM CURRENT CONSTITUTION

38.2 If any sub-Branch is terminated, its assets will, following payment of all its debts and liabilities and subject to the law, vest in RSL NSW. RSL NSW may if the sub-Branch seeks to become a Chapter, transfer the assets to the parent sub-Branch of the Chapter or hold the assets on trust for the operation of the Chapter.

NOT IN DRAFT CONSTITUTION.

DELETED FROM CURRENT CONSTITUTION

21.7 State Congress will be formed by: (b) State Congress Delegates elected by each District Council and sub-Branch at a general meeting of the District Council or sub-Branch. Each District Council and / or sub-Branch may also elect an alternate delegate.

WHAT CONSTITUTES MEMBERS AT CONGRESS AND AGM?

13.51 A sub-Branch may appoint a proxy Delegate in accordance with the provisions set out in Appendix C.

PROXY IS A NEW CONCEPT THAT WE HAVE NOT ALLOWED BEFORE. THIS IS DANGEROUS AS ONLY THE PRESIDENT OR BOARD MEMBERS MAY BE DESIGNATED AS PROXIES. REMOVE PROXIES FROM CONSTITUTION.

13.66 Without limiting clause 13.65, the sub-Branch trustees must at all times deal with sub-Branch Property:

(a) in the best interests of the sub-Branch; **REPEATED FROM 13.65 AND IN CLAUSE 20.15**

(b) subject to the requirement that the sub-Branch Trustees must deal with subBranch property and assets in accordance with the direction of the sub-Branch pursuant to resolutions of the sub-Branch members; **THIS COULD LEAD TO TRUSTEES TAKING DIRECTION FROM THE SUB-BRANCH IN VIOLATION OF THEIR DUTIES UNDER THE TRUSTEES ACT**

(c) 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; and **RESTATED FROM CLAUSE 13.65 AND IN CLAUSE 20.15**

DELETED FROM CURRENT CONSTITUTION

34.5 Liability of sub-Branch Trustees

Any sub-Branch Trustee or other sub-Branch Officer, who is in breach of this clause 34 will be liable for the loss suffered by the sub-Branch and may be sued by RSL NSW on behalf of the sub-Branch for any loss or damage suffered or incurred by the sub-Branch. **NOT IN THE DRAFT CONSTITUTION. WAS THIS INTENDED.**

DELETED FROM CURRENT CONSTITUTION

SECTION I: SUBSIDIARIES ARE SUBSIDIARIES COVERED SOMEWHERE ELSE OR DO THEY HAVE NO RULES?

39. SUBSIDIARIES

39.1 RSL NSW may establish a Subsidiary, or may approve the establishment of a Subsidiary by a sub-Branch, by issuing the Subsidiary a Charter in accordance with this Constitution. RSL NSW will have jurisdiction over the affairs of all Subsidiaries.

39.2 Each Subsidiary will:

- (a) be bound by and must act in accordance with this Constitution;
- (b) promote the aims and objects of RSL NSW; and
- (c) comply with such lawful directions as are given to it from time to time by RSL NSW.

39.3 The Executive and/or Committee (to the extent required) of any Subsidiary established by State Council will be appointed by State Council, or failing an appointment by State Council, elected from the members of that Subsidiary by following the procedure for election of a sub-Branch Executive and Committee as set out in the By-Laws.

39.4 Two or more Subsidiaries may amalgamate by following the procedure for amalgamation of sub-Branches set out in this Constitution, with the necessary changes being made.

39.5 Each Subsidiary must comply with the requirements of a sub-Branch in respect to the maintenance of accounts and dealings with money received and expended by the Subsidiary, as set out in this Constitution, with the necessary changes being made.

40. INCORPORATION OF SUBSIDIARIES

40.1 An unincorporated Subsidiary may be Incorporated, subject to the receipt of the prior written consent of State Council.

40.2 State Council may withhold its consent to the Incorporation of a Subsidiary for any reason.

40.3 State Council may only provide its consent for the Incorporation of a Subsidiary where the Subsidiary has adopted the model rules for a Subsidiary published by State Council from time to time ("**Model Rules**"). The Model Rules may be amended by State Council from time to time, but must always provide that a Subsidiary:

- (a) may not amend the Model Rules without the consent of State Council; and
- (b) may not secede from RSL NSW.

14. DISPUTE RESOLUTION AND DISCIPLINARY PROCEDURES – as per Draft Constitution dated 11th June 2019

sub-Branch M. DISAGREE, COMMENTS

DISPUTE RESOLUTION AND DISCIPLINARY PROCEDURES ARE DESCRIBED IN APPENDIX D. ALL ISSUES ABOUT ONE SUBJECT SHOULD BE IN ONE PLACE. BY-LAW 3 INCLUDES 14 CLAUSES AND REFERS TO THE RSL NSW DISPUTE RESOLUTION REGULATION WHICH WILL ALSO BE REPEALED.

14.1 Disputes about any matter arising in connection with or relating directly or indirectly to this Constitution between any one or more of:
SHOULD BE COMBINED WITH APPENDIX D. BY-LAW 3 INCLUDES 14 CLAUSES AND REFERS TO THE RSL NSW DISPUTE RESOLUTION REGULATION WHICH WILL ALSO BE REPEALED.

14.2 The Board has the power to:
SHOULD BE COMBINED WITH APPENDIX D. BY-LAW 4 INCLUDES 15 PAGES REGARDING DISCIPLINARY PROCEDURES WHICH WILL ALSO BE REPEALED. RULES IN BY-LAW 4 SHOULD BE ADDED TO APPENDIX D.

(a) warn or suspend an RSL NSW Member;
SHOULD BE COMBINED WITH APPENDIX D. BY-LAW 4 INCLUDES 15 PAGES REGARDING DISCIPLINARY PROCEDURES WHICH WILL ALSO BE REPEALED. RULES IN BY-LAW 4 SHOULD BE ADDED TO APPENDIX D.

7.6 A Member may be reprimanded, suspended or expelled in accordance with this Constitution

(b) cancel or revoke membership;
SHOULD BE COMBINED WITH APPENDIX D. BY-LAW 4 INCLUDES 15 PAGES REGARDING DISCIPLINARY PROCEDURES WHICH WILL ALSO BE REPEALED. RULES IN BY-LAW 4 SHOULD BE ADDED TO APPENDIX D.

(c) warn or suspend a sub-Branch Executive or sub-Branch Trustee,
SHOULD BE COMBINED WITH APPENDIX D. BY-LAW 4 INCLUDES 15 PAGES REGARDING DISCIPLINARY PROCEDURES WHICH WILL ALSO BE REPEALED. RULES IN BY-LAW 4 SHOULD BE ADDED TO APPENDIX D.

(d) warn or suspend a District Council President or other District Council Executive ;
SHOULD BE COMBINED WITH APPENDIX D. BY-LAW 4 INCLUDES 15 PAGES REGARDING DISCIPLINARY PROCEDURES WHICH WILL ALSO BE REPEALED. RULES IN BY-LAW 4 SHOULD BE ADDED TO APPENDIX D.

(e) remove any sub-Branch Executive or sub-Branch Trustee or District Council President or District Council Executive from office; and/or
SHOULD BE COMBINED WITH APPENDIX D. BY-LAW 4 INCLUDES 15 PAGES REGARDING DISCIPLINARY PROCEDURES WHICH WILL ALSO BE REPEALED. RULES IN BY-LAW 4 SHOULD BE ADDED TO APPENDIX D.

(f) revoke a Charter issued to a sub-Branch.

SHOULD BE COMBINED WITH APPENDIX D. BY-LAW 4 INCLUDES 15 PAGES REGARDING DISCIPLINARY PROCEDURES WHICH WILL ALSO BE REPEALED. RULES IN BY-LAW 4 SHOULD BE ADDED TO APPENDIX D.

