

## **FAQs – RSL NSW MODEL INCORPORATED ASSOCIATION CONSTITUTION**

An Incorporated Association is a type of legal structure incorporated under the Associations Incorporation Act 2009 (NSW). It is a common structure for small community not for profits with a local focus, and not generally adopted for charities part of a broader network such as sub-Branches holding charters with RSL NSW. However, sub-Branches may wish to consider it as an option for them.

General information about the Incorporated Associations structure and how it compares with the current Trustee Model and Company Limited by Guarantee model is set out [here](#).

***RSL NSW Members must note that this document does not constitute legal advice for sub-Branches and only provides information for them to consider when assessing their sub-Branch's particular circumstances.***

### **1. How does the Incorporated Association Structure and membership of the Incorporated Association affect membership of RSL NSW?**

It doesn't. You are only a member of the Incorporated Association by virtue of your RSL NSW Membership and attachment to the sub-Branch.

### **2. What control does RSL NSW have over the operations and decisions of the sub-Branch as an Incorporated Association?**

RSL NSW under this arrangement, would have no less control than it has over sub-Branches who do not incorporate. Sub-Branches which are Incorporated Associations will still need to make decisions in accordance with the RSL NSW Constitution and deal with property accordingly.

### **3. How does being registered as an Incorporated Association impact business?**

An incorporated association in NSW can only carry on business in NSW.

### **4. Does the Model Constitution adopted by the Incorporated Association mean that the RSL NSW Constitution does not apply?**

No. The Model Constitution for Incorporated Associations has been drafted as far as possible to be used as a vehicle for sub-Branches to be able to deal with sub-Branch property and do business using the incorporated structure while still being compliant with the requirements of the Incorporated Associations Act. The overall running of the sub-Branch must still occur in accordance with the RSL NSW Constitution.

### **5. Why can't we draft our own Incorporated Associations Constitution?**

It is important that all members of RSL NSW have the same rights whether the sub-Branch to which a member belongs is incorporated or not. The model constitution ensures that every single member of RSL NSW enjoys the same rights of being a member of our organisation.

The Incorporated Associations Act (NSW) has a provision allowing sub-Branches to change the Incorporated Association Constitution by special resolution. If a sub-Branch chooses this course and tries to adopt a Constitution other than the Model Constitution in place from time to time it will risk its status as an RSL NSW sub-Branch.

The RSL NSW Board will only amend the Incorporated Associations Model Constitution where it is necessary for the amendment to be made, for example to ensure that the model Constitution

complies with either the Incorporated Associations Act or any amendments that are made by RSL NSW Members to the RSL NSW Constitution.

**7. What then, is the point of the Incorporated Associations Model Constitution?**

The point of the Incorporated Associations Model Constitution is to allow those sub-Branches with significant amounts of property to more efficiently deal with those assets. Whether or not a sub-Branch does incorporate as an Incorporated Association is solely a matter for the members of that sub-Branch. The decision to incorporate and adopt the Incorporated Associations Model Constitution is something of importance and therefore that decision must be made completely in accordance with the RSL NSW Constitution.

**8. Does my sub-Branch have to incorporate as an Incorporated Association?**

No. It is not necessary for your sub-Branch to become an Incorporated Association. RSL NSW will continue to support sub-Branches which decide not to incorporate and to keep their current structure.