14.3 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.

DISPUTE RESOLUTION AND DISCIPLINARY PROCEDURES ARE DESCRIBED IN APPENDIX D. ALL ISSUES ABOUT ONE SUBJECT SHOULD BE IN ONE PLACE. BY-LAW 4 INCLUDES 15 PAGES REGARDING DISCIPLINARY PROCEDURES WHICH WILL ALSO BE REPEALED. THESE RULES SHOULD BE INCLUDED IN APPENDIX D.

15. INDEMNITY AND INSURANCE

sub-Branch M. DISAGREE, COMMENTS

15.4 Notwithstanding the provisions in clause 15.2 and clause 15.3, RSL NSW may:

(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 clause 15.2 or clause 15.3. **RSL WILL PAY FOR THIS IN ADVANCE AND THEN THE MEMBER MAY REPAY THE COSTS IF THEY HAVE BEEN FOUND GUILTY OF VIOLATIONS. WHY PAY TO THE RSL NSW OFFICER VERSUS DIRECTLY TO HIS SOLICITOR/BARRISTER?**

15.6 RSL NSW may enter a deed with any RSL NSW Officer on terms confirming and reflecting the indemnity provisions in clauses 15.1 – 15.5.

WHY WOULD A DEED BE NEEDED?

DELETED FROM CURRENT CONSTITUTION

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. **NOT IN THE DRAFT CONSTITUTION. WHY NOT?**

16. EXECUTION OF DOCUMENTS

sub-Branch M. DISAGREE, COMMENTS

16.1 RSL NSW may execute a document without using the common seal if the document is signed by:

(b) one Director and an employee of RSL NSW authorised by the Board to do so.

THIS ALLOWS DOCUMENTS TO HAVE LESS BOARD MEMBER CONTROL AS IT USED TO REQUIRE TWO BOARD MEMBERS TO SIGN. AMEND TO MAKE TWO DIRECTORS SIGN.

18.9 State Secretary, together with 2 State Councillors, may attest any instrument executed under the Common Seal of RSL NSW pursuant to the By-Laws.

BY-LAW 8 CONTAINS 10 CLAUSES RELATING TO THE USE OF THE SEAL WHICH ARE NOT IN THE DRAFT CONSTITUTION AND WILL BE REPEALED. IS THIS THE INTENT?

17. WINDING UP AND DISSOLUTION

sub-Branch M. DISAGREE, COMMENTS

17.3 The RSL NSW Members will determine 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.

MEMBERS TO DECIDE VERSUS THE BOARD. HOW WILL THIS BE DONE?

18. RSL NSW POLICIES AND PROCEDURES

sub-Branch M. DISAGREE, COMMENTS

18.1 The Board may from time to time pass a resolution adopting Operational Policies and Procedures.

THIS IS REPEATED IN CLAUSE 9.30 AND IS LESS LIMITED THAN PREVIOUS. CONGRESS SHOULD BE REQUIRED TO APPROVE THE ADOPTION AND AMENDMENT OF OPERATIONAL POLICIES AND PROCEDURES.

14.2 Subject to clause 14.1, State Council has the power to create or make Amendments to any By-Law or Regulation provided that at all times they are:

- (a) in accordance with this Constitution;
- (b) not retrospective; and
- (c) are not contrary to State Congress direction.

18.2 Directors, District Council Delegates, District Councils, the District Presidents' Council, RSL NSW Members, sub-Branches, sub-Branch Executives and sub-Branch Trustees must comply with any Operational Policies and Procedures made under this Constitution as if they were part of this Constitution.

REPEATED FROM CLAUSE 8.6(B)

29.4 Each sub-Branch: (c) must comply with all lawful directions given to it by RSL NSW.

DELETED FROM CURRENT CONSTITUTION

43.2 If there is any conflict between any term of any By-Law, Regulation, Standing Policy, guideline, manual or any other document produced by RSL NSW or any RSL NSW Body, other than this document, the terms of the following will prevail in the following order: **NOT IN DRAFT CONSTITUTION. AN ORDER OF HIERARCHY IS NEEDED TO REDUCE CONFUSION. A VERSION OF THIS CLAUSE NEEDS TO BE ADDED.**

- (a) By-Laws;
- (b) Regulations;
- (c) Standing Policy;
- (d) guidelines and manuals; and
- (e) other documentation produced by RSL NSW or any RSL NSW Body.

20. SAVINGS, TRANSITIONAL AND CONTINUING PROVISIONS

sub-Branch M. DISAGREE, COMMENTS

THIS SECTION SHOULD BE AN APPENDIX AS IT DOES NOT APPLY AFTER THE TRANSITION

20.2 All RSL NSW by-laws and regulations in existence prior to the Commencement Date are repealed and no longer have any force or effect.

OPERATING PROCEDURES AND POLICIES, AS WELL AS SUB-BRANCH OPERATING PROCEDURES AND POLICIES AND ANY OTHER REGULATORY DOCUMENTS NEED TO BE WRITTEN PRIOR TO THE DRAFTING AND ADOPTING OF THIS CONSTITUTION.

20.4 The number of years already served by a Director holding office at the Commencement Date will be counted towards the total term which each Director can serve pursuant to clause 9.9(c) and 9.13(d) of the Constitution.

WHY HAS THIS BEEN ADDED? THIS PROVIDES FOR TERM LIMITS THAT HAVE NOT BEEN ACCEPTED AT CONGRESS.

20.6 The number of years already served by a District Council Executive holding office at the Commencement Date will not be counted towards the total term which each current District Council Executive can serve as a District Council Executive pursuant to clause 12.8(b) of the Constitution.

WHY HAS THIS BEEN ADDED? THIS PROVIDES FOR TERM LIMITS THAT HAVE NOT BEEN ACCEPTED AT CONGRESS.

Disciplinary Powers

DISPUTE RESOLUTION AND DISCIPLINARY PROCEDURES ARE DESCRIBED IN APPENDIX E. ALL ISSUES ABOUT ONE SUBJECT SHOULD BE IN ONE PLACE. (BY-LAW 4 INCLUDES 15 PAGES REGARDING DISCIPLINARY PROCEDURES WHICH WILL ALSO BE REPEALED.) IS ALL OF BY-LAW 4 REDUNDANT OR IRRELEVANT?

20.7 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.

ONLY THE BOARD WILL HAVE DISCIPLINARY AUTHORITY. SUB-BRANCHES SHOULD HAVE DISCIPLINARY AUTHORITY FOR SMALLER ISSUES

DELETED FROM CURRENT CONSTITUTION

11.1 A sub-Branch Committee which reasonably believes that a Member of the sub-Branch is guilty of Misconduct, may discipline, reprimand or suspend that member in accordance with the By-Laws. **SUB-BRANCHES NO LONGER HAVE DISCIPLINARY AUTHORITY. THIS CLAUSE SHOULD BE I THE NEW CONSTITUTION.**

DELETED FROM CURRENT CONSTITUTION

11.2 A disciplinary hearing conducted by the sub-Branch Committee will be in accordance with the By-Laws. **SUB-BRANCHES NO LONGER HAVE DISCIPLINARY AUTHORITY. THIS CLAUSE SHOULD BE IN THE NEW CONSTITUTION.**

20.8 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 the Commencement Date is an Auxiliary Member and will automatically retain all rights, entitlements, awards and recognition held at the Commencement Date.

THERE ARE NO RULES REGARDING AUXILIARY MEMBERS. AUXILIARY MEMBERS ARE ONLY DEFINED IN THE CURRENT CONSTITUTION AS ""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 WELFARE & BENEVOLENT INSTITUTION. THE DRAFT CONSTITUTION DEFINES "AUXILIARY MEANS AN AUXILIARY OF MEMBERS WHICH IS PART OF A SUB-BRANCH; FORMED IN ACCORDANCE WITH AND GOVERNED BY THIS CONSTITUTION." AND "AUXILIARY MEMBER MEANS ANY PERSON WHO WAS A MEMBER OF AN RSL AUXILIARY IMMEDIATELY BEFORE THE COMMENCEMENT DATE." CLAUSE 12 OF APPENDIX B STATES "ANY PERSON MAY APPLY TO BE AN AUXILIARY MEMBER AND BE ADMITTED AS AN AUXILIARY MEMBER OF RSL NSW IN ACCORDANCE WITH THE TERMS OF THIS APPENDIX B."

20.9 RSL NSW Members who are Associates of sub-Branches 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.

THE DRAFT CONSTITUTION DOES NOT SPECIFY RULES ABOUT NEW ASSOCIATE MEMBERS. ARE THEY NO LONGER ALLOWED? BY-LAW 2 HAS FIVE FAIRLY SIMPLE PARAGRAPHS REGARDING ASSOCIATES THAT SHOULD BE ADDED.

20.10 All RSL NSW sub-Branches holding a Charter at the Commencement Date will continue to hold that Charter and to be an RSL NSW sub-Branch in accordance with the existing Charter and the terms and conditions attached to that Charter as amended by this Constitution.

THIS SHOULD BE IN THE TRANSITIONAL APPENDIX.

20.11 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 (WHAT AMENDED TERMS?) and to comply with the terms of this Constitution including for the avoidance of doubt:

THIS SHOULD BE IN THE TRANSITIONAL APPENDIX

THIS IS REPEATED FROM PARA 13.5

(a) to make sure that the sub-Branch's income and assets are only used to further the Charitable Purpose; **REPEATED FROM CLAUSE 5.1A**

(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 :

THIS IS REPEATED FROM CLAUSE 5.1B AND CLAUSE 13.5C

(c) to comply with this Constitution, any direction, notice or request issued by the Board under this Constitution and any Operational Policies and Procedures issued from time to time. : **THIS IS REPEATED FROM PARA 13.5D**

Sub-Branch Trustees

THIS IS ALSO COVERED IN CLAUSE 13. ALL CLAUSES REGARDING TRUSTEES SHOULD BE IN THE SAME SECTION

MINOR WORDING CHANGE FROM CURRENT CONSTITUTION

20.15 Without limiting clause 20.14, the sub-Branch Trustees must continue to hold and deal with sub-Branch property and assets: **REPEATED FROM PARA 13.66**

34.4 (a) The sub-Branch Trustees hold all property of the sub-Branch on trust for the sub-Branch and, subject to the law and this Constitution, are authorised to take, maintain or defend any legal action necessary to protect the sub-Branch property.

(a) in the best interests of the sub-Branch; **REPEATED FROM PARA 13.66A**

(b) subject to the requirement that the sub-Branch 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; **REPEATED FROM PARA 13.66B**

(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 **REPEATED FROM PARA 13.65 AND PARA 13.66C**

34.4 (a) The sub-Branch Trustees hold all property of the sub-Branch on trust for the sub-Branch and, subject to the law and this Constitution, are authorised to take, maintain or defend any legal action necessary to protect the sub-Branch property. **NOT IN THE DRAFT CONSTITUTION. SHOULD BE ADDED IN.**

(d) with the prior written approval of the Board where required under this Constitution. **REPEATED FROM PARA 13.66D**

APPENDICES

sub-Branch M. DISAGREE, COMMENTS

APPENDIX A – DEFINITIONS AND INTERPRETATION

ANZAC House means the business premises of, and the head office function for RSL NSW from time to time. **OUT OF ORDER IN APPENDIX SHOULD FOLLOW ARMED FORCES**

RSL NSW Tribunal means the tribunal formed by the Board for the purposes of implementing the Disciplinary Procedures. **OUT OF ORDER IN APPENDIX SHOULD FOLLOW RSL NSW OFFICER**

45. INTERPRETATION Interpretation

In this Constitution, unless the context otherwise requires:

45.1 In this Constitution, unless the context otherwise requires:

(f) a document (including this Constitution) includes all amendments or supplements to, or replacements or novation of, that document;

DOCUMENT IS ALSO DEFINED IN DEFINITIONS SECTION ABOVE

(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;

SHOULD BE DEFINED IN DEFINITIONS SECTION ABOVE

sub-Branch M. DISAGREE, COMMENTS

APPENDIX B MEMBERSHIP

2. (SHOULD BE CLAUSE 1) A person may apply to be an RSL NSW Member by:

(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.

3.6 An application to be admitted as a Member must be in accordance with the By-Laws and Regulations.

BY-LAW 2 HAS 21 CLAUSES ON THE PROCESS OF MEMBERSHIP APPLICATIONS. ARE THESE TO BE IGNORED AS BY-LAWS WILL BE REVOKED?

By-Law 2 Clause 9. Each person who applies to be admitted as a Service Member may also apply to be admitted as a member of a particular sub-Branch.

By-Law 2 Clause 10. An application to be admitted as a Service Member may be lodged with RSL NSW or a sub-Branch, provided that if the applicant applies to be admitted as a member of a particular sub-Branch, then the application must be lodged with that sub-Branch.

BY-LAW 2 CONTAINS ADDITIONAL CLAUSES RELATING TO LIST OF UNATTACHED SERVICE MEMBERS (7), MISCELLANEOUS LIST OF MEMBERS (9), SUBSCRIPTIONS AND SUB-BRANCH MEMBERSHIP RETURNS (15) WHICH ARE NOT COVERED IN THE DRAFT CONSTITUTION. THESE CLAUSES SHOULD BE ADDED INTO THE NEW CONSTITUTION.

8. An RSL NSW Member may be, with the Board's approval, attached to more than one sub-Branch (including being attached to 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.

PROCESS OF BECOMING A NEW ASSOCIATE MEMBER IS NOT DISCUSSED IN THE NEW CONSTITUTION. THIS SHOULD BE ADDED.

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

BY-LAW 2 CONTAINS ADDITIONAL CLAUSES RELATING TO AFFILIATE MEMBERS (15) WHICH ARE NOT COVERED IN THE DRAFT CONSTITUTION

10. Despite an applicant meeting the eligibility criteria set out in clause 13-16 of this Appendix B, the Board in its discretion may decline to accept a sub-Branch's application for membership in circumstances where:

THIS GIVES THE BOARD BROAD RANGING AUTHORITY TO DENY MEMBERSHIP AND REMOVES THIS AUTHORITY FROM SUB-BRANCHES (WHO WOULD BE BETTER TO DETERMINE THIS AS THEY HAVE PERSONAL CONTACT WITH THE INDIVIDUAL)

4.2 If State Council is satisfied special circumstances exist, a person who does not strictly comply with clauses 4.1(a) to 4.1(g) above may be admitted as a Service Member, provided such person is otherwise qualified to be admitted as a Service Member. **NOT IN DRAFT CONSTITUTION. BY LEAVING THIS OUT STATE BOARD HAS THE RIGHT TO RESTRICT SOMEONE WHO IS ELIGIBLE BUT CAN NOT ACCEPT SOMEONE WITH SPECIAL CIRCUMSTANCES. THIS NEEDS TO BE CLEARLY STATED.**

7.5 RSL NSW is not required to accept the application of any person to become a Member and State Council may terminate a Member's membership if it reasonably believes:

(b) a person has previously receiving a warning from, or had their RSL NSW membership suspended or cancelled by, RSL NSW;

THIS ALLOWS THE BOARD TO DENY A MEMBERSHIP FOR SOMEONE WHO HAS MISSED THE DEADLINE FOR MEMBERSHIP FEES. NEED TO REDEFINE THE OUTCOME IF SOMEON

12. 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 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.

MEMBERSHIP FEES SHOULD BE DETERMINED BY THE CONGRESS.

DELETED FROM CURRENT CONSTITUTION

16.7 State Council may only increase the annual subscriptions, payable by Members, with the prior consent of State Congress. **THIS CLAUSE SHOULD BE ADDED BACK INTO THE CONSTITUTION.**

14. The following persons are eligible to be admitted as a Service Member:

4.1 The following persons are eligible to apply for admission as a Service Member:

4.1 (e) a person who is an Australian citizen and who:

DELETED FROM CURRENT CONSTITUTION

4.1 (e) (ii) in a theatre of conflict either served with or supported or was otherwise engaged with the Armed Forces of such a country or place. **THE DRAFT CONSTITUTION REMOVES THIS CATEGORY FOR MEMBERSHIP. THIS CLAUSE SHOULD BE ADDED BACK INTO THE CONSTITUTION.**

DELETED FROM CURRENT CONSTITUTION

4.1 (f) any person who is not otherwise eligible to be admitted as a Service Member but who:

DELETED FROM CURRENT CONSTITUTION

4.1 (f) (i) is an Australian Citizen and who for a period of not less than 6 months served in the Armed Forces of any other country or place not included in those countries or places referred to in clause 4.1(c) above, provided however that at no time during such service, the country or place was in conflict in war or war-like operations against the Commonwealth; or **THE DRAFT CONSTITUTION REMOVES THIS CATEGORY FOR MEMBERSHIP. THIS CLAUSE SHOULD BE ADDED BACK INTO THE CONSTITUTION.**

DELETED FROM CURRENT CONSTITUTION

4.1 (f) (ii) for a period of not less than 6 months has been a member of a philanthropic organisation which was, during that period, formally accredited to and administered by the Australian Defence Force. **THE DRAFT CONSTITUTION REMOVES THIS CATEGORY FOR MEMBERSHIP. THIS CLAUSE SHOULD BE ADDED BACK INTO THE CONSTITUTION.**

DELETED FROM CURRENT CONSTITUTION

4.1 (g) a person who is an Australian citizen and has served 10 continuous years as an “officer” or other rank instructor in the Australian Defence Force Cadets (this includes officers serving in the Australian Navy Cadets, Australian Army Cadets and Australian Air Force Cadets). **THE DRAFT CONSTITUTION REMOVES THIS CATEGORY FOR MEMBERSHIP AND SHIFTS ALL CADETS TO AFFILIATE MEMBERS IN THE FUTURE. THIS CLAUSE SHOULD BE ADDED BACK INTO THE CONSTITUTION.**

15. To be eligible to be a Service Member in any of the categories in clause 13 (SHOULD READ CLAUSE 14 UNLESS CLAUSE 2 IN CORRECTED) above, a person must be at least 18 years of age.

NO AGE REQUIREMENT (EXCEPT AFFILIATE MEMBERS) EXISTED IN CURRENT CONSTITUTION. HOWEVER, THERE ARE VERY FEW CIRCUMSTANCES THAT A MEMBER OF THE ADF WOULD BE UNDER 17 IN TODAY’S WORLD AND FOR THE FEW WHO MIGHT BE WOULD IT BE CORRECT FOR THE RSL TO DISCRIMINATE AGAINST THEM.

16. The following persons are eligible to be admitted as an Affiliate Member:

AGE REQUIREMENT HAS BEEN REMOVED. CLAUSE 60 OF BY-LAW NEEDS TO BE ADDED TO THIS CONSTITUTION.

By-law 2, Clause 60. Persons who are eligible to become an Affiliate Member must be eighteen years of age or older and comply with one of the following:

(a) a person who is any relative of a person (living or deceased) who is or was eligible to be a Service Member;

THIS IS AN EXTENSION OF AFFILIATE MEMBER REQUIREMENTS TO INCLUDE ANY AGE SINCE BY-LAW 2 WILL BE REVOKED.

By-law 2, Clause 60. (a) is a person who is any relative of a person (living or deceased) who is or was eligible to be a Service or Life Member of the League (proof of eligibility to be provided to the sub-Branch);

(b) a person who has received an award for giving valuable service to the League;

THIS IS AN EXTENSION OF AFFILIATE MEMBER REQUIREMENTS TO INCLUDE ANY SERVICE AWARD INCLUDING A FUTURE AWARD NOT YET DETERMINED. THE CURRENT CONSTITUTION CLAUSE SHOULD BE USED.

(b) is a person who has been awarded the Certificate of Merit or a National or State Certificate of Appreciation for giving valuable service to the League;

(c) a Cadet and/or Officer of Cadets over 17 years of age;

THIS IS AN EXTENSION TO ANY CADET OVER 17 YEARS OLD NOT JUST THOSE WITH 10 CONTINUOUS YEARS AS AN “OFFICER” OR OTHER RANK INSTRUCTOR. CADET OFFICERS WERE CONSIDERED SERVICE MEMBERS. IN THE FUTURE CADET OFFICERS WITH 10 YEARS SERVICE CAN ONLY BE AFFILIATE MEMBERS.

(c) is a Cadet and/or Officer of Cadets;

(d) any person deemed by the Board to have provided significant service to the League.

THIS CLAUSE OPENS THE CATEGORY WIDE OPEN AND SHIFTS APPROVAL AUTHORITY FROM THE SUB-BRANCH TO THE BOARD. SUB-BRANCHES MUST BE ABLE TO SELECT AFFILIATES IF THEY SO DECIDE.

(d) is any such person deemed by the sub-Branch Committee to have provided significant service to the sub-Branch and support of the Objects of the League.

17. Any person may apply to be an Auxiliary Member and be admitted as an Auxiliary Member of RSL NSW in accordance with the terms of this Appendix B. **THERE ARE NO RULES REGARDING AUXILIARY MEMBERS. AUXILIARY MEMBERS ARE ONLY DEFINED IN THE CURRENT CONSTITUTION AS ""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 WELFARE & BENEVOLENT INSTITUTION. THE DRAFT CONSTITUTION DEFINES "AUXILIARY MEANS AN AUXILIARY OF MEMBERS WHICH IS PART OF A SUB-BRANCH; FORMED IN ACCORDANCE WITH AND GOVERNED BY THIS CONSTITUTION." AND "AUXILIARY MEMBER MEANS ANY PERSON WHO WAS A MEMBER OF AN RSL AUXILIARY IMMEDIATELY BEFORE THE COMMENCEMENT DATE." CLAUSE 21.7 DESCRIBES ACCRUED RIGHTS OF AFFILIATE MEMBERS BUT DOES NOT SPECIFY WHAT THOSE ARE. CURRENTLY, THERE IS MUCH CONFUSION AS TO WHETHER OR NOT SUB-BRANCHES HAVE AUXILIARIES OR IF ALL AUXILIARY MEMBERS BELONG TO ANZAC HOUSE. THE PURPOSE AND REQUIREMENTS FOR AUXILIARY MEMBERS NEEDS TO BE INCLUDED IN THE CONSTITUTION.**

DELETED FROM CURRENT CONSTITUTION

16.1 Subject to this Constitution, the law, any Standing Policy and any directions of State Congress, State Council has the following authority (h) provide awards to any person or body who or which has given outstanding service to RSL NSW **THIS CLAUSE IS NOT IN THE DRAFT CONSTITUTION. THE INTENT OF THIS CLAUSE SHOULD BE INCORPORATED IN THE CONSTITUTION.**

20. 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.

LIFE MEMBERSHIP NOMINATIONS ARE COVERED IN THE RSL NATIONAL BY-LAWS. WHAT FEE?

21. The Board may in its sole discretion recommend that RSL National grant Life Membership to a person who is properly proposed. **NO EFFECTIVE CHANGE, HOWEVER, THIS IS A BIT HEAVY HANDED AS RSL NATIONAL BY-LAWS COVER LIFE MEMBERSHIP. WORDING FROM CURRENT CONSTITUTION IS MORE APPROPRIATE.**

(b) Subject to the By-Laws and Regulations, RSL NSW may propose that a Service Member who has given long, continued and outstanding service to RSL NSW, be elected by the National Executive to the class of Life Member. **THIS IS A MORE ACCEPTABLE CLAUSE**

27. The Board may cancel a Membership:

IS THERE A DIFFERENCE BETWEEN CANCELLING A MEMBERSHIP AND CEASING TO BE A MEMBER?

(a) if the RSL NSW Member fails to pay any annual membership fees by the due date;

CURRENTLY, IF YOU FAIL TO RENEW YOUR MEMBERSHIP, YOU MAY HAVE YOUR MEMBERSHIP RE-ACTIVATED. DOES THIS MEAN, YOU WILL HAVE TO RE-APPLY IF YOU MISS THE PAYMENT DEADLINE? THEN IAW CLAUSE 7 OF APP B, "DESPITE AN APPLICANT MEETING THE ELIGIBILITY CRITERIA SET OUT IN CLAUSE 9 OF THIS APPENDIX B, AN APPLICATION FOR MEMBERSHIP MAY BE DECLINED BY THE BOARD IN ITS ABSOLUTE DISCRETION" AND IAW WITH CLAUSE 12.7C THAT

PERSON MAY NOT SERVE AS A REGIONAL REPRESENTATIVE COUNCILLOR EVER. THIS NEEDS TO BE AMENDED SO AS NOT TO DISADVANTAGE WELL-MEANING MEMBERS.

By-Law 2, Clause 45. If a continuing Service Member fails to pay their Annual Subscription for a financial year on or before April 30 of that financial year, they will cease to be a Service Member.

sub-Branch M. DISAGREE, COMMENTS

APPENDIX C – MEMBERS’ MEETINGS CONDUCT AND VOTING PROCEDURE

BY-LAWS 11, 12, AND 13 PROVIDE EXTENSIVE DIRECTION FOR THE CONDUCT OF CONGRESS. THEY WILL BE REPEALED. THESE RULES SHOULD BE INCLUDED IN THE CONSTITUTION.

DELETED FROM CURRENT CONSTITUTION

4.3 All Service Members may attend and observe any National Congress but shall not, unless attending as a RSL NSW Delegate, be entitled to be heard, vote or receive notices. **THIS CLAUSE HAS BEEN LEFT OUT OF THE DRAFT CONSTITUTION. IS THE INTENT TO RESTRICT NON-DELEGATES FROM ATTENDING CONGRESS/AGM?**

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, to ANZAC House not less than three (3) months before date of the General Meeting.

THIS CHANGES MOTION SUBMISSION TO 3 MONTHS PRIOR TO CONGRESS FROM THE FEBRUARY MEETING OF THE BOARD. CAN THE BOARD SUBMIT MOTIONS TO CONGRESS?

By-Law 10 Clause 10. Motions submitted by sub-Branches, District Councils or State Council for the State Congress Agenda without supporting details and argument shall not be approved by the State Congress Agenda Committee for inclusion in the State Congress Agenda.

THIS CLAUSE INDICATES THAT STATE COUNCIL MAY SUBMIT MOTIONS AT CONGRESS. THIS DOES NOT APPEAR IN THE DRAFT CONSTITUTION. WILL THE BOARD BE ALLOWED TO SUBMIT MOTIONS AT THE AGM?

By-Law 11 Clause 22. The closing date for receipt of motions from any source for consideration of the State Congress Agenda Committee shall be the first day immediately following the conclusion of the February State Council Meeting.

DELETED FROM CURRENT CONSTITUTION

21.4 State Congress may consider and pass a resolution on any matter relating to the welfare of any sub-Branch, Subsidiary or Member that conforms with the aims and objects of RSL NSW.

THIS DOES NOT APPEAR IN THE DRAFT CONSTITUTION WHY HAS THIS CLAUSE BEEN LEFT OUT? IS THIS NOW A FUNCTION OF THE AGM?

DELETED FROM CURRENT CONSTITUTION

21.5 The agenda of State Congress will consist of all motions submitted by State Council, District Councils and sub-Branches in accordance with this Constitution. State Council must provide each District Council and sub-Branch with at least 8 weeks’ notice of the closing date for submission of motions. The agenda for the next State Congress must be sent to all District Councils and sub-Branches at least 6 weeks before State Congress.

BY-LAWS 10 – 13 PROVIDE EXTENSIVE INFORMATION ON THE RUNNING OF CONGRESS. WHERE IS THIS COVERED IN THE DRAFT CONSTITUTION AS BY-LAWS WILL BE REPEALED?

DELETED FROM CURRENT CONSTITUTION

By-Law 5 Clause 3. Any motion submitted by a sub-Branch or Subsidiary relating to a proposed new By-Law or Regulation or an Amendment to an existing By-Law or Regulation which has been rejected by State Council may be submitted to State Congress, in accordance with the Constitution and these By-Laws, for review

and consideration. **NO PROVISION IS MADE IN DRAFT CONSTITUTION FOR REVIEW AND CONSIDERATION OF REJECTED MOTIONS AT CONGRESS. THIS CLAUSE SHOULD BE ADDED.**

BY-LAW 13 HAS 14 CLAUSES ON THE DUTIES AND RESPONSIBILITY OF CONGRESS SUSPENSION COMMITTEE WHICH ARE NOT COVERED BY THE DRAFT CONSTITUTION AND WILL BE REPEALED.

5. Before sending the Notice of a General Meeting, the Board will appoint a Returning Officer.

CHANGES THE RETURNING OFFICERS TO ANYONE THE BOARD CHOOSES VERSUS THE STATE SECRETARY. THE STATE SECRETARY SHOULD BE RETURNING OFFICER.

By-Law 6, Clause 1. The State Secretary will be Returning Officer at each Congressional Election and the filling of casual vacancies as they arise (**Returning Officer**).

6. 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 six (6) weeks before the General Meeting.

CLAUSE 8.10 ALSO COVERS THE TIMING OF MEETINGS. THIS SHOULD BE IN ONE PLACE IN THE DOCUMENT. NOTICE OF ANNUAL CONGRESS DOES NOT APPEAR IN CURRENT CONSTITUTION AS THE DATE, TIME AND PLACE ARE SET BY THE PREVIOUS CONGRESS.

21.5 State Council must provide each District Council and sub-Branch with at least 8 weeks' notice of the closing date for submission of motions. The agenda for the next State Congress must be sent to all District Councils and sub-Branches at least 6 weeks before State Congress.

21.11 State Council must provide each sub-Branch with at least 30 days written notice stating the time, date, location and purpose of an extraordinary State Congress. Such written notice must be sent by post to each sub-Branch and displayed at the State Offices.

7. The notice of General Meeting must:

(a) confirm the date, time and place for the General Meeting;

CURRENTLY, THIS IS SET AT THE PREVIOUS CONGRESS AND IT IS INCLUDED IN THE REMINDER NOTICE. THE DETAIL IN THIS CLAUSE IS NOT CONSISTENT WITH THE REST OF THE SECTION.

(c) set out all items of business and all proposed resolutions

THIS OVERSIMPLIFIES THE BUSINESS OF CONGRESS AND ALLOWS TOO MUCH CONTROL BY THE BOARDS. WE SHOULD ADOPT THE WORDING IN THE CURRENT BY-LAW AND ADD "DATE, TIME, AND PLACE"

By-Law 11, Clause 23. The official printed Agenda for each Annual State Congress shall list and group motions and other detail as required in the following order of business: -

(a) Index

(b) Congressional Election Details

(c) Rules and Procedures of Debate

(d) Motions covered by Standing Policies (in same section order as motions for debate).

(e) Motions for debate shall be in one of the following Agenda sections: -

(i) Constitution

- (ii) RSL National Constitution
- (iii) Veterans' Affairs Matters
- (iv) Social Security and Tax
- (v) Defence Service Homes
- (vi) RSL NSW
- (vii) ANZAC, Commemoration, Ceremonial and Memorials
- (viii) Defence and Foreign Affairs
- (ix) Security
- (x) Population
- (xi) Education
- (xii) Australian Youth
- (xiii) Aged Care in the Veteran Community
- (xiv) General Standing Policy on Various Matters

(e) include a statement that the Delegates have the right to appoint either the Chair or another Director as a proxy, the procedure for doing so and the closing date for the receipt of proxies.

ONLY THE PRESIDENT OR BOARD MEMBER MAY BE NOMINATED AS A PROXY. IF PROXIES ARE ALLOWED, ANY DELEGATE SHOULD BE ABLE TO ACT AS A PROXY FOR ANY OTHER DELEGATE.

Holding a General Meeting at two or more places NEW IN 2018 DRAFT CONSTITUTION. WHILE THE TECHNOLOGY TO DO THIS IS POSSIBLE, IT MULTIPLIES HALL RENTAL AND LOGISTICS FOR ATTENDANCE. DUE TO THE REQUIREMENT FOR EACH DELEGATE TO BE ABLE TO ADDRESS THE CONGRESS, AUDIO/VISUAL EQUIPMENT WILL BE NEEDED ALONG WITH A TEAM TO OPERATE AT EACH LOCATION.

9. The technology used to hold a meeting in two or more places must allow:

(a) every Delegate attending the meeting to hear each person who addresses the meeting;

EVERY DELEGATE NEEDS THE ABILITY TO ADDRESS CONGRESS NOT JUST HEAR THE MEMBERS ADDRESSING THE MEETING.

12. If, either before or during the meeting, any technical difficulty causes one or more of the matters set out in clause 8 of this Appendix C to be not satisfied,

(a) the Chair may:

(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 8); and **THIS WILL ALLOW MEMBERS NOT PRESENT WITH THE PRESIDENT TO MISS OUT ON ARGUMENTS. THIS CLAUSE SHOULD BE DELETED. IF TECHNICAL DIFFICULTIES ARISE, THE MEETING SHOULD BE ADJOURNED.**

(b) no Member may object to the meeting being adjourned, being held or continuing. Members should be able to object to the decisions of the chair.

THIS CLAUSE SHOULD BE DELETED.

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

THE MEMBERSHIP REGISTER IS MENTIONED IN CLAUSE 8.4 "RSL NSW WILL ESTABLISH AND MAINTAIN A MEMBERSHIP REGISTER." THERE IS NO MENTION IN EITHER THE CURRENT OR THE DRAFT CONSTITUTION AS TO WHY THE REGISTER NEEDS TO BE CLOSED PRIOR TO CONGRESS.

15. The Directors present may choose another Elected Director as Chair if neither the President nor the Elected Director nominated by the Board is present within 15 minutes after the time appointed for the meeting to start.

HARD TO BELIEVE THE PRESIDENT OR DEPUTY-PRESIDENT WOULD NOT BE IN ATTENDANCE UNLESS THERE IS A DIRE EMERGENCY AT WHICH TIME SOMEONE SHOULD BE APPOINTED ACTING PRESIDENT

THERE ARE NO REQUIREMENTS FOR A DEPUTY PRESIDENT. THIS POSITION SHOULD BE REMOVED FROM CONSTITUTION.

17. The Chair will not have a casting vote.

For large meetings, tie votes would be rare

By-Law 10, Clause 14. President or chairman of meeting shall have a deliberative vote only. Should there be an equality of votes the motion shall be declared in the negative. **RULES FROM BY-LAW 10 SHOULD BE ADOPTED.**

18. Subject to the specific matters prescribed in this Appendix C, the Chair is responsible for the conduct of the General Meeting and may in their absolute discretion determine the procedures to be adopted at the meeting.

BY-LAW 10 HAS EXTENSIVE RULES ON THE CONDUCT OF MEETINGS WHICH WILL BE REPEALED BY THE DRAFT CONSTITUTION. RULES FROM BY-LAW 10 SHOULD BE ADOPTED.

19. The Chair may require the adoption of any procedure which is, in the Chair's opinion, necessary or desirable to:

THIS GIVES BROAD POWERS TO THE CHAIR. WITHOUT THE BY-LAWS WHICH CONTROL THE DEBATE, THIS COULD GET OUT OF HAND QUICKLY. BY-LAW 10 HAS EXTENSIVE RULES ON THE CONDUCT OF MEETINGS WHICH WILL BE REPEALED BY THE DRAFT CONSTITUTION. RULES FROM BY-LAW SHOULD BE ADOPTED.

(a) give Delegates a reasonable opportunity to make comments and ask questions;

REASONABLE IS A SUBJECTIVE TERM AND WILL GIVE THE CHAIR THE OPPORTUNITY TO SHUT DOWN SOMEONE'S ARGUMENT OR TO ALLOW EXPANDED COMMENTS FOR OTHERS. BY-LAW 10 SETS TIME LIMITS FOR DEBATE IN ORDER TO ENSURE SPEAKERS ARE SUCCINCT AND STICK TO THE POINT. THE TIME LIMITS FROM BY-LAW SHOULD BE ADOPTED.

(b) allow proper and orderly debate or discussion – including limiting the time that a Delegate may speak on a motion or other item of business before the meeting; and

LIMITING THE TIME IS A SUBJECTIVE TERM AND WILL GIVE THE CHAIR THE OPPORTUNITY TO SHUT DOWN SOMEONE'S ARGUMENT OR TO ALLOW EXPANDED COMMENTS FOR OTHERS. BY-LAW 10 SETS TIME LIMITS FOR DEBATE IN ORDER TO ENSURE SPEAKERS ARE SUCCINCT AND STICK TO THE POINT. THE TIME LIMITS FROM BY-LAW 10 SHOULD BE ADOPTED.

(c) allow proper and orderly voting at the meeting – whether on a show of hands or on a poll.

BY-LAW 12 SETS RULES FOR VOTING. THIS CLAUSE REMOVES THE RULES AND ALLOWS THE CHAIR TO DETERMINE AS THEY WOULD LIKE. RULES FOR VOTING FROM BY-LAW 12 SHOULD BE ADOPTED.

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.

THIS GIVES BROAD POWERS TO THE CHAIR. WITHOUT THE BY-LAWS WHICH CONTROL THE DEBATE, THIS COULD GET OUT OF HAND QUICKLY. BY-LAW 10 RULES ON DEBATE SHOULD BE ADOPTED.

22. The Chair may refuse to allow any amendment to be moved to a resolution of which notice has been given.

THIS GIVES BROAD POWERS TO THE CHAIR. THE CHAIR SHOULD NOT BE ABLE TO REFUSE AMENDMENTS TO MOTIONS, IT SHOULD BE DECIDED BY PROPOSER AND/OR DELEGATES. THIS CLAUSE SHOULD BE DELETED.

By-Law 10, Clause 7. A motion and an amendment having been duly proposed and seconded, no further amendment shall be received until one of former has been disposed of. But members may indicate further amendments before existing amendment has been disposed of

By-Law 10, Clause 43. No amendment shall be permitted to any resolution appearing on the Agenda for State Congress, amending, adding to or rescinding the Constitution or any part thereof.

BY-LAW 12 HAS 15 CLAUSES ON THE DUTIES AND RESPONSIBILITY OF CONGRESS DELEGATES WHICH ARE NOT COVERED BY THE DRAFT CONSTITUTION AND WILL BE REPEALED. WHAT ARE THE DUTIES AND RESPONSIBILITIES OF DELEGATES?

DELETED FROM CURRENT CONSTITUTION

21.8 A District Council or sub-Branch may, by providing written notice to the State Secretary at least 1 day before a scheduled State Congress, replace a State Congress Delegate or alternate delegate appointed by the District Council or sub-Branch where State Congress Delegate or alternate delegate is unable to attend State Congress. **NO MENTION IN DRAFT CONSTITUTION ABOUT REPLACEMENT DELEGATES. HOW WILL THIS BE DONE?**

DELETED FROM CURRENT CONSTITUTION

21.7 State Congress will be formed by: **THIS IS NOT IN THE DRAFT CONSTITUTION. WHAT IS THE MAKE-UP OF DELEGATES AT CONGRESS?**

(a) State Council;

(b) State Congress Delegates elected by each District Council and sub-Branch at a general meeting of the District Council or sub-Branch. Each District Council and / or sub-Branch may also elect an alternate delegate.

DELETED FROM CURRENT CONSTITUTION

16.11 State Council must appoint one or more State Councillors as RSL NSW Delegates as required from time to time. The RSL NSW Delegates will attend, and vote at, National Congress on behalf of RSL NSW. **NOT IN DRAFT CONSTITUTION. WILL BOARD MEMBERS OR DISTRICT COUNCILORS BE DELEGATES TO CONGRESS/AGM?**

DELETED FROM CURRENT CONSTITUTION

16.12 State Council may revoke the appointment of any State Councillor as a RSL NSW Delegate by written notice provided to the RSL NSW Delegate. A purported revocation of appointment of an RSL NSW Delegate will not be effective until a copy of the written notification is lodged with the State Secretary. **NOT IN DRAFT CONSTITUTION WILL BOARD MEMBERS OR DISTRICT COUNCILLORS BE DELEGATES?**

DELETED FROM CURRENT CONSTITUTION

16.13 An act of, or exercise of a vote by, an RSL NSW Delegate will not be invalidated by the purported revocation of the appointment of the RSL NSW Delegate, if the notice of such revocation has not been lodged with the State Secretary. **NOT IN DRAFT CONSTITUTION WILL BOARD MEMBERS OR DISTRICT COUNCILORS BE DELEGATES?**

28. The Chair must inform the meeting before any vote is taken whether any proxy votes have been received by the Chair or other members of the Board and, if so, how the proxy votes will be cast.

DOES THIS MEAN THE DIRECTION THE PROXY HAS BEEN TOLD TO VOTE OR JUST THE PROCESS OF PROXY VOTING? WITH SECRET BALLOTING, THE PROXY DOES NOT HAVE TO ABIDE BY HIS DIRECTION. BY-LAW 10, CLAUSE 8. "THE DISTRICT COUNCIL AND SUB-BRANCH DELEGATE TO STATE CONGRESS SHALL VOTE ON EACH MOTION ON THE ANNUAL STATE CONGRESS OR EXTRAORDINARY STATE CONGRESS AGENDA, IN ACCORDANCE WITH THE DIRECTION OF THE DISTRICT COUNCIL OR SUB-BRANCH." BASED ON ATTENDANCE AT RECENT CONGRESSES, APPROXIMATELY 2/3 OF SUB-BRANCHES ATTEND. WITH PROXIES THE BORAD WOULD CONTROL 1/3 OF THE VOTES. THIS DOES NOT SEEM RIGHT.

29. On a vote by show of hands, the decision of the Chair will determine the result.

ELECTRONIC VOTING SHOULD BE INCLUDED HERE. WITH ELECTRONIC VOTING, THERE IS NO NEED FOR A SHOW OF HANDS.

30. The Chair does not need to state the number or proportion of the votes recorded for or against on a show of hands.

ELECTRONIC VOTING SHOULD BE INCLUDED HERE.

31. A poll may be demanded on any resolution instead of or after a vote by a show of hands by:

ELECTRONIC VOTING SHOULD BE INCLUDED HERE.

32. A poll in such case must be taken in the manner directed by the Chair.

ELECTRONIC VOTING SHOULD BE INCLUDED HERE.

33. A Delegate eligible but unable for any reason to attend a General Meeting, may appoint the Chair or another member of the Board as a proxy to vote on their behalf.

ONLY THE PRESIDENT OR BOARD MEMBER MAY BE NOMINATED AS A PROXY. IF PROXIES ARE ALLOWED, ANY DELEGATE SHOULD BE ABLE TO ACT AS A PROXY FOR ANY OTHER DELEGATE.

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 appointed as proxy; and

ONLY THE PRESIDENT OR BOARD MEMBER MAY BE NOMINATED AS A PROXY. IF PROXIES ARE ALLOWED, ANY DELEGATE SHOULD BE ABLE TO ACT AS A PROXY FOR ANY OTHER DELEGATE.

37. A proxy appointment may specify the way the Chair or Board member must vote on a particular resolution.

PROXY APPOINTMENT DOES NOT HAVE TO DIRECT HOW TO VOTE AND THERE IS NO METHOD TO ENSURE THE PROXY VOTES AS DIRECTED. PROXIES SHOULD BE REMOVED FROM THE CONSTITUTION.

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

WHAT IS THE PURPOSE TO PROVIDE A PROXY VOTE IF THE PROXY DOES NOT HAVE TO VOTE?

(b) if the way the proxy must vote is specified on the proxy form, the proxy must be cast that way.

WHAT IS IN PLACE TO ENSURE THIS?

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 member of the Board nominated in the proxy form is absent from the General Meeting.

ONLY THE PRESIDENT OR BOARD MEMBER MAY BE NOMINATED AS A PROXY. IF PROXIES ARE ALLOWED, ANY DELEGATE SHOULD BE ABLE TO ACT AS A PROXY FOR ANY OTHER DELEGATE.

sub-Branch M. DISAGREE, COMMENTS

APPENDIX D DISPUTE RESOLUTION AND DISCIPLINARY PROCEDURES

By-Law 3 Clause 1. This RSL NSW Dispute Resolution By-Law aims to maintain ethical and informed decision-making and responsible behaviours within our organisation. It outlines our commitment to a person's right to be treated with respect and dignity and to be safe and protected from abuse. This By-Law informs everyone involved in our organisation of his or her legal and ethical rights and responsibilities and the standards of behaviour that are required. **BY-LAW 3 INCLUDES 14 CLAUSES AND REFERS TO THE RSL NSW DISPUTE RESOLUTION REGULATION WHICH WILL ALSO BE REPEALED. THE DISPUTE RESOLUTION REGULATION HAS NOT BEEN REVIEWED, HOWEVER, THE MAJORITY OF THE INFORMATION CONTAINED THERE SHOULD BE COVERED. IS THE ENTIRE DISPUTE RESOLUTION REGULATION REDUNDANT OR NOT NEEDED?**

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 subBranch, 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 Delegates to work with the parties to try and resolve the Dispute including by assisting the parties in engaging an independent facilitator;

THIS IS A MORE DETAILED APPROACH THAN WAS COVERED IN THE CURRENT CONSTITUTION. HOWEVER, BY-LAW 3 INCLUDES 14 CLAUSES AND REFERS TO THE RSL NSW DISPUTE RESOLUTION REGULATION WHICH WILL ALSO BE REPEALED. ARE ALL OF THESE CLAUSES REDUNDANT OR NOT NEEDED?

41.3 If a third party makes a complaint to RSL NSW against any Member or RSL NSW body, RSL NSW must use its best endeavours to hear and resolve the complaint in accordance with the By-Laws and Regulations.

DISCIPLINARY PROCEDURES

THIS SECTION IS A TOTAL REWRITE OF THE CURRENT CONSTITUTION AND INCLUDES SOME OF THE MATERIAL FROM BY-LAWS. BY-LAW 4 INCLUDES 15 PAGES REGARDING DISCIPLINARY PROCEDURES WHICH WILL BE REPEALED. ARE ALL OF THESE RULES REDUNDANT OR NOT NEEDED?

THIS SECTION AND CLAUSE 15.1 SHOULD BE COMBINED TO REDUCE COMPLEXITY.

DOES THE MEAN THE BOARD OR CONDUCT COMMITTEE CAN "FINE OR ISSUE A MONETARY PENALTY TO A RESPONDENT"?

THE FOLLOWING CLAUSES FROM THE CURRENT CONSTITUTION ARE NOT COVERED BY THE DRAFT CONSTITUTION. WAS THIS INTENDED? THIS CLAUSES NEED TO BE REVIEWED TO DETERMINE WHICH ARE RELEVANT.

9.3 The operations, conduct and meetings of the State Branch Tribunal will be in accordance with the By-Laws.

9.4 A resolution passed by the State Branch Tribunal will only be binding on a sub-Branch, Subsidiary or Member if the resolution has been passed in accordance with the By-Laws.

10.2 If a sub-Branch or Subsidiary fails to comply with the notice, State Council may resolve by special resolution of the State Councillors present and voting at the meeting, to:

10.2(a) take administrative action against the sub-Branch or Subsidiary in accordance with the By-Laws;

10.3 Immediately upon State Council passing a resolution under clause 10.2:

10.3(a) all sub-Branch Officers or Subsidiary Officers will be deemed to have vacated office and, if the sub-Branch or Subsidiary is to retain its Charter and continue in existence, the State President or other representative of State Council, will take control of the management of the sub-Branch or Subsidiary and may exercise all the powers of its Officers until new sub-Branch Officers are elected in accordance with this Constitution; and

10.3 (b) the State Secretary will provide written notice to the Secretary of the affected sub-Branch or Subsidiary, requiring them to deliver to the State Secretary all accounts, books, statutory registers, records or other documents of the sub-Branch or Subsidiary which the sub-Branch or Subsidiary is required to keep under this Constitution or at law, within 14 days of the notice.

10.4 State Council will, within 7 days of passing the resolution under clause 10.2, provide to the sub-Branch formal written notice of State Council's decision together with the minutes of the meeting. A copy of the formal written notice provided under this clause will be forwarded to the National Secretary.

10.5 A sub-Branch or Subsidiary may, within 28 days of receipt of the notice under clause 10.4, appeal to the State Branch Tribunal by notice in writing addressed to the State Secretary and lodged with State Council.

10.6 Any appeal provided under clause 10.5 will comply with the By-Laws applying to an appeal by a Member of a decision of sub-Branch (with the necessary changes to that By-Law).

10.7 Subject to clause 10.8 below, upon receipt of an appeal, provided in accordance with this clause 10, State Council may take no further action in enforcing its decision and State Council will forward to the State Branch Tribunal:

- (a) the appeal;
- (b) the minutes of meeting of State Council dealing with the sub-Branch or Subsidiary;
- (c) a copy of the notification provided under clause 10.4; and
- (d) all other documentation relating to the sub-Branch or Subsidiary.

10.8 If the State President or other representative of State Council has taken control of the affairs of a sub-Branch or Subsidiary in accordance with this clause, the State President or other representative of State Council will remain in control of the affairs of the sub-Branch or Subsidiary whilst any appeal is being conducted by the sub-Branch or Subsidiary until the appeal has been finally determined.

10.9 If the sub-Branch or Subsidiary has not appealed the decision of State Council within 28 days of the notice under clause 10.4, and it is to retain its Charter and continue in existence, the State President or other representative managing the affairs of the sub-Branch or Subsidiary will convene a general meeting of all members of the sub-Branch or Subsidiary for the purpose of electing new sub-Branch Officers or Subsidiary Officers. A person who immediately held office prior to the disciplinary action being taken by State Council will not be eligible to be re-elected to office.

12. THE NATIONAL TRIBUNAL

12.1 The National Tribunal will, for the purpose of this Constitution, have the power to review decisions of the State Branch Tribunal and is to be established and governed in accordance with the National Constitution.

12.2 A Member, sub-Branch, or Subsidiary may request the National Tribunal to review a decision of the State Branch Tribunal concerning that Member, sub-Branch or Subsidiary, by providing a written request for review to the National Secretary in accordance with the By-Laws.

12.3 Subject to the law, a decision of the National Tribunal will be final and binding upon RSL NSW, the sub-Branch, Subsidiary or Member.

13. BOARDS OF ENQUIRY

13.1 State Council may establish a Board of Enquiry, subject to any rights to appeal, to make a finding, report on, or investigate, any matter or issue relating to RSL NSW, as required from time to time.

13.2 State Council will:

- (a) determine the Terms of Reference for;

(b) appoint the members of;

(c) appoint a member of the legal profession as the chairman of;
the Board of Enquiry.

13.3 The Board of Enquiry will be conducted in accordance with the directions of State Council.

13.4 State Council will provide to the Board of Enquiry and the sub-Branch, Subsidiary, Member or Officer concerned, the Terms of Reference of the Board of Enquiry. Where possible, the Terms of Reference will refer to the relevant provisions of this Constitution.

13.5 Any RSL NSW Officer or State Councillor directly interested in any matter which is the subject of Board of Enquiry may not participate in the Board of Enquiry and may not vote on any resolution regarding the findings of the Board of Enquiry.

13.6 The Board of Enquiry may invite a sub-Branch President or Subsidiary President to be present at the Board of Enquiry. The sub-Branch President or Subsidiary President will, if invited, have the right to:

(a) be present during the taking of evidence (but will not have the right to be present during the deliberations of the Board of Enquiry);

(b) provide suggestions as to what evidence the Board of Enquiry should consider; and

(c) provide evidence to the Board of Enquiry before any other evidence is presented to the Board of Enquiry.

13.7 A Board of Enquiry must, by written notice, summon any sub-Branch, Subsidiary or Member who is the subject of the Board of Enquiry and who the Board of Enquiry, during the enquiry reasonably considers may be found guilty of Misconduct, to appear before the Board of Enquiry. The sub-Branch, Subsidiary or Member may:

(a) be present during the taking of evidence;

(b) examine witnesses; 22/06/2018 (9)

(c) provide evidence;

(d) require the Board to consider any additional evidence from third parties which the sub-Branch, Subsidiary or Member considers is necessary for the proper defence of the sub-Branch, Subsidiary or Member; and

(e) address the Board of Enquiry in their defence.

13.8 The State Secretary will provide written notice to any witness who is required to appear before a Board of Enquiry of the time, date and location of the Board of Enquiry.

13.9 The chairman of the Board of Enquiry will require each person appearing before the Board of Enquiry to declare to speak the truth.

13.10 Where a sub-Branch or Subsidiary is the subject of a Board of Enquiry and is found guilty of Misconduct, the Board of Enquiry will have the power to order the sub-Branch or Subsidiary:

13.10(a) to pay the costs of the Board of Enquiry; or

13.10 (b) to pay any costs of the Board of Enquiry incurred in engaging one or more financial advisors, where the Terms of Reference of the Board of Enquiry includes an enquiry into the financial position of the sub-Branch or Subsidiary.

General Questions and Comments

sub-Branch M. COMMENTS

There are many issues that need to be clarified and explained prior to acceptance of a new Constitution. We do not believe there is enough time to properly consult with the membership. Revoking By-Laws and Regulations without fully replacing them will cause immense disruption to organisation.

At this point, adopting the Rockdale draft of the Constitution while debating the points raised by this review seems to be the most logical course of action.